

After Lost Mine II: Orcs Invade Phandalin



A 2-4 hour adventure for 5th-6th level characters

by Christopher M. Davidson, J.D.

The Ghost Tribe of Orcs have been driven from their home under Wyvern Tor by some terrible evil and have traveled to the top of the hill overlooking Phandalin where they camped last night. Their chief, driven mad by unknown horrors, prepares to attack the city and claim it as his new home. The heroes, who raced to the town ahead of the orc tribe, spend the night helping to prepare defenses and rest when they can.

Can the heroes help defend the town or will the orcs wipe out the inhabitants of Phandalin? Once the town is safe, how will the PCs handle a moral dilemma? Orcs Invade Phandalin is the second of four parts in the After Lost Mine series. It will play out the invasion of Phandalin using the new mass combat rules from Unearthed Arcana. Part III will be the trip to the orc's former cave settlement and then into the darkness beneath. Part IV will have the party deal with the terror from the Underdark that drove the orcs out.



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Thanks to everyone who purchased Part I.

Dedicated to all who roll dice for fun.

Please remember to review this adventure so I can make the next one better. Keep an eye out for the other parts of [After Lost Mine](#) and for future items. -Chris

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“Home is where I am, so, for now, this is home, and as such, this place is amazing.”

*–Herschel Morgan, former adventurer,
wandering spirit, & habitual liar*

Running the Adventure

Orcs Invade Phandalin can be a very dangerous adventure for PCs that ignore the warnings about becoming separated and being overwhelmed. The people of the town can help the PCs fight the orcs and survive the attack, but only if the PCs allow them.

The DM should convey to the players the sense of danger from the overwhelming numbers of orcs that are attacking Phandalin. Periodic screams from vanquished defenders and creative threats from the attackers can add much flavor and tension. It should also become apparent to the PCs that the orcs are not out to destroy the town, but are taking out strategic points in an attempt to kill the defenders as quickly as possible while also trying to get to the manor.

Remember that although the DM may not be out to kill off the entire party, it can happen. Parties that are more likely to stay and fight may want to have back-up characters ready to go. If players have to use back up characters, have them arrive to town from the north.

The DM should be familiar with the optional mass combat rules found at <http://dnd.wizards.com/articles/features/unearthed-arcana-when-armies-clash> in the Unearthed Arcana section of dnd.wizards.com (summarized in the appendix) and should prepare a play mat map of the town and should have adequate troop markers to represent all stands (including solos and PCs) for the battle.

The orcs are marching to war - they have placed all their individual treasure in chests remaining with the noncombatant orcs, still on the hilltop overlooking the town. Individual orcs will not have any treasure on them, except that the chief will be wielding his +1 Battleaxe while wearing his Cloak of Elvenkind, which he is too insane to use, and the lieutenant will be using his Flaming Maul and/or Javelin of Lightning. As such, there will not be much, if any, treasure acquired by PCs during the battle itself.

Background

The Ghost Tribe of Orcs, who make their home under Wyvern Tor, have a fragile truce with the Many Arrow Tribe of Orcs, who live in the area and have scouted a nearby cave.

Six days ago, the chief of the Ghost Tribe of Orcs, Mog Ghore, awoke from what he thought was a terrible nightmare. Looking around his bed chamber, Mog found his wives' dismembered and half eaten bodies strewn around the room. Something large had tunneled into the room and then back out while the chief slept.

Unknown to all, even the chief, an umberhulk tunneled into the bedchamber of the chief and ate his wives. The chief thinks he had a nightmare, but he actually saw the umberhulk and was made mad by the gaze of the beast. This particular umberhulk was cursed by one of the many demons that are moving about deep beneath Wyvern Tor. The madness is driving the chief to find a new home and clouds his judgment. He will not negotiate or turn back.

After receiving reports of an unguarded town to the west and afraid to stay any longer, the chief ordered the entire Ghost Tribe to move west to its future home, Phandalin. Along the way, the lead troops of the orc tribe encountered the PCs. The remaining orcs took a hidden path up the

hill south of town and camped last night on a flat clearing overlooking Phandalin. As the sun rises, the orcs begin their assault.

Overview

Orcs Invade Phandalin is the second of four parts of After Lost Mine and is intended to be played after *Orcs to Phandalin*, which follows Lost Mine of Phandelver, but it can be set in any campaign when the party is in a village with a tribe of orcs nearby.

The worn-out PCs arrive in town after a harrowing 12 mile journey through rain and snow that began outside Wave Echo Cave. The PCs are low on resources and will have to decide what they do as they enter town - start preparing defenses or rest?

The PCs will be given control of stands (see page 1 of "Unearthed Arcana: When Armies Clash") made up of the inhabitants of the town. It will be very important how the stands are deployed throughout the battle because meeting strategic objectives can help determine the outcome of the battle. The PCs will also have battles individually against the invaders. The outcome of these battles will help determine the winner of the town.

