

IMPRESSION LEFT BEHIND

Part Two of the Yûlash Series

Elanil Elassidil's successful recovery brings dire news, and only enough to raise the fears of all. On the urgent request of the factions, a covert raid party must be sent in to secure as much knowledge as possible, and destroy whatever schemes lie below.

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



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INTRODUCTION

Welcome to *Impression Left Behind*, a D&D Adventurers League™ adventure, part of the official D&D Adventurers League™ organized play system and The Role Initiative's *Yûlash* series.

This is the second part of a two-part story detailing the aftermath of a group of adventurers who discovered a group of illithids replacing the inhabitants of Hilltop, a shanty town outside of Yûlash, with kaorti shapechangers. This part of the story has the adventurers journey into the Underdark to uncover the marionettes behind the plot.

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

ADJUSTING THIS ADVENTURE

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

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

DETERMINING PARTY STRENGTH

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

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

Party Strength: Deadly. Many Adventurers League groups turn out to be stronger than the Party Strength listed above would suggest. In such a case, the DM and players should feel empowered to raise the difficulty. To that end, a new party strength of "Deadly" has been added to the last encounter

for Very Strong parties whose players would like an additional challenge.

BEFORE PLAY AT THE TABLE

Before you start play, consider the following:

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

PLAYING THE DUNGEON MASTER

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

To facilitate this, keep in mind the following:

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

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

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

ADVENTURE PRIMER

The oldest and strongest emotion of mankind is fear, and the oldest and strongest kind of fear is fear of the unknown.

—H. P. Lovecraft

ADVENTURE BACKGROUND

In CCC-TRI-01 YUL1-1, Olisara Lightsong gathered a group of adventurers to investigate the disappearance of Elanil Ellassidil, near the walled ruins of Yúlash. Adventurers traveled to the shantytown of Hilltop outside Yúlash and uncovered a plot where the inhabitants were being slowly replaced by strange aberrations (kaorti shapechangers).

With this revelation fresh on their mind, the group hastened to the Silver Hemlock Grove. Upon arrival, they quickly discovered that the grove and Sister Ana had been defiled. Falling into a trap, a swift battle was waged between the two sides.

The collapse of the grove uncovered an underground tunnel, which eventually lead them to the culprits behind the Hilltop kidnappings—a group of yugoloths. After an intense fight, Elanil Ellassidil was discovered in a nearby tunnel, badly wounded yet moving. With Elanil in tow, they exited the tunnels for a small amount of respite.

NPC SUMMARY

The following NPCs feature prominently in this adventure.

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

Dornal Whitebeard (DOOR-nal WHITE-beard). Male dwarf, gregarious. Lords' Alliance contact, formerly of Phlan.

Chaab (CHAAB). Male human. Zhentarim representative.

Vilcuum (VIL-coom). Male illithid. Arrogant and cowardly.

Szthezik V'Zenik (ZITH-zik vu-ZEH-nik). Male ulitharid.

Total opportunist.

Xorack (ZORE-ak). One of the sole remaining beholder members of the Corps.

Kszanzeth (Kah-ZAN-zeth). Mind flayer elder brain. Overthinker, self-centered, pompous.

ADVENTURE OVERVIEW

This adventure begins the following morning with Elanil hosting a meeting with the faction leaders, to develop a plan. The adventure is divided into an Introduction and four Parts.

Introduction. The Show Must Go On—15 minutes. The introduction details the adventurers' interacting with Elanil and others as they prepare to confront what is in the Underdark.

Part 1. We Will Rock You—35 minutes. The adventurers encounter a xorn as they try to navigate or circumvent a 350-foot-wide volcanic chasm that is populated with cloaklers.

Part 2. Under Pressure—75 or 55 minutes.

Coming upon the illithid hive, the party traverses the outer sanctum of the mind flayers and encounters the liberator of Elanil Ellassidil.

Part 3. A Kind of Magic—100 minutes. Moving from the outer sanctum, the adventurers discover the “brains” of the illithid hive, learn about a larger plot, rescue Lord Firehall, and try to escape.

Part 4. I Want to Break Free—15 or 30 minutes. Running for their lives, will the madness ever abate? This will take about 30 minutes if the party fails their saves and ran from the Part 2 fight.

ADVENTURE HOOKS

Before the adventure, the characters who are not already present due to having just completed CCC-TRI-01, receive a strong request to meet with Elanil Ellassidil at the Red Plume Outpost outside the ruins of Yúlash.

Story Hook. Characters that **have not played** CCC-TRI-01, but **know** Elanil receive a note via carrier pigeon:

<Character's Name>,
I wish I were not writing to you under duress, but alas the factions and I need to request your help one more time. Please meet me at the Red Plume outpost outside the ruins of Yúlash. Do not divulge this information to anyone.

Elanil

Zhentarim (Faction Assignment). Any members of the Zhentarim who are not already headed to the meeting receive a note with the meeting time, and mentioning that their absence will be noted.

Lords' Alliance (Secret Mission). Dornal Whitebeard requests all Lords' Alliance faction members attend the meeting, as there is a faction emergency brewing.

AUTHORS NOTES

This adventure sits squarely on the DM's shoulders to make it run on time. If the players **hit every fight and fail**, you will be over time by at least 15 minutes. Even then, our playtesting has noticed that players will rush through areas that they find unnecessary for fear of being transformed! So if you notice things are running close to time, or you are afraid to run over time, we have provided some hints on speeding up each part.

In order to tailor the reactions of NPCs, find out what story awards the players have, especially from CCC-TRI-01, but also any which involve the faction leaders.

INTRODUCTION. THE SHOW MUST GO ON

Estimated duration: 15 minutes

The adventure commences with the party arriving at the First Lord's tent. They would know that they have been asked to attend the meeting of the First Lord and members of various factions. Give the players a minute to introduce their characters before entering the tent.

As you enter the tent you notice that the First Lord and Elanil are speaking to representatives of all five factions.

The representatives are:

- Order of the Gauntlet: Zern Xerkstil (male half-orc)
- Harpers: Olisara Lightsong (female elf)
- Emerald Enclave: Seranolla the Whisperer (female gnome)
- Lords' Alliance: Dornal Whitebeard (male dwarf)
- Zhentarim: Chaab (male human)

The players are noticed by Elanil, and she gestures for them to take a prominent seat. Elanil recounts the following:

"I was knocked unconscious by some unknown entity, and used as a focus for a planar portal ritual . . . As my mind lay open to the magic, I was forced to understand where it led . . . to The Far Realm.

While the portal thrummed with energy, its corruption seeped into the area, defiling the space nearby and spewing aberrations of unspeakable forms onto our plane of existence. I lost consciousness after seeing this . . . When I finally awoke, an ally had found me and had already begun freeing me."

Elanil shakes her head, her brow furrowed.

"Why an illithid would help me is unknown, but I could not refuse. It guided me out of the tunnels, and vocally spoke to me, telling me its name—Szthezik. It led me to the end of a tunnel then turned back, leaving me to walk alone through the rest of the hive."

She shudders for a moment, taking a sip of fresh tea before continuing.

"I am certain that I should have been recaptured by the countless aberrations I repeatedly stumbled upon. I knew they were giving me chase, but each time that I lost hope, they did not see, smell, or hear me."

She pauses for a moment, eyes resting on Dornal Whitebeard.

"But they did see a contingent of Red Plumes and their leader . . . It was Lord Firehall, Dornal. They were all unconscious, with Lord Firehall and some of the others still alive, gods be good. I wish I could have saved him, but it would have been suicidal.

Do you need to take a moment to speak with your men? I know that this is very grave news for both the

Lords' Alliance and the region as a whole."

Dornal nods his head, and leaves the group for but a moment. With his return, and sounds of harried movement outside, Elanil continues.

"Szthezik, that illithid, concealed and protected me from afar. Of this I am sure. Its methods are unknown to me, nor can I tell you why he helped me. I can assure you all that he had his reasons. They always do."

For those characters that helped to rectify the situation in Hilltop, they are asked what occurred and to relay their tale to the faction leaders, Elanil, and to the First Lord. If no one participated in CCC-TRI-01, then the events are recounted for them. If the players mention an encounter with kaorti shapechangers, First Lord Yestral tells the party he can supply some information about that.

- As the kaorti shapechangers passed the ruins the Red Plume guards gave chase.
- The creatures made it to a strange ship moored off of the coast.
- The guards had never seen a ship of its make or material, and it felt wrong, even from afar. What exactly it was made of, they are not sure.
- He found it odd there was a ship there just "waiting" for their arrival, and it departed with haste.
- The PCs are asked to venture forth into the Underdark to find out what is occurring with this portal and close it at all costs.

Lord Firehall had led a Red Plume patrol recently into the Hive, but contact has been lost. Lords' Alliance characters are tasked with finding him and returning him to safety

SPECIAL MISSION: LORDS' ALLIANCE

If there are members of the Lords Alliance who are Rank 2 (Redknife), they are asked to perform an additional service.

After the discussion, you are pulled aside by Dornal Whitebeard. "I'm not liking what I'm hearing about Firehall being in their clutches. While you're down there—get him out. We need him alive and leading the restoration of Hillsfar."

FACTION ASSIGNMENT: ZHENTARIM

Convince Szthezik V'Zenik that the elder brain's actions are not in his best interest, and that better arrangements could be worked out with the Zhentarim. If there are members of the Zhentarim present, they are given some additional instruction by Chaab:

"Yeah, we're not that keen on the Harpers building their own alliances here. As you poke around, see if you can find us some alliances of our own."

ENTER THE CONSULTANT

After the faction representatives speak with their members, another creature presents itself, bringing a very unique source of aid.

As the conversations die down, a leathery, glistening creature in black and silver robes enters the room. Its tentacles wiggle gently against the rest of its body as it nods and moves towards your group.

While it finds a place to stand, one of its tentacles wriggles under the others, promptly followed by what could only be taken for gurgling noises. A few disturbing sounds pass through its tentacles before you make out the a semblance of broken, garbled Common.

"I do hope these grotesque vocal measures show all of you the extent to which we . . . Appreciate our alliance." Another gurgling noise escapes as its tentacles adjust for a moment, helping to make its voice clearer. "This method of communication is needed, regardless of my preferences. The creature that Elanil encountered below is most adept at intercepting telepathy of any sort."

- It introduces itself, for those that have not interacted with it before, as Vilcuum, an illithid/mind flayer of the Ryxyg hive.
- The hive has allied themselves with the drow of Szith Morcane and the factions in the past, and wish to continue this relationship.
- For aid, Vilcuum pulls an unassuming jar that seems to be writhing with creatures inside. He explains that these tadpoles will give their host the effects of the *nondetection* spell. If asked how they are administered, its tentacles wiggle against the sides of its head while explaining how they burrow into the ear canal, then through the skull to attach to the brain itself. Painful, yet effective.
- If asked how to enter the hive, it explains that due to the warping of the Weave by the aberrations, no magical teleportation can bring them in or out of the hive without extreme risk. This has been confirmed through sad experience by the alliance's magic users.
- If a character asks what he meant by the "creature" (or if no one asks, a faction leader will do so instead), Vilcuum will describe it as follows:

"The being of which I speak of is an elder brain, a sentient mass of flesh and tentacles that holds the collective knowledge and thoughts of all illithids that belong to its hive, and the full history of our race. All hives contain an elder brain, at least those hives that wish to live. This one has gone rogue, going against The Grand Design that drives us all.

This hive's rogue elder brain is all the more dangerous due to its procurement of the portal that Elanil

speaks of, the likes of which my hive and our people have only heard tales of. It reminds us of a portal called the Vast Gate, though knowledge on such a thing is almost non-existent. And to power such a device it must augment its psionic power with arcane magic, forsaking another illithid tradition."

Vilcuum makes a very angry noise for a brief moment. "So, I am here to help stop this degenerate, and possibly convince those that live through its death to join our hive."

If a character asks about the Vast Gate, a DC 24 Intelligence (History/Arcana/Religion) check will reveal that what Vilcuum says is true, and should be of grave concern. Aboleths came from this realm, and many mind-warping beings have left from there.

- Do not force the players to take the tadpoles, but reveal that the faction leaders and Elanil believe this is a good idea.
- Once the party is done asking questions, Vilcuum calls to those who have agreed to the insertion of its tadpoles.
- The tadpoles are biological and not magical in nature, and will make anyone who suffers through the minute of pain have a "natural" form of the *nondetection* spell for 4 hours.
- As those who have agreed go through the tadpole process, Vilcuum gives words of caution. While the tadpoles make the party look like unintelligent illithid tadpoles via telepathy, it does not make them invisible. Caution is the only way to not have the party's brains turn to mush. Vilcuum says this with a touch of fondness.
- After insertion, Vilcuum adds another, very important reason for returning in 4 hours. "*These tadpoles are meant to change you into an illithid. If you wish to stay as you are . . . be back shortly after the headaches and bleeding begin. And mind any wounds. Such areas expedite the transformation, which we have verified multiple times.*"
- Once preparations are done, Elanil reminds them of their path, and gives exact directions. If the party wishes to resupply, they have a short window to do so, but must move quickly as time is of the essence.
- Make note of the players who do not take the tadpole. During **What Dreams May Come**, the elder brain will see them regardless of magic used to hide themselves (due to the antimagic field).

PART 1. WE WILL ROCK YOU

Estimated duration: 35 minutes

ADVENTURE TIMING

The xorn crossing can be trimmed by about 5 minutes, if roleplay is limited. If the players teleport across the chasm, that will also speed up the time.

As the party follows the tunnel out of which Elanil was found coming out, they eventually arrive in a larger chamber which contains a strange inhabitant. Those in heavy armor become very uncomfortable upon entering this area. (See **Heat Effects** at the end of the section).

As you travel down the tunnel that Elanil detailed, you see a soft orange and red glow up ahead. The temperature begins to rise sharply, peaking at what can only be called an inferno as you step into a large, curved cavern. As you look ahead, 50 or so feet of ledge suddenly drops down into a chasm, nearly 350 feet across and perhaps 40 feet wide at its widest. The glow illuminating the cavern originates from the bottom of the chasm, where lava flows lazily amongst the cracks in the ground. And to the right of the cavern sit beat up boxes, with a track pressed behind them into the wall that goes from one end to the other.

GENERAL FEATURES

This massive chamber has the following features.

Ceiling. Numerous stalactites line the ceiling of the whole cavern. The ceiling is not uniform and ranges in height from 10 feet above the entrance to over 300 feet above.

Chasm. 100 feet down there is an irregular honeycomb of red, orange, and yellow lines on the bottom of the chasm, this is where the heat is emanating from.

Smells. The area is suffused with the smell of sulfur.

Sounds. Sounds of fast running liquid echo up from the chasm, DC 17 Perception (active or passive) also hears chattering coming from ceiling of the cavern.

Light. There is a glow originating from the chasm, from the irregular honeycomb of red, orange, and yellow lines.

Temperature. 150 degrees fahrenheit.

Read or paraphrase the following:

After taking in the enormity of the cavern, your attention is drawn to movement on the right side. A strange creature has begun to emerge from the rock wall, six appendages and a body all seemingly made of stone flow forth, and three rather large blood red eyes regard you. After a brief moment, excitement breaks across its face as it dances excitedly, moving towards a heavily indented spot beside some boxes. It then watches you silently, as if waiting for instructions.

This creature is a **xorn**, which can be identified with a DC 14 Intelligence (Nature or History) check, and has been used to transport captives and supplies across the chasm. The aberrations typically provide it with a dozen coins or a gem per box transported, and the xorn enjoys this arrangement, hence its eager patience near the boxes and rail. While not a group of illithids, it is still curious about the party and whether payment will be provided as well. If the party approaches, it will begin slapping its legs together in a bizarre, happy rhythm.

If the party is unable to communicate with the xorn after 5 minutes, it will regurgitate a gem, grab the gem with one of its feet and proceed to toss it back into its mouth. It will then hold out all three hands waiting for the players to place either gold or gems in the hands. The xorn will lean over and smile horribly trying to diffuse the situation. If any of the players speak Primordial or Terran, they hear the xorn ask “*Gem-gem?*” If the party becomes hostile, the xorn will not attack, instead choosing to phase into the wall. (Characters who have dealt with xorn before might realize that this means the creature is not in any way starved).

IF THE PARTY PROVIDES THE XORN WITH COINS OR GEMS

If the party gives the xorn at least 100 gp worth of gold or gems, it immediately throws the gold or gems in its mouth saying “*Yum-yum gem-gem*” in Terran. The xorn then waits next to the rail for the party to hook up a box. It will sit quietly until this happens, as it has no real interest in anything else that the party might do.

IF THE PARTY HAS THE ABILITY TO COMMUNICATE WITH THE XORN

The xorn does not care how it gets fed, only that it eats. If someone in the party can communicate with it either in Terran, its native tongue, or via another method, it will tell them:

- “*Me push box-box for gem-gem*”
- “*You get in box-box, me push-push*”

If asked why it doesn't eat the box or the rail the xorn simply states:

“*Me no dum-dum. If no box-box or rail-rail, me no get gem-gem*”

If asked, the xorn chooses not to detail its dealings with the yugoloths since it would prefer to not lose its most reliable food source. However, it is a creature which thinks with its stomach. Substantial bribes might convince it to share information. This will require a bribe of at least 100 gp worth of gold or gems per piece of information, as well as a DC 20 Charisma (Persuasion) check from someone who can communicate with the creature. For every additional 100 gp worth of gold or gems per piece of information, the DC is reduced by 5, so if it is given

200 gp in gems, the DC for the persuasion check becomes a 15.

