

STORM LORD'S WRATH

BEYOND THE DRAGON OF ICESPIRE PEAK – PART I

ABANDONED FOR MANY YEARS, LEILON WAS ONCE A FORTIFIED SETTLEMENT MIDWAY ALONG THE HIGH ROAD FROM WATERDEEP TO NEVERWINTER. UNDER THE PAID SERVICE OF THE LORD PROTECTOR DAGULT NEVEREMBER, CITIZENS OF NEVERWINTER HAVE RETURNED, INTENT ON REESTABLISHING LEILON AS A SAFE WAYPOINT ONCE MORE. UNFORTUNATELY, FOLLOWERS OF TALOS HAVE ALSO ARRIVED, AND THEY'VE BROUGHT THE WEATHER WITH THEM.



INTRODUCTION

If the characters played **Dragon of Icespire Peak**, they have already saved the area around Phandalin from many threats, large and small, and they are likely 7th level, ready for their next challenge. The Sword Coast is a region of the Forgotten Realms teeming with danger and intrigue. Just a short ride west of Phandalin on the Triboar Trail, where it meets the High Road, more nefarious schemes and terrible monsters await.

Storm Lord's Wrath is a D&D adventure designed for 7th-level characters. You can run this adventure for as few as one or as many as six players. By the time the characters complete the challenges presented, they will be 9th level and ready to take on the challenges of the next adventures in this series: **Sleeping Dragon's Wake** and **Divine Contention**.

RUNNING THE ADVENTURE

To run this adventure, you need the D&D fifth edition core rulebooks: **Player's Handbook**, **Dungeon Master's Guide**, and **Monster Manual**. The **Sword Coast Adventurer's Guide** is helpful but not necessary. The **Monster Manual** contains stat blocks for most of the creatures found in this adventure. All the necessary stat blocks are included there or in appendix A. When a creature's name appears in **bold** type, that's a visual cue for you to look up the creature's stat block in the **Monster Manual**, unless the adventure's text instead refers you to the monster appendix in this adventure.

Spells and equipment mentioned in the adventure are described in the **Player's Handbook**. Magic items are described in the **Dungeon Master's Guide**.

At various places, the adventure presents descriptive text that's meant to be read or paraphrased aloud to the players. This read-aloud text is offset in boxes like this one. Boxed text is most commonly used to describe locations or present bits of scripted dialogue.

ABBREVIATIONS

The following abbreviations appear in this book:

- hp = hit points
- AC = Armor Class
- DC = Difficulty Class
- XP = experience points
- pp = platinum piece(s)
- gp = gold piece(s)
- ep = electrum piece(s)
- sp = silver piece(s)
- cp = copper piece(s)
- NPC = nonplayer character
- LG = lawful good
- CG = chaotic good
- NG = neutral good
- LN = lawful neutral
- N = neutral
- LE = lawful evil
- CN = chaotic neutral
- CE = chaotic evil
- NE = neutral evil
- DM = Dungeon Master

RUNNING FOR ONE PLAYER

If you're running this adventure for a single player, you can give that player a sidekick as a secondary character. Let the player choose one of the pregenerated sidekicks that come with this adventure. If a sidekick is lost or no longer needed, the player character can return to Leilon and acquire a new one.

USING SIDEKICKS

Make sure the player understands the roles and limitations of sidekicks in this adventure:

- Sidekicks are stalwart companions who can perform tasks both in and out of combat, including things such as setting up camp and carrying gear.
- Ideally, a sidekick's abilities should complement those of the main character. For example, a spellcaster makes a good sidekick for a fighter or rogue.

ADJUSTING ENCOUNTERS

This adventure contains advice for adjusting encounters based on the number of characters in the party. You are empowered to modify the number of enemies in an encounter and their hit point totals as you see fit. If you need to adjust the difficulty of an encounter during combat, you can alter hit point totals without the player characters ever knowing and have enemies retreat or reinforcements arrive as needed.

MAP OF THE SWORD COAST

The DM's Sword Coast map shows a region of the Forgotten Realms called the Sword Coast. This map is for the DM's eyes only, as it indicates the locations of places described later in this adventure or the adventures that follow. A player-friendly version of the map is also included with this adventure. It can be shared freely with the players as their characters explore the region.

Geographical locations marked on both the DM's map and the players' map are described below in alphabetical order. This information is not secret and can be shared with players if they request details about a location.

HIGH ROAD

This highway hugs the coast, connecting Neverwinter to the coastal cities of Luskan to the north and Waterdeep to the south. For years, the stretch of road south of Neverwinter fell into disuse because of frequent monster attacks. Recently, efforts have been made to keep the road safe, with light patrols of guards on horseback moving between Neverwinter and Leilon.

KRYPTGARDEN FOREST

This ancient forest tucked behind the Sword Mountains contains the ruins of bygone dwarven civilizations. The lair of the ancient green dragon **Claugiyliamatar**, nicknamed the Old Gnawbone, is found in these woods.

LEILON

This small town along the High Road is in the midst of rebuilding itself after being abandoned for years. It serves as the main base of the characters during this adventure.

MERE OF DEAD MEN

Travelers on the High Road, which skirts the mere to the east, must resist being lured into the cold and desolate waters. Many have perished in the mere, drawn by tales of ruined castles half-sunk in the mire. For more information on this location, see "*Missing Patrol*."

NEVERWINTER

This city was badly damaged when Mount Hotenow erupted some fifty years ago. Now, the City of Skilled Hands works to rebuild under the watchful eye of its Lord Protector, Dagult Neverember, who rules in the absence of an heir to Neverwinter's crown. At present, no legitimate heirs to the old Alagondar royal line are known to exist, and many believe that the line is ended. Lord Neverember, taking no chances, quietly pays off or disposes of anyone claiming a connection to the rulers of old.

NEVERWINTER WOOD

The forest east of Neverwinter seems to have a magical quality about it, or at least an air of mystical secrecy. Reclusive spellcasters are rumored to dwell deep within.



Map 1: The Sword Coast

PHANDALIN

Nestled in the foothills of the Sword Mountains, Phandalin is a nondescript mining settlement that recently had dealings with a white dragon named Cryovain. The dragon was dispatched by a group of adventurers. For more information, see **Dragon of Icespire Peak** in the *D&D Essentials Kit* and "**Aid from Phandalin**" in this adventure.

STARMETAL HILLS

This range of rocky knolls is so named because the area has been the impact site of a number of meteor showers over millennia. The hills are haunted by ruthless barbarian tribes, giving others little reason to visit the area.

SWORD MOUNTAINS

These steep, craggy, snow-capped mountains are home to scattered tribes of orcs as well as many monsters. Icespire Peak is the tallest among them. Their foothills are strewn with the ruins of bygone kingdoms, and more than a few half-forgotten dungeons and tombs.

TRIBOAR TRAIL

This path south of Neverwinter Wood is the safest route between Neverwinter and the town of Triboar, located in the Dessarin Valley to the east. The trail is not patrolled, and monster attacks are commonplace.

THE ADVENTURE BEGINS

The adventure begins as the characters travel toward the town of Leilon. The settlement has been destroyed and rebuilt many times in its long history, and it is currently in an early stage of a rebuilding period.

The settlers tasked with rebuilding Leilon are funded by the Lord Protector of Neverwinter, Dagult Neverember. Lord Neverember hopes the town can act as a safe waypoint between the cities of Neverwinter and Waterdeep, as well as protect travelers from threats originating in the swampy Mere of Dead Men.

As the adventure progresses, the characters become embroiled not only in the rebuilding of Leilon, but also in the power struggle that unfolds between the settlers of Leilon and terrible forces that seek their destruction.

ADVENTURE BACKGROUND

As the settlers of Leilon bend their backs to the arduous task of creating a defensible settlement in the dangerous wilds of the Sword Coast, even larger threats loom all around them.

Two forces of evil rise nearby, eager to control the region around Leilon and eventually the Sword Coast. The first is a cult of Talos, god of storms, led by the priestess Fheralai Stormsworn. The cult's headquarters are inside a death knight-dreadnaught, an undead battleship beached near a temple of Talos called the Tower of Storms.

At the same time, Ularan Mortus, a priest of the god of death Myrkul, and his followers are raising an army of undead to lay siege to the city of Neverwinter. The spirit of the dead black dragon Chardansearavitril, also known as Ebondeth, aids Ularan Mortus in exchange for help finding and seizing the body of a living dragon to inhabit.

The people of Leilon are completely unaware of these threats, as they focus on more immediate dangers, like the wild animals and monstrous beasts lairing in the Mere of Dead Men. As the adventurers interact with the villagers, helping them rebuild and fighting off the immediate dangers, the specters of these two larger threats begin to grow and take shape.

Over the course of the trilogy (*Storm Lord's Wrath*, *Sleeping Dragon's Wake*, and *Divine Contention*), the adventurers must deal with the two main forces of evil, as well as many smaller threats, not to mention the many little dramas of a group of settlers trying to work in harmony on a project that might be too big for them. With the help of the heroes, however, the settlers of Leilon just might survive.

This adventure begins at a modest roadside inn, where the characters can make some friends and get the first taste of the larger battle in which they are about to become embroiled.

LEILON AS A HOME BASE

If you run *Storm Lord's Wrath*, *Sleeping Dragon's Wake*, and *Divine Contention* as a full campaign, the town of Leilon should become an important focal point of play. This gives you a unique opportunity, because the adventurers can put their own stamp on the town in a very real and personal way.

In this initial adventure, the town is little more than a few ramshackle buildings and foundations. The people and locations of Leilon can be altered or wholly created anew by you, the DM, based on the interests of the adventurers.

For example, the Shrine of Lathander is being built by Merrygold Brightshine, priest of the Morninglord. If any of the characters revere Lathander, they might use their resources (wealth, downtime days, connections, etc.) to assist in its construction, making the shrine more grandiose than it might otherwise be.

