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PART 2 OF THE DREAMERS STORYLINE



Phlan's refugees are being assaulted on the road and taken into the Underdark to become illithid thralls.

Can the characters save some of the travelers and uncover the mastermind of this evil operation? Only a delve into the Underdark will tell.

CCC-MIND01-02
A Four-Hour Adventure for 11th-16th Level Characters



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INTRODUCTION

Welcome to *Mind Trip*, a D&D Adventurers League[™] adventure, part of the official D&D Adventurers League[™] organized play system and the *Dreamers*[™] storyline season for Tidewater.

The adventure takes place in the Underdark in the Forgotten Realms campaign setting. The characters must track illithids and their thralls to an outpost in the Underdark, rescue the prisoners being held there, and discover the location of a mind flayer colony by entering an illithid dreamscape.

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.

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 world is indeed comic, but the joke is on mankind."

-H.P. Lovecraft

ADVENTURE BACKGROUND

The Daxlxorpoth mind flayer colony is young and small, but it grows. Thanks to a recent outpouring of refugees leaving and now returning to the troubled city of Phlan, the illithids of Daxlxorpoth captured many travelers on the Iron Route and imprisoned them in the colony to serve as thralls and food. For a long time, no one noticed these refugees were missing. The colony flourished.

Recently, a group of adventurers uncovered the surface operations of Daxlxorpoth. This investigation led the adventurers to a cave that serves as a rendezvous point for the illithids' agents above ground who captured potential thralls and the caravan that escorts these prisoners through the Underdark to Daxlxorpoth. A passage in the cave leads to the winding tunnels of the Underdark.

Calypso, the new Chancellor of Phlan, hired the first group of adventurers that uncovered the cave. She knows that while the illithids' operations have ceased above ground for the time being, there are still many prisoners in the colony, and the forces of Daxlxorpoth could return to the region if they are not stamped out.

LOCATION AND NPC SUMMARY

The following NPCs and locations feature prominently in this adventure.

Calypso (ku-Lip-so). This fiery adventurer-turned-chancellor is in charge of seeing Phlan rebuilt. She asks the characters to search the Underdark for refugees and illithids.

Granzak (GRAHN zak). This mind flayer is a Daxlxorpoth ulitharid, a powerful mind flayer that could one day become an elder brain. Xalcazat imprisoned Granzak.

Xalcazat. (*ZAL cuh zat*) The elder brain of the Daxlxorpoth colony is young, brash, brilliant, and tyrannical.

Verganzalt (vur gan ZALT). A Daxlxorpoth outpost in the Underdark used to allow potential thralls a resting place and temporarily hold prisoners.

DaxIxorpoth Dreamscape (DAX il ZOR pahth). The collective mind of the DaxIxorpoth illithid colony is a dream-like world of creativity and danger.

ADVENTURE OVERVIEW

The adventure is broken down into five parts:

Part 1. Phlan Meeting (15 Minutes) The characters meet with Calypso in Phlan. She offers them a job exploring the Underdark to discover the mind flayer colony that kidnapped Phlan's refugees.

Part 2. The Underdark (45 Minutes) The characters track an illithid prisoner caravan through the Underdark.

Part 3. Verganzalt (60 Minutes) The characters explore Verganzalt, a Daxlxorpoth outpost in the Underdark, where the prisoner caravan stopped to rest.

Part 4. Dreamscape (90 Minutes) The characters enter an illithid dreamscape to discover the location of Daxlxorpoth.

Part 5. Back in Verganzalt (30 Minutes) The characters leave the Dreamscape to find Verganzalt under attack by the forces of Daxlxorpoth.

ADVENTURE HOOKS

Use the following adventure hooks to get the characters to meet with Calypso in Phlan.

Concerned About Phlan. The characters could be concerned about the state of things in Phlan and come to the region offering aid. Calypso reaches out to any adventurer willing to help.

Faction Assignments. Characters who belong to a faction have messengers approach them with letters asking the adventurers to save members of their faction who were captured by mind flayers:

- Player Handout 1 should be given to Emerald Enclave characters. Their assignment is to save Windra Playis, an elf druid.
- Player Handout 2 should be given to Harper characters. Their assignment is to save Ferry Colit, a dwarf bard.
- Player Handout 3 should be given to Lord's Alliance characters. Their assignment is to save Danice Kerwath, a human knight.
- Player Handout 4 should be given to Order of the Gauntlet characters. Their assignment is to save Julius Kane, a human priest.
- Player Handout 5 should be given to Zhentarim characters. Their assignment is to save Grum Bruck, a half-orc berserker.

Great Reputation. Calypso reaches out to the adventurers because news of their past deeds has reached her ears. They remind her of herself when she was an adventurer, so she trusts them.

MIND01-01. If the characters have played through *MIND01-01 Lost in Thought*, they already know about the problem. Calypso calls on them to continue the job.

CHARACTER FLAWS

Ask the characters what their flaws are and note their responses as you start the adventure. You need this information for part 4.

UNEXPECTED MAGIC

Spells like *teleport*, *locate object*, and *scrying* could help players overcome some obstacles more quickly than other solutions provided by the adventure. That's great! Reward creative ideas like these with success. The characters are using spell slots and resources that another group might save for a combat encounter, so it all evens out in the end.



PART 1. PHLAN MEETING

Expected Duration: 15 minutes

The characters meet with Calypso in the Cracked Crown Inn. She asks them to find a colony of mind flayers and liberate their prisoners.

• The Cracked Crown Inn might have worn furniture, a constant smell of tobacco and cheap ale, and a layer of dirt on every surface, but there's something about the place that just feels cozy and safe. The crowd that always seems to be in the place suggests you're not alone in that feeling.

"Over here!" a tiefling calls to you as she swirls a goblet of wine in one hand while creating small animals made of fire in her other. She looks up at you as she closes her fist around a fiery unicorn, and opens it again to reveal the fire in a humanoid shape with what appears to be a squid-like head. "This right here is what I need you to find."

ROLEPLAYING CALYPSO (KU-LIP-SO)

Calypso is a former adventurer and recently elected Chancellor of Phlan. She's headstrong, confident, and charming. The 30-year-old tiefling sorceress lives life to the fullest and wants everyone around her to do so, though she works as hard as she plays. Rebuilding Phlan and looking after its people is her top priority and passion (and making sure everyone knows how hard she works and getting thanked for it is a close second).

Quote: "Asking for more gold? You remind me of me. Damn."

JOB OFFER

Calypso introduces herself as the Chancellor of Phlan to any characters who don't already know her, buys a round of drinks, and gets right down to business. She shares the following information with the characters:

- Refugees traveling along the Iron Route on their way back to Phlan having been disappearing for months.
- Days ago, a group of adventurers discovered a colony of mind flayers, subterranean, tentacle-faced monsters with psionic powers, had captured the missing refugees. It is safe to assume the mind flayers are turning their prisoners into mindless thralls who do the bidding of the illithids and who are the unwilling subject of the aberrations' experiments. If they're not turning the prisoners into thralls, they're eating their brains. Either way, people need saving.
- Though the location of the mind flayer colony is unknown, the adventurers who uncovered the

mind flayer plot also discovered a cave that leads to the Underdark. This cave was used by the illithids to transport prisoners from the surface to the colony.

- Calypso offers the characters 4,000 gp to track the transports through the Underdark, find the mind flayer colony, and report back with the location and any information about the illithids' defenses. She pays them 2,000 gp now and another 2,000 gp upon their return.
- Calypso offers another 100 gp per prisoner escorted back to Phlan alive.
- Calypso stresses this is an intelligence-gathering mission, not an assault on the illithid colony.
- If the adventurers try to get more gold from Calypso, she tells them she is offering the most she can. If they press the issue, she hands them a *potion of invulnerability*, saying that is all she can give.
- Calypso warns the dangerous journey through the Underdark could take tendays and tells the characters to stock up on supplies.

WHAT SHOULD WE FIND OUT?

Once the characters accept the offer, Calypso provides a list of details to uncover about the illithid colony:

- The name of the colony
- A way to get to the colony
- A rough number of mind flayers in the colony
- A rough number of thralls in the colony
- A rough number of thralls specifically from the surface in the colony
- Where the thralls are kept in the colony
- · Any other defenses the colony has
- Any details about the elder brain that rules the colony

Give the players **Player Handout 6** to help them track these details.

STOCKING UP AND SHIPPING OUT

Calypso tells the characters a wagon is waiting for them just outside of Phlan on the Iron Route. Old Ma Jager (NG female human Illuskan **commoner**) meets them with a wagon. The old woman drives them down the Iron Route to a cave with a passage to the Underdark. Read or paraphrase:

As the cart bumps along the Iron Route, you pass the silent farm-houses that once held innocent families who were infected with intellect devourers. Those brainwashed individuals did the dirty work of the mind flayers, abducting travelers on the road for the illithid colony to fill their ranks with thralls and their bellies with gray matter.

The sun is low and orange in the sky as Old Ma Jager stops her team at the entrance of a cave, still heavy with the scent of coppery blood. Burnt out torches in wall sconces indicate this place was recently inhabited. You can see a tunnel at the back of the cave that plunges into darkness.

Old Ma Jager leaves the characters at the cave, saying she'll return with two wagons each day at noon for the next twelve tendays to transport them and any prisoners they rescue back to Phlan.

TREASURE

Calypso gives the characters 2,000 gp and possibly a *potion of invulnerability*.



PART 2. THE UNDERDARK

Expected Duration: 45 minutes

The characters track an illithid prisoner transport in the Underdark and face guards in the tunnels outside Verganzalt, a Daxlxorpoth outpost.

GENERAL FEATURES

The tunnels of the Underdark have the following general features.

Ceilings. Unless otherwise noted, the tunnels in this part of the Underdark have 10-foot ceilings.

Illumination. There are no light sources in the tunnels.

Smells and Sounds. The occasional dripping of water or scurrying of an unseen creature in the darkness echoes in the otherwise silent Underdark, which smells of grit and dust.

Temperature. It is always warm in the underground tunnels.

DESCRIBING THE JOURNEY

Tracking the illithid prisoner caravan through the Underdark takes days. The characters might see any of the following sights as they move through the tunnels:

- A days-old encampment that belonged to the caravan the characters are tracking. A few human bodies lie on the ground with open skulls. Their brains have been removed.
- A cavern with a forest of mushrooms the size of redwood trees.
- A purple worm erupting through and collapsing a tunnel the characters just passed through.
- A mother hook horror wandering the tunnels ahead with two smaller juvenile hook horrors in tow.
- A tunnel lined with blood red moss that glows.
- A deep chasm filled the bones of many humanoids tangled together.
- A tunnel lined with humanoid statues, all broken, worn, and wearing expressions of horror.