- “Yugoloth make deal-deal”
- “Give gem-gem, I push box-box”
- “People in box-box” (If pressed for what kind of people, the xorn will regurgitate a set of shackles that it tried to eat but can’t digest)

THE BOX-BOX

Those that played in CCC-TRI-01 will recognize these as the same boxes found in the yugoloth lair.

Outside the boxes. The boxes are each 10 feet long, 5 feet wide, and 7 feet tall. On the top each box is a series of metal guides containing tracked metal wheels (passive or active insight deduces these tracks seem to fit the rail system). There is a heavy lock on the outside of each box (DC 22 Dexterity (Thieves Tools) check discovers the lock is broken) and unusable.

Inside the boxes. In the interior of the box is a metal chain most likely used to secure something inside the box, and a metal bar that can be used from inside the box to close it. The boxes are fully enclosed but do have some holes to allow for air to circulate. The walls of each box are thin, reinforced every six inches with bars on the outside. An Investigation check (DC 20) notices these were once cages that were later reinforced either to keep something in or keep something out. Each box can fit a number of creatures equal to the total party size divided by two rounded down.

I.e., with 5 party members, box can fit two, or 6 party members, box can fit three.

Affixing a box to the rail. Lifting a box onto the rail requires a group DC 18 Strength (Athletics) check. If the weight capacity of the cage is exceeded (more than two people wearing heavy armor), the metal guides cause the box to sway and fall off the rail system, dropping the box two feet to the floor.

Moving the box by means of xorn. If the party provided the xorn with gems, the xorn will wait until the cage is loaded, and then phase through the stone so it is above the cage. It will then extend a hand down to grab the cage, and will begin to drag it along the rail to the other side. After the cage is brought to the other side of the chasm, the xorn will reappear at the originating side if there are other cages to be brought across. The xorn will require payment for each box pushed across the chasm.

Other means of moving the box. The xorn doesn’t need to push the box—an individual can fly behind the box pushing it along as it does not require much strength to do so. Anyone outside the box will be assailed by the cloaklers (see below).

WAYS THE PARTY MIGHT ATTEMPT TO CROSS THE CHASM

- Climb along the rail. Note that the rail is oiled to allow for easy movement of the boxes, and will require a DC 20 Strength (Athletics) check every 25 feet and might end badly
- Descend to the ground (Athletics DC 14) and walk across. The party will have to determine how to deal with the heat damage. (1d8 fire damage per round)
- Teleportation of some sort that will reach 350 feet across
- Obtain one of the cages and use it to ferry people across (see above)



HEAT EFFECTS

Once the party crosses the chasm, party members wearing medium or heavy armor need to make a DC 15 Constitution saving throw, or gain one level of exhaustion from the heat. Those wearing heavy armor make this saving throw with disadvantage.

DEVELOPMENT

There is indeed magma underneath the floor of the chasm with a two-foot stable floating rock crust above the magma. There is no danger of falling in the magma (unless the party does something monumentally stupid), however travelling along the floor will be painful. Anyone on the floor of the chamber will suffer 1d8 fire damage each round. Resistance to fire negates this.

Once the boxes finish their movement across the chasm, the players open their doors and walk onto a cliff. 40 feet in front of the group is a tight tunnel about 5 feet across. To their left, the characters notice an old abandoned camp nestled against the rock wall. A DC 15 Wisdom (Survival) check reveals this site has been abandoned for months. The check

also reveals dozens of footprints from humanoid creatures. These footprints lead into the tunnel ahead. Though mostly destroyed, the characters can salvage a few things from the camp site. There are 2 bedrolls, 50 ft. of hempen rope, and some leather and poles that appear to at one time to have been a tent. If the players search the camp, they are attacked, as the leather tent material is actually cloakers. The **cloakers** and young cloakers (Use **darkmantle** stats for the young cloakers) attack relentlessly. The party is surprised unless they have an ability that negates this, such as a weapon of warning.

SETTING UP THE ENCOUNTER

Very Weak

- **Cloaker**: AC 14, 78 hp, Init +2
- **Darkmantle (6)**: AC 11, 22 hp, Init +1

Weak

- **Cloaker**: AC 14, 78 hp, Init +2
- **Darkmantle (8)**: AC 11, 22 hp, Init +1

Average

- **Cloaker (2)**: AC 14, 78 hp, Init +2
- **Darkmantle (4)**: AC 11, 22 hp, Init +1

Strong

- **Cloaker (2)**: AC 14, 78 hp, Init +2
- **Darkmantle (5)**: AC 11, 22 hp, Init +1

Very Strong

- **Cloaker (3)**: AC 14, 78 hp, Init +2
- **Darkmantle (6)**: AC 11, 22 hp, Init +1

THE EXIT

The tunnel at the other end of the chasm is unremarkable, extending further in the subterranean depths. The rail extends a good 25' into the tunnel, allowing cages to be detached. If the xorn ferryman is here, he will not bring the cage back to the starting point unless paid for each leg of the journey. Whether this is the same arrangement as it has with the mind flayers, or whether it is opportunistic is not something the party will be able to determine.

PART 2. UNDER PRESSURE

Estimated duration: 75 minutes

ADVENTURE TIMING

The **Siphoning Chamber** is easily trimmed by 5–10 minutes, if you move the characters through it and help nudge them along or point out things.

Encountering Szthezik can be a long encounter if you allow the players to talk a lot, or fight him in a dragged out manner. If you need to gain time back you can roleplay his need to leave and force the players to make decisions.

What Dreams May Come is difficult to trim down. If they run away, it is already trimmed down significantly, but if they fight, it is meant to drain resources. Be mindful that *antimagic fields* slow down combat, as players must remember to remove benefits provided by magic items.

After about 20 minutes of travel through the tunnel, things clearly change. The way that eyes interpret color in this area is altered, appearing in various shades of purple and blue. Those that played in CCC-TRI-01 experienced the same visual sensation in the fight at the Silver Hemlock Grove.

GENERAL FEATURES

The transition into the hive mind colony is very distinct.

Walls and Floor. Roughly cut rocks, stalactites and stalagmites protrude out from all directions. The walls eventually smooth out and become slick with an unidentifiable liquid.

Smells. The sulfur and heat from the chasm dissipate quickly, replaced by cool drafts of very humid air, carrying with it a distinct sharp odor not easily identifiable.

Light. Diffused and color shifted. Very disorienting, even for those with darkvision or magical light. Only blindsight or truesight would be unaffected.

Temperature. Drops down rapidly, as you move away from the lava chasm. It bottoms at 40 degrees fahrenheit.

Innocent at first, like descending into a deep pool of water, the characters feel pressure surrounding their heads. One minute later the pressure becomes painful and they begin experiencing headaches. The characters **must succeed on a DC 10 Constitution saving throw** or **suffer 1 level of exhaustion**. If a character has protected their mind (such as a *ring of mind shielding*), they are immune to this. Be flexible with the ways the characters have protected themselves.

TELEPORTATION WITHIN THE HIVE WHILE THE PORTAL IS OPEN

Due to the Vast Gate and its corruption of the Hive, the Hive touches the Far Realm in a way that it and the elder brain Kszanzeth see fit. If a creature that is not Kszanzeth's ally tries to teleport or magically move outside of the material plane, the caster must make a DC 16 Spellcasting ability check. On a success, the spell works as intended, albeit with negative side effects. On a failure, the spell fails.

In either case, the caster takes 13 (5d4) psychic damage and their hit point maximum is reduced by the amount of damage taken. This reduction in the hit point maximum can only be removed after a long rest. This is the psychic "Impression Left Behind" from the attempted magical transportation.

THE SIPHONING CHAMBER

Estimated duration: 15 minutes

During the sharp descent, the surrounding walls go through changes. Instead of a rough-hewn tunnel, the rock is slippery and smooth—warped somehow. Pieces of clothing litter the ground, along with pieces of bone and other viscera. Every inch of rock wall is covered in a thick, oozing mucus that seeps its way down and falls in large droplets from the ceiling. Clicking echoes of small creatures walking on the stone and slime reverberate against the walls, all the more unsettling as you make almost no noise yourself. Only the loudest of sounds would penetrate this stifling silence. Finally, the tunnel ends in a seven-foot-wide opening in the ceiling that leads into what appears to be a room.

The ceiling is twelve feet tall and is a foot and a half thick. Be generous with how the players get into the following room. The most direct method is to make a DC 14 Strength (Athletics) check to climb up the wall to the opening. The walls are a little slick, but there are still hand holds and footholds to be found beneath the slime.

Entering the room, your vision is flooded by ghastly visages too abhorrent to comprehend. Fastened to the walls by wispy black tendrils of various sizes, you see drow and humans in various states of dress, completely covered by oozing mucus. Bodies, dead and alive, have their chest cavities meticulously cut open. Worse yet, their organs are splayed out in receptacles next to each of the bodies. The organs still moving help you to identify those that are still alive, if you could call their current state “living.”

As you watch the still-living move with spasmodic jerks, some open their eyes, twitching erratically and without reason. Each iris has been replaced with a milky white opaqueness, black ichor trickling down from their eyes to their lips and into their open cavities. You do not comprehend what is occurring, but you know one thing—even those that still live are already dead.

A momentary examination shows that each body has a pink, fleshy proboscis that extends from their skull. It seems to be the source of the changes. The characters are free to inspect the bodies from a distance, but as soon as they try to interact with them, introduce Kzz'rth.

One of the flayed drow bodies begins to thrash uncontrollably, involuntarily spitting black ichor on the closest person as he screams. His eyes dart back and forth as he begins to mumble. It is clear that he is paying no attention to you as his mumbles seem to repeat themselves over and over.

Characters that speak Undercommon know that the drow is mumbling, “Treaty. It was supposed to be a treaty,” over and over again. The drow is suffering from indefinite madness because of what the illithids have done to him. A *greater restoration* or a braincap mushroom removes the indefinite madness which allows him to communicate with the players.

If the characters heal Kzz'rth and subsequently speak to him, he gives the following information, otherwise ignore.

- His name is Kzz'rth and he is from Maerimydra.
- He was sent to broker a treaty between the hive and the drow of Maerimydra. The drow of Maerimydra wanted to establish quicker trade routes to the surrounding area in return for turning a blind eye to whatever the illithids were doing.
- After pact was signed, his senses were assaulted from an unknown assailant and he lost consciousness. When he awoke he was attached to the wall.
- He saw illithids cutting open human and drow alike while they were completely awake, then made a happy sound as the people passed out.

- They took these worm-like creatures and put them on the unconscious faces and the worms writhed their way up the faces and entered noses and ears, the sound that followed caused him to wretch.
- Then, he watched in horror as the creature approached him, with its tentacles slathering his face as he sliced open his abdomen as he screamed.
- The last thing he remembered was what he thought was a smile on the face of the illithid as he screamed, then he passed out from the pain.

After interacting with Kzz'rth, read the following:

Trying to breathe, Kzz'rth instead spits up mucus, bile, and blood, followed by more black ichor. He then looks to you in a frenzied manner as he remembers something. “I don't know what it is, but if you find it you will know it, and you must close it! Kill us ... KILL US!” Suddenly, he unnaturally contorts his body in agony, “The pain, ohhh Lolth the pain! Lolth kill me, KILL ME! I feel it now, they put one in me! It speaks to me! The horror!” His gaze quickly snaps back to you as he frantically says “You must! You must close the portal ...”

He convulses violently as more black ichor flows from his mouth, ears, and nose. A small slug slithers its way out of his ear, and falls to the ground. As it hits the cold ground, the slug curls up into a ball then dissolves into more black ichor. Kzz'rth then looks up, “Lolth ... Thank ... you!” he says with elated finality as his head lolls to the side, dead. The heart that is in the bowl next to him stops beating.

SEARCHING THE BODIES

15 of the bodies are clearly former Red Plumes while 8 are drow and 2 belong to other humans. One of the humans has a rune tattooed on their bald head a DC 17 Intelligence (Arcana) check reveals the rune to be the symbol for necromancy—a common practice from the Red Wizards of Thay.

With a DC 17 Wisdom (Perception) check, characters find a missive on one of the Red Plumes that talks about their mission to investigate the bizarre goings on under Yúlash. The note gives the names and ranks of 15 Red Plumes as well as their Commander Lord Firehall.

THE EXIT

In the northeast corner of this room there is a 7 foot wide hole in the ceiling leading into another room. Dripping down from this hole is more of the same thick, sticky, slime-like mucus that the party has encountered up to this point.

ENCOUNTERING SZTHEZIK

Estimated duration: 25 minutes

What was assumed to be a simple room from below, instead opens into a long, sloped passage rising upwards. At the far end of the tunnel you spot two things in quick succession: Another hole in the ceiling, and a lone figure in the shadows, imposing in its height. Larger than a normal mind flayer, this creature has six tentacles instead of four. In each hand is a large leather bag, their contents unknown.

Before you have a moment to react, you hear a gurgling voice come from the figure. “Your tadpole impressions are quite correct, but your flesh does give it away. And you have a subtle psychic impression of the one I set free yesterday. Elanil Ellassidil was her name, yes? She has a strong mind, but her flesh was too weak for the stress put upon it. Now, if you will please excuse me, I have . . . how do you say, overstayed my welcome here . . .”

ROLEPLAYING SZTHEZIK

Szthezik is an ulitharid who has been largely ignored in recent days by the hive’s elder brain. It has decided on its next move, to leave the hive ahead of schedule. This ulitharid was the one who planned the capture of Hilltop townsfolk, and worked out the deal with the yugoloth mercenaries, the drow, and the Thayans in CCC-TRI-01. However, the elder brain decided to break Szthezik’s deal with the drow, and has been capturing them in flagrant violation. As years of work were thrown away, with nary an apology or hint of gratitude, Szthezik withdrew completely from the hive. All it has done, until releasing Elanil, involved simply working on its studies. And waiting.

Szthezik is an opportunist, and can be persuaded to provide information regarding the bullet points below. This requires no checks if the players do not threaten Szthezik, or if they openly treat it as a savior/superior. If this does not happen, it is a DC 18 Charisma (Persuasion or Deception) check, with disadvantage if they have slighted or disrespected Szthezik. Use your best judgement.

- Szthezik will refer to the elder brain by its name, Kszanzeth, and confirm what is waiting for them.
 - The portal Kszanzeth opened is to the Far Realm, and is based on knowledge or items that even Szthezik is not privy to. As of yet, it is not stable, but will be soon through the arcane rituals being used.
 - Kszanzeth made contact with denizens of the Far Realm, and some were able to come through the portal over the past few days. Once Elanil was freed, the portal closed—for a time.
- The elder brain made a deal with both Thayans and the Maerimydra drow.

- It agreed to allow free trade to pass through this area as long as the drow and Thayans both turned a blind eye to the thefts of surface dwellers to feed the Hive.
- Recently, this has exceeded the agreement, as the elder brain’s hunger for more power has driven it to stealing even a group of Maerimydra drow and a Thayan necromancer.
- If asked about why Elanil was captured, Szthezik will say that she was used to power the portal due to her strong mental capabilities.
- Now that she is gone, they captured some Lord, who is weaker mentally, but is still working for now. Szthezik can explain how to remove someone from the portal, giving Lords’ Alliance members an advantage later on.

FACTION ASSIGNMENT: ZHENTARIM

Members of the Zhentarim in the party have a chance to convince Szthezik to ally with the Zhentarim and form a hive at a location both can agree on. This could be in a cave in the Dragonspine Mountains, a dungeon below Phlan, or underneath the area around Yûlash and Zhentil Keep, to name a few. To convince Szthezik, the Zhentarim must either make a Charisma check (DM’s choice), or do so via roleplaying. Other members of the party may intervene, but Szthezik is interested regardless of what the others say, and will only be emboldened by the discussion—reading Elanil’s mind gave it plenty of information on the Zhentarim, and any plots that she knew of. If successful, Szthezik will openly tell the Zhentarim member the rest of the information it knows.

If threatened by the party, and it believes the threats to be real (or that it will not survive), Szthezik will threaten to kill as many of the party’s tadpoles as it possibly can, and warns them of the consequences. These warning echoes what Vilcuum spoke of earlier, but this removal would be far more painful.

If attacked, Szthezik will use the *rod of absorption* to keep itself alive until its turn. It will then use *mind blast* to stun as many as it can. In addition to the normal effects, any character with a tadpole who takes psychic damage from the blast must make a DC 18 Constitution saving throw as the tadpole explodes inside their skull, taking 22 (4d10) necrotic damage on a failed save, or half as much damage on a successful one.

Those characters who are stunned and no longer have the protection of their tadpoles also feel a psychic connection being made, as the elder brain instantly creates a *psychic link* with them. From this point on, Kszanzeth will use its *sense thoughts* ability to weaken and implant false thoughts into their mind.

With its threat fully accomplished, it will use *plane shift* if it does not think a caster is among the party. If there is, it will use its *tentacles* action

to stun the caster, if possible. Szthezik then *plane shift*'s away, the rod is gone and unable to be retrieved.

Regardless of how this encounter plays out, Szthezik will not assist the players in any direct form, as it does not desire direct confrontation with the elder brain. The illusion of servitude will serve it well as it leaves, and Szthezik wishes to keep it that way.

TREASURE

If treated with as Szthezik believes it deserves, Szthezik will give the players a *rod of absorption* as a token of good faith. It has 4 spell slots' worth of energy stored inside it. If not treated with favorably, it will make no mention of the item, and can be found at the end of the adventure with a different amount stored within.

When Szthezik goes to retrieve the rod, any character Medium or taller can see the contents within the bag. Tomes, unknown materials, and various preserved body parts take up the bulk of the bag. There are only two items of note; first is a large metal staff, with tentacle-like extensions coming from one end. The other is a large and intricately carved thigh bone. Szthezik reaches for it and quietly mutters to itself, its hand covered in spider silk as the bone is pulled free from the bag.