Alternatively, if one of the characters worships a different deity, they might decide to invest in a temple to their god, in which case a temple of some other power might replace the Shrine of Lathander, bringing a new NPC to town to oversee it.

ADVENTURE HOOKS

MERCENARIES FOR LORD NEVEREMBER

Dagult Neverember knows that the rebuilding of Leilon requires protection. He could hire the adventurers to defend the town from attacks and track down any threats.

SPIES FOR WATERDEEP

Dagult Neverember's enemies in Waterdeep do not trust the man—and rightfully so. Representatives of the ruling council of Waterdeep, known as the Lords of Waterdeep, might hire the adventurers to pose as settlers in Leilon, all the while reporting anything suspicious to the rulers of the city. Before long, the adventurers will be embroiled in the action. (Or, instead of spying for the Lords of Waterdeep, the adventurers could be hired by any powerful group in the Sword Coast area.)

FRIENDS AND FAMILY

Friends and family of one or more of the adventurers could be among the settlers of Leilon. Those acquaintances might ask the adventurers for assistance in a general sense, to protect the area. Or those connections might call upon the adventurers to perform specific tasks.

A STAKE IN LEILON

Land and property is valuable along the Sword Coast. For their service, someone with a vested interest in Leilon might offer the characters their own land. They could use this land to build a business, a stronghold, a tower, or any other structure that they like.

LOVE OF ADVENTURE

Some adventurers—those brave and foolish do-gooders—may just follow adventure, wherever it might lead. When these characters witness and thwart the attack on the Wayside Inn, the natural course of events leads them next to Leilon, and from there into the larger plots and machinations of the antagonists in the campaign.

WELCOME TO LEILON

Leilon was once a mining town that sold copper, nickel, and silver to Waterdeep. It was also a port where merchants sometimes offloaded goods on barges (since most ships cannot pass the town's shallow mud flats) to be transferred to cities along the Sword Coast.

Two hundred years ago, the wizard Thalivar made his home here and raised a tower at the town center to conduct his mystical studies. The House of Thalivar was topped with a planar beacon that lured creatures from other planes into the structure, trapping them there. After Thalivar mysteriously disappeared, the people of Leilon were content to leave his tower and the monsters within alone.

The Spellplague, a divine phenomenon that twisted Faerûn's magic, corrupted the tower's defenses. The creatures sealed within were freed to attack Leilon, and the magic of the planar beacon was redirected back into the Material Plane, causing humanoids who looked upon it to become paralyzed. Leilon was quickly overrun and subsequently abandoned and has remained that way for more than a century.

The first action the soldiery of Neverwinter took in Leilon was to destroy the planar beacon inside the House of Thalivar. Gallio Elibro, a mage, has rebuilt it to perform his own studies into the Ethereal Plane. See "**House of Thalivar**" for more information.

Before its fall, Leilon was defended by a loosely organized group of adventurers called the Swords of Leilon. When the House of Thalivar released its monsters, the Swords fought to cover the escape of the townsfolk. They died, becoming ghosts bound to Leilon's ruins. They now watch the rebuilding of the town with caution, hoping that the reconstructed tower does not bring similar disaster.

When the characters first arrive at the town (after securing it during the quest "**A Normal Day in Leilon**"), show the **Leilon map** to the players and use the following read-aloud text:

Leilon is a ruined town encircled by an earthen rampart. To the southwest, new settlers attempt to build docks for barges, made to cross the marsh and meet merchant ships in the sea.

Outside of town, a settler camp nestles under the trees alongside the High Road. At the center of town, the House of Thalivar, a wizard tower, rises like a beacon, four times the height of every other building. The town lies in ruin, but the settlers from Neverwinter work quickly, clearing and reconstructing.

EXPLORING LEILON

The characters might wish to explore key establishments within Leilon. These locations are marked on **the map of Leilon**. Some of the locations do not exist at the start of the adventure but may be built at a time of your choosing—after the characters first arrive in Leilon but before the end of the adventure.

AUBREY'S PECULIARITIES SHOPPE

This shop is crammed with curiosities dredged from the ruins of Leilon: old fishing rods, swamp idols, mining helmets, and other oddities. A whimsical Illuskan male named Aubrey Silverspun runs the store. Roll a d20 on Peculiarities table to see what he has on offer when the characters visit.

PECULIARITIES

d20	Peculiarity	Price
1-2	Random Magic Item (Table C)	500 gp
3-10	Random Trinket	10 gp
11-20	Unique tool kit (engraved, etc.)	50 gp

A painted tryptic above the counter shows three adventurers: a dark-skinned warrior woman, a red-bearded dwarf, and a third whose portrait has faded with age. Aubrey explains that these are the "Swords of Leilon": an old adventuring company local to the area.

BARGE YARD

Six mud-covered barges are chained together and beached at the edge of Leilon where the town meets the marsh. The barge master is a gruff elderly female dwarf named Rorsta Anvilhand. She rents a barge for a tenday for 10 gp.

FISHERY

The fishery building serves as the town hall. During the day the warehouse hosts several fishing-folk selling their daily catches at stalls and merchants who sell and repair fishing equipment.

HOUSE OF THALIVAR

This wizard's tower has been recently rebuilt as a garrison for the Neverwinter soldiery. Gallio Elibro is a brooding middle-aged male Rashemi with the **mage** statistics (except that he has the **legend lore** spell prepared instead of **cone of cold**). He came to Neverwinter to find and unlock the secrets of the House of Thalivar. Gallio has found many coded journals inside the ruin, which he decrypted. He has now rebuilt the tower's planar beacon and is using it to study the creatures of the Ethereal Plane.

Gallio does not talk much about his work with adventurers but is willing to cast spells in exchange for gold. The mage casts the *legend lore* spell for 400 gp.

IDOL ISLAND

Idol Island rises from the marshes a few yards from Leilon. It contains the remains of crumbled statues of forgotten human nobles. The settlers claim to hear whispered voices on the island at night, inviting them to view their destinies. If they characters walk by the island at night, they hear these whispers as well.

A character who spends the night on the island has vague, prophetic dreams of adventures to come. For instance, the character might view storm clouds swirling over Leilon, a galleon made from bones, or a glowing statue of a dwarf standing in a canyon. At the end of the night, the character must make a DC 13 Wisdom saving throw. On a success, the character is bolstered by the strange dreams and gains **inspiration**. On a failure, the character gains a level of **exhaustion**.

SHRINE OF LATHANDER

This shrine to Lathander, god of light, was the first temple to be reconstructed in Leilon. Merrygold Brightshine, an outgoing young female halfling with the **priest** statistics, cares for the shrine and offers council to any who pray at the small stone altar to Lathander within. She conducts services at the shrine each day at dawn.

Merrygold casts the **cure wounds** spell for a donation of 10 gp to the shrine and the **lesser restoration** spell for a donation of 20 gp.

SETTLER CAMP

Circled wagons, tents, cook fires, and supply crates comprise the sprawling settler camp outside town. Most the town's business takes place here, as the town council gathers regularly to plan the reconstruction and discuss any threats in the region. The councilors include:

GRIZZELDA COPPERWRAUGHT

Lord Neverember tasked this gruff female dwarf with overseeing Leilon's construction work. Behind her back, the townsfolk call her "The Growler."

SERGEANT HAZZ YORRUM

This slovenly male Damaran oversees Neverwinter's soldiers but defers to the town wizard Gallio Elibro for most decisions.

MERRYGOLD BRIGHTSHINE

This amiable male halfling is the local priest of Lathander, god of light. Merrygold helped found the town following its reconstruction and is loved by its people.

VALDI ESTAPPAAR

Lord Neverember gave this half-elf female the job of overseeing the town's fishing industry. With the recent opening of the quayside, she's now one of the most important figures in town.

TOWN SQUARE

The Leilon town square has become a place where local vendors and those passing through town can set up stalls to sell their wares. One vendor, a female human blacksmith named Zana Taylish, is a resident of Leilon who sells armor and weapons. More exotic items (such as *spell scrolls* or other consumable magic items) could be available from a traveling merchant in the square at the DMs discretion. The cost for such items should be high (and perhaps require a favor of the adventurers in addition to an exchange of gold).

THE QUEST BOARD

Unlike **Dragon of Icespire Peak** and the two adventures that follow this one, this adventure does not use a "quest board." (See "**A Note on the Quest Board**" sidebar below.) Below are a list of the quests and how they can be pursued.

STARTING QUESTS

The first two quests occur as the characters are traveling to Leilon for the first time:

ATTACK ON THE WAYSIDE INN QUEST

This quest occurs when the characters, traveling toward Leilon where the High Road meets the Triboar Trail, come upon an undead horde attacking a wayside inn. If the characters undertake this quest, see "**Attack on the Wayside Inn.**"

A NORMAL DAY IN LEILON QUEST

This quest occurs when the characters arrive on the outskirts of Leilon to find the town has been evacuated because of an attack from the sea. If the characters undertake this quest, see "**A Normal Day in Leilon.**"

FOLLOW-UP QUESTS

After the characters complete both the starting quests, they can take up residence in Leilon and be called upon to complete any of the other quests, except for the final quest. These quests are provided by various members of the Leilon community. These can be completed in any order.

AID FROM PHANDALIN QUEST

The town council asks the characters to accompany a gnome goatherd to Phandalin to sell her goats, as well pick up supplies needed by the town. If the characters undertake this quest, see "**Aid from Phandalin.**"

FOUL WEATHER AT WAYSIDE QUEST

This quest is triggered when the town notices that, on an otherwise fair day, a terrible storm rages in the distance, directly above the Wayside Inn. The town council, concerned about the phenomenon and anyone caught in it, asks the party to investigate. If the characters undertake this quest, see "**Foul Weather at Wayside.**"

HOUSE OF THALIVAR QUEST

On a random evening, the party encounters soldiers fleeing from the House of Thalivar in fear. The soldiers are too afraid to return, asking the party to investigate and check on the well-being of Gallio Elibro, the wizard in charge of the towers rebuilding. If the characters undertake this quest, see "**House of Thalivar.**"

MISSING PATROL QUEST

One of the residents of the town, Breitora Red-Eye, notes that one of the patrols into the Mere of Dead Men is late to return. Although the commander is not concerned, the party can still choose to look for them. If the characters undertake this quest, see "**Missing Patrol.**"

THUNDER CLIFFS QUEST

The final quest in this adventure takes place at Thunder Cliffs, when the local anchorite threat is based. There is no trigger or giver for this quest, since the location and significance of the threat is only learned after performing the other quests. When the characters undertake this quest, see "Thunder Cliffs."