Use these sights to build the alien and dangerous atmosphere of the Underdark. Let these examples inspire your own ideas.

TRACKING THE ILLITHIDS

Each character can aid in tracking the illithids by making an ability check. Record the number of successes and failures. If a character chooses not to help with the tracking, that counts as one failure. (Make sure the players know this.) Let the characters cast spells and use items that aid them on these checks.

The characters can make the following ability checks:

- A successful **DC 17 Strength (Athletics)** check allows a character to cover more ground in the search for the caravan.
- A successful DC 15 Intelligence (Investigation) check allows a character to identify the most traveled tunnels in the Underdark.
- A successful **DC 17 Wisdom (Perception)** check allows a character to spot clues indicating places the caravan has already been.
- A successful DC 15 Wisdom (Survival) check allows a character to track the caravan's path through the Underdark.
- Allow creative use of another ability check as long as the character's use of it makes sense and could help track the caravan. The DC for this check is 17.

RESULTS

After each character makes an ability check, the results determine how quickly they reach the tunnels right outside Verganzalt, the Daxlxorpoth outpost where the prisoner caravan is stopped:

- If all the characters succeed on the check, they make it to Verganzalt in one tenday.
- If more than half the characters succeed on the check, they make it to Verganzalt in two tendays.
 Each character must succeed on a DC 12 Constitution saving throw or gain one level of exhaustion at the end of this time.
- If less than half the characters succeed on the check, they make it to Verganzalt in three tendays.
 Each character must succeed on a DC 14 Constitution saving throw or gain one level of exhaustion at the end of this time.
- If all the characters fail the check, they make it to Verganzalt in four tendays. Each character must succeed on a DC 16 Constitution saving throw or gain one level of exhaustion at the end of this time.

ARRIVING OUTSIDE VERGANZALT

When the characters arrive in the tunnels outside of Verganzalt, note how much time has passed on their journey. The illithids know their surface operation has been exposed and that Verganzalt is the first place anyone looking to save some prisoners might arrive. The more time they have to build up their defenses around the outpost, the more difficult the encounter the characters face.

The mind flayers' thralls battle characters to the death and are beyond saving, but mind flayers flee when reduced to 20 hit points or less. If the characters capture a mind flayer, a successful **DC 15 Charisma (Intimidation)** check gets the mind flayer to reveal the characters are very near to Verganzalt, an outpost of the Daxlxorpoth mind flayer colony where prisoner caravans stop before heading to the colony. The mind flayer reveals nothing else.

After the characters face the guardians in the tunnels, they easily find Verganzalt.

ONE TENDAY

If it takes the characters one tenday to reach the tunnels just outside Verganzalt, they bump into a guard patrol consisting of one **mind flayer**, one **intellect devourer**, and four mountain dwarf **berserker** thralls as they round the corner in a 10-foot wide tunnel. The characters hear the approaching group with a passive **DC 15 Wisdom (Perception)** score and have one minute to set-up an ambush in the stalagmite-filled tunnels.

ADJUSTING THE ENCOUNTER

Here are recommendations for adjusting this combat encounter. These are not cumulative.

- Very weak: Replace the four berserkers with three thugs and remove the intellect devoure.
- Weak: Remove the intellect devourer.
- Strong: Add one intellect devourer.
- Very strong: Add one mind flayer.

Two Tendays

If it takes the characters two tendays to reach the tunnels just outside Verganzalt, they run into a guard patrol consisting of one **mind flayer** and five mountain dwarf **berserker** thralls in a 20-foot

wide, stalagmite-filled tunnel.

If the characters are trying to be stealthy as they approach Verganzalt, each must succeed on a **DC 16 Dexterity (Stealth)** check to sneak up on the patrol. If the characters fail this check or are not trying to be stealthy, the monsters hear the characters approach and try to hide among the stalagmites. A successful **DC 14 Wisdom (Perception)** check spots the monsters. If one group is hidden from of the other when combat begins, the second group is surprised.

ADJUSTING THE ENCOUNTER

Here are recommendations for adjusting this combat encounter. These are not cumulative.

- Very weak: Replace the four berserkers with three thugs
- Weak: Remove one berserker.
- Strong: Add one intellect devourer.
- Very strong: Add one mind flayer.

THREE TENDAYS

If it takes the characters three tendays to reach the tunnels just outside Verganzalt, they walk into an ambush set by one **mind flayer**, two **mindwitnesses**, and three mountain dwarf **berserker** thralls in the intersection of two 10-foot wide tunnels.

The monsters are hidden behind stalagmites in the three points of the intersection from which the characters do not approach, divided into three groups—two with one mindwitness and a berserker, and one with a mind flayer and a berserker. A successful **DC 16 Wisdom (Perception)** check spots the monsters. The monsters wait for the characters to discover the pit trap (see "Pit Trap") at the center of the intersection, then attack.

Pit Trap. A pit trap prepared by the dwarf thralls is at the center of the intersection. It's opening is 10-feet square and it is covered with a canvas painted to look like the floor by a master illithid painter. A successful **DC 17 Wisdom (Perception)** check notices the canvas. Creatures that step on the canvas fall into a pit 60-feet deep, taking 21 (6d6) bludgeoning damage and landing prone. A successful **DC 19 Strength (Athletics)** check climbs the pit's walls of smooth stone. The mind flayer uses Mind Blast and the mindwitnesses use their Eye Rays on creatures in the pit, while the berserkers leap across the pit to engage other characters in melee.

ADJUSTING THE ENCOUNTER

Here are recommendations for adjusting this combat encounter. These are not cumulative.

- very weak: remove both mindwitnesses and add one intellect devourer at the bottom of the pit.
- weak: remove one beserker.
- strong: add one intellect devourer at the bottom of the pit
- very strong:add one mind flayer

FOUR TENDAYS

If it takes the characters four tendays to reach the tunnels just outside Verganzalt, the characters find all of the tunnels leading to the outpost are collapsed, save for one that leads into a cavern with a 60-foot-high ceiling with hundreds of stalactites, though any stalagmites large enough for a Small or larger creature to hide behind have been worn away. A character with the Stonecunning feature knows the collapses and removal of the stalagmites happened within the last tenday.

Hiding among the stalactites are two levitating **mind flayers** (who use the stalactites to pull themselves around the room) and two **mindwitnesses**. A successful **DC 18 Wisdom (Perception)** check spots the monsters. The monsters wait for the characters to move 60 feet into the cavern and attack from above. The mind flayer uses Mind Blast and the mindwitnesses use their Eye Rays.

Stalactite Trap. The mind flayers have rigged many of the stalactites in the cavern to fall when there is a disturbance in the cavern. On initiative count 0 during combat, each creature standing on the ground in the cavern must succeed on a DC 13 Dexterity saving throw or take 16 (3d10) piercing damage from the falling stalactites.

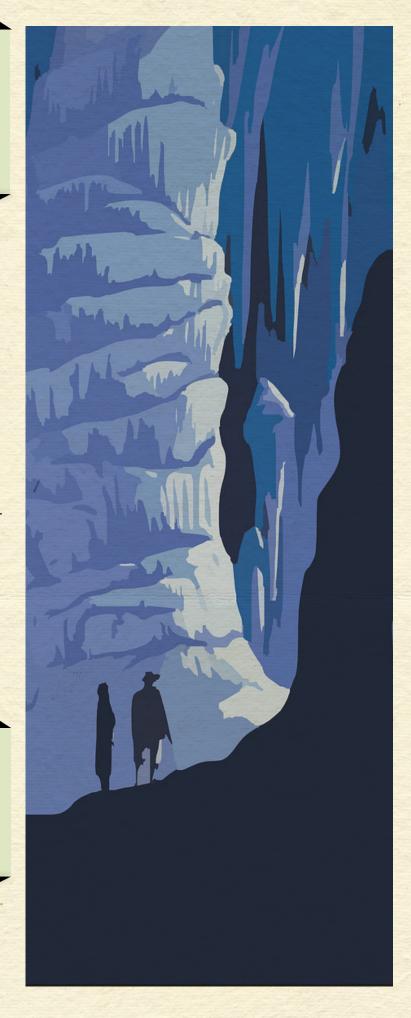
ADJUSTING THE ENCOUNTER

Here are recommendations for adjusting this combat encounter. These are not cumulative.

- · very weak: remove one mind flayer
- · weak: remove one mindwitness
- · strong: add one mind flayer
- very strong: add three mind flayers

XP Awards

If the characters make it to the tunnels just outside of Verganzalt in two tendays or less, award each 500 XP.



PART 3. VERGANZALT

Expected Duration: 60 minutes

The characters storm Verganzalt to free its prisoners. After the battle, they meet Granzak and learn more about Daxlxorpoth and its Dreamscape.

Verganzalt: General Features

The tunnels of the Underdark have the following general features.

Ceilings. The ceilings in Verganzalt are 30 feet high.

Climbing. A successful DC 13 Strength (Athletics) check climbs the rough inside walls of Verganzalt. The ceilings of the structure sport small stalactites, which allow it to be climbed with a successful DC 17 Strength (Athletics) check.

Doors. The doors in Verganzalt are made of iron. They have AC 19, 27 hit points, and are immune to poison and psychic damage.

Illumination. Phosphorescent moss growing on the walls bathes each area of Verganzalt in bright blue light.

Smells and Sounds. Verganzalt is silent and reeks of perspiration and waste.

V1. Psychic Door

The tunnel you are traveling down ends at a large iron door with no handles or keyholes, just an imprint of a four-fingered hand where you'd normally expect a lock to be. Off to the side, three enclosed wagons are abandoned.

The mind flayer caravan left its carts here before entering Verganzalt. There is nothing in the wagons.

The door is locked. Only a creature that is a mind flayer or one of its thralls can open the door by touching the imprint. Characters could open the door in the following ways:

- If the characters took any prisoners, a successful DC 15 Charisma (Intimidation) check forces them to open the door.
- If the characters touch the corpse of a mind flayer they killed in part 2 to the door, it unlocks.
- A successful DC 17 Charisma (Deception) check made while touching the door, fools the door into believing the character is a mind flayer thrall and it unlocks.
- The *knock* spell or similar magic opens the door.
- A successful DC 22 Strength check forces door open.
- The characters could attack the door (see the "Verganzalt: General Features" sidebar).