If the defenders defeat the orcs, the PCs will have to determine the fate of the rest of the orc tribe that waits on the hill overlooking the town, which could create a difficult moral dilemma for the PCs and the remainder of the townsfolk.

The Weather

Although there is a blizzard still blowing as the PCs approach Phandalin, by dawn the snow and wind have both stopped completely. The temperature around Phandalin is 25 degrees, the skies are clear and the weather will not affect the battle. There is about a foot of snow on the ground, but its only effect on the battle is to prevent the orcs from climbing the hill south of the manor.

Is it Bedtime Yet?

Upon entering Phandalin, the PCs must choose their next move quickly - do they alert the town and find rest or do they work with the town to prepare for the attack?

As you approach Phandalin from the south, you see the glow of the torches of the two guards at the opening in the old stone wall. Your first thought is of how warm your room at the inn will be and how nice it will be to sleep, but your second thought quickly takes over; there is no gate to close off the entrance and there sure are a lot of openings in the wall.

The guards are startled by your approach because they do not even notice you until you are 20 feet away. Both guards quickly draw their bows and aim at you, but as they recognize you they wave you in. "You probably shouldn't be out in this weather," bellows the fatter of the two guards.

If the Wolves were sent ahead by the PCs in Part I, then the Wolves arrived in town before dark and alerted everyone to the approaching danger. As such, there is much activity in the town as everyone is preparing for the attack. Depending on how long the town has been preparing, the south wall may have been partially repaired.

If the Wolves have not previously arrived, then allow the PCs to determine their next action. Use the NPCs and map in the *Lost Mine of Phandelver*.

If the PCs decide to alert the town and then rest, they have until dawn and then the orcs attack. There should be enough time for a full rest as long as orders are given to not disturb the PCs. If the PCs do not assist in the preparations, then they will gain no bonuses to direct troops during the battle.

If the PCs decide to work with the defenders during the night, proceed to For the Common Defense.

For the Common Defense

If the PCs do not rest when they get to Phandalin, they will have the opportunity to interact with the various stands and possibly gain advantage on rolls while directing the stands during the battle. For each unit that the PCs interact with, play out the appropriate interaction and record any advantages the PCs gain by completing the interaction.

The Town of Phandalin

Phandalin is described beginning on page 14 of Lost Mine of Phandelver (LMOP). The NPCs listed on page 15 of LMOP are presumed to be alive, currently in Phandalin, and willing to fight against the orcs to save the town. Toblen Stonehill, Elmar Barthen, Linene Graywind, and Qulline Alderleaf are considered commoners and are included as part of the 130 commoners under the heading **Not So Commoners**. The other NPCs listed on page 14 are included under **Leaders of the Town**. If any of the NPCs were previously killed or if actions caused them to leave town, then do not include them in the battle unless you explain how they have returned to Phandalin.

Phandalin is built on the ruins of an older settlement, which was overrun by orcs hundreds of years ago. The current frontier settlement has grown out of the ruins in the last four years as settlers have move in to restore the town. Most of the inhabitants are farmers, woodcutters, fur traders, and prospectors. Until recently, there were also bandits that were presumably killed or driven out by the PCs during LMOP.

There are currently 48 wooden building that were built by the current inhabitants. Ruins of old stone buildings remain throughout town and are mostly crumbling stone walls covered by ivy and briars. A large ruined manor house sits on a hill on the east end of town. The remains of a stone wall encircle the town, but it has large gaps in it, especially at Alderleaf Farm. The militia spends time each day repairing the wall, but it is far from ready to repel attackers.

Not So Commoners

When the PCs arrive in Phandalin, there are 130 able-bodied commoners in town (men, women, and teenagers) who will participate as combatants during the battle. There are also 80

noncombatants who will be sent to safety in the cellar under Tresendar Manor with orders to flee through the tunnel into the woods if the manor is overrun by orcs during the battle.

The **commoners** will be divided into 13 stands of 10 commoners each. If the PCs take a long rest instead of working with the stands, then 10 commoners flee during the night. This will reduce the number of commoner stands to 12.

In addition to the commoners of Phandalin, there are also 10 members of the **militia**. The militia members have some experience as caravan guards or as adventurers along the Sword Coast and all made their way to Phandalin with dreams of more autonomy in their lives and/or of riches. Each member enjoys some level of control of his or her daily schedule and is dedicated to helping to protect and help build Phandalin. With the defeat of the Redbrand Bandits, the militia has regained control of the town, which has restored peace. Each member has a shift at one of the major entrances each day and a shift working to repair the ruined wall.

In reality, the militia members do not have much more training and skill than the commoners. Most of the caravans they guarded were never attacked and most adventures consisted of long walks in the woods and the occasional killing of a snake or lone wolf. During the battle, the militia members will comprise a single stand of **militia**.

During preparations, each PC may work with up to two stands of commoners. If a PC works with a stand, the PC should roll a skill check using any skill that the player can justify to train or motivate the stand. The DC of the skill check is 10. A successful check results in that stand having advantage on one future roll of the player's choice.

Each PC can direct the actions of each of the stands it trained as long as it can see the stand.