LEVELING UP

Characters advance in level by completing quests. Regardless of the number of characters in the party, they gain a level when they complete three quests. The initial encounter, "Attack on the Wayside Inn", does not count as a quest.

A NOTE ON THE QUEST BOARD

Dragon of Icespire Peak uses an excellent campaign-control quest mechanic to point characters in the right direction: the quest board. The two other adventures in this series use the quest board as well. In general, the quest board idea works wonderfully to show the players what options they have for seeking adventure.

As this adventure opens, the town of Leilon doesn't have a quest board, because the infrastructure of the town is not in place. It doesn't make much sense to have a quest board when the adventurers are the only people in town who are capable of performing the tasks that the town needs done.

Instead, you can use the town council to introduce potential quests to the characters. Many of the quests in the adventure happen at the spur of the moment, so rather than having the characters learn about the needs of the town on a board, one of the three members of the town council will approach the characters directly.

If you still want to give the characters the freedom to choose from a variety of quests, the different members of the council could have different ideas of which quest is the most important and roleplaying the conflict between council members can add depth to the story. Will one council member be upset if the characters choose a different quest first? Will they have to do something to get back into that member's good graces?

ATTACK ON THE WAYSIDE INN

As the adventurers travel toward Leilon, they pass the Wayside Inn, which is being attacked by undead creatures. The adventurers can thwart the attack and meet the residents of the inn, learning a bit about Leilon in the process.

"Attack on the Wayside Inn" and "A Normal Day in Leilon" are balanced for characters of 7th level, though characters of 8th level should be challenged as well.

LOCATION OVERVIEW

Many enterprising hostellers have tried to maintain an inn where the Triboar Trail meets the High Road. Some have succeeded for many years before falling victim to monsters or bandits. Others have given up relatively quickly, when the dangers become apparent.

The current owner of the Wayside Inn is Martisha Vinetalker, a striking half-elf whose pleasing features contrast with her tough demeanor. She is cold, calculating, charismatic, and knows how to run a business with ruthless efficiency and an eye for profit.

The bartender is Backes Dunfield, a human with a scarred face and a crooked smile. He started working for Martisha six months ago and quickly proved himself a valuable lieutenant.

The cook is Cooragh Struckt, a half-orc who has been a close friend and confidante of Martisha for many years. Cooragh is famous for her incredibly tasty, and alarmingly well-spiced, stews and meat pies.

UNDEAD ATTACK

This encounter occurs at night. As the characters approach the junction of the Triboar Trail and the High Road, set the scene:

An oddly shaped building sits at the juncture of the Triboar Trail and the High Road. Two entrances into the building are apparent: a smaller one at the northern corner, and a larger one, suitable for beasts of burden and wagons, near the first.

Right now, both sets of doors are under attack by humanoid figures. They have already breached the smaller door, and they are starting to make cracks in the larger.

The smaller doorway leads into a cloak room, and another door bars the way into the common room from there. The larger doors lead into the courtyard, where there are stables and a smithy.

Monsters. The attacking creatures are comprised of 1 **zombie** per player character, and 1 **wraith** per every two characters (rounded down), excluding sidekicks. The zombies are the only ones attacking the building. The wraiths come out of the darkness after the party approaches the zombies. The zombies don't notice the party until the adventurers are within 60 feet of them, or until the party attacks. Then all the monsters turn their focus from the building to the party, who are easier to reach.

If the zombies are defeated and examined, each bears a brand on its forehead in the shape of a skull. A successful DC 15 Intelligence (Religion) check reveals that this mark was probably used as part of a ritual to create the creatures, and that it is similar to the symbol of the death god Myrkul.

Inn Occupants. The people within the Wayside Inn have barred the doors and windows, hoping the zombies would be unable to breach the doors. If the party runs into difficulty dealing with the creatures, occupants of the inn can open the windows and fire crossbows or other missile weapons at the monsters to help.

AFTERMATH

Assuming the adventurers defeat the threat, the occupants unbar the doors and windows, allowing the party entrance.

Martisha is thankful, but not ebullient in her praise or her rewards. She offers the characters food for their efforts, but not drink or lodging. Backes and the other occupants, however, make sure the characters drink for free this night. A traveling merchant also offers to pay for the characters' lodging for the evening.

Use the bullet points below to roleplay the rest the evening at the Wayside Inn:

- Martisha sits in the corner at a lone table, poring over records and watching the business. She answers any attempts at conversation curtly. She wants to partner with the settlers of Leilon to set up a mutual protection pact, as well as a trade pact where she sells her vegetables and livestock in return for the goods they will produce.
- Backes keeps the ale flowing all night for the adventurers. He tells them that he gave up a life as a privateer (that is, a pirate) to get into business on land. He works the bar and assists Martisha, but he hopes to someday open his own place in Neverwinter or Waterdeep. He wears a pendant around his neck in the shape of a trident, which he says the crew of his last ship wore as a way to appease the many sea gods.
- Cooragh only emerges from the kitchen long enough to thank the adventurers and give them a piece of her special pork pie. It is very spicy, but delicious for those who can stomach the burn. On her neck, beneath each ear, are tattoos of curved daggers. If asked, she admits she got them because she knew it would upset her mother, a human from Luskan. It was a foolish youthful folly, she says.
- The smith who works at the Wayside Inn smithy is a strapping woman called Teega who can wield a hammer in each hand like a titan. Her anvil is forged in the shape of a dolphin, and at night she drinks at the bar with the other patrons. She met Backes after his life as a pirate ended, and she hopes to join him in setting up a business in a city at some point. She makes jewelry in her spare time and wears a set of bronze bracers shaped like three lightning bolts. She proudly displays three suits of plate armor that she created, each bearing the same symbol as the design of her bracers.



Map 2: Wayside Inn

- A young halfling named Silla Scalesweep sits at a table, humming to herself. She is traveling from Neverwinter to Leilon, hoping to get hired on as a fisher by Valdi Estapaar, the woman in charge of the fishery in the town. She wears her long hair in five braids atop her head, and she is very talkative. She also plays the harmonica quite well and is keen to have an audience.
- Tarbin Tul is a traveling bard who wanders the High Road, seeking new songs to add to his already impressive repertoire. Tarbin sits by the fire, singing along to Silla's ditties on the harmonica. He gladly buys a drink for anyone who helped drive off the undead.
- Feel free to populate the rest of the inn with travelers and staff. There are servers, farmers who work small fields nearby that supply the inn with food in return for protection and shelter on the inn's land, farmers who provide meat and milk, and other laborers. A few of these people came here because of Backes, and they serve him within the Cult of Talos.

THE LONG CON

Some of the workers at the Wayside Inn are members of the Cult of Talos. This information should be hidden from the characters until it is ready to be revealed later in the adventure. Placing bad guys in the party's path before it is ready to be revealed is always a risk, but it is a great shock when it pays off.

The best way to allay suspicion is to have the characters become friends with them early, especially during this opening encounter. The secret cultists can heap praise, rewards, free drinks, and information upon the adventurers, gaining their trust and friendship.

Details Make the Con. This long con works best when you provide details that might later prove to be portents of the truth, if not actual clues. For example, the necklace worn by Backes is noteworthy early in the adventure, and it becomes clear later what it represents.

Play the Shell Game. On the off chance that your players figure things out too quickly (or if someone is already familiar with the adventure), details can be changed. Backes is the leader of the Talos cultists at the inn, but he doesn't have to be. Maybe Cooragh the cook is really the leader, and Backes is just a patsy she is using to throw suspicion off herself. With just a few adjustments, you can keep your players guessing even after they think they know what's happening.

A NORMAL DAY IN LEILON

After their time at the Wayside Inn, the characters have less than twenty miles of travel along the High Road to reach Leilon. Silla asks if she can travel with the party. If they say no, she simply follows behind them at a short and indiscrete distance, forlornly playing a sad tune on her harmonica at the thought of being shunned by the party.

A TOWN MEETING

When the party gets less than a mile from the location where the town is being rebuilt, they come upon an impromptu town meeting. Most of the town is here; they have been evacuated to this point because the town guards sent up a warning that someone or something was invading Leilon.

When the adventurers approach the settlers, use the following read-aloud text to describe the scene:

Roughly fifty people stand in a clearing just off the High Road, where the forest to the northeast and the swampland to the southwest give way to grassland for a bit on each side of the road. The beginnings of gardens or larger fields of crops are half-dug here.

The people mill about in a panic. Some shake in fear, others shout in anger, and in the center of it all an enraged dwarf waves her arms and tries to get those around her to listen. A bored-looking human in a chain shirt and shield decorated with the sigil of Neverwinter stands next to the dwarf. He finally bangs his spear against his shield to quiet the tumult.

The dwarf is Grizzelda Copperwraught, who the settlers call "the Growler", but never within earshot of her. She was personally hired by Lord Neverember to oversee the rebuilding of the structures that will comprise the new town. She instructs the builders and gives them their pay at the end of each tenday.

Next to Grizzelda is Sergeant Hazz Yorrum. Yorrum is a human **guard**, and in charge of the Neverwinter soldiers who protect the settlers while the town is being built. He is a coward, as lazy as he is corrupt.