Psychic Trap. If a creature attempts to force the door open, deals damage to the door, or touches the imprint and fails to convince the door it is a thrall, the door shoots a blast of psionic energy out of the imprint in a 30-foot cone. Creatures in the area must make a **DC 15 Intelligence** saving throw, taking 33 (6d10) psychic damage and becoming blinded for 1 minute on a failed save and taking only half damage on a successful one.

V2. GUARD CHAMBER

You open the door and are treated to the heavy stench of body odor. A group of humans wearing heavy armor and carrying large weapons seem oblivious to the sweat rolling down their bodies. Their blank stares register nothing as they charge forward to attack.

A brass gong decorated with tentacles embracing a brain hangs high above your heads in the ceiling. Dark elves with the lower bodies of spiders peek around the gong, their spindly legs skittering on the ceiling.

Aside from the gong, two **drider** thralls, and four **knight** thralls, there is nothing else in this chamber. It is designed simply to kill intruders and raise the alarm. The thralls fight to the death.

If the characters triggered the psychic trap before entering this room, the knights surround the entrance and the drider have their bows drawn. All have the Attack action readied and attack any creature that opens the door.

Psychic Gong. A creature that can reach the gong can ring it in place of one of its attacks. A drider does this each round as long as it is physically able to do so. When the gong is rung, each creature that can hear it that is not a mind flayer or a thrall must succeed on a **DC 12 Wisdom** saving throw or use its reaction to act as rolled on the Psychic Gong Reactions table. If the creature is unable to perform the rolled action, it instead takes 5 (1d10) psychic damage.

The chain connecting the gong to the ceiling has AC 19, 10 hit points, and is immune to poison and psychic damage. A successful DC 18 Strength check breaks the chain.

PSYCHIC GONG REACTIONS

d6	Reaction
1 .	The creature makes a weapon attack against an ally.
2	The creature hurls all object it is holding 20 feet in a random direction.
3	The creature moves as far away from the gong as possible, provoking opportunity attacks.
4	The creature moves their speed toward the closest ally. If the creature gets within reach of the ally, the creature attempts to grapple the ally.
5	The creature falls prone.
6	The creature closes its eyes and is blinded until the start of its next turn.

ADJUSTING THE ENCOUNTER

Here are recommendations for adjusting this combat encounter. These are not cumulative.

- very weak:remove one drider and one knight
- weak: remove one knight
- strong: add one knight
- very strong: add one drider

V3. LABORATORY

The high ceiling in this round chamber is set with a large circular opening that mind flayers can levitate through. The rest of the room seems to be a hodgepodge of items used in various academic and artistic pursuits. Musical instruments, paints, canvases, shelves of books, smith's tools, a forge, and more. At the room's center a circle of runes is emblazoned on the floor, next to a table of lab equipment that boils and steams.

Three armored humans rush in with spears, their expressionless faces staring at you. Behind them floats a pinkish red mass of tentacles and eyes.

One **mindwitness** and four **gladiator** thralls guard this laboratory, fighting to the death. Each round on initiative count 0, roll a d6. On a result of 5 or 6, a **mind flayer** in area V4 pokes its head out of the hole in the ceiling and fires a mind blast.

Bubbling Lab Equipment. The table near the center of the room has been rigged to explode by the mind flayers. A character proficient with alchemist's supplies recognizes the unstable compounds are about to explode. A successful **DC 15 Intelligence** check with alchemist's supplies made as an action by a character standing within reach of the table prevents the explosion. Failing this check by 5 or more makes the explosion occur immediately.

At the start of the third round of combat in this chamber, the lab explodes in a 30-foot-radius sphere. Creatures in the area must make a **DC 15 Dexterity** saving throw, taking 33 (6d10) fire damage on a failed save, or half as much on a successful one. The mind flayers do not care about blowing up their thralls as long as some of the characters get caught in the blast.

Ceiling Hole. The hole in the ceiling is 30 feet above the ground.

Teleportation Circle. The circle of runes on the floor is a permanent teleportation circle.

Treasure. Amid the musical instruments here, there is a xylophone made of ivory and gold (800 gp). If the lab is not destroyed, the table holds two *potions of greater healing*.

ADJUSTING THE ENCOUNTER

Here are recommendations for adjusting this combat encounter. These are not cumulative.

- very weak: replace the three gladiators with three veterans.
- weak: remove one gladiator
- strong: add one gladiator
- · very strong: add one mindwitness and one gladiator

V4. Prison

•Twenty-four iron cages surround this room. Many have a human-oid from the surface inside, each in a different state of bewildered fear. Some cry for help and others shrink back, screaming that you're not really there. Other cages hold corpses with skulls cracked open and brains removed. Between each cage are barrels of food and water used to feed the prisoners. A group of hunched, white-skinned humanoids come out from behind those barrels, growling and bearing claws.

Above you, a large hole in the ceiling is covered with some blue field of energy. Mind flayers float overhead, using stalactites to move laterally along the ceiling while levitating. "You will make excellent thralls," echoes a voice in your brain.

Three **quaggoth** thralls attack the characters, trying to push them through the floor hole while two **mind flayers** attack from above. The quaggoths fight to the death. The mind flayers use *plane shift* to get away if reduced to 15 hit points or less.

Cages. The cages are locked. The mind flayers in this room hold keys to the cages. A successful DC 15 Dexterity check with thieves' tools picks a cage's lock and a successful DC 20 Strength check forces a cage door open. Each cage door has AC 19, 27 hit points, and is immune to poison and psychic dam-

age.

Eleven of the cages hold one human **commoner** each. These folk are refugees returning to Phlan who were kidnapped along the Iron Route. Eight of the cages are empty. The other five hold special prisoners, who fight the mind flayers in this area if freed and given weapons:

- Windra Plavis (NG female wood elf druid) of the Emerald Enclave
- Ferry Colit (CG female hill dwarf bard) of the Harpers
- Denise Kerwath (LG female Calashite human knight) of the Lords' Alliance
- Julius Kane (LG male Chondathan human priest)
 of the Order of the Gauntlet
- Grum Bruck (CN male half-orc berserker) of the Zhentarim

The refugees do not return to Phlan without being escorted by the characters.

Ceiling Hole. The ceiling is covered in a blue psionic field that acts as a *wall of force*. Once the mind flayers in this room are killed or flee, the field drops, revealing a cramped prison cell (see "Granzak").

Floor Hole. Creatures pushed through the hole in the floor fall 30 feet, taking 10 (3d6) bludgeoning damage and landing prone in area V3.

Treasure. Inside one of the barrels is a bloody purse with 800 gp.

ADJUSTING THE ENCOUNTER

Here are recommendations for adjusting this combat encounter. These are not cumulative.

- Very weak: remove one mind flayer
- Weak:remove one quaggoth
- Strong: add one quaggoth
- · Very strong: add one mind flayer and one quaggoth

GRANZAK

When the combat encounter in this area is finished and the characters are victorious, read or paraphrase:

The blue field hanging over the hole in the ceiling in this chamber flickers and then disappears. A deep voice of power and immense intelligence pierces your thoughts. "Thank you. Do not be alarmed when I show myself. We can help each other. I shall not harm you." Lowering itself from the ceiling is a mind flayer as tall as an ogre, with a mass of wriggling tentacles almost as long as its body protruding from its face.

The **ulitharid** introduces itself as Granzak. If the characters listen to it, the mind flayer shares this tale:

- Granzak explains that it is of the Daxlxorpoth mind flayer colony, the same colony that uses Verganzalt as an outpost and captures refugees from Phlan along the Iron Route. Daxlxorpoth kidnaps surface humanoids because they are a young colony that needs many resources.
- When Granzak came into being, the colony's brash elder brain, Xalcazat, feared the ulitharid would leave Daxlxorpoth and take half the colony's limited resources and mind flayers with it to start its own colony. While Granzak did plan on doing this eventually (such is the way of illithids), it would have waited until Daxlxorpoth was at full strength to do so, but Xalcazat could not abide.
- Rather than kill Granzak, Xalcazat had the ulitharid imprisoned, since colonies always experience a great boost in creativity and productivity when an ulitharid comes into their midst and the elder brain did not want Daxlxorpoth to miss out.
- Granzak wants to be rid of Xalcazat, claiming the elder brain is selfish, putting his pride above the Grand Design, the mind flayers' plan to rebuild their lost empire. The ulitharid offers to help the characters find Daxlxorpoth.
- Granzak does not know how to get to Daxlxorpoth (it was imprisoned as soon as it came into existence) but it does know how to get the characters in touch with the illithids of the colony by linking them into the Daxlxorpoth Dreamscape.
- The Dreamscape is a collective mental space between mind flayers of the colony, where they share new ideas and discuss problems. Creatures in the Dreamscape have limited control over reality (they can fly, communicate telepathically, and manifest objects at will). If a person dies in the Dreamscape, they die in the real world.
- In the Dreamscape, the characters have two options for gathering information from the illithids within. They can pretend to be fellow illithids and trick the mind flayers into telling them details about Daxlxorpoth, or they can kill the mind flayers. When a creature is killed in the Dreamscape, the creature that killed it has a small window of opportunity to harvest a few memories from its victim. Creatures who are caught off guard when they are killed have a larger window of opportunity for harvesting memories.

- Granzak can help the characters enter the Dreamscape and watches over their bodies and the prisoners as they gather clues.
- Granzak tells the characters this is the best way for them to scout out the well-fortified Daxlxorpoth. It wants nothing in return, since its ultimate goal is the same as the characters'-see Daxlxorpoth fall.
- Granzak warns the characters that time is of the essence. The illithids already know about the assault on Verganzalt thanks to their shared minds and are likely gathering forces to take the outpost back.
- To sweeten the deal, Granzak offers the characters its ring of regeneration that it keeps hidden on one of its tentacles if they accept.
- Granzak cannot enter the Dreamscape, because Xalcazat will immediately recognize the ulitharid's psychic presence and attack. Granzak can disguise the characters' minds for a time, just not its own. The characters look like illithids in the Dreamscape.

If the characters attack or threaten Granzak, it tells them that they are free to battle with it after they discover the secrets of Daxlxorpoth. It is in the ulitharid's interest the characters discover Daxlxorpoth's location, since it wants to see the colony destroyed.

When the characters are ready to enter the Dreamscape, Granzak touches a tentacle to each of their foreheads and they fall into a strange dream. Proceed to part 4. The characters have time for a short rest before entering the Dreamscape.

ROLEPLAYING GRANZAK (GRAHN ZAK)

Granzak is a practical being who puts the Grand Design above all, even its own life. It sees Xalcazat as a threat to the Grand Design and the characters as its way to eliminate that threat. The ulitharid is calculating, cold, and pragmatic.