Otherwise, the stand will continue to make the same actions until otherwise directed by the PC or retreat if so forced.

Before the orcs come out of the trees, have the players set up the defenders per the battle rules, including stating which stands are formed into which units and designate what type for each unit. The solos are generally willing to follow orders unless the text says otherwise. There are 12 or 13 commoner stands, one militia stand, 12 solos, and the PCs for the defenders versus 5 orc stands and 14 solos for the attackers, not counting the rear, which will stay on the hill until the battle is over.

Leaders of the Town

Four of the NPCs listed on page 14 of LMOP are considered leaders of the town and are solo stands. The background of each of these four, **Daran Edermmath**, **Halia Thornton**, **Sister Garaele**, and **Sildar Hallwinter** are described in LMOP, but their stats can be found in the appendix.

There are also four other leaders of Phandalin that are introduced here:

Charla “The Cold” is a sorceress from Mirabar (see page 50 of Sword Coast Adventurer’s Guide). She grew tired of the materialism of that city and left at an early age. After travelling to Triboar with a merchant caravan, Charla met and fell in love with a ranger, Hawk, who protected the woods around Triboar. Charla lived happily with Hawk for almost two years.

When Charla learned that Hawk was killed by a pack of wolves, she broke down and discovered her power as a sorceress, which erupted into a blizzard in and around her house. Once Charla calmed down, there was nothing left of her home. Scared and alone, Charla wandered west towards the coast hoping to go to Neverwinter, but she never

made it. Charla wandered into Phandalin as one of its first settlers almost four years ago.

Charla quickly began to master her control of cold and used it everyday as she went out to clear the large number of wolves and orcs in the area around Phandalin. Unknown to all, if it were not for Charla, Phandalin would not have been resettled without dozens if not more deaths from wolves.

As the days turned into years and she found fewer wolves and orcs to kill, Charla stopped going out and began to create works of art out of ice. Although her anger has subsided, Charla has had very little interaction with the other people of the town. Most people only think of Charla as an aloof hunter who used to have a seemingly never ending supply of wolf hide for sale, but recently seems to rarely go outside. Upon hearing of the approach of the orcs, Charla decided that she wants to participate more in the goings on in the town and is planning to talk soon to Sildar about how she can use her powers to help Phandalin. *Charla is eager to help the town and will insist on being in the front lines.*

Amos Ansel is the mostly forgotten child of a mostly forgotten but very dead minor noble from Waterdeep, Dalton Ansel. Amos’ parents were killed when he was a baby. Bruce, the only servant of Amos’ parents, packed up what valuables he could and left Waterdeep in the night with Amos.

The pair made their way to an old cabin in the woods outside Waterdeep where Bruce raised Amos. Last year, the authorities finally caught Bruce and wrongly executed him for the murder of Amos’ parents. Amos is not even aware that Bruce was taken, thinking instead that he was killed by the bear that Amos found while looking for Bruce. Amos was unable to kill the bear, but has a scar on his left cheek as a reminder.

Amos began to drift and only ended up in Phandalin a month ago. He tried to join the Wolves, but was turned down. When Amos learned of the orc threat, he suddenly had visions of saving the town and returning to his noble heritage by becoming head of the town. **As such, if there is opportunity, Amos will try to direct a unit in a ridiculously dangerous maneuver against a more powerful orc unit.**

“Lost” Laura is a young human female whose parents fled Thundertree 30 years ago when Mount Hotenow erupted. They stayed in and around Helm’s Hold. When Laura was 7 years old, both of her parents disappeared.

Laura was taken in by a group of people who were spellscarred. Over time, these people, including Laura, joined the Dragon Cult. Two years ago, the members of the group were assigned to travel to different towns to begin to recruit members. Laura was sent to Phandalin with her lover, but he went out for a walk and never returned. Since that time, Laura has been trying to recruit members without bringing too much attention to herself.

Laura has not been successful on either course. So far, Laura has not even remotely convinced anyone to join and has also caused almost everyone in the town to realize she is a cult member and also to feel sorry for her. Even most children in Phandalin refer to her as Lost Laura. Laura wants to leave Phandalin and join other members of the cult in Thundertree. **She will help defend the town until she actually sees the orcs crossing the field. At that time, Laura will run to her house and the north out of town on the road. There is a 10% chance she will encounter the orc chief as she flees.**

Elizabeth Baker, also known as Bonita, recently retired to Phandalin with the hope of living in peace. During her career as an assassin, Bonita killed many men for gold and has amassed a small fortune as a result of shrewd negotiations, always fulfilling her

contract, and rarely spending her earnings. Elizabeth wants to open up a bakery in Phandalin and is also negotiating to acquire and rebuild the manor and eventually turn it into an academy. She is not sure what she wants taught there. **Elizabeth is not willing to stand on the walls and fight orcs, but she will defend the manor until she is overwhelmed, at which time she will escort the noncombatants through the tunnel and into the forest.**

Remains of the Wolves

The Wolves, a lawful neutral group of hunters/explorers, are based in Phandalin. One member of the Wolves was killed by a troll on the journey back to town. If the mastiff was returned to the Wolves, it is here as well.