If asked how it was acquired, Szthezik will state that, "*it came through the portal on its first opening. I simply held onto it, and as I learned that Lolth herself despised its existence, well, I enjoyed it all the more.*" Szthezik puts it in the hand of someone willing, or unceremoniously drops it on the ground if the party is unsure about taking it.

THE WAYUP

At the end of the passage leading from **The Siphoning Chamber** there is a hole in the ceiling. The hole is 7 feet wide. The passage above is 10 feet high. Be liberal in how you allow the players to climb the distance; a DC 14 Strength (Athletics) check is sufficient to climb the wall. This leads to **What Dreams May Come**.

GENERAL FEATURES

- Ceiling.** The ceiling at this end of the tunnel is 12 feet tall
- Sounds.** There are echoes coming from behind the characters and from above the party
- Light.** Low light emanates from the mucus coating the walls
- Temperature.** There is a slight chill to the air

WHAT DREAMS MAY COME

Estimated duration: 35 minutes

Seventy feet away, on the opposite wall from your entrance is a mass of flesh, tentacles, and teeth. At the center is a very large eye, forced open by mucus and ichor. Ten small protrusions extend from its flesh, the ends of which are attached to the wall and covered in that same ichor. Dozens of intestinal-like restraints hold the creature affixed to the wall. The mass of flesh speaks out, raspy and exhausted, "It is a trap, turn back!"

The **beholder's** eye is forcibly stuck open, with no control over its *antimagic cone*. That field projects in a 45-degree angle that the beholder cannot change at this time. If its movement is restored, that can be changed. If the players enter the area, proceed with the encounter:

The wall ripples behind the beholder, melting away in a mass of mucus and black tendrils. The beholder cries out as the wall covers it, forming restraints that bind it to the floor. In the room behind it, several floating creatures, similar in nature to the one restrained, move from what looks like alcoves. Their eyes are all opaque, but their intentions are clear: All move towards you to attack!

If there is a character without a tadpole, who used magic to conceal their mind, the beholder's anti-magic field gives Kszanzeth a chance to sense them. Roll initiative for Kszanzeth. On his turn, he seizes the opportunity to telepathically say to each vulnerable character, "*I see you, flesh sack! How naive of you to come here!*"

TRICKS OF THE TRADE

This encounter is challenging, due to the beholder's *antimagic cone*. This has the following ramifications:

Antimagic Cone. Players need to account for items which grant bonuses to abilities, armor, weapons, etc. And be mindful that any magical consumables are inactive in the anti-magic field as well. And yes, the field passes through the wall, as it always does.

Mindwitnesses. They will try to stun anyone that the elder brain can sense, so that Kszanzeth may create a *psychic link* with them. Otherwise, they will attempt to stun the most powerful character, and then move them to an area where there is no anti-magic field. From there, they will use their rays to kill them, or allow the elder brain to start the conversion process.

Death kisses. Simply try to grapple and drain the characters of their blood.

During the encounter, if any area of effect spells or attacks are made at or near the floor where the beholder is restrained, it breaks free 2 rounds after

the damage is dealt. Roll initiative for the beholder and continue from there.

The beholder is suffering from **4 levels of exhaustion** and therefore has only **90 hit points**. It is furious at the fact it has been held captive for so long and forced to dream new beholderkin into existence as the elder brain has been consuming the psychic energy from the beholderkin that are born in birthing chamber. The beholder attacks furiously until he is calmed or killed.

SETTING UP THE ENCOUNTER

Very Weak

- **Beholder:** AC 18, 90 hp, Init +1
- **Mindwitness (3):** AC 15, 75 hp, Init +2

Weak

- **Beholder:** AC 18, 90 hp, Init +1
- **Mindwitness (3):** AC 15, 75 hp, Init +2
- **Death's Kiss:** AC 16, 161 hp, Init +2

Average

- **Beholder:** AC 18, 90 hp, Init +1
- **Mindwitness (4):** AC 15, 75 hp, Init +2
- **Death's Kiss:** AC 16, 161 hp, Init +2

Strong

- **Beholder:** AC 18, 90 hp, Init +1
- **Mindwitness (4):** AC 15, 75 hp, Init +2
- **Death's Kiss (2):** AC 16, 161 hp, Init +2

Very Strong

- **Beholder:** AC 18, 90 hp, Init +1
- **Mindwitness (5):** AC 15, 75 hp, Init +2
- **Death's Kiss (2):** AC 16, 161 hp, Init +2

DEVELOPMENTS

Some PCs may try to calm the beholder and recruit it as an ally. They need to convince the beholder that they wish to join forces and seek vengeance for or with it. Depending on how well they roleplay, assign advantage to a DC 20 Charisma (Persuasion) check. If they fail, the beholder decides to leave. If they succeed, the beholder reveals:

- His name is Xorack.
- He is a member of the Mulmaster Beholder Corps (no one else has joined).
- He tells the players he was captured weeks ago. He has been forced each day to dream new beholderkin into existence for the elder brain.
- He then asks to have his working eyestalks and his main eye opened or functioning again. A DC 18 Wisdom (Medicine) check is required.
 - If successful, Xorack is fully emboldened and will join the party in the rest of this adventure. Roll 1d10 four times, re-rolling duplicates. Consult the beholder stat block to see which rays are now usable.

- If unsuccessful, Xorack will stay in this room and provide a rear guard. This is safer for Xorack, but less helpful for the party in the coming fight.

In the room where the beholderkin came from, there is a hole in the ceiling. The hole is a vertical passage 25 feet up that leads to **Part 3**. The walls may be climbed with a DC 14 Strength (Athletics) check.

PART 3. A KIND OF MAGIC

Estimated duration: 100 minutes

ADVENTURE TIMING

- You can take 5 minutes off by letting the players know there is nothing in most of these initial areas.
- The elder brain fight is a challenge. Kszanzeth is not meant to be an easy fight, and will often eat up more time than expected. This happens a lot depending on the party composition, so plan your time accordingly. If the party members are all melee with limited mobility, expect to add another 15–20 minutes for the entire fight, for example.

Above the Outer Sanctum, via a vertical chasm, the Inner Sanctum of the Hive starts in a grand Arcade that connects the Living Quarters (including Szthezik's Laboratory), the Hive Pool and the Transformation chamber. The Elder Brain Chamber is reached by passing through the Transformation chamber. To make their way through, the players need to either find a way to fly or make two DC 18 Strength (Athletics) checks to make it up without incident. Each check is 15 feet of movement, so plan accordingly if they fall, and give advantage if they come up with creative ways to aid themselves and each other.

THE ARCADE (INNER SANCTUM)

Estimated duration: 10 minutes

The ascent finished, the room you enter is heavily obscured by fog, and smells of something foul. The floor is completely hidden by this fog, the mucus from before is thicker, and the floor beneath spongy and alien. To the west and east, two once beautiful archways stand guard over their tunnels.

Refer to **The Inner Sanctum** map. To the west are the Living Quarters, and to the east, the Hive Pool. Further areas do exist, but are tucked away through tunnels hidden and covered by the Elder Brain, or down tunnels too deep and long for the party (the tadpoles have only so much time before they expire and cause issues) and must be left to the wayside.

LIVING QUARTERS

This is the location of each of the private quarters of all the illithids. They are all roughly identical, containing a desk and chair with various odds and ends, jars of organs, and notebooks. The exception is Szthezik's laboratory (see below).

Treasure. If the party searches the quarters, a successful DC 16 Wisdom (Perception) or Intelligence (Investigation) check will find 4 blue sapphires (1,000 gp) and a *potion of vitality* hidden amongst the items in the quarters.

SZETHZIK'S LABORATORY

This room contains tables made from an unknown material, bone white in color and roughly waist height. On top of each table is a corpse of a different humanoid, each of them precisely dissected with every organ laid out just so.

THE HIVE POOL

This enclosure is a massive pool. Swimming all around inside it are tadpole like creatures of various sizes, from one to four inches. As you watch, you see evolution at work right in front of your eyes, survival of the fittest, as the smaller worms are devoured by the larger ones.

Treasure. If any player examines the pool with a successful DC 12 Intelligence (Investigation) check, they realize there are 6 massive pearls in the pool, each worth 250 gp. Two of these are within arm's reach, but the other four require the player to swim. If a player dives into the pool to get them, the larger worms will act as a swarm of **rot grubs** (change type to *aberration*) and attack the player, as if he was a very large worm. The tadpole inserted by Vilcuum earlier, while uncomfortable, certainly has its benefits.

THE TRANSFORMATION CHAMBER

Fifteen naked drow and humans fill this room, standing side by side with their backs touching the walls. As you get a closer view of the bodies, you notice that they are covered in a sheen of thick mucus that is flowing over their bodies. The bodies are standing in 3 inch shallow cavities and the wall appears to be firmly grasping onto their backs. As you get closer still you notice that their eyelids are fluttering rapidly and every so often they flash open revealing a milky white opaqueness. What seemed to be a coagulation of mucus underneath their chins, is something far more sinister: Tentacles in various stages of mutation.

This chamber contains the living bodies of those captured by the Hive that have begun their transformation into illithids

Anyone within 10 feet of each creature takes 6 (3d4) psychic damage if one of the bodies is disconnected or killed. This is caused by a backlash of energy released from the bodies.

The chamber opens directly into the **Elder Brain Chamber**.

THE ELDER BRAIN CHAMBER

Estimated duration: 90 minutes

As the hallway begins to widen, your senses are immediately assaulted. Pressure builds rapidly in your sinuses, and your sight wavers as you stumble further into the room, your mind stripped open and exposed to the explosive energy in the room. The floor is worse than any other area, inches of mucus and other liquids churning underneath, unknown creatures rubbing against your feet.

As your senses begin to return, you can just begin to make out the sheer size of this cathedral, at least 100 feet wide and long, its ceiling stretching so high above your heads that you can't make out its end. It is in this moment that you hear the humming coming from around the chamber. You see above and around you dozens of illithids, arms outstretched in supplication on the surrounding balcony. All face the back-center of the room. Their point of worship is a mound of brain tissue, lounging on a dais covered with mucus and tentacles, Far Realm creatures quietly holding court with it. Vilcuum's description was accurate: this is the hive's elder brain, Kszanzeth.

A male human's scream breaks the silence, a soft purple and blue glow filling the space to the left of Kszanzeth. This glow illuminates an archway made of pure muscle, undulating as it gives birth to another Far Realm creature. This must be the Far Realm portal, the Vast Gate, and it must be stopped!

WHAT IF THE CHARACTERS CAN BE SENSED?

If Szthezik removed any tadpoles, or if a character chose not to have a tadpole inserted at the beginning of the adventure, skip forward to the **Developments**, then start **Stage 1**. Also, place two of the Stage 1 enemies on either side of the characters' entrance.

If all have their tadpoles intact, this is a good spot for an out-of-game, five minute break. This gives the players a moment to stretch and decide on their course of action.

Characters can notice two things before being recognized for what they are. Some of the more useful pieces of information are listed next.

- Anyone can make a DC 10 Wisdom (Perception) check, with disadvantage, to see that a human is attached to the portal via filaments and a table made from unknown flesh. Anyone in the Lords' Alliance who beats that check by 4 or more, can see that it is in fact Lord Firehall. This check does not need to be made once they get closer, but knowing this ahead of time will help them complete their special mission, and keep hasty area of effect spells from being cast near him.

- The illithids around the room do not look to be hostile, yet. A DC 16 Wisdom (Insight) or Intelligence (Arcana) check can confirm that they are not active—either lost in the ecstasy of the moment, unable to interfere with the party (Insight), or that they are helping with the portal's control as humanoid foci (Arcana). The portal would only be disrupted with the deaths of half or more of the illithids encircling the cathedral, which the successful Arcana check should reveal.
- Kszanzeth seems to be protected by something surrounding it, and a DC 18 Intelligence (Arcana) or Wisdom (Perception) check will confirm that. If they beat the roll by 5 or more, the Arcana roll can tell that it runs off the same power as the portal and can be disrupted by effects such as an *antimagic field*. The Perception roll can tell that it also runs off the portal's power supply, but that something about it feels as if it will overload when disconnected, for better or worse.
- The Portal in the back leads to the Far Realm, but with a skill check of 20 or higher (DM's choice as to what skill), the characters can tell that it can in fact be damaged. If someone beats this roll by 5 or more, that person can tell that the portal has additional properties. Reveal one of the three portal defenses listed in Stage 1 of the fight.
- The creatures (Far Realm yoltoxi) surrounding Kszanzeth use similar forms to those found in this realm, and a successful DC 18 skill check (Animal Handling, Arcana, History, Nature, Religion, or Survival) will reveal information that fits the skill. For example, Arcana or Religion would understand the demonic shapes as Glabrezu, whereas Nature or Animal Handling would recognize the displacer beast yoltoxi by their illusory forms and multiple tentacles.

SPECIAL MISSION: LORDS' ALLIANCE

Lord Firehall is the human currently connected to the portal directly, and is unconscious. The elder brain is using him as a focus for the psychic energy keeping the portal open. Freeing him from the living control pedestal takes 2 rounds of actions. He gains 1 level of exhaustion every other round (2nd, 4th, 6th) he is still connected to the pedestal and will eventually die when he reaches 6 levels of exhaustion (he starts with 3 levels of exhaustion).

If Lord Firehall is freed, he must be kept alive for the mission to be a success! Once he is freed, have him act on his own initiative, or on a Lords' Alliance member's turn, your choice.

If Lord Firehall does die, his mental stability is broken, causing a mission failure. Even if he is subsequently resurrected, a mentally shattered Lord Firehall will weaken the position of the Lords' Alliance in the region, causing short and long term volatility with far-reaching effects.

DEVELOPMENTS

Once the characters learn two pieces of information, or move further into the room, read the following.

An overwhelming, grandiose voice fills your minds, forcing you to concentrate as hard as you can just to stay conscious. “I had my suspicions that more of you useless brain sacks would scurry into my domain! When the smaller one escaped, it was only a matter of time. And to think you would pretend to be a tadpole...” The elder brain slowly adjusts itself on the dais, liquid slooshing around as its tentacles spread across it. “Szthezik is a fool to have let you pass, but even more of a fool to think that your endeavors would better me.”

The creature rises up out of the muck it rests in, stroking the portal that rests behind it. “I’m beginning to regret not killing him when I had the opportunity, but the Grand Design held my action.” The creatures surrounding the dais all turn to face you, cackling and undulating as you begin to return to your senses once more. “Besides, the world above will accept its rightful place as my dominion, one way or the other. Now join me as one of the true rulers.”

- Kszanzeth truly does not believe that there is any chance for failure, and will be condescending at every moment possible.
- The protective barrier covering Kszanzeth grants it resistance to all damage, advantage on all saving throws, and **one** additional use of its Legendary Resistance.
- If Xorack the beholder is with the party, he will fight to the death. If his *antimagic field* moves over Kszanzeth, or if another caster’s *antimagic field* hits Kszanzeth, the protective layer it has will disappear.
 - This removes all effects of the protective barrier listed above, and it may use plane shift if it feels death is imminent.
 - This protection will not fully go away of its own volition until Stage 3, as the portal’s energy is from an entirely different plane of existence.
- If Kszanzeth dies, Stage 3 explains how that is not the end for the elder brain.
- The portal itself cannot be dispelled or negated by magical effects. It can only be destroyed or disabled, as listed in Stage 1 below.
- The cathedral floor becomes difficult terrain after the halfway point of this room.
 - Those with a Passive Perception of 23 or higher can notice something is “off”, and make an active check of DC 18 with advantage.
 - Otherwise, an active DC 21 Wisdom (Perception) or Intelligence (Investigation) check is needed to spot the depth.

- Kszanzeth is counting on the party’s inability to notice, as once they enter the difficult terrain, its tentacles will be able to reach the party.
- The enemies in each stage roll initiative with advantage. In every stage they know the players are here, and they are quick to ready themselves.
- All party spellcasters can feel their magic being stifled in this room. The range and area of effect of all spells cast by them are reduced by an amount corresponding to party strength:
 - *Very Weak* or *Weak*—No reduction.
 - *Average*—Stage 1 is a 50% reduction, Stage 2 is a 25% reduction, Stage 3 is normal.
 - *Strong* or *Very Strong*—Stage 1 and 2 are 50% reductions, Stage 3 is a 25% reduction.
- If the party has felt the difficulty to be too low, and have been using Very Strong, you may suggest *Deadly Party Strength* as an alternative. The changes for this are listed at each stage, and include the following:
 - Spellcasting range reduction—All Stages 50%.
 - The protective barrier covering Kszanzeth now grants immunity to all damage, advantage on all saving throws, and **2** additional uses of its Legendary Resistance (total 5). An *antimagic field* reduces this to the normal listed barrier, as shown previously.

LORD FIREHALL

If Lord Firehall is freed, he is able to assist the players. He is a **warlord**, with the following modifications:

- He has 3 levels of exhaustion at the start of combat, and accrues more as the fight goes on. He is also unconscious.
- He starts with 115hp, his Survivor trait allowing him to hold on through the pain. However he has zero uses of Indomitable left, which is why the portal finally works as it should.
- If freed, the slight psychic feedback returns some of his Indomitable ability, and also brings him to consciousness. He regains the following uses for each party strength:
 - Very Weak* or *Weak*—3 uses
 - Average* or *Strong*—2 uses
 - Very Strong* or *Deadly*—1 use
- His weapons and armor are imbued with the latent energy of the portal, making them count as **magical** and giving him **advantage on all saving throws until Stage 3**, where it goes away. He will attack nearby enemies to stay alive, commanding others with his legendary actions as needed.
- If the party tells him to hide, he will do his best to do so. He knows he is weakened, and wants to make it out of the hive, alive and mentally intact.