Quote: "Eat your brains? Not while they're of better use to me in your skulls. Try to keep it that way."

TREASURE

In area V3 there is a xylophone made of ivory and gold (800 gp) and the lab table holds two *potions of greater healing*. In area V4 there is a purse containing 800 gp shoved inside one of the barrels.

Granzak gives the characters its *ring of regeneration* if they agree to enter the Dreamscape. **Player Handout 7** describes this item.



XP Awards

Award the characters 100 XP each if they stop the lab in area V3 from exploding.

PART 4. DREAMSCAPE

Expected Duration: 90 minutes

The characters explore an illithid Dreamscape and question the mind flayers within about the Daxlx-orpoth colony. Eventually they are discovered and Xalcazat fights back.

DREAMSCAPE: GENERAL FEATURES

The Daxlxorpoth Dreamscape is the collective imagination of the colony's illithids. It has the following general features.

Ceilings. Though it can change from time to time, the ceilings in the Dreamscape are 30 feet high.

Doors. The doors in the Dreamscape are made of fleshy gray matter. They have AC 10 and 27 hit points. Since all creatures can fly, the doors are raised 20 feet off the ground.

Illumination. A soft white light brightly lights the Dreamscape, but its origin is unseen.

New Features. All creatures in the Dreamscape gain the following features:

A creature without a flying speed gain one equal to its walking speed.

A creature that speaks or understands at least one language can communicate telepathically with other creatures it can see that also speak or understand at least one language to a range of 120 feet.

A creature with at least one free hand can use its action to create an object small enough to hold in one hand that appears in its free hand. That object cannot be magical and disappears if the creature lets go of it or leaves the Dreamscape.

Smells and Sounds. The Dreamscape smells different to each creature, but it is always something that creature would find pleasant but not distracting. Similarly, each creature hears a different music in the Dreamscape, but that music is always of a style that creature would find pleasant but not distracting.

INVESTIGATING DAXLXORPOTH

Each mind flayer tapped into the Dreamscape can give the characters one or more pieces of information about the Daxlxorpoth colony (see "What Should We Find Out?"). Each mind flayer has one easily obtained piece of information and one difficult to obtain piece of information.

A successful **DC 16 Charisma (Deception)**, **(Intimidation)**, or **(Persuasion)** check gets a mind flayer to reveal an easily obtained piece of information. If the character fails this check, future

Charisma checks with the mind flayer are made with disadvantage. If this check fails by 5 or more, the mind flayer suspects the character of something suspicious and casts *detect thoughts* to read the character's mind. If this check fails by 10 or more, the mind flayer knows the character is an intruder, and attacks. Easily obtained information is also absorbed by any character who kills a mind flayer.

Difficult to obtain pieces of information are gathered in different ways for each mind flayer, as specified in their descriptive sidebars. This information is also absorbed by any character who kills a mind flayer before it gets a chance to act in initiative.

Spells like *detect thoughts* allow characters to learn information from the mind flayers without resorting to skill checks or violence.

The characters should note any helpful information they gain on **Player Handout 6**.

CHARACTER FLAWS

As the characters uncover the secrets of Daxlxorpoth, Xalcazat notices them. The elder brain reaches deep into each character's mind. Though it does not uncover their identities right away, it does uncover each character's flaw.

Xalcazat tests each character in turn using its flaw. How and when this happens is up to you as the DM. For example, a character that is distracted by sweets, may find a large cake suddenly appears in the middle of a room while the group interacts with a mind flayer. A character haunted by the death of a lover might see that lover calling out to them when no one else can.

If a character interacts with the manifestation of its flaw, award that character inspiration. If a mind flayer sees the character act suspicious, that illithid first asks the other characters what the problem is. A good excuse and a successful **DC 16 Charisma** (**Deception**) check mean the illithid investigates no further. If this check fails, the mind flayer casts detect thoughts on the character and tries to get to the bottom of the mystery. If the mind flayer learns the character is not an illithid, it attacks.

COMBAT IN THE DREAMSCAPE

If combat breaks out in the Dreamscape, roll any die at the start of each round of combat after the

first. If the result is an even number, creatures in areas connected by doors to where the combat is taking place arrive at the scene of battle to investigate the disturbance.

D1. ENTRANCE CHAMBER

As Granzak's strong tentacle takes hold of your face, you can feel it pulse outside your skull, reaching into your mind and making a connection unlike any you've ever felt. Your limbs tighten, your head throbs, and then you are somewhere else.

It's a room made of living, pink wrinkled flesh. If you didn't know any better, you'd say you were inside a very large brain, the twisted illithid equivalent of a gingerbread house. A small pool in this room's center plays back odd flashes of images. Mind flayers feasting together on the brains of humanoids, reading tomes, practicing psionics, and more flash by in an instant. High above on the walls, you see two fleshy, circular doors, twenty feet off the ground.

Looking around this chamber, you see your friends are gone, all replaced with mind flayers that bear an unsettling resemblance to your adventuring companions. Looking down at your own hands, you notice their pale purple color and your wriggling tentacles.

At the moment, the Daxlxorpoth Dreamscape looks like an enormous brain. The appearance of the Dreamscape changes at the whim of Xalcazat, but the elder brain is content to have it look like a large version of itself.

Memory Pool. The memory pool contains the collected memories of the Daxlxorpoth mind flayers. A character that touches the pool must succeed on a DC 15 Intelligence saving throw or take 33 (6d10) psychic damage. A creature that succeeds on this saving throw gets flashes of mind flayer memories and learns that Xalcazat, in an unprecedented move, allows an alhoon to be one of its advisers. Learning this counts as learning a difficult to obtain piece of information for experience point awards (see "XP Awards").

D2. DEBATE HALL

Two mind flayers sit in comfortable chairs made of gray matter at opposite ends of a low table. Their tentacles gesticulate wildly as they stare at each other.

Vergyss and Marikthiel, two **mind flayers**, are locked in a debate about the nature of humanoid existence. Vergyss believes that humanoids must exist to serve and feed all illithid kind, and only truly remarkable specimens should be turned into mind flayers. Marikthiel believes that the colony

should turn as many humanoids as sustainably possible into mind flayers. If the mind flayers notice the characters, they ask them to participate in the debate.

ROLEPLAYING VERGYSS (VER GHISS)

Vergyss has an extreme distaste for humanoids. While many illithids view humanoids as cattle, Vergyss views them as insects unworthy of becoming mind flayers. It is cruel, mean, and takes pleasure in violence and harm.

Easily Obtained Information. Vergyss knows there are roughly three hundred thralls in Daxlxorpoth.

Difficult to Obtain Information. Vergyss knows Daxlx-orpoth hasn't just been harvesting humanoid thralls from the surface world. They recently came upon a tribe of trolls and turned the monsters into guards. A character can obtain this information by siding with Vergyss in its debate with Marikthiel while insulting illithid thralls and succeeding on a **DC 17 Charisma (Deception)** check.

The mind flayers are happy to debate the issue with the characters for a time and then they call for a vote. Both loser and winner of the debate accept the outcome graciously and thank the characters for taking part.

ROLEPLAYING MARIKTHIEL (MAR ICH THEEL)

Marikthiel puts the colony above all. It is concerned with the state of Daxlxorpoth and does not think the colony is growing quickly enough. It is practical, calculating, and pragmatic.

Easily Obtained Information. Marikthiel knows there are roughly fifty mind flayers overall in Daxlxorpoth.

Difficult to Obtain Information. Marikthiel knows there are ten mindwitnesses in Daxlxorpoth. A character can obtain this information by siding with Marikthiel in its debate with Vergyss while praising the strength of an illithid army and succeeding on a **DC 17 Charisma (Persuasion)** check.

D3. PAIN LAB

Shrieks of pain shatter your ears as you enter an area where four tables made of gray matter hold two male humans and two female dwarves strapped down with fleshy restraints. An illithid works its tentacles into a man's nose as the victim screams. The others are passed out and bleed from the nostrils.

Feeltharust, a **mind flayer**, is running experiments to see if humanoids feel more or less pain in the Dreamscape. If humanoids feel more pain in the Dreamscape, it makes sense to try to find a way to transport all of humanity there and conquer them that way, since illithids feel no more pain in the Dreamscape than they do in the real world. So far Feeltharust's experiments have yielded no conclusive evidence, but it is hopeful it might find something.

A successful **DC 18 Wisdom (Perception)** check spots Feeltharust's three pet **intellect devourers** that hide in plain sight, matching the brain motif of the Dreamscape. The devourers defend Feeltharust if it is attacked, but otherwise remain still.

The four **commoners** on the tables are refugees from Phlan. They slip in and out of consciousness and the mind flayers scrambled their brains. If Feeltharust is killed or they are freed from the table, the refugees disappear from the Dreamscape.

Flesh Bindings. A character touching the table can force the bindings to release a humanoid with a successful **DC 15 Intelligence** check. The bindings have AC 10 and 18 hit points.

Pain Experiment. If Feeltharust notices the characters, it explains its research and asks the characters to help it perform an experiment. It wants to torture all the humanoids at once to see if causing pain to one humanoid increases the feeling of pain in another. Characters who agree to help must stand next to one of the humanoids and damage that humanoid in some way when the mind flayer says so for Feeltharust to be satisfied.

ROLEPLAYING FEELTHARUST (FEEL THAH RUST)

Feeltharust is zealous about playing an important role in the Grand Design. It sets about any task with grim determination and is excited by any new discovery. The mind flayer loves its pet intellect devourers, Relpux, Mazwat, and Gurlon.

Easily Obtained Information. Feeltharust knows there are roughly one fifty hundred thralls from the surface world in Daxlx-orpoth.

Difficult to Obtain Information. Feeltharust knows Xalcazat is a young elder brain. So young, in fact, that Feeltharust helped construct a warded crystalline enclosure to protect the elder brain until it fully develops. Feeltharust brags about this accomplishment to any characters who help it perform the pain experiment, or who notices its pets and compliments their beauty and health and succeeds on a **DC 15 Charisma (Deception)** check.

D4. CHAMBER OF CREATION

At the center of this chamber of throbbing brain flesh, a mind flayer opens and closes its hands, summoning different objects. It holds each for a moment and then lets go, causing the object to disappear before a new one appears in the illithid's hands. It cycles through a shield, a mirror, a wriggling red tentacle, a lit torch, a length of chain, a funerary jar, and dozens of other strange objects.