The Wolves are ready to do whatever they can to help save the town. Each of the Wolves will fight as long as another member is alive. **As long as the PCs did not attack the Wolves on the journey home, each will take orders from the PCs. Otherwise, the Wolves only take orders from the town leaders.**

Snal, the Druid, is somewhat playful while the other three are all business. The druid knows that killing the animals for food or defense is acceptable, but he will not allow indiscriminate killing of wildlife. Snal wears cloth and brandishes a quarterstaff. **He will try to protect his twin sister, Ariel, but not if it means losing his own life.**

Ariel, the Spy, is the newest member of the group and is trying to impress the Priest, who only took her in because her brother, Snal, refused to continue without her. Ariel wants to find a man to protect her while she continues trying to find information about the location of the Forge of Spells for her employer, a wealthy gnome in Waterdeep. Ariel wears brown and green cloth under a wolf hide cloak that has been dyed brown and green. She has a short sword, but prefers her hand crossbow.

Ariel enjoys life too much to be killed by orcs. She will continue to fight until she is in danger or one of the Wolves is killed. At that point, Ariel will call to her brother to leave with her and then retreat to her room, grab her valuables, and flee to Waterdeep.

Larm, the 6'6" Berzerker, is from the North and has been enjoying the snow, but is also sad about the loss of the fifth member of the party, who was the one Wolf he truly trusted. With the death of his friend, Larm is considering returning home when the battle is over. Larm came to Phandalin to hunt the plentiful wolves of which he had heard bards singing, but since he arrived six months ago, Larm has seen very few wolves. **Larm is well built, wears hide armor, has a greataxe, and will not leave the field of battle as long as there is an enemy still alive on it.**

Lebon is a Priest and leader of the Wolves, which includes these four members as well as ten other members of the Wolves, four of which have recently headed north to hunt and six others that have traveled west towards the coast to trade. Lebon wears a chain shirt under his wolf cloak and points his mace when he talks. He is intent on finding and killing a werewolf that killed his wife and child. He feels responsible for the recent death of a member. **Lebon is most interested in keeping the Wolves alive and will try to move them to safety if the battle appears lost or if they become separated from the other defenders.**

Strategies

Unless otherwise ordered by the PCs, the stands of commoners will form up along the southern wall in a single unit with the militia and the solos, **unless contradicted by text in red.**

Objectives

Inform the PCs of the towns objectives and that either team will win once reaching 10 or more points. Inform the players when objective points are scored by either team. The objectives of the defenders are:

- 1) *Kill orcs* - The defenders will get one point for every 25 orcs killed and one point for every 5 solos killed, for a total of four points.
- 2) *Keep orcs from crossing the wall* - The defenders will get one point for every stand of orcs that it kills or disperses before crossing the wall.
- 3) *Hold Alderleaf Farm* - Once the attackers reach the farm, the defenders get one point for every round that at least two units are adjacent to the farm.
- 4) *Keep Orcs out of Townmaster's Hall* - Beginning three rounds after the attackers reach the wall, the defenders get one point for every round that no attackers are adjacent to the Townmaster's Hall.
- 5) *Keep Orcs off Manor Hill* - Beginning five rounds after the orcs reach the wall, the defenders get one point for every round that no attackers are on Manor Hill.
- 6) *Kill the orc leaders* - The attackers get two points for killing Mog Ghore and one point for killing his lieutenant, Dron.

If the attackers are driven from the field, they will retreat south where the rear will meet them and they will then move farther to the south and look for a new home. No matter the outcome, Mog Ghore will fight until he thinks he has a new home.

Orcs from on High

As the sun rises in the east, its light shines on Phandalin, revealing a beautiful winter wonderland. A large deer with antlers bolts from the trees and runs east to west across the field to the south. Almost immediately, 6 other deer of varying size follow it- a family on the move.

Suddenly, the peace is shattered by a terrifying moan from the top of the hill overlooking the town. Everyone looks up and sees a lone orc with his arms over his head. He is quickly flanked by dozens more orcs. The chief lowers his hands and bellows again. The orc horde, including the chief, slowly begins the journey down the hill.

Many of the orcs soon disappear behind the trees at the base of the hill south of the manor. As the other orcs reach the bottom, you see them form up into stands that spread west 200 feet from the walls of Phandalin. The orcs point at the town in unison and let loose with a terrifying scream as they rush to attack Phandalin.

Strategies

Unknown to the defenders of Phandalin, there are already two stands of orcs in the trees at the base of Manor Hill. Roll a perception check for each of these orc units against DC 18. A success by either unit results in the discovery of the entrance to the passage that leads to the old Redbrand hideout under the manor. If the orcs find this entrance, one of the stands will enter the tunnel and attack the manor from within. The noncombatant townspeople are hiding in area one of the cellar (see map page 21 in LMOP). If the manor is taken, the noncombatant defenders will move west through the secret door and then south through the tunnel. If the orcs enter the manor through the tunnel, they will discover the secret passage to area 1 in 1d4 rounds. Once the orcs are in area 1, they will kill all the noncombatants in 1d4 rounds taking 1d6 damage per round. Any remaining orcs will then attack the humans in the manor (the assassin and any defenders the PCs have stationed there).