STAGE 1

Estimated duration: 35 minutes

Combat begins with the following monsters (as determined by party difficulty):

- Mollusk-like creature with a thick shell and tentacles attends to the elder brain. Use the **glabrezu** statistics (change type to *aberration*, languages known to Deep Speech).
- Creatures that have two tentacles and gaping mouths, but visually are extremely hazy around them, blurring their appearance. Use the **displacer beast** statistics (change type to *aberration*).
- Fat, many-legged creature with tentacles waving around its mouth. Use the **carrion crawler** statistics (change type to *aberration*).
- Kszanzeth (**elder brain**) will only use lair actions, which happen on initiative count 20 (losing all ties). Once its current HP is at 150 or below, or when a character moves within 30 feet of it, it will also begin using Legendary Actions. Its tactics are to make *psychic links*, cause chaos, and revel in its sadism.
- The portal can be destroyed by the party, or disabled.
 - The portal has AC 16, 200 HP, immunity to non-magical damage, and causes disadvantage on all spell attacks against it. If it is destroyed without removing Lord Firehall from his connection, it will kill him from the psychic backlash, causing the Lords' Alliance special mission to fail.
 - The portal can be disabled by removing Lord Firehall over two rounds. This disrupts the portal, causing it to break down at the start of the next initiative round.
 - A DC 21 Intelligence (Arcana or Religion) check can gather this information. The check is not necessary if the party learned the necessary steps from Szthezik.
- Lord Firehall's life force is powering the portal, and if he is not removed after 6 rounds, he will die due to exhaustion (see the **Special Mission: Lords' Alliance** sidebar for exact details). At the start of rounds 4, 5, and 6, if Lord Firehall is still attached, one of the Far Realm creatures either gains advantage on each of its attacks, or returns to full health. The creature chosen is random, but the choice of advantage vs. health is up to DM discretion.
- Kszanzeth understands that Lord Firehall is susceptible to premature death, and confers the protective barrier to him and the table while attached. This cannot be turned off without destroying the portal. He has resistance to all damage, advantage on all saving throws, and

spell attacks have disadvantage against him while attached to the portal.

DEVELOPMENT

Stage 1 ends when either:

1. The portal or Kszanzeth is destroyed.
2. Lord Firehall is rescued or killed before round 6.
3. Lord Firehall dies while attached to the table at the end of round 6. This allows the portal to fully form and the adventure to be a failure. If number 3 occurs, jump to **Part 4** of this adventure.

SETTING UP THE ENCOUNTER, STAGE 1

Very Weak

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Glabrezu:** AC 17, 157 hp, Init +2
- **Displacer Beast:** AC 13, 85 hp, Init +2
- **Carrion Crawler:** AC 13, 51 hp, Init +1

Weak

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Glabrezu (2):** AC 17, 157 hp, Init +2
- **Displacer Beast:** AC 13, 85 hp, Init +2
- **Carrion Crawler:** AC 13, 51 hp, Init +1

Average

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Glabrezu (2):** AC 17, 157 hp, Init +2
- **Displacer Beast (2):** AC 13, 85 hp, Init +2
- **Carrion Crawler (2):** AC 13, 51 hp, Init +1

Strong

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Glabrezu (2):** AC 17, 157 hp, Init +2
- **Displacer Beast (3):** AC 13, 85 hp, Init +2
- **Carrion Crawler (2):** AC 13, 51 hp, Init +1

Very Strong

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Glabrezu (2):** AC 17, 157 hp, Init +2
- **Displacer Beast (3):** AC 13, 85 hp, Init +2
- **Carrion Crawler (3):** AC 13, 51 hp, Init +1

Deadly

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Glabrezu (3):** AC 17, 157 hp, Init +2
- **Displacer Beast (3):** AC 13, 85 hp, Init +2
- **Carrion Crawler (3):** AC 13, 51 hp, Init +1

STAGE 2

Estimated duration: 25 minutes

DM NOTE

This stage plays out differently, depending on whether Kszanzeth is alive or dead. Proceed to either Stage 2A or 2B, as appropriate.

Whether Kszanzeth is alive or dead, some of the mind flayers suddenly feel arcane energy flow through them, becoming arcanists or psions. They will try their best to shut down spellcasters, and remove melee characters at any opportunity. They do not fear the arcane as intensely as most illithids, as their master used it openly to create the portal.

In addition, any character that is stunned or paralyzed is cleared of that condition at the start of Stage 2, so that they can have a chance to participate in the encounter.

None of the Far Realm creatures from Stage 1 participate in Stage 2, as the portal can no longer sustain them and they are sent back to the Far Realm. Only use creatures in the **Setting up the Encounter, Stage 2** sidebar.

STAGE 2A, KSZANZETH IS ALIVE

Kszanzeth's tentacles flail angrily, and some reach for the slowly collapsing portal, the lights coming from it slickering in short, faint bursts. All of the Far Realm creatures slowly become pools of black ichor that mix with the room's mucus, and Kszanzeth screams telepathically.

"THIS FOOLISH ERRAND HAS GONE ON FOR LONG ENOUGH! YOU WILL BE BROUGHT TO HEEL, AND GROVEL IN PLACE."

Movement in the balconies heralds the awakening of multiple mind flayers, who begin to levitate towards you.

Kszanzeth continues to use Lair actions in addition to its Legendary actions (with no restrictions like in Stage 1), as it is trying to keep the Portal open just long enough to have it finish the two-way gate.

- If any characters are in range of its tentacles, Kszanzeth will try to grapple one and attach them to the portal table.
 - If this happens, the character's brain starts to charge the Portal, and exhaustion begins to accumulate every two rounds.
 - The character may break free with a DC 20 Strength, Dexterity, Intelligence, or Charisma saving throw, each breaking free of a restraint that matches the save:
 - **Strength:** breaks free of the table.
 - **Dexterity:** wriggles loose of the restraints.
 - **Intelligence:** figures out how to interrupt the flow of portal energy enough to escape.

- **Charisma:** rebels against the Far Realm's influence as it tries to break your will.
- The mind flayers also wish to bring a brain to the table, and begin attacking the party.
 - They will use their *mind blast* ability whenever possible, and try to bring an unconscious party member (the more intelligent, the better) to the portal table.

STAGE 2B, KSZANZETH IS DEAD

On the balcony, some illithids begin to chant louder, while some appear to crumble in front of your eyes. Even more are falling from their balcony, dying as they crash to the ground at unusual angles. All the dead point to their fallen leader.

The slowly collapsing portal continues to flicker in short, faint bursts. The remaining Far Realm creatures dissolve to the rhythm, becoming pools of black ichor mixing with the room's mucus. Some of the illithids have begun to awaken, their words garbled into a cacophony that strains the mind. They levitate down from the balcony, hoping to finish what their master started.

Most of the mind flayers die from the reverberations of psychic energy upon Kszanzeth's death. The remaining mind flayers wish to keep the Portal open, so they must bring one of the party to the table.

- They will use their *mind blast* ability whenever possible, and try to bring an unconscious party member (the more intelligent, the better) to the portal table.
 - If this happens, the character's brain starts to charge the Portal, and exhaustion begins to accumulate every two rounds.
 - The character may break free with a DC 20 Strength, Dexterity, Intelligence, or Charisma saving throw, each breaking free of a restraint that matches the save:
 - **Strength:** breaks free of the table.
 - **Dexterity:** wriggles loose of the restraints.
 - **Intelligence:** figures out how to interrupt the flow of portal energy enough to escape.
 - **Charisma:** rebels against the Far Realm's influence as it tries to break your will.

SETTING UP THE ENCOUNTER, STAGE 2

Very Weak

- **Elder Brain:** AC 10, 210 hp, Init +0

Weak

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Mind Flayer:** AC 15, 71 hp, Init +1

Average

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Mind Flayer (2):** AC 15, 71 hp, Init +1

Strong

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Mind Flayer (2):** AC 15, 71 hp, Init +1
- **Mind Flayer Arcanist:** AC 15, 71 hp, Init +1

Very Strong

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Mind Flayer (3):** AC 15, 71 hp, Init +1
- **Mind Flayer Arcanist:** AC 15, 71 hp, Init +1

Deadly

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Mind Flayer (2):** AC 15, 71 hp, Init +1
- **Mind Flayer Psion:** AC 15, 71 hp, Init +1
- **Mind Flayer Arcanist:** AC 15, 71 hp, Init +1

DEVELOPMENTS

If a character remains attached to the portal table for 4 rounds, the Portal ritual completes, and the attached person loses all mental abilities and their soul. A *wish* spell or something of a similar power is needed to bring them back, as their mind and soul are torn asunder and lost in the Far Realm. Proceed to **Part 4**.

Once the mind flayers are all slain, or 4 rounds have elapsed without a character on the table, the Portal is broken. Proceed to **Stage 3**.

STAGE 3

Estimated duration: 30 minutes

DM NOTE

Any character that is stunned or paralyzed recovers at the start of Stage 3, so that they can have a chance to participate in the encounter.

As the portal collapses on itself, planar and arcane energy mix with psychic energy, hurtling itself through the room with the last of its light. Kszanzeth's hulking body is thrown around the room like a ragdoll, landing in the room's center with a wet slap. The remaining illithids scream unintelligibly, thrashing and falling as the ritual's failure destroys them. Your mind and ears finally have silence. Kszanzeth's hive and portal have fallen.

If Kszanzeth has survived up to this point, continue with:

As you turn to leave, you feel psychic pressure erupt around you! Kszanzeth's body glows with a light similar to the now dead portal, and you feel something solid blocking your way. It twitches and stands upright, all of its wounds healing as the air ripples around it.

"I underestimated you."

The words flow cold across your thoughts with their severity. One tentacle violently snaps out, crushing the remnants of the dead portal.

"I greatly overestimated the *Vast Gate's Power*."

With those hate-filled words, you see dead illithid heads begin to twitch, the sounds of cracking bone filling the air. As you begin to react, Kszanzeth calmly chides you for the last time, "There will be no more of that. I will taste your anguish."

If Kszanzeth did not survive, continue with:

As you breathe a sigh of relief and move to the exit, sound behind you catches your attention. You see Kszanzeth's dead form begin to pulse with a light similar to the dead portal, rising into the air. You feel the air tighten behind you as a familiar voice touches your mind.

"I underestimated you, and died from that hubris."

The brain lands on its tentacles, wounds and missing pieces re-growing and pulsing in time with the rest.

"The *Vast Gate* has given me another chance . . . and that will be enough." With those joy-filled words, you see dead illithid heads begin to twitch, the sounds of cracking bone filling the air. As you begin to react, Kszanzeth calmly chides you for the last time, "There will be no more of that. I will taste your anguish."

This is the last part of the fight, one last push before the party can escape. Don't let up!

- None of the mind flayers from Stage 2 participate in Stage 3, as the portal's backlash has killed them. Only use creatures in the **Setting up the Encounter, Stage 3** sidebar.
- Kszanzeth has shed or lost its protection, and strikes out with all of the abilities at its disposal. This includes some of its arcane capability, as listed in the sidebar.
- The lingering effects from the ritual give Kszanzeth its full hit points back. It also has **resistance to all non-magical attacks** and it imposes **disadvantage on all spell attacks against it**. This is in addition to the normal elder brain abilities.
- Intellect devourers come out of the dead illithid heads, but only a few of them are still alive, if at all. Which heads are up to you, and do not be afraid of scaring your players with a false positive.
- Kszanzeth releases a tentacle swarm, which uses the **swarm of poisonous snakes** stats and has its own initiative roll (change type to *aberration*, and change their attack to the following).
Bites. Melee Weapon Attack: +6 to hit, reach 0 ft., one creature in the swarm's space. **Hit:** 7 (2d6) piercing damage, or 3 (1d6) piercing damage if the swarm has half of its hit points or fewer. The target must make a DC 10 Intelligence saving throw, taking 14 (4d6) psychic damage on a failed save, or half as much damage on a successful one.

DEVELOPMENTS

When Kszanzeth is finally killed, the following occurs:

Kszanzeth's flesh begins to consume itself as you watch, releasing waves of psychic energy as its entire mass collapses inward, tentacles thrashing and squeezing anything in reach. Finally, the brain screams out in psychic primal fury, "The portal! The Far Realm! My ascendancy!"

The implosion reverses, scattering flesh and ichor over everyone and everything present. As you are washed over with this filth, you feel pressure on your brains, and all the warning signs given to you by Vilcuum are showing themselves in full force. The death knells of the elder brain have triggered a change. It's time to leave.

XP AWARDS

If the characters destroy the Portal, award each 1000 XP.

SETTING UP THE ENCOUNTER, STAGE 3

Very Weak

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Intellect Devourer:** AC 12, 21 hp, Init +2

Weak

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Intellect Devourer (2):** AC 12, 21 hp, Init +2

Average

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Intellect Devourer (2):** AC 12, 21 hp, Init +2
- **Swarm of Poisonous Snakes:** AC 14, 36 hp, Init +4

Strong

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Intellect Devourer (3):** AC 12, 21 hp, Init +2
- **Swarm of Poisonous Snakes (2):** AC 14, 36 hp, Init +4

Very Strong

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Intellect Devourer (4):** AC 12, 21 hp, Init +2
- **Swarm of Poisonous Snakes (2):** AC 14, 36 hp, Init +4

Deadly

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Intellect Devourer (4):** AC 12, 21 hp, Init +2
- **Swarm of Poisonous Snakes (2):** AC 14, 36 hp, Init +4
- **Additional Legendary Action:**
 - **Arcana Overwhelming** (1 Legendary Action)
 - Kszanzeth casts any one available spell
- **Legendary Resistance refreshed to 3 uses**
 - 4 uses if Kszanzeth did not die in Stage 1 or 2

KSZANZETH'S ARCANE POWER

During Stage 3, Kszanzeth has limited access to arcane magic. Its arcane focus is the Vast Gate, which resonates with psychic and arcane energy even while broken, adding additional spells to the elder brain's *Innate Spellcasting* list. The DC and Spellcasting ability being used are same as its psionic abilities, but are arcane.

Very Weak

At will: *absorb elements* (5th level)

3/day: *vampiric touch* (5th level)

Weak

At will: *absorb elements* (5th level), *misty step*

3/day each: *vampiric touch* (5th level), *telekinesis*

Average

At will: *absorb elements* (5th level), *misty step*, *ray of enfeeblement*

3/day each: *telekinesis*, *vampiric touch* (5th level)

1/day: *disintegrate*

Strong

At will: *absorb elements* (5th level), *magic missile* (5th level), *misty step*, *ray of enfeeblement*

3/day each: *lightning bolt* (5th level), *telekinesis*, *vampiric touch* (5th level)

1/day: *disintegrate*

Very Strong

At will: *absorb elements* (5th level), *counterspell* (5th level), *magic missile* (5th level), *misty step*, *ray of enfeeblement*

3/day each: *lightning bolt* (5th level), *telekinesis*, *vampiric touch* (5th level)

1/day each: *disintegrate*, *prismatic spray*

Deadly

At will: *absorb elements* (5th level), *counterspell* (5th level), *magic missile* (5th level), *misty step*, *ray of enfeeblement*

3/day each: *lightning bolt* (5th level), *telekinesis*, *vampiric touch* (5th level)

2/day each: *disintegrate*, *prismatic spray*

1/day: *time stop*

PART 4. I WANT TO BREAK FREE

Estimated duration: 15 minutes

ADVENTURE TIMING

Run. The players should not be overthinking this, and they should not be trying to heal. Remind them that their health at the start of Part 4 is their maximum health *until the tadpole is removed, and continues to drop as they take any damage.* That should speed things up. And if they all fail their saves, have them roll out the fights and escape as quickly as possible. If they look like they will make it out without complications and you are short on time, handwave the escape (but keep Vilcuum's part complete, as it matters).

The players have a limited amount of time to leave the hive, due to multiple reasons: Lord Firehall (if alive) needs urgent care, the tadpoles that were giving them protection are now damaging and will kill them, and any creature touched by the elder brain is either dead, dying, or ready to break the party if given the chance.

- The party can easily see that every illithid and thrall in the room is coming to their senses, or having ... technical difficulties (such as their skulls exploding, writhing on the ground in pain and ecstasy, or just falling over)
- A successful DC 16 Wisdom (Perception) check can recognize through their sensory overload that there are screams, and the sounds of small explosions coming from the tunnels around them, giving the party enough information to recognize that the entire hive has been affected by the elder brain's death.
- A successful DC 14 Wisdom (Medicine) or Intelligence (Arcana) check recognizes that whatever time was left for the party to leave has been cut to just a few precious minutes, as the mutated tadpoles have been irreversibly kicked into overdrive from the psychic blast of the elder brain's death.
 - Each character with a tadpole in their head has **their maximum hit points set to their current hit point value.**
 - Every 5 rounds (about 30 seconds) the tadpoles will grow and do 4 (1d6) force and 3 (1d4) psychic damage, ignoring resistances. This damage cannot be recovered until the tadpoles are removed. A creature that would be dropped to 0 hit points by this effect can make a DC 8 Constitution or Charisma saving throw to stay at 1 HP, though each subsequent attempt to stay conscious will increase the DC by 2, to a maximum DC of 20.
- Lord Firehall (if alive), is exhausted enough to need to be aided in the escape. Without being

held or aided, he will perish in the Hive. If a fight breaks out, he can provide the Help function to the player aiding him, but nothing more.