Three drooling, naked ogres look on and attempt to manifest what the mind flayer is creating, though they are much slower. Eventually they stop trying to manifest the objects and stare straight ahead. The mind flayer begins the process again.

Verblonct, a **mind flayer**, is experimenting with its three **ogre** thralls to see if it can make them more creative. The illithid hopes to make a more adaptable, but still loyal thrall. So far the experiments have yielded no results, but Verblonct believes moving the thralls to the Dreamscape could enhance their creativity. It is still early stages of experimenting.

If Verblonct dies, the ogres disappear from the Dreamscape.

Creative Experiment. If Verblonct notices the characters, it explains its experiment. At the moment, Verblonct is trying to see if the ogres can simply manifest new items as quickly as it can. The thralls cannot keep up with the illithid and never generate any objects of their own. They only attempt to mimic the ones it creates. The mind flayer asks the characters to help by generating new objects at the same rate it does, but choosing objects of their own.

A character that agrees to participate is given a number of seconds equal to the character's Intelligence scores to list ten handheld objects. Time them. Characters that fail to do this cannot keep up with Verblonct. If three or more characters attempt this task and fail, Verblonct suspects they are intruders and orders the ogres to attack. No matter how well the characters perform this task, the ogres can't keep up and never try to create their own objects.

ROLEPLAYING VERBLONCT (VUR BLAHNKT)

Verblonct is fascinated with creativity and asks many questions. It believes adaptability is paramount for dominating other species. While its questions are probing, they come from a place of genuine curiosity rather than suspicion.

Easily Obtained Information. Verblonct designed the cells that hold prisoners in Daxlxorpoth and knows they are held in the very center of the colony.

Difficult to Obtain Information. Verblonct designed the prisoner cells in Daxlxorpoth with a psionic lock that can only be opened by those who wish to do harm to the prisoners inside. Verblonct shares this achievement with those who successfully help it test the ogres.

D5. VISUALIZATION ROOM

An incomplete wall with a small window set in its center separates this chamber in two halves. On one side of the wall a floating illithid manifests a large mallet in its hands behind its back. On the other side of the wall, another illithid peers through the window, staring into the eyes of the mind flayer with the hammer.

Carzune and Merthiloor, two **mind flayers**, are conducting an experiment. Carzune is manifesting different objects and trying to keep its mind blank while Merthiloor casts *detect thoughts* to try to guess what Carzune has behind its back. Carzune has evaded most of Merthiloor's attempts at guessing the objects, but Merthiloor has uncovered some secrets about Carzune through the extensive mind readings (see the "Roleplaying Merthiloor" sidebar).

ROLEPLAYING CARZUNE (CAR ZOON)

Carzune is unsure of the leadership of Xalcazat and contemplates returning to its old colony. The brash Xalcazat would be suspicious of such a move and try to kill Carzune, so the illithid plans its escape quietly. Carzune is suspicious of all creatures, even those that uncover its true intentions and offer to help it. It would sooner exit the Dreamscape than accept aid from the characters.

Easily Obtained Information. Carzune knows a sigil sequence to a teleportation circle in Daxlxorpoth.

Difficult to Obtain Information. Carzune knows Xalcazat's biggest fear is the accidental creation of a neothelid and would do almost anything to avoid such a catastrophe. The mind flayer gives this information to any creature that can correctly guess what it is holding.

Thought Experiment. If the mind flayers notice the characters, they ask for help with their experiment. They need subjects to attempt to guess what Carzune holds. A character who agrees and casts detect thoughts on Carzune must attempt to dig deeper into Carzune's psyche. If Carzune fails its saving throw, the character knows the object it holds is a rat skeleton.

If a character agrees to help but cannot cast *detect thoughts*, other characters can help by using telepathy to relay that Carzune holds a rat skeleton.

If a character attempts this task and does not cast *detect thoughts* or get help from other characters, the character must succeed on a **DC 15 Charisma (Deception)** check or be discovered as an imposter by the illithids who attack.

If a character correctly guesses Carzune has a rat skeleton behind its back, Merthiloor

telepathically contacts the character saying, "Surely you saw what I saw. Carzune doubts Xalcazat. Let us kill it so the Grand Design is not upset."

ROLEPLAYING MERTHILOOR (MUR THEH LORE)

Merthiloor has a secret inferiority complex and constantly worries over doing the right thing. The mind flayer does not want its actions to harm the Grand Design, which leads it to overanalyze problematic situations. It takes no decisive action without allies or unless its life depends on it.

Easily Obtained Information. Merthiloor knows all of the tunnels outside Daxlxorpoth have been collapsed. The only way in and out of the colony is through teleportation.

Difficult to Obtain Information. Merthiloor knows Xalcazat is barely holding the colony together. It has heard telepathic whispers that several mind flayers are thinking of leaving the colony. The mind flayer shares this information with the characters if they kill Carzune.



D6. BRAIN BUFFET

A large table made of brain matter stands at the center of the room, piled high with humanoid brains. A voice rings out in your mind as you enter this chamber, speaking to you in your native language. "Eat your fill of knowledge," it says, "But remember too much greed backfires."

As an action, a character can consume one brain from the table and gain the final memories of a random Phlan refugee murdered in the tunnels of the Underdark by illithids after being captured by thralls on the surface.

The first time a character consumes a brain, that character gains 10 temporary hit points, which remain until the character leaves the Dreamscape.

Each subsequent time a character eats a brain, that character must succeed on an **Intelligence** saving throw with a DC equal to 15 plus the number of brains that character has already consumed. If the character fails this saving throw, it is poisoned until it leaves the Dreamscape. On a success, it gains another 5 temporary hit points, which are cumulative with any other temporary hit points the character has gained from eating brains.

DISTURBANCE IN THE DREAMSCAPE

Once the characters know all the easily obtained pieces of information from the mind flayers in areas D2, D3, D4, and D5, Xalcazat becomes aware of their presence. He pulls the mind flayers and thralls out of the Dreamscape and confronts the characters. Read or paraphrase:

A sudden quaking in the Dreamscape sees the brain structure crumble around you. Your illithid appearances melt away, revealing your true physical forms. You find yourselves in an expanse of infinite white. At the edge of your vision, a large crystalline jar tinted green holds a giant floating brain. No matter how you try, the brain never seems to get any closer.

That's when its terrible voice pierces your skull, quivering the contents of your stomach. "Interlopers. Very clever for cattle. Trying to save your people? Do come join them. I have use for more thralls and a colony to feed. That is, if you can live through my nightmare."

All at once the Dreamscape shifts again, bringing you back inside the brain. That terrible voice rings out again, "We're storming Verganzalt right now. If you wake, everyone you just saved will likely being lying dead around you. Don't worry. The chances of you witnessing that are quite slim." An enormous worm with a gaping maw of sharp teeth dripping hissing fluid comes into being before you and roars.

Xalcazat sends his worst fear after the characters, a **neothelid.** In this environment, the neothelid has a burrowing speed of 30 feet. Once the characters defeat the neothelid, they are woken suddenly from the Dreamscape and find themselves back in Verganzalt. Proceed to part 5.

ADJUSTING THE ENCOUNTER

Here are recommendations for adjusting this combat encounter. These are not cumulative.

- Very weak: The neothelid cannot burrow and has 280 hit points.
- Weak: The neothelid has 280 hit points.
- Strong: The neothelid has 525 hit points.
- Very strong: Add a second neothelid.

XP AWARDS

Award each character 150 XP for each piece of difficult to obtain information they obtain.



PART 5. BACK IN VERGANZALT

Expected Duration: 30 minutes

The characters come out of the Dreamscape to find Verganzalt under attack by the forces of Daxlxorpoth.

THE BATTLE FOR VERGANZALT - AGAIN!

Your head spins and stomach churns as you are pulled back from the Dreamscape. Your eyes snap open to find yourself in the prison of Verganzalt. Then screaming fills your ears.

Lying next to you, Granzak is dead, its skull torn open and its brain smashed on the floor. The sixteen prisoners are huddled in a corner as a mind flayer approaches them, tentacles wriggling. Slobbering trolls led by another mind flayer behind them close in around you.

The characters begin this encounter prone. Three **troll** thralls and two **mind flayers** attack the characters in area V4 of Verganzalt. One illithid begins attacking the eleven **commoners** and five faction members (see area V4 in part 3), killing one per round unless attacked by the characters, in which case it switches its focus to them. The other monsters surround the characters and attack. The thralls fight to the death and the mind flayers cast *plane shift* to escape when reduced to 10 or less hit points.

ADJUSTING THE ENCOUNTER

Here are recommendations for adjusting this combat encounter. These are not cumulative.

Very weak: Remove one mind flayer.

Weak: Remove one troll.
Strong: Add one mind flayer.
Very strong: Add two mind flayers.

CONCLUSION

Once the characters defeat their enemies, they can leave Verganzalt in peace with any surviving prisoners. They are able to make their way through the Underdark and back to Phlan without any further problems as the Daxlxorpoth colony prepares for war. It takes the characters one tenday to return home. The characters are welcomed back to Phlan as heroes and debriefed by Calypso, who gives them their reward.

XP AWARD

Award each character 100 XP for each prisoner they escort back to Phlan alive.

TREASURE

When the characters return with information about the Daxlxorpoth colony, Calypso gives them 2,000 gp. In addition, she adds 100 gp to their reward for each prisoner they escort back to Phlan alive.



REWARDS

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

EXPERIENCE

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	
Berserker	450	
Drider	2,300	
Gladiator	1,800	
Intellect Devourer	450	
Knight	700	
Mind Flayer	2,900	
Mindwitness	1,800	
Neothelid	10,000	
Ogre	450	
Quaggoth	450	
Troll	1,800	

Non-Combat Awards

Task or Accomplishment	XP Per Character
Make it to Verganzalt in 20 days	500
Stop the lab from exploding	100
Each piece of difficult information obtained	150
Each living prisoner escorted back	100

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

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

TREASURE

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

TREASURE AWARDS

Item Name	GP Value
Calypso's Advance	2,000
Gold and Ivory Xylophone	800
Coin Purse	800
Calypso's Reward	2,000
Reward for Prisoners Saved	0-1,600

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*.

RING OF REGENERATION

Ring, very rare (requires attunement)

This band of emerald is engraved with the face of a snarling troll. While the ring works to heal its wearer, it radiates a comfortable warmth and the troll head's expression changes to a wicked grin. This item is described in **Player Handout 7**.

POTION OF GREATER HEALING

Potion, uncommon

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

POTION OF INVULNERABILITY

Potion, rare

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

RENOWN

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

Members of the Emerald Enclave that helped save Windra Plavis earn **one additional renown point**.