As the bulk of the orc army races across the field, these two stands (or one if one is in the tunnels) form a **Skirmisher Unit**, rush out of the trees, and attack defenders at the wall between Manor Hill and Alderleaf Farm. If the unit is not engaged at the wall, it will scale the wall and move to the road leading up to the manor where it will fight to the death to take the manor.

All other orc stands will form two **Regiment Units (see appendix)**. **Regiment I** will rush to Alderleaf Farm and engage any enemies it can. **Regiment II** will seek cover (in the few trees south of the wall or at the wall itself) and hurl javelins before moving to the Townmaster's Hall. Once the Townmaster's Hall is taken, Regiment II will move to the manor.

The chief and two orogs will circle around to the east, north, and then southwest to enter the town by the main gate on the trail from the north and will then move south and destroy the shrine before attacking any defenders in sight. These solos will not go to the manor until all known defenders in the town have been killed.

Objectives

- 1) **Cross the wall** – The attackers get one point for each orc stand (not solos) that crosses the wall and enters Phandalin.

- 2) **Take Alderleaf Far** – The attackers get one point if at the end of a round there is one attacker stand or solo adjacent to the farm and no defenders adjacent to the farm (maximum of one point).

- 3) **Take Townmaster's Hall** – The attackers get two points if when a round ends there is one attacker stand or solo adjacent to the Townmaster's Hall and no defenders adjacent to the Townmaster's Hall (maximum of one point).

- 4) **Destroy Shrine of Luck** – The attackers get two points once the shrine is destroyed.

- 5) **Enter Manor Hill** – The attackers get one point for each stand and a half a point for each solo that makes it to the top of the hill.

- 6) **Enter Tresender Manor** – The attackers get one point for each solo that enters the manor.

7) **Kill defenders** – The attackers get one point for each stand or solo killed. Treat the noncombatants in the cellar as one unit for purpose of this objective.

Strategic Places

The following points described in LMOP are strategic places during the battle and may be worth points to the attackers and/or defenders. The DM should make sure these points are labeled on the battle map.

Townmaster's Hall

Townmaster's Hall has sturdy stone walls, a pitched wooden roof, and a bell tower at the back. Posted on a board next to the front door is a notice that reads "REWARD - Orcs near Wyvern Tor! Those of a mind to face the orc menace should inquire within." The hall consists of a small jail in the cellar.

The Wall

The wall around Phandalin once enclosed all of the town to the base of Manor Hill. Centuries of the elements have destroyed much of the stone wall. The militia work daily to repair the wall and many town members worked through the night to repair what they could, but there are still many openings. None of the wall remains across Alderleaf farm.



Alderleaf Farm

As one of the earliest sources of steady food in Phandalin, Alderleaf Farm is a symbol of the frontier nature of the town. Phandalin is far from food markets so it was important to its survival that the town found a source of food. Alderleaf farm produced amazing crops soon after planting and that steady supply of crops has continued. Now covered in snow, the furrows of the farm are difficult terrain.

Shrine of Luck.

The Shrine of Luck, Phandalin's only temple, is a small shrine of stones dedicated to Tymora. The shrine counts as two squares with 20 hit points each.

Tresender Manor

Atop a hill on the east side of town sits the ruins of Tresender Manor, which has been cleared of vegetation. Some of the fallen stones have been cleared, but it is still uninhabitable. The cellar is in much better shape.

Aftermath

If the PCs survive the battle and the orcs are driven from the field, the PCs must decide what to do about any remaining orcs, including the noncombatants on the hill overlooking the town. The orcs will go back down the path on the otherside of the hill and try to move south. The PCs can easily rush up the hill and attack them, but they will have to live with the consequences of killing noncombatants in addition to the few remaining armed escorts.

Win or lose, there will be no celebration today. The survivors will gather and tend to the wounded and the dead. The PCs will be thanked for their help, but will also soon be asked to find out why the orcs attacked. Any captured orc will explain about the chief's wives being killed and his strange behavior that led the tribe to Phandalin. The PCs will be encouraged to travel to the orc's cave. If the

PCs are not interested in determining what evil lurks there, perhaps they are interested in finding the source of the sardonyx stones.

Experience

Total available 25,000

1,000 xp to each PC for surviving.

1,000 xp to each PC for each VP more than defenders at end of battle.

1,000 xp to each PC for winning the battle.

1,000 xp to each PC for each defender stand that survives.

1,000 xp to any PC whose stand survives.

Rewards

If the assassin is killed, then the PCs are deeded the manor. Otherwise, the PCs are given a lot and the town builds a home for them.

Each PC that issued directions during the battle is given the rank of lieutenant in the Phandalin militia.