Two other persons of note are here as well: Merrygold Brightshine and Valdi Estapaar. Merrygold is a priest of Lathander, the Morninglord. He and his church were given the rights to build the first temple in Leilon. The church of Lathander paid handsomely for the honor, and Merrygold and his staff assist in making sure that the workers get fed and cared for outside of their normal duties.

Valdi Estapaar is a half-elven fisher who is tasked by Lord Neverember to oversee the fishing industry that is supposed to support the town as it is built. The fish she and her subordinates catch feed the town, and the excess fish are cured and transported to the nearby cities for sale.

The Growler, Merrygold, and Valdi comprise the Leilon Town Council at this point in the town's development. While the Growler is ostensibly the leader, the council votes on major issues, so the Growler can be overruled if Merrygold and Valdi agree on a different plan.

A HARD DECISION

The characters come within earshot of the meeting just as the Growler is about to address the townsfolk. The characters are free to step in and interrupt at any point, but use the bullet points below to guide the talk until they do:

- The Growler begins by berating the townsfolk for being such an unruly mob as they evacuated the town. She calls out a few individuals by name, shaming them in front of the group.
- She asks if anyone saw anything strange happening in the town as they were evacuating. One of the stonemasons claims that she saw something strange happening in the water out on the swampland, past the marsh islands, but then she picked up her tools and ran as the soldiers ordered her to evacuate.
- Another stonemason claims to have seen heard some of the returning fishing-folk, who were still out on their skiffs in the marshland, shouting in panic. Others nod and "harrumph" to indicate they heard this as well.
- At this point a short dragonborn wearing a holy symbol of Lathander shouts, "May the Morninglord forgive me! We are missing two of the children. Smithwell and Burnice aren't here. They were right behind me as we left the town." (The two human children are best friends, the son and daughter of two of the fishers who are still out in the water.)
- This pronouncement sends the collected townsfolk into a panic again, forcing the guard Yorrum to put spear to shield to quiet the crowd.
- Merrygold insists that they must immediately go back to town to retrieve the children, consequences be damned. The Growler insists that they stay right here until one of the soldiers from the town comes to tell them that it is safe. Until then, no one is going anywhere. Valdi seems unsure what to do, as no one here (except Sgt. Yorrum) is much of a fighter.

At this point that party should have heard enough to intercede into the conversation, even if it is just to volunteer to be the ones to head into town and check on the situation, retrieving the children if danger remains.

CHASING THE CHILDREN

During the town meeting, two servants of the Morninglord are tasked with keeping an eye on a group of about twenty children between the ages of four and twelve. These kids belong to some of the workers in the town. While the parents work, the children are looked after and taught by the acolytes of Lathander who inhabit the Shrine of Lathander, which is currently the only finished stone building in the town.

These children, some of them terrified and missing their parents, others mischievous and too young to understand consequences (much like adventurers), decide to run off in different directions during the meeting.



Map 3: Leilon Under Construction

Any players not engrossed by the town council discussion can be called upon to have their characters help the acolytes round up the wayward children. This could involve DC 10 ability checks like Strength (Athletics) to get them down from trees, Dexterity (Acrobatics) to pull them out of the marshland, or Charisma (Persuasion or Intimidation) to cajole or order them to behave.

Whichever adventurer does the best job of corralling the children might gain an admirer. This child can be totally smitten or intrigued by the character, following them around, asking them questions constantly, and wanting to be just like the character (regardless of how inappropriate that might be).

STORM'S MOVING IN

After the drama (or comedy) of the town meeting has played out, and the party has decided on a course of action, the first threat comes to them in the form of a wagon full of anchorites of the Cult of Talos.

The forces of the cult include one **archer** and one **dark tide knight** (see **appendix A**) for every two characters, including sidekicks, rounded down. If there is an odd number of characters, add one dark tide knight.

As enemy approaches, use the following read-aloud text to describe the situation:

Strange knights bearing a symbol with three lightning bolts striking ride horses made of water. Accompanied by a wagon full of archers, pulled by another of the water steeds.

The steeds move at 30 feet per round, and otherwise cannot attack or be harmed.

As the Cult of Talos members attack, the rest of the citizens of Leilon scatter. The acolytes of Lathander shepherd the children to safety, and the rest of the adults move toward the safety of the nearby trees. Sgt. Yorrum, it should be noted, flees faster than anyone.

AFTERMATH

If the party defeats the cultists, they find that each of them bears a tattoo of three parallel lightning bolts on their forearms. If any are taken prisoner and questioned, they answer with the ominous ravings of those touched by divine madness. They claim that the Stormlord is coming to drown everyone and cleanse the world of the unworthy.

The wagon was stolen from the town, and still contains the remains of some fish that were meant to be taken to the fishery. One of the dark tide knights carries a **potion of greater healing**.

The Request. Seeing that this threat came from the village itself, the town council now understands the dire nature of the situation. It is possible that the guards and anyone else who was left in town is dead, and the town could be overrun with enemies. The council asks the party to sneak into town and assess the situation there. If the town is no longer safe, the settlers must return to Neverwinter in defeat.

SOMETHING FISHY IN TOWN

After dealing with the members of the Cult of Talos, the characters should be in a hurry to get to Leilon and see what is happening.

Approaching the Town. By following the High Road, the party can easily get to town. They may also decide to approach from a less conspicuous direction. Either way, they can get to the edge of town without being spotted. When they reach Leilon, use the following read-aloud text to describe the situation:

The progress on the town's rebuilding has been slow, it appears. The holes for a palisade have been dug, but only a few logs are in place. At the center of the ruins, a tall tower, mostly collapsed, rests atop a bluff. The only intact stone building sits at the bottom of the bluff, its white façade bearing the mark of Lathander.

There is an intact wooden building closer to the water marsh at the southwest side of town, smoke rising from two chimneys.

In front of this building stands a tiefling dressed in blue robes. She raises her hands to the sky, and dark clouds appear in response. Before the tiefling, at the end of the swampy water, stand a small number of humans, greataxes raised in the air, who chant in response to her.

CHILDREN IN DANGER

In the previous scene, a plot point was introduced: ten-year-old friends Smithwell and Burnice were still in town during the attack. How you use them is up to you, as you know your players. Some players do not handle children in danger well. If this is the case, simply have the pair hiding safely in the Shrine of Lathander, emerging when the threat is gone.

If you want to add drama and motivation for the party, you can place the children out in the open, needing to be brought to safety before they are seen by the Talos cultists. Just remember that giving the characters something else to do in the encounter increases the difficulty of the encounter for the party.

The tiefling standing in front of the fishery is a **kraken priest** (see **appendix A**) named Nixoxious, and before her in the water there is 1 **berserker** per character, including sidekicks. They are trying to perform a ritual to summon water creatures to destroy the town. (These water creatures are faced in the next wave of the battle, as described below.)

The characters start 500 feet from the priest. She has already completed enough of her ritual to summon the water elemental, and every four rounds she is alive, she summons another water weird, up to the maximum described below. Once she has summoned the maximum number of creatures, she stops chanting and joins the combat, assuming the party has engaged in combat with her and the berserkers.

Note that even though she performs the ritual to summon these water creatures, they do not attack or even appear until this part of the battle has ended.

Ritual. If the characters watch what is happening for at least a round, they can attempt a DC 10 Intelligence (Religion) check. On a success, they realize what she is doing and know that, unless they stop her, she could summon any number of terrible creatures.

AFTERMATH

After defeating the forces of Talos on land, the party can find a **spell scroll** of **mass cure wounds** on Nixoxious. They don't have long to recover, however, because the water creatures summoned by the ritual are about to arrive.

MARSH, UNMELLOW

On the marsh islands with the pagan ruins, fishers and soldiers captured by the cultists are **unconscious**, meant to be used as sacrifices for the water creatures that the tiefling summoned.

Monsters. Based on the number of rounds that the kraken priest chanted before being defeated, there is at least one **water elemental**, and a maximum of one **water weird** for every two characters, including sidekicks. When the creatures arrive, set the scene using the following read-aloud text:

The watery marshland bubbles and roils. Lightning flashes in the sky, revealing several humanoid forms lying on muddy marsh islands 60 feet from the shore. The waist-high water between the shore and the islands suddenly erupts as large watery forms emerge.

Tactics. If the characters do not intervene, the monsters move out to the islands and kill the **unconscious** fishers and soldiers lying there. The water between the shore and the islands is 3 feet deep, acting as difficult terrain for any creature without a swim speed.

AFTERMATH

If the party defeats the water creatures, the immediate threat to Leilon is eliminated. The unconscious people on the islands can be brought back to the mainland and treated.

The damage to the town was minimal, and only a few of the settlers were killed, most of them brave Neverwinter soldiers who gave their lives to protect the fishers caught in their boats during the attack.

TIME TO REST

Now that the threats are removed, the party can inform the settlers that it is safe to return to Leilon. The settlers return to their work: construction, farming, fishing, and otherwise building their new home.

BUILDING A TOWN

As this adventure and the other two adventures in the series progress, the Leilon locations presented in the adventures represent the default growth of the town if the characters do not intervene too much. The more interest the adventurers take in building the town, however, the more is at stake when the town is threatened.

For players interested in the town-building aspect of the campaign, you can even let them help plan the growth and building of the town, changing the map dramatically. This is not only fine—it is wonderful! You may need to tweak later adventures in and around the town, but that is one of the joys of running a D&D campaign: the unfolding story belongs to you and the players.

Let the characters use their downtime to help build the palisade, create homes, fish and hunt, or otherwise pitch in if they desire. Otherwise, you can just declare that time passes with no more attacks until the next adventuring quest comes along.

AID FROM PHANDALIN

"AID FROM PHANDALIN" IS BALANCED FOR characters of 8th level, though characters of 7th level should be able to survive the encounters.

LOCATION OVERVIEW

The town of Phandalin rests along the Triboar Trail between the High Road and town of Triboar. Nestled into the hills of the Sword Mountains, it has become a bustling area of trade and mining since brave heroes vanquished some of the threats to the area.