Members of the Harpers that helped save Ferry Colit earn **one additional renown point**.

Members of the Lord's Alliance that helped save Danice Kerwath earn **one additional renown point**.

Members of the Order of the Gauntlet that helped save Julius Kane earn one additional renown point.

Members of the Zhentarim that helped save Grum Bruck earn **one additional renown point**.

DM REWARD

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

APPENDIX. DRAMATIS PERSONAE

The following NPCs are featured prominently in this adventure:

Calypso (kah LIP so). This fiery adventurer-turned-chancellor is in charge of seeing Phlan rebuilt. She contacts the adventurers and asks them to enter the Underdark in search of refugees and illithids.

Carzune (car ZOON). This mind flayer is unsure of the leadership of Xalcazat and contemplates returning to its old colony. Carzune performs an experiment with Merthiloor in the Dreamscape.

Feeltharust (FEEL thah rust). This mind flayer is zealous about playing an important role in the Grand Design. It performs a pain experiment on humanoid thralls in the Dreamscape.

Granzak (GRAHN zak). This mind flayer is a Daxlxorpoth ulitharid, a powerful mind flayer that could one day become an elder brain. Xalcazat imprisoned Granzak. It offers to help the adventurers by transporting them to the Dreamscape.

Marikthiel (MAR ich THEEL). This mind flayer puts the colony above all. It does not think the colony is growing quickly enough and debates for the creation of more mind flayers with Vergyss.

Merthiloor (MUR theh LORE). This mind flayer has a secret inferiority complex and constantly worries over doing the right thing for the Grand Design. It suspects Carzune of betraying Xalcazat.

Verblonct (vur BLAHNKT). This mind flayer is fascinated with creativity and asks many questions. It believes adaptability is paramount for dominating other species. Verblonct performs an experiment to make its thralls more creative in the Dreamscape.

Vergyss (VER ghiss). This mind flayer has an extreme distaste for humanoids. While many illithids view humanoids as cattle, Vergyss views them as insects unworthy of becoming mind flayers.

Xalcazat. (*ZAL cuh zat*) The elder brain of the Daxlxorpoth colony is young, brash, brilliant, and tyrannical.

APPENDIX. MONSTER/NPC STATISTICS

BARD

MEDIUM HUMANOID (ANY RACE), ANY ALIGNMENT

ARMOR CLASS 15 (CHAIN SHIRT)

HIT POINTS 44 (8D8+8)

SPEED 30 FT

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

SAVING THROWS DEX+4, WIS +3

SKILLS ACROBATICS +4, PERCEPTION +5, PERFORMANCE +6 STEALTH +4

SENSES PASSIVE PERCEPTION 15

LANGUAGES ANY TWO LANGUAGES

CHALLENGE 2 (450 XP)

SPELLCASTING. THE BARD IS A 4TH-LEVEL SPELLCASTER. ITS SPELLCASTING ABILITY IS CHARISMA (SPELL SAVE DC 12, +4 TO HIT WITH SPELL ATTACKS). IT HAS THE FOLLOWING BARD SPELLS PREPARED:

CANTRIPS (AT WILL): FRIENDS, MAGE HAND, VICIOUS MOCKERY **1ST LEVEL (4 SLOTS):** CHARM PERSON, HEALING WORD, HEROISM, SLEEP, THUNDERWAVE

2ND LEVEL (3 SLOTS): INVISIBILITY, SHATTER

Song of Rest. The bard can perform a song while taking a short

REST. Any ally who hears the song regains an extra 1D6 hit points if it spends any Hit Dice to regain hit points at the end of that rest. The bard can confer this benefit on itself as well.

Taunt (2/Day). The bard can use a bonus action on its turn to target one creature within 30 feet of it. If the target can hear the bard, the target must succeed on a DC 12 Charisma saving throw or have disadvantage on ability checks, attack rolls, and saving throws until the start of the bard's next turn.

ACTIONS

Shortsword. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. Hit: 5(106 + 2) piercing damage.

SHORTBOW. Ranged Weapon Attack: +4 to hit, range 80/320 ft., one target. Hit: 5(106 + 2) piercing damage.

BERSERKER

MEDIUM HUMANOID (ANY RACE), ANY ALIGNMENT

ARMOR CLASS 13 (HIDE ARMOR)

HIT POINTS 67 (9D8+27)

SPEED 30 FT

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

SENSES PASSIVE PERCEPTION 10

LANGUAGES ANY ONE LANGUAGE (USUALLY COMMON)

CHALLENGE 2 (450 XP)

RECKLESS. AT THE START OF ITS TURN, THE BERSERKER CAN GAIN ADVANTAGE ON ALL MELEE WEAPON ATTACK ROLLS DURING THAT TURN, BUT ATTACK ROLLS AGAINST IT HAVE ADVANTAGE UNTIL THE START OF ITS NEXT TURN.

ACTIONS

Greataxe. *Melee Weapon Attack*: +5 to hit, reach 5 ft., one target. Hit: 9 (1D12 + 3) slashing damage.

COMMONER

MEDIUM HUMANOID (ANY RACE), ANY ALIGNMENT

ARMOR CLASS 10

HIT POINTS 4 (1D8)

SPEED 30 FT

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

SENSES PASSIVE PERCEPTION 10

LANGUAGES ANY ONE LANGUAGE (USUALLY COMMON)

CHALLENGE 0 (10 XP)

ACTIONS

CLUB. *MELEE WEAPON ATTACK:* +2 TO HIT, REACH 5 FT., ONE TARGET. HIT: 2 (1D4) BLUDGEONING DAMAGE.

DRUID

MEDIUM HUMANOID (ANY RACE), ANY ALIGNMENT

ARMOR CLASS 11

HIT POINTS 27 (5D8+5)

SPEED 30 FT

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

SKILLS MEDICINE +4, NATURE +3, PERCEPTION +4 SENSES PASSIVE PERCEPTION 14 LANGUAGES DRUIDIC PLUS ANY TWO LANGUAGES CHALLENGE 2 (450 XP)

SPELLCASTING. THE DRUID IS A 4TH-LEVEL SPELLCASTER. ITS SPELLCASTING ABILITY IS WISDOM (SPELL SAVE DC 12, +4 TO HIT WITH SPELL ATTACKS). IT HAS THE FOLLOWING DRUID SPELLS PREPARED:

CANTRIPS (AT WILL): DRUIDCRAFT, PRODUCE FLAME, SHILLELAGH **1ST LEVEL (4 SLOTS):** ENTANGLE, LONGSTRIDER, SPEAK WITH ANIMALS,
THUNDERWAVE

2ND LEVEL (3 SLOTS): ANIMAL MESSENGER, BARKSKIN

ACTIONS

Quarterstafe. *Melee Weapon Attack*: +2 to hit (+4 to hit with shillelagh), reach 5 ft., one target. Hit: 3 (106) bludgeoning damage, or 4 (108) bludgeoning damage with shillelagh or if wielded with two hands.

DRIDER

LARGE MONSTROSITY, CHAOTIC EVIL

ARMOR CLASS 19

HIT POINTS 123 (13D10+52)

SPEED 30 FT, CLIMB 30 FT

STR	DEX	CON	INT	WIS	CHA
16(+3)	16(+3)	18(+4)	13(+1)	14(+2)	12(+1)

SKILLS PERCEPTION +5, STEALTH +9
SENSES DARKVISION 120 FT., PASSIVE PERCEPTION 15
LANGUAGES ELVISH. UNDERCOMMON
CHALLENGE 6 (2,300 XP)

FEY ANCESTRY. THE DRIDER HAS ADVANTAGE ON SAVING THROWS AGAINST BEING CHARMED, AND MAGIC CAN'T PUT THE DRIDER TO SLEEP. **INNATE SPELLCASTING.** THE DRIDER'S INNATE SPELLCASTING ABILITY IS WISDOM (SPELL SAVE DC 13). THE DRIDER CAN INNATELY CAST THE FOLLOWING SPELLS, REQUIRING NO MATERIAL COMPONENTS:

AT WILL: DANCING LIGHTS

1/DAY: DARKNESS, FAERIE FIRE

SPIDER CLIMB. THE DRIDER CAN CLIMB DIFFICULT SURFACES, INCLUDING UPSIDE DOWN ON CEILINGS, WITHOUT NEEDING TO MAKE AN ABILITY CHECK. SUNLIGHT SENSITIVITY. WHILE IN SUNLIGHT, THE DRIDER HAS DISADVANTAGE ON ATTACK ROLLS, AS WELL AS ON WISDOM (PERCEPTION) CHECKS THAT RELY ON SIGHT.

WEB WALKER. THE DRIDER IGNORES MOVEMENT RESTRICTIONS CAUSED BY WEBBING,

ACTIONS

MULTIATTACK. THE DRIDER MAKES THREE ATTACKS, EITHER WITH ITS LONGSWORD OR WITH ITS LONGBOW. IT CAN REPLACE ONE OF THOSE ATTACKS WITH A BITE ATTACK.

BITE. *MELEE WEAPON ATTACK:* +6 TO HIT, REACH 5 FT., ONE TARGET. HIT: 2 (1D4) PIERCING DAMAGE PLUS 9 (2D8) POISON DAMAGE.

Longsword. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. Hit: 7 (108 + 3) slashing damage, or 8 (1010 + 3) slashing damage if used with two hands.

BITE. *MELEE WEAPON ATTACK:* +6 TO HIT, REACH 5 FT., ONE TARGET. HIT: 2 (1D4) PIERCING DAMAGE PLUS 9 (2D8) POISON DAMAGE.

GLADIATOR

MEDIUM HUMANOID (ANY RACE), ANY ALIGNMENT

ARMOR CLASS 16 (STUDDED LEATHER, SHIELD)

HIT POINTS 112 (15D8+45)

SPEED 30 FT

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

SAVING THROWS STR +4, DEX +5, CON +6 SKILLS ATHLETICS +10, INTIMIDATION +5 SENSES PASSIVE PERCEPTION 11 LANGUAGES ANY ONE LANGUAGE (USUALLY COMMON) CHALLENGE 5 (1,800 XP)

Brave. The Gladiator has advantage on saving throws against being frightened.

BRUTE. A MELEE WEAPON DEALS ONE EXTRA DIE OF ITS DAMAGE WHEN THE GLADIATOR HITS WITH IT (INCLUDED IN THE ATTACK.

ACTIONS

MULTIATTACK. THE GLADIATOR MAKES THREE MELEE ATTACKS OR TWO RANGED ATTACKS.