Charms

Ice Scarred - If Charla is killed, the PCs have magical "frostbite" that grants them resistance to cold. After ten uses the charm disappears.

The Ghost - Tales will be told of the destruction of the Ghost Tribe. These tales will include descriptions of the spirit of the chief entering the PCs to make them become ghost-like (actually the Cloak of Elvenkind). When the PCs encounter orcs of the Many Arrows Tribe, they are recognized as the destroyers of the Ghost Tribe and the orcs must make a constitution save or flee. After ten uses the charm disappears.

Treasure

2,100 gold pieces

10 large uncut sardonyx (50 gp each)

Cloak of Elvenkind (on chief)

Great Axe +1 (on chief)

Wind Fan

Javelin of Lightning (on lieutenant)

Flaming Maul (on lieutenant)

Appendix

The Defenders of Phandalin

There are 12 or 13 commoner stands, one militia stand, 12 solos, and the PCs.

(130) Commoners

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 Common

Challenge 0 (10 XP)

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

(10) Militia

Armor Class 15 (chain shirt)

Hit Points 10

Speed 30 ft

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

Skills Perception +2

Senses passive perception 12

Languages Common

Challenge 1/8 (25 XP)

Spear Melee Weapon Attack: +3 to hit, reach 5 ft.
Hit: 4 (1d6 + 1) piercing.

Daran Edermath, Member of the Order of Gauntlet

Armor Class 17 (splint)

Hit Points 58

Speed 30 ft

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

Skills Athletics +5, Perception +2

Senses passive perception 12

Languages Common

Challenge 3 (700 XP)

Multiattack Daran makes two longsword attacks.

Longsword Melee Weapon Attack: +5 to hit, reach 5 ft. Hit: 7 (1d8 + 3) slashing.

Halia Thornton, Member of the Zhentarim

Armor Class 17 (splint)

Hit Points 52

Speed 30 ft

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

Skills Athletics +5, Perception +2

Senses passive perception 12

Languages Common

Challenge 3 (700 XP)

Multiattack Halia makes two flail attacks.

Flail Melee Weapon Attack: +5 to hit, reach 5 ft.
Hit: 7 (1d8 +3) bludgeoning.

Sister Garaele, Elf Harper agent (Priest of Tymora)

Armor Class 13 (chain shirt)

Hit Points 24

Speed 30 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 Common, Elvish

Challenge 2 (450 XP)

Spells 5th Level Spellcaster. Spell Save DC 13. +5 to hit.

Cantrips: Light, Sacred Flame, Spare the Dying

1st Level (4 slots) Bless, Command, Cure Wounds, Healing Word

2nd Level (3 slots) Aid, Guiding Bolt, Prayer of Healing

3rd Level (2 slots) Mass Healing Word, Mass Healing Word

Mace Melee Weapon Attack: +2 to hit, reach 5 ft. Hit: 3 (1d6) bludgeoning.

Sildar Hallwinter, member of Lords’

Alliance

Armor Class 18 (plate)

Hit Points 48

Speed 30 ft

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

Saving Throws Con +2, Wis +2

Senses passive perception 10

Languages Common

Challenge 3 (700 XP)

Multiattack Sildar makes two attacks.

Greatsword *Melee Weapon Attack*: +5 to hit, reach 5 ft. Hit: 10 (2d6 + 3) slashing.

Amos Ansel, Human Male, (LN Noble)

Armor Class 15 (breastplate)

Hit Points 10

Speed 30 ft

STR	DEX	CON	INT	WIS	CHA
17 (+3)	12 (+1)	18 (+4)	10 (+0)	10 (+0)	17 (+3)

Skills Deception +5, Insight +4, Persuasion +5

Senses passive perception 10

Languages Common, Orc

Challenge 1/8 (25 XP)

Rapier *Melee Weapon Attack*: +3 to hit, reach 5 ft. Hit: 5 (1d8 + 1) piercing.

Charla “The Cold,” Human Female (LG Mage)

Armor Class 12

Hit Points 45

Speed 30 ft

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

Saving Throws Int +6, Wis +4

Skills Arcana +6, History +6

Senses passive perception 11

Languages Common, Orc, Gnomish, Draconic

Challenge 6 (2,300 XP)

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

Spells 9th Level Spellcaster. Spell Save DC 14. +6 to hit.

Cantrips: Chill Touch, Friends, Light, Ray of Frost.

1st Level (4 slots) Magic Missile, Magic Missile, Sleep, Sleep.

2nd Level (3 slots) Cloud of Daggers, Cloud of Daggers.

3rd Level (3 slots) Lightning Bolt, Lightning Bolt, Sleet Storm,

4th Level (3 slots) Ice Storm, Ice Storm, Ice Storm

5th Level (1 slot) Cone of Cold

“Lost” Laura, Human Female (CN Dragon Cult)

Armor Class 15 (studded leather)

Hit Points 60

Speed 30 ft

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

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

Skills Athletics +4, Deception +4

Senses passive perception 10

Languages Common, Draconic

Challenge 2 (450 XP)

Multiattack Laura makes two melee attacks with her scimitar and one with her dagger.