QUEST GOALS

To complete the Aid from Phandalin quest (see "**Leilon Quests**"), the adventurers must escort the goatherd and her flock to Phandalin, pick up the goods at Barthen's Provisions, and survive the separate attacks of the forces of the necromancer Ularan Mortus and the Cult of Talos.

TRAVEL TO PHANDALIN

The town council approaches the characters one morning and asks them to undertake a different kind of mission. One of the town residents, a gnome named Pinchwit Wigglehoof, is an expert goatherd. But her flock of goats are no normal herd. She raises **giant goats**, excellent producers of milk and meat, and even their goat-hair is highly valued for its tensile strength and warmth.

Elmar Barthen, proprietor of Barthen's Provisions in Phandalin, is brokering a deal with a wealthy Waterdhavian merchant to sell some of Pinchwit's stock for a very lucrative profit. As a goatherd in the employ of Dagult Neverember and the town of Leilon, Pinchwit's profits are the town's profits.

However, part of the deal is that the goats must be brought to Phandalin. While Pinchwit is an excellent goatherd, she is less capable as a fighter. She and her goats need an escort from Leilon to Phandalin. The town council of Leilon also asks the characters to buy wagons to bring back a plethora of supplies that the town needs.

The distance from Leilon to Phandalin is only twenty-one miles or so, but the route goes through forest and grassland unsullied by anything resembling a road or a path. Pinchwit wants to keep the flock off the main roads.

Additionally, goats are not the most obedient animals in the wide kingdom of creatures. They can only travel about three miles per day, making the trip to Phandalin a seven-day ordeal. And with a couple hundred unruly goats, what could possibly go wrong?

ENCOUNTERS ON THE WAY

The characters have the following encounters as they travel to Phandalin.

GOAT CHECK

At some point during the trip, a pair of **wyverns** fly above the goat-train heading for Phandalin. The wyverns do not attack; even with their limited intelligence, they understand that such a large group of people could prove dangerous to them.

The goats, however, panic at the sight of these large predators, causing them to flee in every direction. The characters must do everything in their power to keep the goats together, because the wyverns do not hesitate to pick off stragglers.

Herding. When the goats bolt, each character can attempt a DC 10 Wisdom (Animal Handling) check. If at least half of the checks succeed, the characters manage to keep the herd together, and the wyverns move on to easier pickings. If the checks fail, the herd breaks up, leaving many goats vulnerable to wyvern attacks. If this happens, the characters have a choice:

- They can stay together, saving half the herd but losing many of the goats to the wyvern attack. This reduces that money that the town could make from the merchant.
- They can split up and each go after one of the groups of goats that split off. That means, however, that half the group must fight one wyvern, and the other half must fight the other, and they are 3000 feet away from each other, likely unable to help each other.

HUNGRY OGRES

One night (or day if the situation dictates), while the traveling goat show is resting for the evening, a family of ogres catches their scent. Being ogres, always hungry and particularly grumpy around goats, the ogres decide to attack.

Assuming some of the characters are sleeping for the night, anyone on guard duty can attempt a DC 15 Wisdom (Animal Handling) or Wisdom (Insight) check to notice that the goats are getting restless. This gives those on guard three rounds to wake up any sleepers and take precautions.

After three rounds, the **ogres**, numbering three plus one per character, excluding sidekicks, charge out of the darkness and begin grabbing goats. When the characters intervene, the ogres drop the goats and attempt to smash the adventurers.

YOUR CAMPAIGN, YOUR PHANDALIN

Since this adventure and the ones that follow were designed to continue the story of **Dragon of Icespire Peak**, there's a good chance your players have already interacted with the NPCs in the town of Phandalin. If that is the case, then they have their own stories and their own relationships with the people of Phandalin. The town and the NPCs, as they are presented here, should be seen as just the beginning. You should change the attitudes of the NPCs, or the actual NPCs themselves, based on what has come to pass in your campaign.

If the characters have not been to Phandalin, you can learn more about the town in the D&D Starter Set or D&D Essentials Kit. If you do not wish to purchase any products that detail Phandalin, you can create your own Phandalin based on the areas described in this adventure.

ARRIVAL

When the characters arrive in Phandalin, Pinchwit scurries off to Barthen's Provisions to finalize the deal. The characters are free to go to the merchant's establishment with her, or they can explore the town, picking up a wagon and the supplies needed by the town of Leilon.

If the characters are heroes of the town, they are greeted as such wherever they go. Townsfolk who know them offer free food and drink, with plenty of handshakes, pats on the back, and requests for autographs.

ON THE TOWN

As the characters go about the business of procuring and securing wagons, horses, and the supplies needed back in Leilon, they might learn about some spies who have recently arrived in Phandalin, some working for the Cult of Talos, and others employed by Ularan Mortus and the followers of Myrkul.

STONEHILL INN

This is a modest, two-story roadhouse with rooms for rent and a common area for purchasing food and drink. Toblen Stonehill, a short, friendly human, runs the establishment.

While the characters are in the common room at night, Toblen looks up as the door opens. The door closes quickly without anyone entering, and Toblen shakes his head in wonder. He says he thinks it was Argus Skeel who just opened the door and left immediately. Skeel is a newcomer who claims to be a prospector but never seems to be prospecting. He only comes around at night.

Following Skeel. If the characters leave quickly, they can spot Skeel ducking into an abandoned shack on the edge of town with a successful DC 16 Wisdom (Perception) check. Skeel lives in the cellar of this building with a number of ghouls that he commands. (See "**The Attack**" below for more information on Skeel and the ghouls.) If the characters follow Skeel into the shack, they cannot find him. A DC 20 Intelligence (Investigation) check finds the secret door in the floor leading to the basement, where the undead hide. If the characters find and deal with them here, the undead don't attack as the characters try to leave town.

LIONSHIELD COSTER

Linene Graywind, a middle-aged woman, runs the coster, and she sells the horses that the characters need for Leilon. She doesn't have any carts for sale but tells the characters that they can probably pick some up at the Miner's Exchange in town.

Linene has a new assistant, a red-haired elf going by the name of Velleen Firecrow. Velleen makes deliveries and manages trade in the surrounding area, with a team of kobolds who seem to adore her. Velleen is also a member of the Cult of Talos, acting as a spy for the comings and goings in Phandalin. (See "**The Attack**" below for more information on Velleen and the kobolds.)

If the characters find the Talos symbol at the Shrine of Luck and show it to Linene, she recognizes it as something Velleen wears as a brooch, although she hasn't seen her wearing it in a couple of days.

If the characters approach Velleen about her lost brooch, the cultist and her kobold servants attack. If they are defeated, the characters do not have to face them later as they pack to leave the town.

BARTHEN'S PROVISIONS

Elmar Barthen runs this general store with help from his two assistants, Ander and Thistle. Elmar and Ander know rumors and are happy to spread them, but Thistle is a little more reluctant to talk. A successful DC 15 Wisdom (Insight) check reveals his nervous reticence.

If the characters push him for information, he can be prompted to talk with a DC 15 Charisma (Intimidation or Persuasion) check. He then admits that he has taken a liking to Velleen, the new assistant at the Lionshield Coster. They were spending time together, getting to know each other, when she started talking about some scary stuff. She believes the Stormlord is going to come and wipe out the weak and the nonbelievers, and that he should join her. He's avoided her since then.

PHANDALIN MINER'S EXCHANGE

The characters can procure carts and wagons at the Phandalin Miner's Exchange, which is operated by the crafty Halia Thornton. Halia knows about the spies in town, but she won't reveal anything without getting paid at least 50 gp for the information.

She is willing to tell the characters as much or as little information as you want her to provide. And if the characters treat her rudely or try to pay her less than she asks, she happily tells Skeel, Velleen, or both exactly what the characters know and what their plans are.

SHRINE OF LUCK

The characters were asked by the Leilon town council to pick up ten vials of holy water at the shrine. When the characters arrive, the place is empty, and the shrine has been ransacked. There is no sign of anyone who worked here, but with a successful DC 15 Intelligence (Investigation) check, the characters find a silver pin displaying three parallel lightning bolts. This should indicate to them that worshippers of Talos are in town.

TOWNMASTER'S HALL

This stone building has a wooden roof, a bell tower in the back, and an empty job board in the front. Harbin Wester, the townmaster and a wealthy banker, is polite if the characters see him, although he seems to be worried and fretful—more so than usual.

If the characters ask, he confides in them that the weather has been particularly fierce recently. Winds have come out of nowhere and damaged buildings, and three people have been struck by lightning.

Also, a few people seem to have gone missing over the last couple of tendays. No one can say for sure, because the people who may be missing are visitors or travelers with no ties to Phandalin. It's possible that they simply left town, but some of them seemed to indicate that they were going to be around longer.

THE ATTACK

When the characters are packing up to take the supplies back to Leilon at the end of their visit, the spies from both the Cult of Talos and the followers of Myrkul independently decide they are too big a threat to let live. (If the characters have already dealt with both spies, this encounter doesn't happen.)

Use the Backlot Map to run this encounter. As the characters load the wagons, storm clouds descend and block the sun. Argus Skeel (**male vampire spawn**) and two **ghouls**, plus one ghoul per character, including sidekicks, approach. If it is daylight, Argus wears heavy clothes to protect himself.

At the same time, Velleen Firecrow and two **kobold dragonshields** (see **appendix A**), plus one dragonshield per character, including sidekicks, approach from the other direction. Velleen is a female Damaran **master thief** (see **appendix A**).

As the combat begins, the two evil groups recognize each other, and also attack one another when appropriate. (See "Running a Three-sided Battle" sidebar for advice.)