There are three areas that the players must go through: **The Inner Sanctum, Outer Sanctum, and Main Entrance.** Depending on how the players handled each section, different obstacles will present themselves. Keep an idea of how many rounds/seconds the players take, and pay attention to what they have done in previous areas. Also, as the players move through, describe the rooms as you wish, only truly stopping the players at key points listed below. This is supposed to be as fast as possible, for both your timing and the player's enjoyment.

If the party fails to close the portal, any and all magic is suppressed until they leave the Hive's threshold. They must escape by their wits, brawn, and nimbleness alone. Good luck.

MAGICAL DISRUPTION DURING HIVE COLLAPSE

Due to the Portal's disruption of the Weave itself, magic is warped while the party makes their escape. If any spells are attempted to be cast, the caster must make a DC 16 Spellcasting ability check. On a success, the spell works as intended. On a failure, the spell is lost and the caster takes 1d6 psychic damage per level of the failed spell.

Teleportation with the Portal closed

If any creature tries to magically leave the material plane, or magically teleport past the Hive's threshold, the portal's disruption of the Weave causes the caster's magic to touch the Far Realm.

"The Weave is behaving erratically as the spell is cast. You feel your grasp on reality waning as the spell reaches completion, as if your brain is being wrenched from your skull, squashed, then stretched, like a baker kneading dough. Then forcefully thrown back into your skull, and stapled shut."

The caster must make a DC 18 Spellcasting ability check for the spell to work normally. On a failure, the spell is lost and the caster takes 1d8 psychic damage per level of the failed spell. After damage is rolled, they must roll a d20. On a 1, the caster is unable to break free from the contact with the Far Realm. Their body, mind, and soul are separated and sundered as they are pulled between the layers. Only a *wish* spell or an ability of similar power will be able to bring the character back.

INNER SANCTUM

Exiting the Elder Brain Chamber is relatively easy, as any creature in the room is in a daze or dead.

The Transformation Chamber is the first difficult area to traverse, as the partially transformed thrash from the psychic burst, some on the walls and some on the floor. If the party cleared this room, ignore this section and proceed to the Hive Pool.

A group DC 18 (Acrobatics or Athletics) is required to make it through without being slowed by creatures grabbing at them. If the party cleared this room, ignore this section and proceed to the Hive Pool.

- If the group check fails, the characters are held up for one round before breaking free.
- If 75% of the group failed they are held up for two rounds, unless another party member takes the first round to help them break free.
- If all party members failed the group check, they are held up for three rounds.

The Hive Pool is frothing and writhing with worms dying and squirming, but otherwise has nothing dangerous for the players to deal with.

The rest of the living quarters are as empty as they were when first coming through.

The arcade is the last pain point for the party to deal with, as the floor has begun to undulate and grown stickier than before. A group DC 18 (Acrobatics or Athletics) is required to make it across without tripping or becoming stuck.

TREASURE

If the players want to loot the elder brain's room, they can roll a DC 18 Intelligence (Arcana) check to recognize that some of the shell and parts used to keep the elder brain safe and power the portal are worth money, 3000 gp in total. It takes two rounds to harvest all of this (1500 gp per round).

OUTER SANCTUM

To follow their path back, a group DC 20 Wisdom (Survival) check is required, as the path leading out has become covered in all manner of materials, and other tunnels have opened in the carnage. If the players did anything to help aid their exit on their first pass, then they can make the roll with advantage. On a success, they go through the previously cleared room without incident. On a fail, they go down the wrong path and have an encounter, or have a sensory overload.

If the party ran through **What Dreams May Come**, therefore not killing the enemies within, **and also** failed their survival check, they stumble into the birthing chambers that were directly behind the trapped beholder. It looks like some of its family has survived:

- A mutated **death's kiss** has drained the beholder and other living creatures nearby of their vital fluids, along with almost all **mindwitnesses** that were in this room, leaving just two (four if a Strong or higher party).
- The death's kiss is hungry for non-beholder blood, and can be persuaded with a DC 20 Charisma (Persuasion or Deception) check to go deeper into

the hive for less active (and less deadly) creatures with real blood. Otherwise, the death's kiss attacks until slain, or the party runs away.

- The mindwitnesses are easier to dissuade, only requiring a DC 14 Charisma check (player's choice of skill) to have them wander away with the death's kiss, or stay out of the fight.

If the party cleared **What Dreams May Come** but made their survival check:

- One **mindwitness** and two **intellect devourers** roam this room without a purpose. When the players enter the room, the intellect devourers are already moving to the party, with the mindwitness moving right behind them. For an Average or weaker party, the mindwitness only has its first three eye rays. For a Strong or Very Strong party, it has the use of all 6 rays, and add one more intellect devourer.
- The mindwitness can be persuaded to not fight them if they have any telepathy in the party, as it will latch onto that player as its new master. Once they leave the Outer Sanctum, the players will hear a cracking sound and the mindwitnesses body will break due to the psychic stressed places on it.
- The party can either try and run from this fight, or face their foes to vanquish them quickly. If their beholder companion is still with them, it offers to stay and hold the mindwitness or intellect devourers back (player's choice), making the escape easier for the party, or the fight easier if they so choose.

If the party cleared **What Dreams May Come** but failed their survival checks:

- The PCs senses become psychically overloaded as they make their way down a path, and must make a DC 20 Wisdom saving throw or be stunned for 1d4 rounds. If they fail the save by 10 or more, it takes 2d4 + 1 rounds.
- If a party member has access to healing magic, a 2nd level or higher healing spell will end the effects of a failed save, unless the party member failed by 10 or more, in which case a 3rd level or higher healing spell is required. Let the players be creative with their spell choice, if they have any spell slots left.
- A DC 22 Intelligence (Arcana) check, or a DC 20 Wisdom (Medicine) check can also end the effects of a failed save, though require a round to do so. The same check has to be made twice over two rounds for anyone who failed the save by 10 or more, with the second check being a DC 24 Intelligence (Arcana) check, or a DC 22 Wisdom (Medicine) check.

ENTRANCE AND CHASM

IF THE PARTY SUCCEEDED IN CLOSING THE PORTAL:

As you press forward, heat once again flows over you as you step into the opening chasm. What was once an uncrossable expanse no longer feels daunting. A less glossy version of Vilcuum stands shaking its head on the other side, tentacles wriggling as your transformation symptoms begin to lessen. The xorn from before has already begun to move a cart when you hear a quiet message from Vilcuum, "I've paid the xorn hisss due, if you so choosse to return that way."

As it watches your return, it continues to telepathically communicate, hints of disappointment and astonishment peppering its thoughts. "The tadpoless have not eaten through all of your brainsss completely. How fortunate. You are all either strong willed, very healthy, or have thicker skullsss than most. Now who is the mossst dire, as I wish to begin the extraction processs before moving us closer to the entrance. Our alliance members can wait, as a dulled symptom is not a cleared symptom. And there is no need to ssspeak; the tadpoles will tell me everything."

As each tadpole is removed, Vilcuum savors their disposal, making very loud and rather unsettling noises with each swallow. The Hive has dulled you somewhat to these displays, though you cannot tell if unsettling the group was Vilcuum's true intent. You would not put it past the illithid scientist to do so.

If asked as to how it reached them so quickly, its tentacles wriggle gleefully. "*Oh, I modified thooose tadpolessss to read the telepathy in the hive and store the information.*" It then reaches into its pocket and pulls out what can only look like a small humanoid brain, eating it lazily for a moment. "*That death knell from the elder brain overloaded those poor thingsss, and because of the link I created with them, notified me in a very unique way.*" It's at this point that you see the small brain in its mouth... pulse for a brief moment.

Vilcuum will add that it was teleported to the edge of the hive's threshold at the request of the factions, "*as I would not be affected by the elder brain's psionics, and I can move easssily enough through the tunnels.*"

"*Now let us make our way out of these halls, this heat is for lesser creatures to enjoy. Dry skin is troublesssome to clear up, and some members of the our alliance will be ready by the entrancce by then.*"

If the party did not receive the *rod of absorption* from Szthezik previously, and did not attack it, Vilcuum will have been given the rod. It will hand the rod to the party and tell them that Szthezik "*givesss this with his fondest regards*" for doing

its work for it. The rod will have 10 charges stored initially, rather than 4.

IF THE PARTY FAILED TO CLOSE THE PORTAL:

As you press forward, heat once again flows over you as you step into the opening chasm. What was once an uncrossable expanse no longer feels daunting. A less glossy version of Vilcuum stands shaking its head on the other side, tentacles wriggling as your transformation symptoms begin to lessen. The xorn from before has already begun to move a cart when you hear a quiet message from Vilcuum, "I've paid it its due, though with this failure there will be little we can do right now. I suggesst we move quickly, pleasantriesss will be had later."

With the tadpoles removed on the run, the hive is twisting and corrupting at a hastened pace. Each step becomes heavier and the air thickens until finally, you reach the threshold of the hive itself. You can see three faction mages yelling at you to move, but they sound muted, their color and form fading and blurring. Vilcuum lets out a telepathic scream, and begins to run. "MOVE. NOW." is all you hear as you push forward. Reaching through the threshold, the air and the Weave itself pushes back, trying to keep you within. Your color and form seem to blur and distort, but before it takes hold, you make it through. The mages spend no time waiting to speak, whisking you back to the factions. There is much to plan.

Since the party failed to close the portal, Szthezik deems them unworthy of the *rod of absorption*, and does not give it to Vilcuum for delivery. They do, however, earn the story award, **Harbinger of the Vast Gate**.

REWARDS

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

EXPERIENCE

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

COMBAT AWARDS

Name of Foe	XP per Foe
Xorn	1,800
Cloaker	3,900
Darkmantle	100
Ulitharid	5,000
Beholder	10,000
Mindwitness	1,800
Death's Kiss	5,900
Swarm of rot grubs	100
Glabrezu	5,000
Displacer Beast	700
Carrion Crawler	450
Mind flayer	2,900
Mind Flayer Arcanist	3,900
Mind Flayer Psion	3,900
Elder Brain	11,500
Intellect Devourer	450
Swarm of Poisonous Snakes	450

NONCOMBAT AWARDS

Task or Accomplishment	XP per Character
Destroying the Portal	1,000

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

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

TREASURE

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

TREASURE AWARDS

Item Name	GP value
Blue sapphires (4)	1,000
Pearls (6)	1,500
Elder brain chamber parts	3,000

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

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

ROD OF ABSORPTION

Rod, very rare (requires attunement)

This rod is carved from the thigh bone of a Matron Mother, a legendary feat for which you do not know the origin. While attuned to this item, spiders tend to be found on or near you at times, and when activated you can hear Lolth trying to speak to you in anger as the spell is absorbed into the bone. This item can be found in **Player Handout 2**.

POTION OF VITALITY

Potion, very rare

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

STORY AWARDS

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

Honorary Corps Member. Xorack the beholder is in your debt, and the fight against the elder brain Kszanzeth has made him respect you. He offers you a permanent (secondary) position in the Mulmaster Beholder Corps! You will aid them in battle, help them be treated with respect, and many other things that a lower ranking officer might do. In turn, they will come to your aid when it is most convenient, and allow you to pick a slightly less pompous title than their own. This might come into use in the future . . .

If the party failed to close the portal, they are given the following story award:

Harbinger of the Vast Gate. The factions understand the difficulty of the task they asked, but emotions are hard to quell. The Far Realm flesh-magic around the illithid hive terrifies all, as nothing can currently penetrate it. You have been nicknamed a “Harbinger of the Vast Gate” by those who know of your failure, which is spreading by the day.

As an aftereffect of almost being caught within, your body has been twisted. Far Realm creatures target you first and foremost, wishing to complete your transformation by killing you. Second, if you move to another plane of existence besides the material plane, subtle physical differences are seen. For example, a finger might become a tentacle, or your shadow moves erratically behind you. These changes cannot confer any mechanical bonuses. Those with *truesight* or other magical means of seeing true forms will see your altered body regardless of your current plane.

More information can be found in **Player Handout 1**.

RENOWN

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

Members of the Zhentarim who convince Szethezik to set up his own Hive earn **one additional renown point**.

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

DM REWARDS

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

APPENDIX. DRAMATIS PERSONAE

The following NPCs are featured prominently in this adventure:

Elanil Elassidil (EL-uh-neel uh-LASS-ih-deel).

Female elf. Bard extraordinaire and member of the Harpers.

Olisara Lightsong (O-lee-sar-uh LITE-song).

Female moon elf, Harper, faction representative to the Moonsea region. Dry sense of humor and likes to disconcert others by displaying how much she knows about them.

Zern Xerkstil (ZURN ZERK-still). Male half-orc.

Paladin of Helm who speaks constantly of the infiltration of devils and the need for physical prowess to slay them. Member of the Order of the Gauntlet.

Seranolla the Whisperer (sir-uh-NOLE-uh).

Female gnome representative of the Emerald Enclave. Nervous, and rarely speaks above a whisper.

Dornal Whitebeard (DOOR-nal WHITE-beard).

Male dwarf, gregarious. Lords' Alliance contact, formerly of Phlan.

Chaab (CHOB). Male human. Zhentarim representative.

Vilcuum (VIL-coom). Male illithid. Arrogant and cowardly.

Szthezik V'Zenik (ZITH-zik vu-ZEH-nik). Male ulitharid. Total opportunist.

Xorack (ZORE-ak). One of the sole remaining beholder members of the Corps.

Kszanzeth (Kah-ZAN-zeth). Mind flayer elder brain. Overthinker, self-centered, pompous.

APPENDIX. NPC/MONSTER STATISTICS

XORN

Medium elemental, neutral

Armor Class 19 (natural armor)

Hit Points 73 (7d8 + 42)

Speed 20 ft., burrow 20 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	10 (+0)	22 (+6)	11 (+0)	10 (+0)	11 (+0)

Skills Perception +6, Stealth +3

Damage Resistances piercing and slashing from non-magical weapons that aren't adamantite

Senses darkvision 60 ft., tremorsense 60 ft., passive Perception 16

Languages Terran

Challenge 5 (1,800 XP)

Earth Glide. The xorn can burrow through non-magical, unworked earth and stone. While doing so, the xorn doesn't disturb the material it moves through.

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

Treasure Sense. The xorn can pinpoint, by scent, the location of precious metals and stones, such as coins and gems, within 60 feet of it.

ACTIONS

Multiattack. The xorn makes three claw attacks and one bite attack.

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

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 13 (3d6 + 3) piercing damage.

CLOAKER

Large aberration, chaotic neutral

Armor Class 14 (natural armor)

Hit Points 78 (12d10 + 12)

Speed 10 ft., fly 40 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	15 (+2)	12 (+1)	13 (+1)	11 (+0)	10 (+0)

Skills Stealth +5

Senses darkvision 60 ft., passive Perception 11

Languages Deep Speech, Undercommon

Challenge 8 (3,900 XP)

Damage Transfer. While attached to a creature, the cloaker takes only half the damage dealt to it (rounded down), and that creature takes the other half.

False Appearance. While the cloaker remains motionless without its underside exposed, it is indistinguishable from a dark leather cloak.

Light Sensitivity. While in bright light the cloaker has disadvantage on attack rolls and Wisdom (Perception) checks that rely on sight.

ACTIONS

Multiattack. The cloaker makes two attacks: one with its bite and one with its tail.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one creature. *Hit:* 10 (2d6 + 3) piercing damage, and if the target is Large or smaller, the cloaker attaches to it. If the cloaker has advantage against the target, the cloaker attaches to the target's head, and the target is blinded and unable to breathe while the cloaker is attached. While attached, the cloaker can make this attack only against the target and has advantage on the attack roll. The cloaker can detach itself by spending 5 feet of its movement. A creature, including the target, can take its action to detach the cloaker by succeeding on a DC 16 Strength check.

Tail. *Melee Weapon Attack:* +6 to hit, reach 10 ft., one creature. *Hit:* 7 (1d8+3) slashing damage.

Moan. Each creature within 60 feet of the cloaker that can hear its moan and that isn't an aberration must succeed on a DC 13 Wisdom saving throw or become frightened until the end of the cloaker's next turn. If a creature's saving throw is successful, the creature is immune to the cloaker's moan for the next 24 hours.

Phantasms (Recharges after a Short or Long Rest).

The cloaker magically creates three illusory duplicates of itself if it isn't in bright light. The duplicates move with it and mimic its actions, shifting position so as to make it impossible to track which cloaker is the real one. If the cloaker is ever in an area of bright light, the duplicates disappear.

Whenever any creature targets the cloaker with an

attack or a harmful spell while a duplicate remains, that creature rolls randomly to determine whether it targets the cloaker or one of the duplicates. A creature is unaffected by this magical effect if it can't see or if it relies on senses other than sight.

A duplicate has the cloaker's AC and uses its saving throws. If an attack hits a duplicate, or if a duplicate fails a saving throw against an effect that deals damage, the duplicate disappears.



DARKMANTLE

Small monstrosity, unaligned

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

Languages —

Challenge 1/2 (100 XP)

Echolocation. The darkmantle can't 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 can't 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.

ULITHARID

Large aberration, lawful evil

Armor Class 15 (breastplate)

Hit Points 127 (17d10 + 34)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	12 (+1)	15 (+2)	21 (+5)	19 (+4)	21 (+5)

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

Skills Arcana +9, Insight +8, Perception +8, Stealth +5

Senses darkvision 120 ft., passive Perception 18

Languages Deep Speech, Undercommon, telepathy 2 miles

Challenge 9 (5,000 XP)

Creature Sense. The ulitharid is aware of the presence of creatures within 2 miles of it that have an Intelligence score of 4 or higher. It knows the distance and direction to each creature, as well as each creature's Intelligence score, but can't sense anything else about it. A creature protected by a *mind blank* spell, a *nondetection* spell, or similar magic can't be perceived in this manner.