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

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

Bonita Baker, Human Female (N Assassin)

Armor Class 15 (studded leather)

Hit Points 80

Speed 30 ft

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

Saving Throws Dex +7, Int +5

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

Damage Resistance Poison

Senses passive perception 14

Languages Thieves cant, Common, Draconic

Challenge 8 (3900 XP)

Sneak Attack Bonita Deals an extra 13 (4d6) damage when it hits a target and has advantage on the roll.

Multiattack Laura makes two shortsword attacks.

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

Ariel, Human Female Spy

Armor Class 12

Hit Points 27

Speed 30 ft

STR	DEX	CON	INT	WIS	CHA
10 (+0)	15 (+2)	10 (+0)	12 (+1)	14 (+2)	16 (+3)

Skills Deception +5, Insight +4, Investigation +5, Perception +6, Sleight of Hand +4, Stealth +4

Senses passive perception 16

Languages Common, Elvish

Challenge 1 (200 XP)

Multiattack The spy makes two melee attacks.

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

Hand crossbow Ranged weapon attack: +4 to hit, range 30/120 ft. Hit: 5 (1d6 +2) piercing damage.

Snal, Human Male Druid

Armor Class 11 (studded leather)

Hit Points 27

Speed 30 ft

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

Skills Medicine +4, Nature +3, Perception +4,

Senses passive perception 14

Languages Common, Druidic, Elvish

Challenge 2 (450 XP)

Dagger *Melee Weapon Attack*: +2 to hit, reach 5 ft. Hit: 3 (1d6) bludgeoning.

Spells 4th Level Spellcaster. Spell Save DC 12. +4 to hit.

Cantrips Guidance, Poison Spray, Resistance, Thorn Whip

1st Level (4 slots) Animal Friendship, Cure Wounds, Healing Word, Speak With Animals.

2nd Level (3 slots) Animal Messenger, Flame Blade

Larm, Human Male Berzerker

Armor Class 13 (hide armor)

Hit Points 67

Speed 30 ft

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

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

Skills Athletics +4, Deception +4,

Senses passive perception 10

Languages Common, Elvish

Challenge 2 (450 XP)

Multiattack The berzerker makes three melee attacks: two with his scimitar and one with its dagger.

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

Lebon, Human Male Priest

Armor Class 13 (chain shirt)

Hit Points 27

Speed 30 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 Common, Elvish

Challenge 2 (450 XP)

Spells 5th Level Spellcaster. Spell Save DC 13. +5 to hit.

Cantrips: Light, Sacred Flame, Spare the Dying

1st Level (4 slots) Bane, Guiding Bolt, Inflict Wounds, Shield of Faith

2nd Level (3 slots) Blindness/Deafness, Spiritual Weapon, Spiritual Weapon

3rd Level (2 slots) Mass Healing Word, Mass Healing Word

Mace *Melee Weapon Attack:* +2 to hit, reach 5 ft.

Hit: 3 (1d6) bludgeoning.

The Ghost Tribe (Attackers)

There are 5 orc stands and 14 solos, not counting the **Rear**. Blue denotes new monster or new weapon.

Skirmisher Unit

(20) Orcs AC 13 HP 2d8 +6 (15) Sd 30ft
100 xp each +5 attack 1d6+3 (6)
+5 attack 1d12+3 (9)

Regiment Unit I

(20) Orcs AC 13 HP 2d8 +6 (15) Sd 30ft
100 xp each +5 attack 1d6+3 (6)
+5 attack 1d12+3 (9)

(2) Eye of Gruumsh AC 16
HP 6d8 +18 (45) Sd 30 ft
450 xp +5 attack 1d6+3 plus 1d8(11)
Spear Two-handed 2d8+3 (12)
Spellcasting

(3) Orog AC 18 HP 5d8 +20 (42) Sd 30 ft
450 xp +6 attack 1d12+4 (10)
(2) Battleaxe attacks

Loose Solos From the North

(1) Orc War Chief
AC 16 HP 100 Sd 30 ft
1100 xp +6 attack 1d12+4 + 1d8 (14)
(2) greataxe attacks
Battle Cry
Battleaxe +1
Cloak of Elvenkind

(2) Orog AC 18 HP 5d8 +20 (42) Sd 30 ft
450 xp +6 attack 1d12+4 (10)
(2) Battleaxe attacks

Regiment Unit II

(10) Orcs AC 13 HP 2d8 +6 (15) Sd 30ft
100 xp each +5 attack 1d6+3 (6)
+5 attack 1d12+3 (9)

(5) Ogre AC 11 HP 59 (7d10+21) Sd 40 ft
450 xp +6 attack 2d8+4 (13)
Greatclub

(1) **Orc Lt.** AC 14 HP 93 Sd 30 ft
700 xp +5 attack 4d6+8 (20)
(2) maul attacks
Flaming Maul
Javelin of Lightning