RUNNING A THREE-SIDED BATTLE

Combat is a highlight of the game for a large number of players: they love the challenge, the tactics, and the drama. A battle involving three different sides at the same time can provide all of those highlights writ large. Running such a combat, however, takes care and practice. With a three-sided combat, it is very easy to simply overwhelm the characters if you turn all the attention on the party. On the other hand, such a combat can be too easy if the other two sides simply wipe each other out while the adventurers watch. Below are some tips for running a three-sided combat:

- Start by focusing most attacks on the characters. Doing this establishes the tone and danger of the situation quickly. The players should be aware from the outset that if all the enemies turned on them at once, the encounter would likely go very poorly for them.
- Keep a close eye on the hit points of the characters. When the adventurers begin to feel a sense of hopelessness or peril beyond their capability, then have the other sides focus on each other for a while, giving the characters a chance to recover and regroup.
- Encourage tactical thinking. If one of the sides of the battle consists of savage monsters or mindless undead, give clues that they attack the nearest enemy rather than thinking tactically. This might encourage characters to move away from those enemies, or push other enemies into their path. This highlights the kind of tactical play that some players thrive on.
- End dramatically. Three-sided battles can sometimes take longer because of the number of combatants participating. Use your discretion as the DM to have the excitement of the battle build up rather than fizzle out. When it's clear that the characters have the upper hand, turn on the monster toward them. But when it is clear that the characters will be victorious, have the remaining enemies fall quickly to avoid a drawn-out and anticlimactic denouement.

BACKLOT IN TOWN

1 square = 5 feet



Map 4: Backlot in Town

AFTERMATH

After the characters have dealt with the spies, either individually through investigation or at once as they are packing to leave, the characters can search them for clues.

The ghouls working for Skeel bear the same skull marks at the ones who attacked the Wayside Inn during the introduction of this adventure. Skeel's clothes are riddled with thorns and barbed seeds from plants that are only found in the Mere of Dead Men. This can indicate to the characters that the larger undead threat may stem from that marsh.

Velleen and her kobolds each conceal hidden symbols of the Cult of Talos. She also carries a case containing a pair of lenses and a note in Common that says, "The lenses show the secrets of the map." If these lenses are used to view the map found in the basement of the Wayside Inn, it reveals secret writing that points out various other locations of Cult of Talos activity up and down the Sword Coast, with the Thunder Cliffs circled as the central hub of activity.

FOUL WEATHER AT WAYSIDE

"FOUL WEATHER AT WAYSIDE" IS BALANCED FOR characters of 8th level, though characters of 7th level should be able to survive the encounters.

LOCATION OVERVIEW

As the characters played the "**Attack on the Wayside Inn**" introductory encounter earlier in this adventure, they should be familiar with the place, as well as the key NPCs who work and dwell there. However, they probably did not learn all of its secrets!

Most of the staff employed at the Wayside Inn are cultists of Talos who follow the dark teachings of Fheralai Stormsworn, a priest of the Stormbringer. Although the inn's owner does not know this, the bartender, Backes Dunfield, is a lieutenant of Stormsworn, fully pledged to the subjugation of the Sword Coast by his master. The rest of the cultists at the Wayside Inn see Backes as their leader however, to be protected and obeyed in any circumstance.

The local cultists have received orders to kidnap a local bard, Tarbin Tul, and then turn the Wayside Inn into a shrine to Talos. From this point, they would establish a series of shrines up and down the High Road, allowing them to bend the weather to their will and choke off travel and trade between the civilized areas of the northern Sword Coast.

As they draw power into the shrine within the Wayside Inn, the cultists summon storms to do the bidding of their master. This results in foul weather and raging skies appearing right above the inn, while the rest of the area is sunny and calm. If the adventurers can intervene in time, they can stop the ritual and save Leilon from destructive weather in their immediate future.

QUEST GOALS

To complete the Foul Weather at Wayside quest (see "**Leilon Quests**"), the adventurers must defeat the cultists of Talos at the Wayside Inn, destroy the shrine of Talos before it is fully activated, rescue the sacrifices, and find clues to the location of the cultists' hideout at the Thunder Cliffs.

THE POWER OF THE ECHO

In a D&D adventure, as in any narrative enterprise, repetition is a powerful tool. Images or symbols, when repeated, become a pattern that strengthens a story. Subtle differences in repeated scenes can add to the horror, comedy, or drama of a situation.

In this case, the characters return to the location of the first encounter in this adventure: the Wayside Inn. Some of the descriptions, details, and actions in this encounter are meant to echo that first encounter. If you remember some of the actions that the characters took in that encounter, feel free to add your own echoes.

For example, if the characters danced in the common room during their time at the Wayside Inn previously, the ritual being performed by the cultists could incorporate movement that harkens back to that dance. Although it's a small detail that a typical player might overlook, if even just one of your players gets chills or a laugh because of the echo, it's worth the effort.

TRAVEL TO THE INN

One morning, the adventurers awake to a beautiful, sunny day. To the north, however, in the direction of the Wayside Inn, storm clouds are gathering: very strange storm clouds in the shape of three swirling lightning bolts.

The town council sees this strange phenomenon and becomes concerned. Earlier that morning a group of settlers left to pick up supplies at the inn. The council asks the adventurers to investigate immediately.

A Violent Atmosphere. As the party is gathering their equipment and preparing to leave town, the group of settlers dispatched earlier returns, without the goods they were sent to retrieve. The group is soaking wet, and one of the larger carts is being pulled by one horse instead of two.

One of the two soldiers that was accompanying the caravan reports that when the group got within a mile of the inn, the weather became so violent they couldn't continue. The driving rain, fierce winds, and hailstones the size of apples impeded progress to a crawl, and then one of the horses was struck by lightning and killed.

When they retreated just a few hundred yards back down the High Road toward Leilon, the weather was perfectly calm again. The group decided not to risk trying to complete the journey to the inn, but the other soldier sent to guard the caravan agreed to stay and keep an eye on the situation.

ENCOUNTERS ON THE WAY

The characters have the following encounters as they travel to the Wayside Inn.

Armor of Talos. When the characters get to the point where the bad weather starts, the soldier who stayed behind to observe is being attacked by the three suits of armor. (The characters might remember the armor from the Wayside Inn on their previous visit.) Use the following read-aloud text to set the scene:

A wall of storms surges and howls in the distance. The sunny, mild weather gives way immediately to rain and hail, violent winds, and electrical discharges. Passing in and out of the wall are three figures in plate armor, each swinging a flail at a lone figure in splint armor wielding a longsword. The lone fighter, taking on the three in plate, wears the emblem of the Leilon garrison.

The soldier, a **veteran** named Emmalou, is fighting off three **air elemental myrmidons** (see **appendix A**). These suits of armor were the same ones crafted by the Wayside Inn's blacksmith, Teega. If the characters don't remember seeing the armor on their previous encounter at the inn, feel free to remind them. Also, if any character stole a suit of the armor and is wearing it now, it falls off the character and animates as another hostile air elemental myrmidon!

Curse of Talos. If a character is hit with a lightning strike attack from any of the myrmidons, and then fails their saving throw and becomes **stunned**, a mark resembling three parallel lightning bolts appears on their head. It can only be removed by a remove curse spell, and its effects are noted later in this quest.

Note that three of these creatures is a deadly encounter, even for 6 characters of 8th level. For fewer characters, or for lower level characters, have the enemies start at half their normal hit points, and allow Emmalou to assist the characters for longer than normal by increasing her hit points.

The Creeping Storm. The combat takes place at the edge of where the stormy weather rages. The air elemental myrmidons are bolstered by the storm but are weaker when outside it. The edge of the storm expands outward at a rate of 5 feet per round, on initiative count 20.

If the myrmidons are within the storm, their melee attacks are made with advantage. If they can be tempted outside the storm's area, they attack with disadvantage and have disadvantage on saving throws. They move out of the storm only if they have no targets to attack in melee within the storm.

Aftermath. If the characters defeat the myrmidons and Emmalou is still alive, the salty and experienced survivor of many battles can relay the following additional information:

- The stormy area is slowly growing larger. Emmalou had to retreat several hundred yards to remain outside the zone. She has no idea what is causing it, but such blatant and powerful forces of magic are nothing she wants to be involved with if she has a choice in the matter.

- When she was in the stormy area, the lightning was everywhere, but it never struck the suits of armor even though they were made of metal.
- She was almost struck a few times, but she kept repeating prayers to Talos, and she thinks that is the only thing that saved her.
- She does not want to enter the stormy area and does not do so unless a character convinces her with a successful DC 20 Charisma (Persuasion) check.

LIGHTNING STRIKES

When the characters enter the storm zone around the Wayside Inn, they must contend with the weather, which becomes an enemy more deadly than most they have faced.

As the party travels to the Wayside Inn through the storm, have each character roll a d6 for the number of times they are struck by lightning as they approach. If a character attempts to pray to Talos and succeeds on a DC 15 Intelligence (Religion) check, they are not hit by any of the strikes.

For each strike, a character must succeed on a DC 15 Constitution saving throw or take 10 (3d6) lightning damage, or no damage on a successful save.

Any characters carrying the cursed symbol of Talos from the fight with the myrmidons has disadvantage on those saving throws as well as on the checks to pray to Talos to be spared.

ARRIVAL

When the characters arrive at the inn, use the following read-aloud text to describe the situation outside the inn:

The buffeting winds and violent precipitation grow more intense the closer you get to the inn. Your vision is hampered to the point you can only see clearly within thirty feet.

Lights coming from the inn reveal a strange scene. Six humanoid creatures stand at the main doors, the same doors that the undead creatures were attacking the first time you encountered this place. The figures seem to be pounding on the doors, although they are hampered by the weather.

THE VICTIMS

The creatures clawing at the doors are not monsters at all. The cultists have used small tridents to impale six humanoids victims to the doors, leaving them to die as offerings to power their terrible ritual.

Once characters are within 30 feet of the poor souls, they can attempt a DC 15 Wisdom (Perception) check, with disadvantage due to the pouring rain, to realize that these people (**commoners**) are staked to the doors by small tridents and trying to pull themselves off. They each only have 1 hit point and are **restrained**.