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

Psionic Hub. If an elder brain establishes a psychic link with the ulitharid, the elder brain can form a psychic link with any other creature the ulitharid can detect using its Creature Sense. Any such link ends if the creature falls outside the telepathy ranges of both the ulitharid and the elder brain. The ulitharid can maintain its psychic link with the elder brain regardless of the distance between them, so long as they are both on the same plane of existence. If the ulitharid is more than 5 miles away from the elder brain, it can end the psychic link at any time (no action required).

Innate Spellcasting (Psionics). The ulitharid'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*

1/day each: *confusion*, *dominate monster*, *eyebite*, *feblemind*, *mass suggestion*, *plane shift* (self only), *project image*, *scrying*, *telekinesis*

ACTIONS

Tentacles. *Melee Weapon Attack:* +9 to hit, reach 10 ft., one creature. *Hit:* 27 (4d10 + 5) psychic damage. If the target is Large or smaller, it is grappled (escape DC 14) and must succeed on a DC 17 Intelligence saving throw or be stunned until this grapple ends.

Extract Brain. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one incapacitated humanoid grappled by the ulitharid. *Hit:* 55 (10d10) piercing damage. If this damage reduces the target to 0 hit points, the ulitharid

kills the target by extracting and devouring its brain.

Mind Blast (Recharge 5–6). The ulitharid magically emits psychic energy in a 60-foot-cone. Each creature in that area must succeed on a DC 17 Intelligence saving throw or take 31 (4d12 + 5) psychic damage and be stunned for 1 minute. A target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

SZTHEZIK V'ZENIK

In addition to the languages listed, Szthezik also speaks Common.

BEHOLDER

Large aberration, lawful evil

Armor Class 18 (natural armor)

Hit Points 180 (19d10 + 76)

Speed 0 ft., fly 20 ft. (hover)

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

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

Skills Perception +12

Condition Immunities prone

Senses darkvision 120 ft., passive Perception 22

Languages Deep Speech, Undercommon

Challenge 13 (10,000 XP)

Antimagic Cone. The beholder's central eye creates an area of antimagic, as in the *antimagic field* spell, in a 150-foot cone. At the start of each of its turns, the beholder decides which way the cone faces and whether the cone is active. The area works against the beholder's own eye rays.

ACTIONS

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

Eye Rays. The beholder shoots three of the following magical eye rays at random (reroll duplicates), choosing one to three targets it can see within 120 feet of it:

1. *Charm Ray.* The targeted creature must succeed on a DC 16 Wisdom saving throw or be charmed by the beholder for 1 hour, or until the beholder harms the creature.

2. *Paralyzing Ray.* The targeted creature must succeed on a DC 16 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on a success.

3. *Fear Ray.* The targeted creature must succeed on a DC 16 Wisdom saving throw or be frightened for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on a success.

4. *Slowing Ray.* The targeted creature must succeed on a DC 16 Dexterity saving throw. On a failed save, the target's speed is halved for 1 minute. In addition, the creature can't take reactions, and it can take either an action or a bonus action on its turn, not both. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

5. *Enervation Ray.* The targeted creature must make a DC 16 Constitution saving throw, taking 36 (8d8) necrotic damage on a failed save, or half as much damage on a successful one.

6. *Telekinetic Ray.* If the target is a creature, it must succeed on a DC 16 Strength saving throw or the

beholder moves it up to 30 feet in any direction. The target is restrained by the ray's telekinetic grip until the start of the beholder's next turn or until the beholder is incapacitated.

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

8. *Sleep Ray.* The targeted creature must succeed on a DC 16 Wisdom saving throw or fall asleep and remain unconscious for 1 minute. The target awakens if it takes damage or another creature takes an action to wake it. This ray has no effect on constructs and undead.

9. *Petrification Ray.* The targeted creature must make a DC 16 Dexterity saving throw. On a failed save, the creature begins to turn to stone and is restrained. It must repeat the saving throw at the end of its next turn. On a success, the effect ends. On a failure, the creature is petrified until freed by the *greater restoration* spell or other magic.

10. *Disintegration Ray.* If the target is a creature, it must succeed on a DC 16 Dexterity saving throw or take 45 (10d8) force damage. If this damage reduces the creature to 0 hit points, its body becomes a pile of fine gray dust.

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

12. *Death Ray.* The targeted creature must succeed on a DC 16 Dexterity saving throw or take 55 (10d10) necrotic damage. The target dies if the ray reduces it to 0 hit points.

LEGENDARY ACTIONS

The beholder can take 3 legendary actions, using the Eye Ray option below. It can take only one legendary action at a time and only at the end of another creature's turn. The beholder regains spent legendary actions at the start of its turn.

Eye Ray. The beholder uses one random eye ray.

MINDWITNESS

Large aberration, lawful evil

Armor Class 15 (natural armor)

Hit Points 75 (10d10 + 20)

Speed 0 ft., fly 20 ft. (hover)

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

Saving Throws Int +5, Wis +5

Skills Perception +8

Condition Immunities prone

Senses darkvision 120 ft., passive Perception 18

Languages Deep Speech, Undercommon, telepathy 600 ft.

Challenge 5 (1,800 XP)

Telepathic Hub. When the mindwitness receives a telepathic message, it can telepathically share that message with up to seven other creatures within 600 feet of it that it can see.

ACTIONS

Multiattack. The mindwitness makes two attacks: one with its tentacles and one with its bite.

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 16 (4d6 + 2) piercing damage.

Tentacles. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 20 (4d8 + 2) psychic damage. If the target is Large or smaller, it is grappled (escape DC 13) and must succeed on a DC 13 Intelligence saving throw or be stunned until this grapple ends.

Eye Rays. The mindwitness shoots three of the following magical eye rays at random (reroll duplicates), choosing one to three targets it can see within 120 feet of it:

1. **Aversion Ray.** The targeted creature must make a DC 13 Charisma saving throw. On a failed save, the target has disadvantage on attack rolls for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

2. **Fear Ray.** The targeted creature must succeed on a DC 13 Wisdom saving throw or be frightened for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

3. **Psychic Ray.** The target must succeed on a DC 13 Intelligence saving throw or take 27 (6d8) psychic damage.

4. **Slowing Ray.** The targeted creature must make a DC 13 Dexterity saving throw. On a failed save, the target's speed is halved for 1 minute. In addition, the creature can't take reactions, and it can take either an action or a bonus action on its turn but not both. The creature can repeat the saving throw at the end of each

of its turns, ending the effect on itself on a success.

5. **Stunning Ray.** The targeted creature must succeed on a DC 13 Constitution saving throw or be stunned for 1 minute. The target can repeat the saving throw at the start of each of its turns, ending the effect on itself on a success.

6. **Telekinetic Ray.** If the target is a creature, it must make a DC 13 Strength saving throw. On a failed save, the mindwitness moves it up to 30 feet in any direction, and it is restrained by the ray's telekinetic grip until the start of the mindwitness's next turn or until the mindwitness is incapacitated.

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

DEATH KISS

Large aberration, neutral evil

Armor Class 16 (natural armor)

Hit Points 161 (17d10 + 68)

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

STR	DEX	CON	INT	WIS	CHA
18 (+4)	14 (+2)	18(+4)	10 (+0)	12 (+1)	10 (+0)

Saving Throws Con +8, Wis +5

Skills Perception +5

Damage Immunities lightning

Condition Immunities prone

Senses darkvision 120 ft., passive Perception 15

Languages Deep Speech, Undercommon

Challenge 10 (5,900 XP)

Lightning Blood. A creature within 5 feet of the death kiss takes 5 (1d10) lightning damage whenever it hits the death kiss with a melee attacks that deals piercing or slashing damage.

ACTIONS

Multiattack. The death kiss makes three tentacle attacks. Up to three of these attacks can be replaced by Blood Drain, one replacement per tentacle grappling a creature.

Tentacle. *Melee Weapon Attack:* +8 to hit, reach 20 ft., one target. *Hit:* 14 (3d6 + 4) piercing damage, and the target is grappled (escape DC 14) if it is a Huge or smaller creature. Until this grapple ends, the target is restrained, and the death kiss can't use the same tentacle on another target. The death kiss has ten tentacles.

Blood Drain. One creature grappled by a tentacle of the death kiss must make a DC 16 Constitution saving throw. On a failed save, the target takes 22 (4d10) lightning damage, and the death kiss regains half as many hit points.

SWARM OF ROT GRUBS

Medium swarm of Tiny beasts, unaligned

Armor Class 8

Hit Points 22 (5d8)

Speed 5 ft., climb 5 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	14 (+2)	18 (+4)	10 (+0)	12 (+1)	10 (+0)

Damage Resistances piercing, slashing

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

Senses blindsight 10 ft., passive Perception 6

Languages —

Challenge 1/2 (100 XP)

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

ACTIONS

Bites. *Melee Weapon Attack:* +0 to hit, reach 0 ft., one creature in the swarm's space. *Hit:* The target is infested by 1d4 rot grubs. At the start of each of the target's turns, the target takes 1d6 piercing damage per rot grub infesting it. Applying fire to the bite wound before the end of the target's next turn deals 1 fire damage to the target and kills these rot grubs. After this time, these rot grubs are too far under the skin to be burned.

If a target infested by rot grubs ends its turn with 0 hit points, it dies as the rot grubs burrow into its heart and kills it. Any effect that cures disease kills all rot grubs infesting the target.

ELDER BRAIN

Large aberration, lawful evil

Armor Class 10 (natural armor)

Hit Points 210 (20d10 + 100)

Speed 5 ft., swim 10 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	10 (+0)	20 (+5)	21 (+5)	19 (+4)	24 (+7)

Saving Throws Int +10, Wis +9, Cha +12

Skills Arcana +12, Deception +12, Insight +14,

Intimidation +12, Persuasion +12

Senses blindsight 120 ft., passive Perception 14

Languages understands Common, Deep Speech, and

Undercommon but can't speak, telepathy 5 miles

Challenge 14 (11,500 XP)

Creature Sense. The elder brain is aware of the presence of creatures within 5 miles of it that have an Intelligence score of 4 or higher. It knows the distance and direction to each creature, as well as each one's Intelligence score, but can't sense anything else about it. A creature protected by a *mind blank* spell, a *nondetection* spell, or similar magic can't be perceived in this manner.

Innate Spellcasting (Psionics). The elder brain's innate spellcasting ability is Intelligence (spell save DC 18). It can innately cast the following spells, requiring no components:

At will: *detect thoughts*, *levitate*

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

Legendary Resistance (3/Day). If the elder brain fails a saving throw, it can choose to succeed instead.

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

Telepathic Hub. The elder brain can use its telepathy to initiate and maintain telepathic conversations with up to ten creatures at a time. The elder brain can let those creatures telepathically hear each other while connected in this way.

ACTIONS

Tentacle. *Melee Weapon Attack:* +7 to hit, reach 30 ft., one target. *Hit:* 20 (4d8 + 2) bludgeoning damage. If the target is a Huge or smaller creature, it is grappled (escape DC 15) and takes 9 (1d8 + 5) psychic damage at the start of each of its turns until the grapple ends. The elder brain can have up to four targets grappled at a time.

Mind Blast (Recharge 5–6). The elder brain magically emits psychic energy. Creatures of the elder brain's choice within 60 feet of it must succeed on a DC 18 Intelligence saving throw or take 32 (5d10 + 5) psychic damage and be stunned for 1 minute. A target can repeat the saving throw at the end of each of its turns,

ending the effect on itself on a success.

Psychic Link. The elder brain targets one incapacitated creature it can perceive with its Creature Sense trait and establishes a psychic link with that creature. Until the psychic link ends, the elder brain can perceive everything the target senses. The target becomes aware that something is linked to its mind once it is no longer incapacitated, and the elder brain can terminate the link at any time (no action required). The target can, use an action on its turn to attempt to break the psychic link, doing so with a successful DC 18 Charisma saving throw. On a successful save, the target takes 10 (3d6) psychic damage. The psychic link also ends if the target and the elder brain are more than 5 miles apart, with no consequences to the target. The elder brain can form psychic links with up to ten creatures at a time.

Sense Thoughts. The elder brain targets a creature with which it has a psychic link. The elder brain gains insight into the target's reasoning, its emotional state, and thoughts that loom large in its mind (including things the target worries about, loves, or hates). The elder brain can also make a Charisma (Deception) check with advantage to deceive the target's mind into thinking it believes one idea or feels a particular emotion. The target contests this attempt with a Wisdom (Insight) check. If the elder brain succeeds, the mind believes the deception for 1 hour or until evidence of the lie is presented to the target.

LEGENDARY ACTIONS

The elder brain can take 3 legendary actions, choosing from the options below. It can take only one legendary action at a time and only at the end of another creature's turn. The elder brain regains spent legendary actions at the start of its turn.

Tentacle. The elder brain makes a tentacle attack.

Break Concentration. The elder brain targets a creature within 120 feet of it with which it has a psychic link. The elder brain breaks the creature's concentration on a spell it has cast. The creature also takes 1d4 psychic damage per level of the spell.

Psychic Pulse. The elder brain targets a creature within 120 feet of it with which it has a psychic link. Enemies of the elder brain within 10 feet of that creature take 10 (3d6) psychic damage.

Sever Psychic Link. The elder brain targets a creature within 120 feet of it with which it has a psychic link. The elder brain ends the link, causing the creature to have disadvantage on all ability checks, attack rolls, and saving throws until the end of the creature's next turn.

LAIR ACTIONS

When fighting inside its lair, an elder brain can use lair

actions. On initiative count 20 (losing initiative ties), an elder brain can take one lair action to cause one of the following effects; the elder brain can't use the same lair action two rounds in a row:

- The elder brain casts *wall of force*.
- The elder brain targets one friendly creature it can sense within 120 feet of it. The target has a flash of inspiration and gains advantage on one attack roll, ability check, or saving throw it makes before the end of its next turn. If the target doesn't or can't use this benefit in that time, the inspiration is lost.
- The elder brain targets one creature it can sense within 120 feet of it and anchors it by sheer force of will. The target must succeed on a DC 18 Charisma saving throw or be unable to leave its current space. It can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

KSZANZETH'S ARCANE POWER

During Stage 3, Kszanzeth has limited access to arcane magic. Its arcane focus is the Vast Gate, which resonates with psychic and arcane energy even while broken, adding additional spells to the elder brain's *Innate Spellcasting* list. The DC and Spellcasting ability being used are same as its psionic abilities, but are arcane.

Very Weak

At will: *absorb elements* (5th level)

3/day each: *vampiric touch* (5th level)

Weak

At will: *absorb elements* (5th level), *misty step*

3/day each: *vampiric touch* (5th level), *telekinesis*

Average

At will: *absorb elements* (5th level), *misty step*, *ray of enfeeblement*

3/day each: *telekinesis*, *vampiric touch* (5th level)

1/day each: *disintegrate*

Strong

At will: *absorb elements* (5th level), *magic missile* (5th level), *misty step*, *ray of enfeeblement*

3/day each: *lightning bolt* (5th level), *telekinesis*, *vampiric touch* (5th level)

1/day each: *disintegrate*

Very Strong

At will: *absorb elements* (5th level), *counterspell* (5th level), *magic missile* (5th level), *misty step*, *ray of enfeeblement*

3/day each: *lightning bolt* (5th level), *telekinesis*, *vampiric touch* (5th level)

1/day each: *disintegrate*, *prismatic spray*

Deadly

At will: *absorb elements* (5th level), *counterspell* (5th level), *magic missile* (5th level), *misty step*, *ray of enfeeblement*

3/day each: *lightning bolt* (5th level), *telekinesis*, *vampiric touch* (5th level)

2/day each: *disintegrate*, *prismatic spray*

1/day: *time stop*

GLABREZU

Large fiend, chaotic evil

Armor Class 17 (natural armor)

Hit Points 157 (15d10 + 75)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	14 (+2)	18 (+4)	10 (+0)	12 (+1)	10 (+0)

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

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

Damage Immunities poison

Condition Immunities poisoned

Senses truesight 120 ft., passive Perception 13

Languages Abyssal, telepathy 120 ft.

Challenge 9 (5,000 XP)

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

1/day each: *confusion*, *fly*, *power word stun*

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

ACTIONS

Multiattack. The glabrezu makes four attacks: two with its pincers and two with its fists. Alternatively, it makes two attacks with its pincers and casts one spell.

Pincer. *Melee Weapon Attack:* +9 to hit, reach 10 ft., one target. *Hit:* 16 (2d10 + 5) bludgeoning damage. If the target is a Medium or smaller creature, it is grappled (escape DC 15). The glabrezu has two pincers, each of which can grapple only one target.

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

GLABREZU ABERRATION

- Change type from *fiend* to *aberration*.
- Change languages from *Abyssal* to *Deep Speech*.

DISPLACER BEAST

Large monstrosity, lawful evil

Armor Class 13 (natural armor)

Hit Points 85 (10d10 + 30)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	15 (+2)	16 (+3)	6 (-2)	12 (+1)	8 (-1)

Senses darkvision 60 ft., passive Perception 11

Languages —

Challenge 3 (700 XP)

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

Displacement. The displacer beast projects a magical illusion that makes it appear to be standing near its actual location, causing attack rolls against it to have disadvantage. If it is hit by an attack, this trait is disrupted until the end of its next turn. This trait is also disrupted while the displacer beast is incapacitated or has a speed of 0.

ACTIONS

Multiattack. The displacer beast makes two attacks with its tentacles.