Rear

(5) Orcs AC 13 HP 2d8 +6 (15) Sd 30ft
100 xp each +5 attack 1d6+3 (6)
+5 attack 1d12+3 (9)

(60) Orcs, Non-combatants
AC 10 HP 1d8 (4) Sd 30ft
10 xp each +2 attack 1d4 (2)

(1) Orog AC 18 HP 5d8 +20 (42) Sd 30 ft
450 xp +6 attack 1d12+4 (10)
(2) Battleaxe attacks

New Monsters

Orc Lieutenant

Medium humanoid (orc), chaotic evil

Armor Class 14 (hide)

Hit Points 93 (11d8+44)

Speed 30 ft

STR	DEX	CON	INT	WIS	CHA
17 (+3)	12 (+1)	18 (+4)	10 (+0)	10 (+0)	17 (+3)

Skills Intimidation +2

Senses darkvision 60 ft., passive perception 10

Languages Common, Orc

Challenge 3 (700 XP)

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

Gruumsh's Brute A melee weapon deals two extra die of damage when the orc hits with it (included in the attack).

Flaming Maul The orc can apply oil to its modified weapon head and light it. The weapon causes an extra 5 points of fire damage with each hit (included in the attack). The oil lasts 10 rounds and cannot be lit again for four hours.

Multi Attack The orc makes two attacks with its maul.

Maul *Melee weapon attack*: +5 to hit, reach 5 ft., one creature. *Hit*: 20 (4d6+8)

New Weapons

Flaming Maul

Weapon (maul), uncommon

The flaming maul has a cavity in its head that can hold oil. Once lit, the flame causes an extra 5 points of fire damage with each hit. The oil lasts 10 rounds. If additional oil is added to the maul and lit before the weapon properly cools (4 hours) there is a 10% chance per use while flaming that the head will break and become useless.

Summarized Rules for Mass Combat

The rules for mass combat can be found at <http://dnd.wizards.com/articles/features/unearthed-arcana-when-armies-clash>. Below is a summary of these rules.

A **stand** consists of ten identical creatures that move and fight as a single entity. A stand uses the statistics and special abilities of the creatures within the stand, such as Armor Class, hit points, attack and damage capabilities, and so on.

A **unit** is a group of stands organized into a single, cohesive group that fights and acts as one. Each unit can contain stands of different kinds of creatures, such as orcs and ogres. A unit can have any number of stands and generally moves and attacks as a single entity, with all of its members using the same strategy and tactics every round.

Stands can be organized into units of two different types: **skirmishers** and **regiments**. In general, skirmishers have lighter armor and focus on scouting, while regiments focus on attacking or defending a point on the battlefield. A unit's type is designated before the battle begins and cannot be changed once the fight is in progress.

A **solo** is a significant creature on the battlefield—usually a player character or a powerful NPC or monster. A solo can be unattached, moving and acting on its own on the battlefield, or it can attach itself to a stand and a unit by taking the Join action.

Commanders play a key role in shaping a battle. Any player character can serve as a commander, as can NPCs that the DM designates. Commanders are always solos, and a solo must be joined to a stand to act as a unit's commander. A unit can have only one commander. A commander can order its unit to be more wary, can try to inspire the soldiers of its unit to greater effort, or can reverse the effects of a failed morale check by rallying troops so that they are willing to resume fighting.

Terrain is a key part of most large-scale combats—important enough to be considered a combatant by itself, whether allied with or working against the soldiers on the field. The DM should mark squares as clear, road, forest, water, high ground, or structure.

Setting Up the Fight

Naturally, before the action can start, the opposing armies must be positioned on the battlefield. Before and during this activity, a few determinations need to be made:

- Stands must be organized into units, and those units designated as skirmishers or regiments.
- Each regiment must begin in one of three configurations.
- Each solo must begin either as unattached or joined to a stand.
- A solo that is joined to a stand is eligible to be designated as a commander.

Make a list of which stands belong to which units, so that you can tell when a stand becomes isolated or when a unit might become broken.

After all these tasks are taken care of, it's time to start the fight.

Steps in a Round

Initiative

Movement

Adjacent to Other Stands

Fleeing the Field

Battle Actions

Attack

- Melee Attacks

- Ranged Attacks

- Cast a Spell

 - Range

 - Targeted Spells

 - Areas of Effect

 - Configure

 - Aid

 - Defend

 - March

 - Dash

 - Hide

 - Retreat

Damage

End of Round

- Eliminate Casualties

- Eliminating a Solo

- Check Morale

- Rally

Objectives and Victory

- Points

- Objectives

 - Attrition

 - Destruction

 - Protection

 - Custom Objectives

 - Assigning Objectives Evenly

Ending a Battle

What's Next?

Saving the town is not enough.

The PCS need to learn what drove the orc chief insane, which will require the PCs to journey to the cave to investigate the evil under Wyvern Tor, which will lead them to face demons in the Underdark.

All of this adventure can be found in parts III and IV of After Lost Mine, which will soon be available at dmsguild.com.

FISHPIRATE