Unless the tridents can be pulled out with a soft touch, requiring a successful DC 15 Dexterity (Sleight of Hand) or Wisdom (Medicine) check, the removal does 4 (1d8) points of damage, and easily kills the victim.



Map 5: Wayside Inn

INSIDE THE INN

The cultists of Talos are performing a ritual inside the Wayside Inn. The doors and windows to the building are locked but can be opened with a successful DC 15 Dexterity check using **thieves' tools**. Also, the doors and windows have an AC of 12 and break with 25 points of damage.

Magical runes, as per the **glyph of warding** spell, protect the cloak room and barn doors. If the party opens the doors without first removing or disabling the runes, they take thunder damage as per the spell.

A window at the back of the inn on the second floor is open (see "**The Upstairs**" below). A successful DC 10 Strength (Athletics) check to climb to the window gives characters access to the inn without having to go through the more dangerous front doors.

The Common Area and Courtyard. In the common area and courtyard, the ritual is underway to fully activate the **statue of Talos**, which is currently in the basement.

THE RITUAL

Backes (Illuskan human **gladiator**) leads the chanting in the common area as **cult fanatics** (one for every two characters rounded down, excluding sidekicks) walk back and forth between the common area and the courtyard, making sure the ritual is progressing according to plan. Spread out between the two areas are **cultists** (one per character) with tridents, guarding several bound victims who will be sacrificed at the conclusion of the ritual.

The ritual takes 10 minutes to complete after the characters arrive on the scene. If they do nothing but watch, describe how the chanting from inside gets louder, how the weather gets darker and even more dangerous, and how terrible faces appear in the clouds. If this doesn't urge them to act, the ritual will be completed, and the adventurers must deal with the consequences (see "**Aftermath**" below for details).

Upstairs. The cultists believe they cleared the rooms of all guests, using them as sacrifices to power their ritual. However, one sneaky individual avoided capture.

In the posh room at the end of the hallway (Room C on the map), a gnome **apprentice wizard** named Cray Onderquill hides beneath the bed. She was traveling from Neverwinter to Waterdeep on an errand for her master, and she decided to stay the night. When the cultists began grabbing people, she used **disguise self** to imitate a cultist, and then snuck away here to hide. She thought about climbing out the window but is afraid the fall might kill her. She is willing to help the characters in an assault on the cultists, if only by lending her expertise in Arcana to figure out what's happening with the ritual.

Cray also reveals that not all the captives taken by cultists were impaled on the doors: the inn's owner, Martisha Vinetalker, was dragged into the basement, and a local bard, Tarbin Tul, was taken away on horseback. Cray thinks the cultists had strict orders to capture the bard alive, as he heard them talking about being careful with Tul.

The Basement. The basement houses the shrine to Talos, where the energy from the ritual is being focused. When the characters lower themselves through the trap door into the basement, use the following read-aloud text to set the scene:

Crates, barrels, and other containers holding food and drink have been pushed aside to make room for a large copper statue at the far side of the room. The statue depicts a four-armed storm god holding lightning bolts in each hand.

Before the statue stands Teega the smith. In the corner behind the statue, Martisha, the inn's owner, is bound with rope. Her face is bruised and bloodied, but she bears no mortal wounds.

Help. Martisha Vinetalker, owner of the Wayside Inn, is bound in the corner, watching the proceedings with a mix of anger and terror. If the adventurers free her, she joins the battle to help the party defeat the threat. Although she's now a respectable innkeeper, Martisha is a former **bandit captain** who's weapons are close at hand.

AFTERMATH

If the characters can defeat the cultists and the statue before 10 minutes have elapsed, the storms gathering above the inn dissipate immediately, returning the calm and peaceful weather to the area.

Failure. After 10 minutes have passed, the ritual has been completed. The characters can still defeat the enemies, but they must now deal with the weather. Until they defeat Fheralai Stormsworn, the weather along the Sword Coast grows more and more volatile. Land travel becomes difficult as the days pass, and the seas become rough. You, as the DM, can make the consequences of this foul weather as great or severe as you wish.

Treasure. In sacks stored in the basement, the party finds 500 gp, 5 **potions of greater healing** a **spell scroll** of **call lightning**, and a **ring of water walking**. More importantly, they find a clue to the location of the local headquarters of the Cult of Talos.

Clues. The map shows a sketch of the Sword Coast between Waterdeep and Neverwinter. Dozens of points are highlighted on the map, representing places where the Cult of Talos hopes to establish shrines. A defeat here sets those plans back months, if not years.

If used in conjunction with the magical lenses found in the following "**Aid from Phandalin**" quest, the characters can pinpoint a key location in the Cult of Talos' plans: the **Thunder Cliffs**.

HOUSE OF THALIVAR

"HOUSE OF THALIVAR" IS BALANCED FOR characters of 7th level, though characters of 8th level will still find parts of the quest challenging.

LOCATION OVERVIEW

Two hundred years ago, the wizard Thalivar settled in Leilon and raised a high tower as a laboratory for his magical studies. Thalivar's field of interest was the planes of existence. At the top of his tower he erected a planar beacon that shone into other worlds, drawing strange creatures like moths to a flame and paralyzing them for his studies. Over the years, the reclusive wizard filled the tower's library with his research and built an impressive menagerie of monsters.

One summer, Thalivar stopped visiting the town for supplies. The locals who entered his tower to investigate didn't return, and the House of Thalivar became a shunned site at the heart of Leilon, drawing adventures from afar to plumb its mysteries for treasure. When the cataclysmic Spellplague wracked Toril, the magic of the tower's planar beacon was redirected outward into the town, freezing the inhabitants where they stood and bringing ruin to the settlement.

Forces from Neverwinter tore down the planar beacon and are refurbishing the tower for use as a garrison building. These efforts are led by Gallio Elibro, a powerful wizard and ranking member of the Order of the Many-Starred Cloak.

Gallio has secret orders from his superiors to seize Thalivar's research and rebuild the planar beacon in a stronger form. Unfortunately, his efforts are hampered by ghostly activities inside the tower, which have driven away his military work crew. Gallio is unaware that Thalivar's spirit haunts the tower and possesses him each night to carry on its research!

QUEST GOALS

To complete the House of Thalivar quest (see "**Leilon Quests**"), the adventurers must destroy Thalivar's ghost or lay it to rest without harming Gallio Elibro.

TRAVEL TO THE TOWER

The House of Thalivar perches on a rocky crag in the center of town. The locals shun the place, and the bluff is overgrown with brambles and thorn bushes. A beaten trail made by soldiers winds up to the foot of the tower.

ENCOUNTERS ON THE WAY

The characters have the following encounters as they ascend to the tower.

COWARDLY SOLDIERS

As the characters begin their ascent, they encounter four soldiers arguing on the path: two humans named Erlum and Koz, a timid dwarf named Gori, and Sgt. Yorrum. All three **guards** wear the tabards of the Neverwinter soldiery. The soldiers warn the characters against venturing up to the haunted tower. If questioned, they reveal the following information:

- The soldiers were working on the tower's reconstruction, but they fled last night after seeing a ghost.
- Before seeing the ghost, they experienced many odd occurrences: missing tools, strange chills, and spooky whispers.
- The ghost manifested as an old man with wild hair and burning eyes. They were working on the tower's third floor when it appeared.
- Their leader, the wizard Gallio Elibro, is still up at the tower. The soldiers are too scared to go up and check on him.

Any character who succeeds on a DC 12 Wisdom (Insight) check discerns that the soldiers are holding something back. If pushed, they reveal another clue:

Gallio Elibro has been acting strangely. He appears overtired, and he's been spotted at night wandering around in his nightgown and muttering to himself.

STRANGE SIGHTING

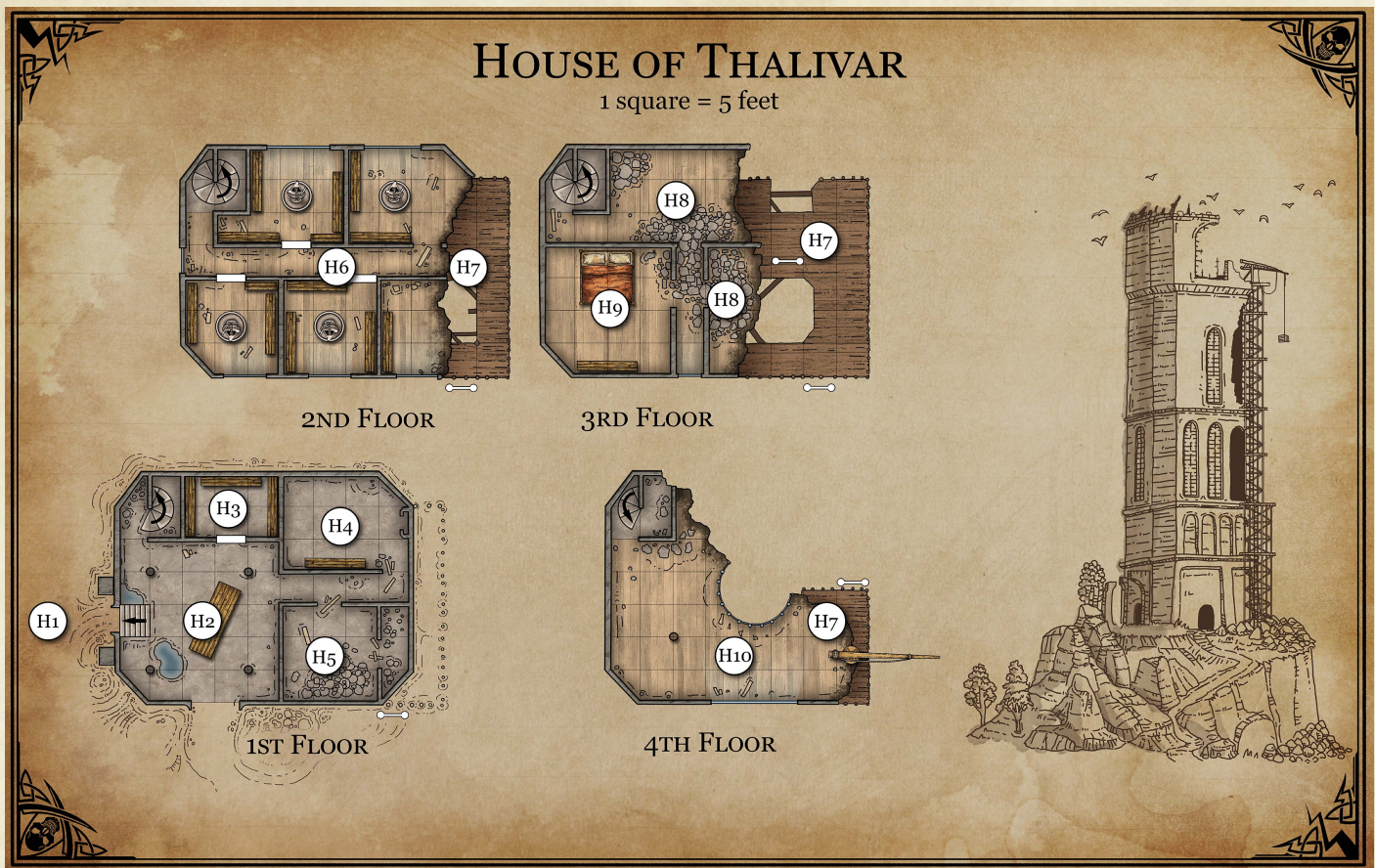
Nearing the top of the crag, the characters spot a figure watching from the crest of the hill: a dark-skinned Turmish woman wearing chainmail armor. She retreats as the group approaches and is soon lost from sight. Characters who've seen the painting of the Swords of Leilon notice a startling resemblance to one of the long dead heroes. When they reach the tower, the woman is nowhere to be seen.