Tentacle. *Melee Weapon Attack:* +6 to hit, reach 10 ft., one target. *Hit:* 7 (1d6 + 4) bludgeoning damage plus 3 (1d6) piercing damage.

DISPLACER BEAST ABERRATION

Change type from *monstrosity* to *aberration*.

CARRION CRAWLER

Large monstrosity, unaligned

Armor Class 13 (natural armor)

Hit Points 51 (6d10 + 18)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	13 (+1)	16 (+3)	1 (-5)	12 (+1)	5 (-3)

Skills Perception +3

Senses darkvision 60 ft., passive Perception 13

Languages —

Challenge 2 (450 XP)

Keen Smell. The carrion crawler has advantage on Wisdom (Perception) checks that rely on smell.

Spider Climb. The carrion crawler can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

ACTIONS

Multiattack. The carrion crawler makes two attacks: one with its tentacles and one with its bite.

Tentacles. *Melee Weapon Attack:* +8 to hit, reach 10 ft., one creature. *Hit:* 4 (1d4 + 2) poison damage, and the target must succeed on a DC 13 Constitution saving throw or be poisoned for 1 minute. Until this poison ends, the target is paralyzed. The target can repeat the saving throw at the end of each of its turns, ending the poison on itself on a success.

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

CARRION CRAWLER ABERRATION

Change type from *monstrosity* to *aberration*.

MIND FLAYER

Medium aberration, lawful evil

Armor Class 15 (breastplate)

Hit Points 71 (13d8 + 13)

Speed 30 ft.

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

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

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

Senses darkvision 120 ft., passive Perception 16

Languages Deep Speech, Undercommon, telepathy 120 ft.

Challenge 7 (2,900 XP)

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

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

At will: *detect thoughts*, *levitate*

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

ACTIONS

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

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

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

MIND FLAYER ARCANIST

Medium aberration, lawful evil

Armor Class 15 (breastplate)

Hit Points 71 (13d8 + 13)

Speed 30 ft.

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

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

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

Senses darkvision 120 ft., passive Perception 16

Languages Deep Speech, Undercommon, telepathy 120 ft.

Challenge 8 (3,900 XP)

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

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

At will: *detect thoughts*, *levitate*

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

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

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

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

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

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

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

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

ACTIONS

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

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

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

on itself on a success.

MIND FLAYER PSION

Medium aberration, lawful evil

Armor Class 15 (breastplate)

Hit Points 71 (13d8 + 13)

Speed 30 ft.

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

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

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

Senses darkvision 120 ft., passive Perception 16

Languages Deep Speech, Undercommon, telepathy 120 ft.

Challenge 8 (3,900 XP)

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

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

At will: *detect thoughts, levitate*

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

Innate Spellcasting (Psionics). The mind flayer is a 10th-level spellcaster. Its innate spellcasting ability is Intelligence (spell save DC 15; +7 to hit with spell attacks). It can innately cast the following spells, requiring no components:

At will: *guidance, mage hand, vicious mockery, true strike*

1st level (4 slots): *charm person, command, comprehend languages, sanctuary*

2nd level (3 slots): *crown of madness, phantasmal force, see invisibility*

3rd level (3 slots): *clairvoyance, fear, meld into stone*

4th level (3 slots): *confusion, stone shape*

5th level (2 slots): *scrying, telekinesis*

ACTIONS

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

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

Mind Blast (Recharge 5–6). The mind flayer magically emits psychic energy in a 60-foot cone. Each creature in

that area must succeed on a DC 15 Intelligence saving throw or take 22 (4d8 + 4) psychic damage and be stunned for 1 minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

INTELLECT DEVOURER

Tiny aberration, lawful evil

Armor Class 12

Hit Points 21 (6d4 + 6)

Speed 40 ft.

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

Skills Perception +2, Stealth +4

Damage Resistances bludgeoning, piercing, and slashing from nonmagical weapons

Condition Immunities blinded

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

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

Challenge 2 (450 XP)

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

ACTIONS

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

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

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

If the host body drops to 0 hit points, the intellect devourer must leave it. A *protection from evil and good* spell cast on the body drives the intellect devourer out. The intellect devourer is also forced out if the target regains its devoured brain by means of a *wish*. By spending 5 feet of its movement, the intellect devourer can voluntarily leave the body, teleporting to the

nearest unoccupied space within 5 feet of it. The body then dies, unless its brain is restored within 1 round.

SWARM OF POISONOUS SNAKES

Medium swarm of Tiny beasts, unaligned

Armor Class 14

Hit Points 36 (8d8)

Speed 30 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
8 (-1)	18 (+4)	11 (+0)	1 (-5)	10 (+0)	3 (-4)

Damage Resistances bludgeoning, piercing, slashing

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

Senses blindsight 10 ft., passive Perception 10

Languages —

Challenge 2 (450 XP)

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

ACTIONS

Bites. *Melee Weapon Attack:* +6 to hit, reach 0 ft., one creature in the swarm's space. *Hit:* 7 (2d6) piercing damage, or 3 (1d6) piercing damage if the swarm has half of its hit points or fewer. The target must make a DC 10 Constitution saving throw, taking 14 (4d6) poison damage on a failed save, or half as much damage on a successful one.

TENTACLE SWARM

- Change type from *beast* to *aberration*.
- Replace the Bites attack with the following:
Bites. *Melee Weapon Attack:* +6 to hit, reach 0 ft., one creature in the swarm's space. *Hit:* 7 (2d6) piercing damage, or 3 (1d6) piercing damage if the swarm has half of its hit points or fewer. The target must make a DC 10 Intelligence saving throw, taking 14 (4d6) psychic damage on a failed save, or half as much damage on a successful one.

WARLORD

Medium humanoid (any race), any alignment

Armor Class 18 (plate)

Hit Points 229 (27d8 + 108)

Speed 30 ft.

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

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

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

Senses passive Perception 15

Languages any two languages

Challenge 12 (8,400 XP)

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

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

ACTIONS

Multiattack. The warlord makes two weapon attacks.

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

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

LEGENDARY ACTIONS

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

Weapon Attack. The warlord makes a weapon attack.

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

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

LORD FIREHALL

Lord Firehall's weapons and armor are imbued with the latent energy of the portal, making them count as **magical** and giving him **advantage on all saving throws until Stage 3**, where it goes away.

APPENDIX. ENCOUNTER SETUP

THE CHASM

VERY WEAK PARTY STRENGTH (4,500 XP)

- **Cloaker:** AC 14, 78 hp, Init +2
- **Darkmantle (6):** AC 11, 22 hp, Init +1

WEAK PARTY STRENGTH (4,700 XP)

- **Cloaker:** AC 14, 78 hp, Init +2
- **Darkmantle (8):** AC 11, 22 hp, Init +1

AVERAGE PARTY STRENGTH (8,200 XP)

- **Cloaker (2):** AC 14, 78 hp, Init +2
- **Darkmantle (4):** AC 11, 22 hp, Init +1

STRONG PARTY STRENGTH (8,300 XP)

- **Cloaker (2):** AC 14, 78 hp, Init +2
- **Darkmantle (5):** AC 11, 22 hp, Init +1

VERY STRONG PARTY STRENGTH (12,300 XP)

- **Cloaker (3):** AC 14, 78 hp, Init +2
- **Darkmantle (6):** AC 11, 22 hp, Init +1

WHAT DREAMS MAY COME

The following XP totals do not include the XP reward for defeating a beholder. Should the party engage and defeat the beholder, include the XP (10,000) for defeating a CR 13 creature.

VERY WEAK PARTY STRENGTH (15,400 XP)

- **Beholder:** AC 18, 90 hp, Init +1
- **Mindwitness (3):** AC 15, 75 hp, Init +2

WEAK PARTY STRENGTH (21,300 XP)

- **Beholder:** AC 18, 90 hp, Init +1
- **Mindwitness (3):** AC 15, 75 hp, Init +2
- **Death's Kiss:** AC 16, 161 hp, Init +2

AVERAGE PARTY STRENGTH (23,100 XP)

- **Beholder:** AC 18, 90 hp, Init +1
- **Mindwitness (4):** AC 15, 75 hp, Init +2
- **Death's Kiss:** AC 16, 161 hp, Init +2

STRONG PARTY STRENGTH (29,000 XP)

- **Beholder:** AC 18, 90 hp, Init +1
- **Mindwitness (4):** AC 15, 75 hp, Init +2
- **Death's Kiss (2):** AC 16, 161 hp, Init +2

VERY STRONG PARTY STRENGTH (30,800 XP)

- **Beholder:** AC 18, 90 hp, Init +1
- **Mindwitness (5):** AC 15, 75 hp, Init +2
- **Death's Kiss (2):** AC 16, 161 hp, Init +2

THE ELDER BRAIN CHAMBER, STAGE ONE

Kszanzeth appears in each stage of these Encounter Setup blocks, so the **elder brain XP** is **not included** in the first two stages. His death in Stage Three is the only one that counts.

VERY WEAK PARTY STRENGTH (6,150 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Glabrezu:** AC 17, 157 hp, Init +2
- **Displacer Beast:** AC 13, 85 hp, Init +2
- **Carrion Crawler:** AC 13, 51 hp, Init +1

WEAK PARTY STRENGTH (11,150 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Glabrezu (2):** AC 17, 157 hp, Init +2
- **Displacer Beast:** AC 13, 85 hp, Init +2
- **Carrion Crawler:** AC 13, 51 hp, Init +1

AVERAGE PARTY STRENGTH (12,300 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Glabrezu (2):** AC 17, 157 hp, Init +2
- **Displacer Beast (2):** AC 13, 85 hp, Init +2
- **Carrion Crawler (2):** AC 13, 51 hp, Init +1

STRONG PARTY STRENGTH (13,000 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Glabrezu (2):** AC 17, 157 hp, Init +2
- **Displacer Beast (3):** AC 13, 85 hp, Init +2
- **Carrion Crawler (2):** AC 13, 51 hp, Init +1

VERY STRONG PARTY STRENGTH (13,450 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Glabrezu (2):** AC 17, 157 hp, Init +2
- **Displacer Beast (3):** AC 13, 85 hp, Init +2
- **Carrion Crawler (3):** AC 13, 51 hp, Init +1

DEADLY PARTY STRENGTH (18,450 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Glabrezu (3):** AC 17, 157 hp, Init +2
- **Displacer Beast (3):** AC 13, 85 hp, Init +2
- **Carrion Crawler (3):** AC 13, 51 hp, Init +1

THE ELDER BRAIN CHAMBER, STAGE TWO

Kszanzeth's remaining hit points carry over from Stage One. This stage lasts until all Mind Flayers have been killed, or four rounds have elapsed, whichever comes first.

VERY WEAK PARTY STRENGTH (0 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0

WEAK PARTY STRENGTH (2,900 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Mind Flayer:** AC 15, 71 hp, Init +1

AVERAGE PARTY STRENGTH (5,800 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Mind Flayer (2):** AC 15, 71 hp, Init +1

STRONG PARTY STRENGTH (9,700 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Mind Flayer (2):** AC 15, 71 hp, Init +1
- **Mind Flayer Arcanist:** AC 15, 71 hp, Init +1

VERY STRONG PARTY STRENGTH (12,600 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Mind Flayer (3):** AC 15, 71 hp, Init +1
- **Mind Flayer Arcanist:** AC 15, 71 hp, Init +1

DEADLY PARTY STRENGTH (13,600 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Mind Flayer (2):** AC 15, 71 hp, Init +1
- **Mind Flayer Psion:** AC 15, 71 hp, Init +1
- **Mind Flayer Arcanist:** AC 15, 71 hp, Init +1

THE ELDER BRAIN CHAMBER, STAGE THREE

KSZANZETH RESET

The lingering effects from the ritual give Kszanzeth its **full hit points** back. It also has **resistance to all non-magical attacks** and it imposes **disadvantage on all spell attacks against it**. This is in addition to the normal elder brain abilities.

VERY WEAK PARTY STRENGTH (11,950 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Intellect Devourer:** AC 12, 21 hp, Init +2

WEAK PARTY STRENGTH (12,400 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Intellect Devourer (2):** AC 12, 21 hp, Init +2

AVERAGE PARTY STRENGTH (12,850 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Intellect Devourer (2):** AC 12, 21 hp, Init +2
- **Swarm of Poisonous Snakes:**
 - AC 14, 36 hp, Init +4

STRONG PARTY STRENGTH (13,750 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Intellect Devourer (3):** AC 12, 21 hp, Init +2
- **Swarm of Poisonous Snakes (2):**
 - AC 14, 36 hp, Init +4

VERY STRONG PARTY STRENGTH (14,200 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Intellect Devourer (4):** AC 12, 21 hp, Init +2
- **Swarm of Poisonous Snakes (2):**
 - AC 14, 36 hp, Init +4

DEADLY PARTY STRENGTH (14,200 XP)

- **Elder Brain:** AC 10, 210 hp, Init +0
- **Intellect Devourer (4):** AC 12, 21 hp, Init +2
- **Swarm of Poisonous Snakes (2):**
 - AC 14, 36 hp, Init +4

KSZANZETH ADDITIONAL LEGENDARY ACTION AND RESISTANCE

For an extra challenge at the Deadly level, refresh the **Legendary Resistance** to 3 uses, or 4 uses if Kszanzeth did not die in Stage 1 or 2. In addition, add this legendary action to the list of actions available to Kszanzeth:

Arcana Overwhelming. Kszanzeth casts any one available spell

KSZANZETH'S ARCANES POWER

During Stage Three, Kszanzeth has limited access to arcane magic. Its arcane focus is the Vast Gate, which resonates with psychic and arcane energy even while broken, adding additional spells to the elder brain's *Innate Spellcasting* list. The DC and Spellcasting ability being used are same as its psionic abilities, but are arcane.

Very Weak

At will: *absorb elements* (5th level)
3/day: *vampiric touch* (5th level)

Weak

At will: *absorb elements* (5th level), *misty step*
3/day each: *vampiric touch* (5th level), *telekinesis*

Average

At will: *absorb elements* (5th level), *misty step*, *ray of enfeeblement*
3/day each: *telekinesis*, *vampiric touch* (5th level)
1/day: *disintegrate*

Strong

At will: *absorb elements* (5th level), *magic missile* (5th level), *misty step*, *ray of enfeeblement*
3/day each: *lightning bolt* (5th level), *telekinesis*, *vampiric touch* (5th level)
1/day: *disintegrate*

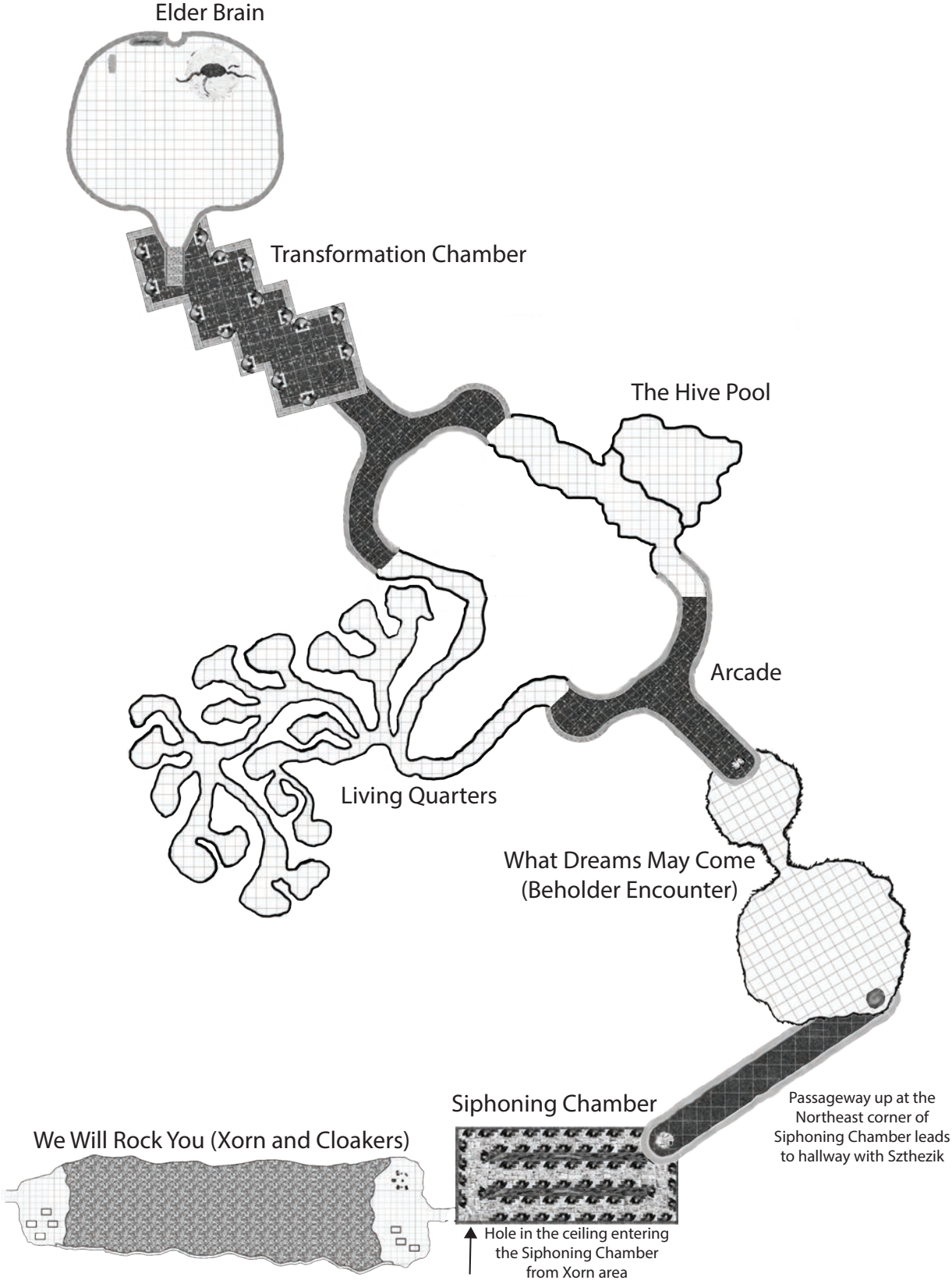
Very Strong

At will: *absorb elements* (5th level), *counterspell* (5th level), *magic missile* (5th level), *misty step*, *ray of enfeeblement*
3/day each: *lightning bolt* (5th level), *telekinesis*, *vampiric touch* (5th level)
1/day each: *disintegrate*, *prismatic spray*