SPEAR. *Melee or Ranged Weapon Attack*: +7 to hit, reach 5 ft. and range 20/60ft., one target. *Hit*: (112d6+4) piercing damage, or 13(2d8+4) piercing damage if used with two hands to make a melee attack.

SHIELD BASH. *MELEE WEAPON ATTACK:* +7 TO HIT, REACH 5 FT., ONE CREATURE. *HIT:* 9(2D4+4) BLUDGEONING DAMAGE. IF THE TARGET IS A MEDIUM OR SMALLER CREATURE, IT MUST SUCCEED ON A DC 15 STR SAVING THROW OR BE KNOCKED PRONE.

REACTIONS

Parry. The gladiator adds 3 to its AC against one melee attack that would hit it. To do so, the gladiator must see the attacker and be weilding a melee weapon.

INTELLECT DEVOURER

TINY ABBERATION, 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)	11(+0)

SKILLS PERCEPTION +2, STEALTH +4

DAMAGE RESISTANCES BLUDGEONING, PIERCING, AND SLASHING FROM NON MAGICAL WEAPONS

CONDITION IMMUNITIES BLINDED

Senses Blindsight 60ft. (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 DEVOURER INTELLECT.

Claws. Melee Weapon Attack: +4 to hit, reach 5 ft., one target. Hit: 7 (2D4 + 2) slashing damage.

Dewour 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 THIER 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.

KNIGHT

MEDIUM HUMANOID (ANY RACE), ANY ALIGNMENT

ARMOR CLASS 18 (PLATE)

HIT POINTS 52 (8D8+16)

SPEED 30 FT

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

SAVING THROWS CON+4, WIS +2 SENSES PASSIVE PERCEPTION 10 LANGUAGES ANY ONE LANGUAGE(USUALLY COMMON) CHALLENGE 3(700 XP)

Brave. The knight has advantage on saving throws against being frightened.

ACTIONS

MULTIATTACK. THE KNIGHT MAKES TWO MELEE ATTACKS.

Greatsword. *Melee Weapon Attack*: +5 to hit, reach 5 ft., one target. Hit: 10 (2D6 + 3) slashing damage.

HEAVY CROSSBOW. RANGED WEAPON ATTACK: +2 TO HIT, RANGE 100/400 FT., ONE TARGET. HIT: 5 (1D10) PIERCING DAMAGE.

Leadership (Recharges after a Short or Long Rest). For 1 minute, the knight can utter a special command or warning whenever a nonhostile creature that it can see within 30 feet of it makes an attack roll or a saving throw. The creature can add a D4 to its roll provided it can hear and understand the knight. A creature can benefit from only one Leadership die at a time. This effect ends if the knight is incapacitated.

REACTIONS

PARRY. THE KNIGHT ADDS 2 TO ITS AC AGAINST ONE MELEE ATTACK THAT WOULD HIT IT. TO DO SO, THE KNIGHT MUST SEE THE ATTACKER AND BE WIELDING A MELEE WEAPON.

MIND FLAYER

MEDIUM ABERRATION, LAWFUL EVIL

ARMOR CLASS 15(BREASTPLATE)

HIT POINTS 71 (13D8+13)

SPEED 30FT

STR	DEX	CON	INT	WIS	СНА
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, 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 RESISTANCE 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). The mind flayer can innately cast the following spells, requiring no components:

AT WILL: DETECT THOUGHTS,

1/DAY EACH: DOMINATE MONSTER, PLANE SHIFT (SELF ONLY)

ACTIONS

Tentacles. *Melee Weapon Attack*: +7 to hit, reach 5 ft., one target. 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: 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.

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 CHA INT WIS 10(+0)14(+2)14(+2)15(+2)15(+2)10(+0)

SAVING THROWS INTELLIGENCE +5, WISDOM +5

SKILLS PERCEPTION +8

CONDITION IMMUNITIES PRONE

SENSES DARK VISION 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 SHAR 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(408 + 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 DISADVAN1TAGE 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 MAKE 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 TARGETED 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 targets 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 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.

NEOTHELID

GARGANTUAN ABERRATION, CHAOTIC EVIL

ARMOR CLASS 16(NATURAL ARMOR)

HIT POINTS 325 (21D20+105)

SPEED 30FT

STR	DEX	CON	INT	WIS	CHA
27(+8)	7(+2)	21(+5)	3(+5)	16(+3)	12(+1)

SAVING THROWS INT +1. WIS +8. CHA +6 **SENSES** BLINDSIGHT 120 FT. PASSIVE PERCEPTION 13 LANGUAGES --

CHALLENGE 13 (10,000 XP)

CREATURE SENSE. THE NEOTHELID IS AWARE OF THE PRESENCE OF CREATURES WITHIN 1 MILE 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.

Innate Spellcasting (Psionics). The neothelid's innate spellcasting ABILITY IS WISDOM (SPELL SAVE DC 16). IT CAN INNATELY CAST THE FOLLOWING SPELLS, REQUIRING NO COMPONENTS:

AT WILL: LEVITATE

1/DAY EACH: CONFUSION, FEEBLEMIND, TELEKINESIS

MAGIC RESISTANCE. THE MIND FLAYER HAS RESISTANCE ON SAVING THROWS AGAINST SPELLS AND OTHER MAGICAL EFFECTS.

ACTIONS

Tentacles. *Melee Weapon Attack:* +13 to hit, reach 15 ft., one target. Hit: 21 (3d8 + 8) bludgeoning damage plus 13 (3d8) psychic damage. If THE TARGET IS A LARGE OR SMALLER CREATURE, IT MUST SUCCEED ON A DC 18 STRENGTH SAVING THROW OR BE SWALLOWED BY THE NEOTHELID. A SWALLOWED CREATURE IS BLINDED AND RESTRAINED, IT HAS TOTAL COVER AGAINST ATTACKS AND OTHER EFFECTS OUTSIDE THE NEOTHELID, AND IT TAKES 35 (10D6) ACID DAMAGE AT THE START OF EACH OF THE NEOTHELID'S TURNS.

If the neothelid takes 30 damage or more on a single turn from a CREATURE INSIDE IT, THE NEOTHELID MUST SUCCEED ON A DC 18 CONSTITUTION SAVING THROW AT THE END OF THAT TURN OR REGURGITATE ALL SWALLOWED CREATURES, WHICH FALL PRONE IN A SPACE WITHIN 10 FEET OF THE NEOTHELID. IF THE NEOTHELID DIES, A SWALLOWED CREATURE IS NO LONGER RESTRAINED BY IT AND CAN ESCAPE FROM THE CORPSE BY USING 20 FEET OF MOVEMENT, EXITING PRONE.

ACID BREATH (RECHARGE 5-6). THE NEOTHELID EXHALES ACID IN A 60-FOOT CONE. EACH CREATURE IN THAT AREA MUST MAKE A DC 18 DEXTERITY SAVING THROW, TAKING 35 (10D6) ACID DAMAGE ON A FAILED SAVE, OR HALF AS MUCH DAMAGE ON A SUCCESSFUL ONE.

OGRE

LARGE GIANT, CHAOTIC EVIL

ARMOR CLASS 11 (HIDE ARMOR)

HIT POINTS 59 (7D10+21)

SPEED 40 FT

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

Senses Darkvision 60ft, Passive Perception 8 Languages common, giant Challenge 2(450 XP)

ACTIONS

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

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

PRIEST

MEDIUM HUMANOID (ANY RACE), ANY ALIGNMENT

ARMOR CLASS 13

HIT POINTS 27 (5D8+5)

SPEED 25 FT

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

SKILLS Medicine +7, Persuasion +3, Religion +4 Senses Passive Perception 13 Languages any two languages Challenge 2 (450 XP)

Divine Eminence. As a bonus action, the priest can expend a spell slot to cause its melee weapon attacks to magically deal an extra 10 (3d6) radiant damage to a target on a hit. This benefit lasts until the end of the turn. If the priest expends a spell slot of 2nd level or higher, the extra damage increases by 1d6 for each level above 1st.

Spellcasting. The priest is a 5th-level spellcaster. Its spellcasting ability is Wisdom (spell save DC 13, +5 to hit with spell attacks). The diviner has the following cleric spells prepared: Cantrips (at will): light, sacred flame, thaumaturgy 1st level (4 slots): cure wounds*, guiding bolt, sanctuary 2nd level (3 slots): lesser restoration, spiritual weapon 3rd level (3 slots): dispel magic, spirit guardians

ACTIONS

Mace. *Melee Weapon Attack:* +2 to hit, reach 5 ft., one target. Hit: 3 (106) bludgeoning damage.

QUAGGOTH

MEDIUM HUMANOID (QUAGGOTH), CHAOTIC NEUTRAL

ARMOR CLASS 13 (NATURAL ARMOR)

HIT POINTS 45 (6D8+18)

SPEED 30 FT, CLIMB 30 FT

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

SKILLS ATHLETICS +5

Damage immunities poison Condition Imminites poisoned Senses darkvision 120 ft. Passive Perception 11

LANGUAGES UNDERCOMMON

CHALLENGE 2 (450 XP)

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

ACTIONS

MULTIATTACK. THE QUAGGOTH MAKES TWO CLAW ATTACKS. **JAVELIN.** MELEE WEAPON ATTACK: +5 TO HIT, REACH 5 FT., ONE TARGET. HIT: 6 (106 + 3) SLASHING DAMAGE.

TROLL

LARGE GIANT, CHAOTIC NEUTRAL

ARMOR CLASS 15 (NATURAL ARMOR)

HIT POINTS 84 (8D10+40)

SPEED 30 FT

STR	DEX	CON	INT	WIS	СНА
18(+4)	13(+1)	20(+5)	7(-2)	9(-1)	7(-2)

SKILLS PERCEPTION +1

SENSES DARKVISION 60 FT. PASSIVE PERCEPTION 11

LANGUAGES GIANT

CHALLENGE 5 (1,800 XP)

KEEN SMELL. THE TROLL HAS ADVANTAGE ON WISDOM (PERCEPTION) CHECKS THAT RELY ON SMELL.

Regeneration. The troll regains 10 hit points at the start of its turn. If the troll takes acid or fire damage, this trait doesn't function at the start of the troll's next turn. The troll dies only if it starts its turn with 0 hit points and doesn't regenerate.

ACTIONS

MULTIATTACK. THE TROLL MAKES THREE ATTACKS: ONE WITH ITS BITE AND TWO WITH ITS CLAWS.

BITE. Melee Weapon Attack: +7 to hit, reach 5 ft., one target. Hit: 7(106 + 4) piercing damage.

CLAW. MELEE WEAPON ATTACK: +7 TO HIT, REACH 5 FT., ONE TARGET.

HIT: 11(2D6 + 4) SLASHING DAMAGE.

ULITHARID

LARGE ABERRATION, LAWFUL EVIL

ARMOR CLASS 15 (BREASTPLATE)

HIT POINTS 127 (17D10+34)

SPEED 30FT.

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

SAVING THROWS INTELLIGENCE +9, WISDOM +8, CHARISMA +9 SKILLS ARCANA +9, INSIGHT +8, PERCEPTION +8, STEALTH +5 SENSES DARK VISION 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 OF 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, feeblemind, mass suggestion, plane shift (self only), project image, scrying, telekinesis.

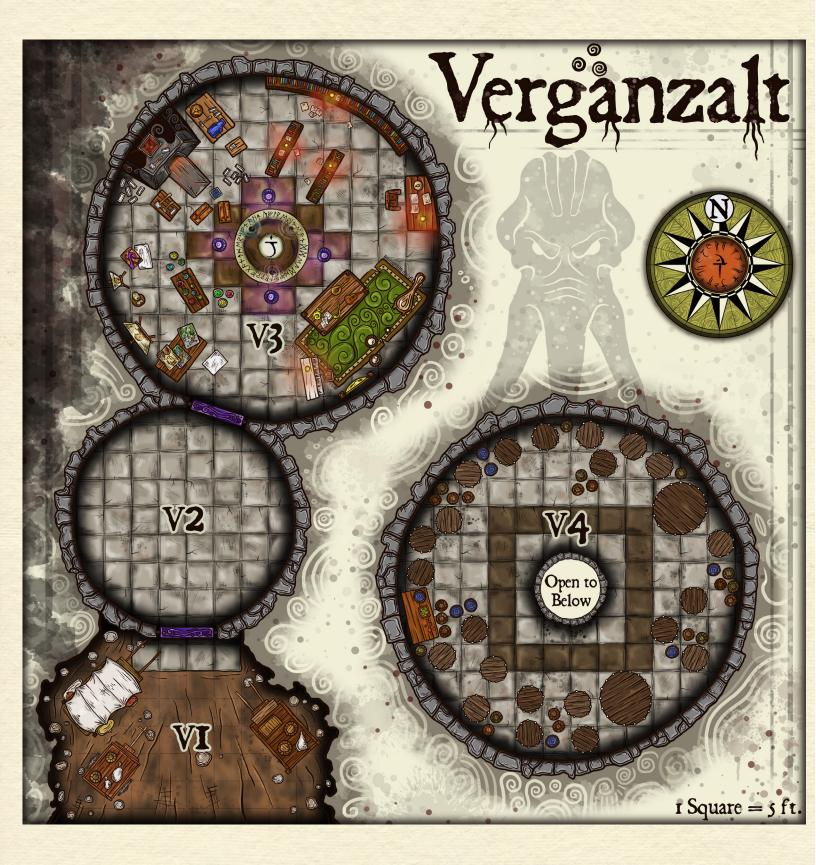
ACTIONS

TENTACLES. *MELEE WEAPON ATTACK:* +9 TO HIT, REACH 10 FT., ONE TARGET. 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.

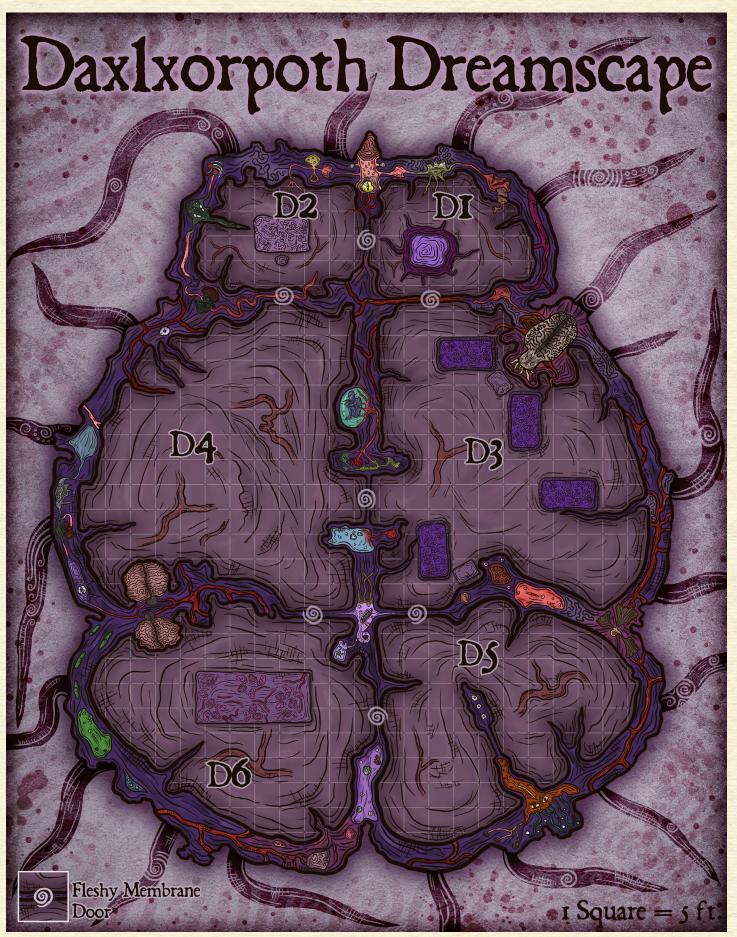
EXTRACT BRAIN. *MELEE WEAPON ATTACK:* +9 TO HIT, REACH 5 FT., ONE INCAPACITATED HUMANOID GRAPPLED BY THE ULITHARID. HIT: THE TARGET TAKES 55 (10D10) PIERCING DAMAGE. IF THIS DAMAGE REDUCES THE TARGET TO 0 HIT POINTS, THE ULITHARID KILLS THE TARGET BY EXTRACTING AND DEVOURING ITS BRAIN.

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

APPENDIX. MAP OF VERGANZALT



APPENDIX. MAP OF THE DAXLXORPOTH DREAMSCAPE



PLAYER HANDOUT 1. EMERALD ENCLAVE

Fellow Warden,

Our wood elf agent, Windra Plavis, was captured on the Iron Route. We believe she was taken by a group of aberrations known as illithids. Seek Calypso in Phlan immediately. The new chancellor will provide more details and is expecting you.



PLAYER HANDOUT 2. HARPERS

To Our Ally,

Our dwarf ally, Ferry Colit, disappeared on the Iron Route. We believe mind flayers kidnapped her! Seek Calypso in Phlan as soon as possible. The new chancellor will provide more details and is expecting you. Save our friend.



PLAYER HANDOUT 3. LORD'S ALLIANCE

Hail and Well-Met Associate,

Our ally, Denise Kerwath, was kidnapped on the Iron Route! Save her from the mind flayers who took her! Seek Calypso in Phlan. The new chancellor will provide more details and is expecting you.



PLAYER HANDOUT 4. ORDER OF THE GAUNTLET

To A Fellow Champion of Justice,

Illithids abducted Julius Kane, a member of the order, on the Iron Route. We ask you save him at once. Seek Calypso in Phlan. The new chancellor will provide more details and is expecting you.



PLAYER HANDOUT 5. ZHENTARIM

To Our Valued Asset,

Mind flayers on the Iron Route kidnapped Grum Bruck, a fellow Zhent. Save the half-orc from the aberrations who took him. Seek Calypso in Phlan at once. The new chancellor will provide more details and is expecting you.



Player Handout 6. Information Tracker

Name of the colony:		
How to get to the colony:		
Rough number of mind flayers in the colony:		
Rough number of thralls in the colony:		
Rough number of thralls specifically from the surface in	n the colony:	
Where the thralls are kept in the colony:		
	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
Any other defenses the colony has:		
Any details about the elder brain that rules the colony:		
This actains about the cluck brain that rules the colony.		

PLAYER HANDOUT 7. MAGIC ITEM

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

RING OF REGENERATION

Ring, very rare (requires attunement)

While wearing this ring, you regain 1d6 hit points every 10 minutes, provided that you have at least 1 hit point. If you lose a body part, the ring causes the missing part to regrow and return to full functionality after 1d6 + 1 days

if you have at least 1 hit point the whole time.

This band of emerald is engraved with the face of a snarling troll. While the ring works to heal its wearer, it radiates a comfortable warmth and the troll head's expression changes to a wicked grin.

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

MORE ADVENTURES

CCC-SALT01-01 Rumors of Riches

CCC-SALT01-02 Moor Trouble

CCC-SALT01-03 Broken Halls of Goldahroud

CCC-SRCC-01-01 Trouble in the Old City

CCC-SRCC-01-02 Down the River of Snakes

CCC-SRCC-01-03 Altar of the Smoldering Eye

CCC-ANIME-01-01 Legend of the Sword Bandit, Surprise!

CCC-ANIME01-02 Let's Find the Sword, GO!

CCC-ANIME01-03 Star Sword Return

CCC-MACE01-01 The Blight of Geoffrey

CCC-MACE01-02 A Panther's Peril

COMING SOON FOR 2018

CCC-SRCC-01-04	A Little Drop of Poison
CCC-SRCC-01-05	The Snake Pit
CCC-CSCC01-01	Iron Vultures of Clister

Iron Vultures of Glister CCC-GSGC01-01

CCC-GSGC01-02 The Fall of the Feathered Wolf

Lost in Thought CCC-MIND01-01 CCC-MIND01-02 Mind Trip **Dream Walkers** CCC-MIND01-03

CCC-SKULL01-01 A Murder Most Foul

CCC-SKULL01-02 Not All Who Are Lost Should Be Found

CCC-SKULL01-03 Who Pulls the Strings **Haunted Memories** CCC-MACE01-03

CCC-MACE01-04 The Delve

CCC-SALT02-01 Mulmaster Meddling's The Power of the Halls CCC-SALT02-02 The Tower in the Valley CCC-SALT02-03 CCC-SALT02-04 What Lies Beneath

CCC-SALT02-05 The Darkness Never Forgets

CCC-SALT02-06 Claws of Fury CCC-SALT02-07 From the Mist CCC-SALT02-08 The Undisturbed CCC-SALT02-09 **Darkness Awakens** CCC-SALT02-10 Ironshield Bastion CCC-SALT02-11 The Voice of Gorm

CCC-SALT02-12 Siege of the Morokh