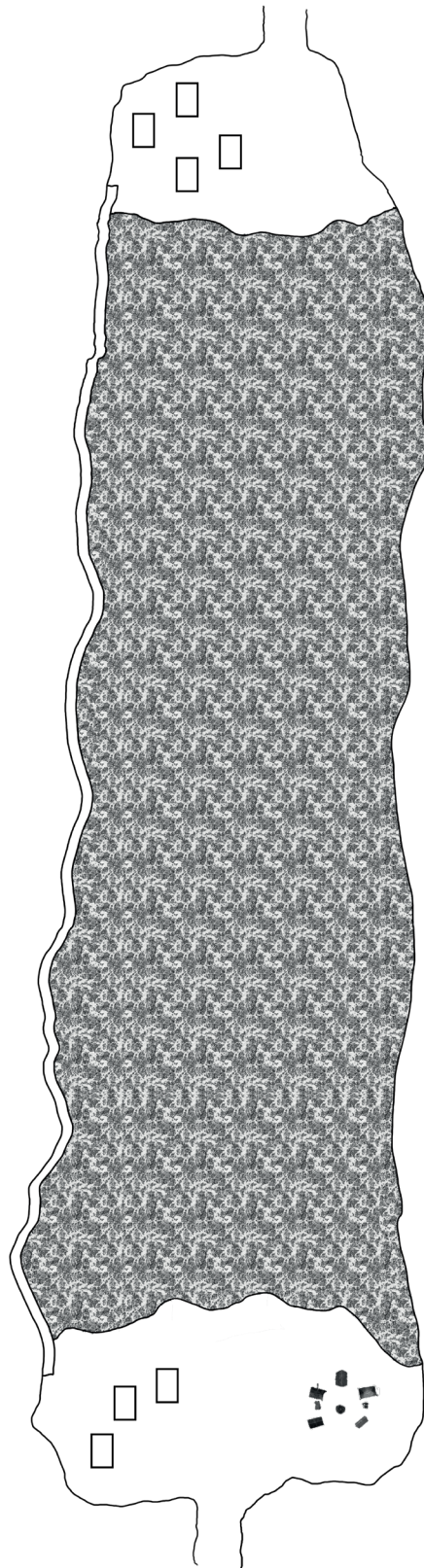
Deadly

At will: *absorb elements* (5th level), *counterspell* (5th level), *magic missile* (5th level), *misty step*, *ray of enfeeblement*
3/day each: *lightning bolt* (5th level), *telekinesis*, *vampiric touch* (5th level)
2/day each: *disintegrate*, *prismatic spray*
1/day: *time stop*

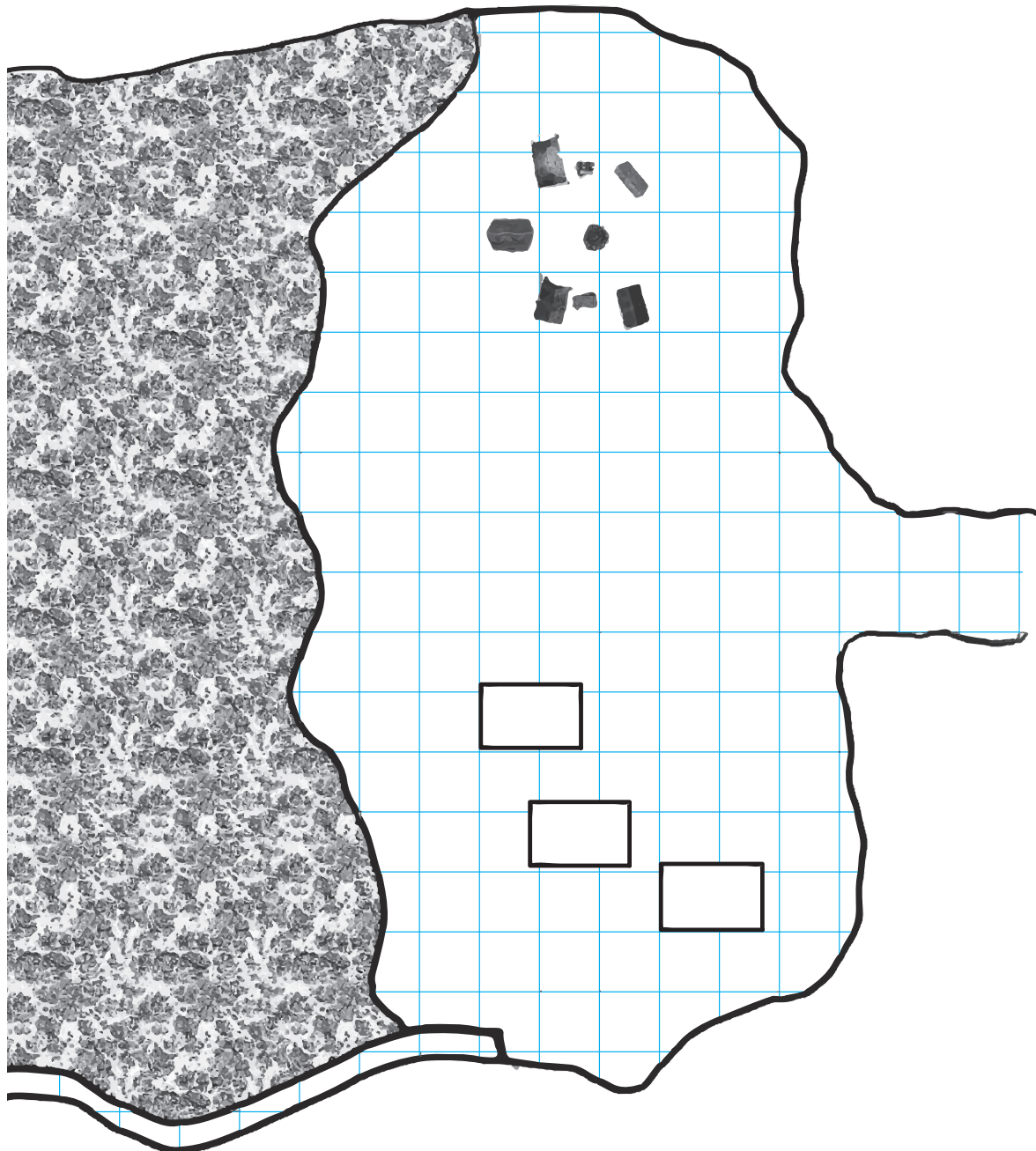
APPENDIX. HIVE OVERVIEW MAP



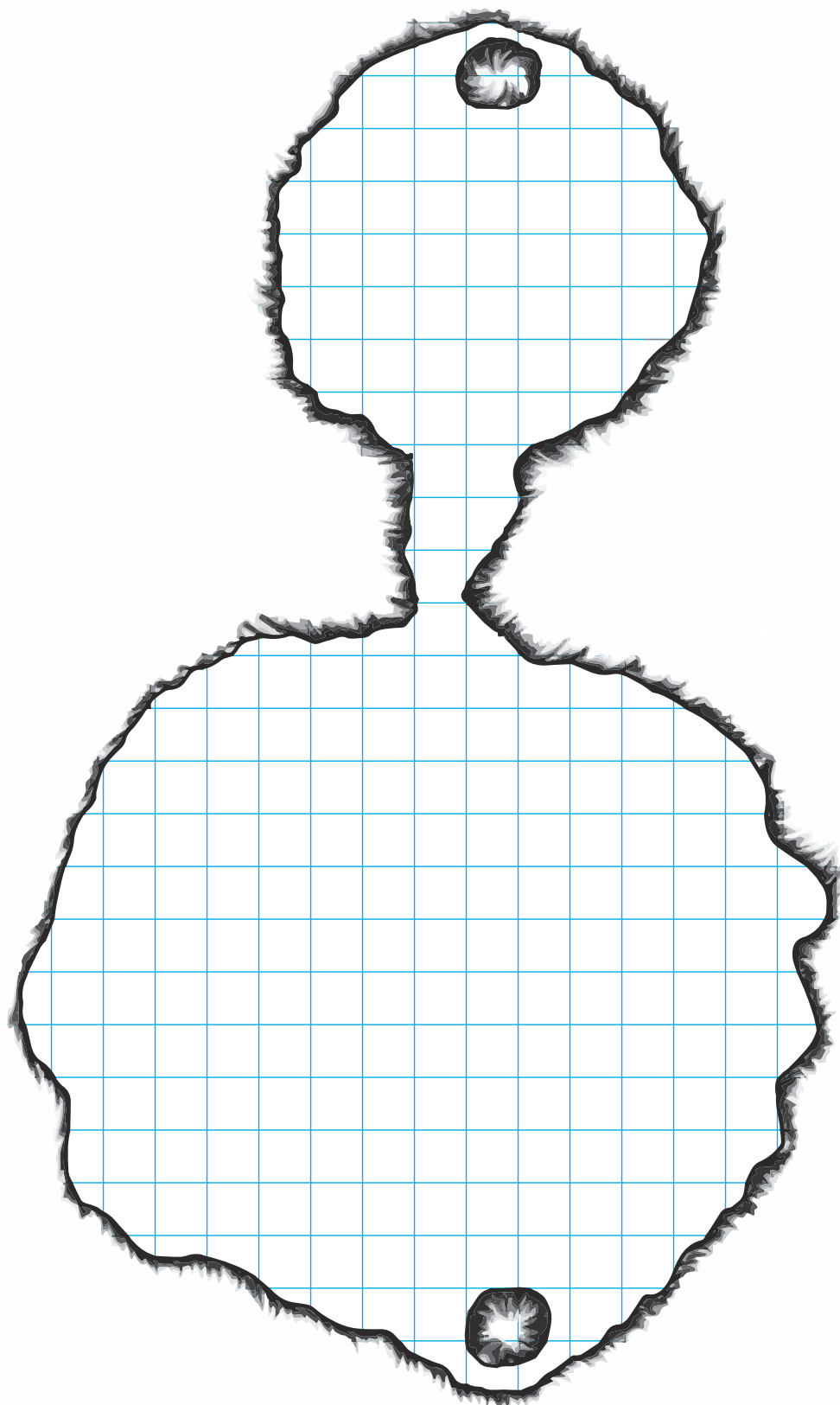
APPENDIX. XORN ENCOUNTER MAP



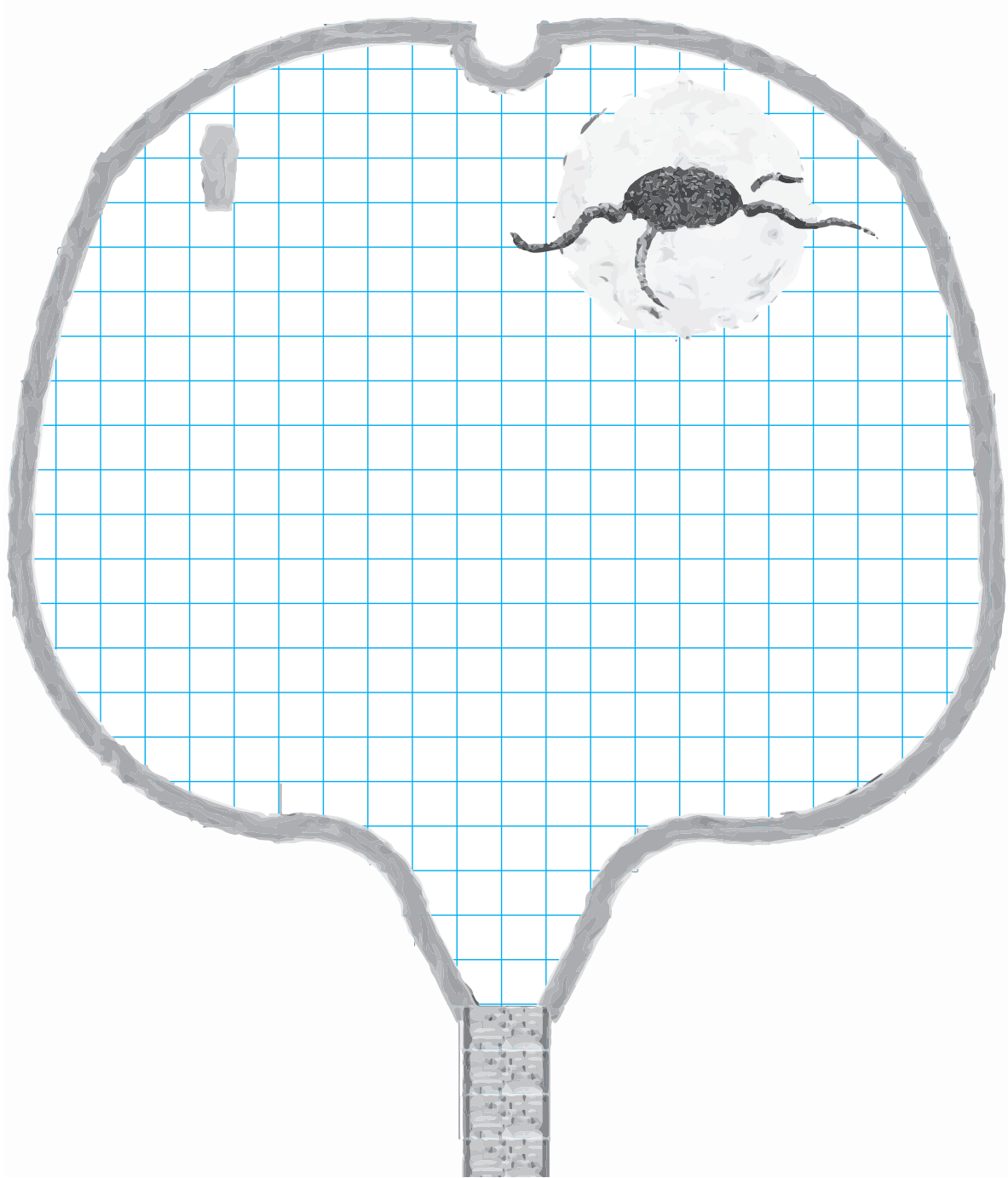
APPENDIX. CLOAKER ENCOUNTER MAP



APPENDIX. BEHOLDER BATTLE MAP



APPENDIX. ELDER BRAIN CHAMBER MAP



PLAYER HANDOUT 1. STORY AWARDS

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

STORY AWARD

Honorary Corps Member. Xorack the beholder is in your debt, and the fight against the elder brain Kszanzeth has made him respect you. He offers you a permanent (secondary) position in the Mulmaster Beholder Corps! You will aid them in battle, help them be treated with respect, and many other things that a lower ranking officer might do. In turn, they will come to your aid when it is most convenient, and allow you to pick a slightly less pompous title than their own. This might come into use in the future ...

STORY AWARD

Harbinger of the Vast Gate. The factions understand the difficulty of the task they asked, but emotions are hard to quell. The Far Realm flesh-magic around the illithid hive terrifies all, as nothing can currently penetrate it. You have been nicknamed a “Harbinger of the Vast Gate” by those who know of your failure, which is spreading by the day.

As an aftereffect of almost being caught within, your body has been twisted. Far Realm creatures target you first and foremost, wishing to complete your transformation by killing you. Second, if you move to another plane of existence besides the material plane, subtle physical differences are seen. For example, a finger might become a tentacle, or your shadow moves erratically behind you. These changes cannot confer any mechanical bonuses. Those with *truesight* or other magical means of seeing true forms will see your altered body regardless of your current plane.

PLAYER HANDOUT 2. MAGIC ITEM

ROD OF ABSORPTION

Rod, very rare (requires attunement)

While holding this rod, you can use your reaction to absorb a spell that is targeting only you and not with an area of effect. The absorbed spell's effect is canceled, and the spell's energy—not the spell itself—is stored in the rod. The energy has the same level as the spell when it was cast. The rod can absorb and store up to 50 levels of energy over the course of its existence. Once the rod absorbs 50 levels of energy, it can't absorb more. If you are targeted by a spell that the rod can't store, the rod has no effect on that spell.

When you become attuned to the rod, you know how many levels of energy the rod has absorbed over the course of its existence, and how many levels of spell energy it currently has stored.

If you are a spellcaster holding the rod, you can convert energy stored in it into spell slots to cast spells you have prepared or know. You can create spell slots only of a level equal to or lower than your own spell slots, up to a maximum of 5th level. You use the stored levels in place of your slots, but otherwise cast the spell as normal. For example, you can use 3 levels stored in the rod as a 3rd-level spell slot.

A newly found rod has 1d10 levels of spell energy stored in it already. A rod that can no longer absorb spell energy and has no energy remaining becomes nonmagical.

This rod is carved from the thigh bone of a Matron Mother, a legendary feat for which you do not know the origin. While attuned to this item, spiders tend to be found on or near you at times, and when activated you can hear Lolth trying to speak to you in anger as the spell is absorbed into the bone.

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