ARRIVAL

When the characters arrive at the tower, read the following boxed text aloud:

A tall, ruined tower thrusts skyward from the summit of the crag. Its uppermost floor is blackened with soot and has been cracked open like an egg, with a fissure extending down one side of the building. Wooden scaffolds have been recently erected along this flank and work is clearly apace to rebuild the structure. At the foot of the tower, two ruined arches open into the interior.

The tower is unguarded, and the only person present is the wizard Gallio Elibro. Refer to "Dealing with Gallio Elibro" if the players call out for the wizard, or "House of Thalivar Locations" if they choose to explore.



Map 6: Ruined Tower (Leilon)

DEALING WITH GALLIO ELIBRO

Gallio Elibro is a short-tempered male Rashemi **mage** (with the **legend lore** spell prepared instead of **cone of cold**). His relentless studies have pushed him to the brink of **exhaustion** and his sleep is troubled (since he doesn't know that the ghost of Thalivar possesses him each night when he sleeps). Gallio wears an ink-stained robe and his curly black hair is tousled. His fingertips are stained with purple ink.

Gallio is furious that his workers have abandoned their duties. He beseeches the group to rid the tower of any spectral presences so his people can return and finish the job. Gallio has not seen any spirits, but he doesn't doubt the word of his underlings. He remains in his study (**area H3**) while the characters explore. Gallio can recount the history of the tower to anyone who enquires.

GALLIO'S POSSESSION

Each night, Thalivar's **ghost** emerges from the Ethereal Plane to possess Gallio while he's sleeping. Unlike normal ghostly possession, Gallio remains unaware that his body has been hijacked and placed under the effects of the **spider climb** spell. He crawls around the tower in his night gown, peers worriedly at the pile of rubble at the top of the tower, and scribbles in Thalivar's old journal (**area H9**). If confronted, he uses Horrifying Visage to scare away his enemies or tries to defeat them in combat (see "**Confronting Thalivar's Ghost**" for information on how the ghost fights). Thalivar does not hesitate to abandon Gallio's body if he feels threatened.

GHOSTLY EVENTS

Thalivar's ghost tries to scare away anyone who enters his tower. As the characters explore, roll on the Ghostly Events table to introduce creepy phenomena, or invent your own!

GHOSTLY EVENTS

d6 Event

- 1 A sudden gust of wind extinguishes any open flames.
- 2 A character sees their own reflection age in a puddle or pane of glass.
- 3 Books hurl themselves from a shelf.
- 4 Any pets or animals with the group hiss, bark, or back away from an empty corner of the room.
- 5 Any rations that the group carries with them suddenly spoil and rot.
- 6 A voice is heard whispering from a dark corner, but nobody is there.

CONFRONTING THALIVAR'S GHOST

Characters may try to summon Thalivar's **ghost** using magic, a séance, or any other ploy they can devise. Remember that his spirit is insane and believes it is living in a nightmare. It does not want to parley and retreats into the Ethereal Plane at the first sign of trouble.

Once per day, when Thalivar's ghost returns to the Ethereal Plane, it chants a magical phrase that summons a **star spawn mangler** (see **appendix A**) into the tower for every two members in the party, including sidekicks. Defeating Thalivar's ghost in combat is difficult, so the players are better off finding a way to lay it to rest using the clues in the tower.

TOWER FEATURES

The House of Thalivar is an 80-foot-tall stone tower that has fallen into ruin.

Ceilings. Ceilings inside the tower are 20 feet high and vaulted. The fourth floor is open to the sky, and a large portion of the third-floor ceiling has caved in where the planar beacon once resided.

Light. By day, sunlight punches into the upper floors through breaches in the outer wall or through high windows. The first floor remains gloomy and dimly lit even by day.

Doors. Doors are made of wood and are unlocked and badly rotted. They all creak loudly when operated.

Dangerous Floors. Some sections of floor are perilously weak and rotten. If a creature weighing more than 200 pounds enters these areas, the floor collapses underneath them. The creature must succeed on a DC 15 Dexterity saving throw or fall 20 feet to the floor below.

HOUSE OF THALIVAR LOCATIONS

The following locations are keyed to the map of the House of Thalivar.

H1. TOWER EXTERIOR

The tower rests on a rocky plateau. A grand portico once abutted the building to the west, but it fell long ago and only a few broken arches of masonry remain. The eastern side of the tower is undergoing repair; from here, characters can climb a ladder to ascend to the scaffolds at **area H7**.

H2. ENTRY HALL

The hall is strewn with rubble. Puddles of muddy rainwater pool over the floor and starlings' nest in the eaves of the arched ceiling. There is a large banquet table bearing eight soldiers' backpacks.

Treasure. The packs contain three **potions of healing**, five **healer's kits**, and 123 gp. However, these items belong to the soldiers, and Gallio won't be pleased if the characters ransack them.

H3. GALLIO'S STUDY

The walls of this study are lined with bookshelves housing dozens of musty scrolls and journals taken from the library on the second floor. Gallio Elibro spends most of his waking hours in here, attempting to decipher Thalivar's coded research notes (see **area H6**). See "**Dealing with Gallio Elibro**" for advice on roleplaying the wizard if he's present when the characters enter the study.

H4. KITCHEN

The tower's kitchen remains unused and is covered in a layer of masonry dust and rubble. The chimney over the hearth ascends for half the height of the tower before opening onto the breached third floor.

H5. SERVANT'S QUARTERS

Thalivar was tended by his loyal faerie servant, Soapwort, who died when his master accidentally released a menagerie of extraplanar monsters into the tower. Soapwort's chamber has long since caved in, and his bed is buried underneath a pile of rubble. Characters who spend at least 30 minutes clearing the wreckage discover humanoid bones crushed underneath. Those who succeed on a DC 12 Intelligence (Medicine) check while examining the bones identify that they are fey in origin.

RAISING SOAPWORT

Characters who've read Thalivar's journal (**area H9**) may be interested in raising Soapwort from the dead. If they have the mean to do so, the mysterious faerie agrees to help lay Thalivar's ghost to rest. The old mage gladly listens to Soapwort and is laid to rest when the faerie tells him that this life is but a dream. Soapwort returns to the Feywild when his job is done.

Casting **speak with dead** is fruitless, as the corpse no longer has a mouth through which to speak.

H6. LIBRARY

These ruined chambers contain high shelves stacked with Thalivar's moldering research notes. Each chamber houses a large statue of a peasant girl with her forefinger pressed to her lips in a hushing gesture. Characters who succeed on a DC 15 Intelligence (Religion or Arcana) check recognize her as Mystra, goddess of magic.

Thalivar's notes are written in pictographic code. Using magic, nothing short of a **wish** spell can decipher them. Without such magic, Gallio must decrypt them himself using laborious trial and error. The task is highly taxing but Gallio is committed to seeing it through. At short notice, characters who examine the notes are unlikely to have any epiphanies.

Trapped Statues. These magical traps were disarmed by adventurers long ago. Close examination reveals that each statue has a vandalized magical symbol carved into its back. Characters who succeed on a DC 15 Intelligence (Arcana) check identify these as sigils of transmutation magic. If a symbol is mended or reworked, the statue comes to life and attacks intruders. The statues are **stone golems**, except that their size is Medium. They only attack creatures they can hear, always targeting the creature making the most noise. If this is unclear, they target the creature with the lowest passive Dexterity (Stealth). The statues never leave the library.

H7. SCAFFOLDS

The soldiers have shored up one side of the tower with scaffolds. Ladders link the rickety scaffold platforms and a winch at the top is used to hoist timber and masonry between floors.

H8. COLLAPSED ROOMS

These rooms have collapsed entirely, choking this floor of the tower from floor to ceiling. The soldiers were in the process of clearing this rubble when they fled the tower and their picks and shovels still lie where they fell. Clearing the rubble would take one person a week of hard labor.

H9. THALIVAR'S BEDROOM

This chamber is sealed behind rubble. A broken window is the only entrance, but an enchantment woven into the window frame prevents most creatures from entering. Any time a creature attempts to pass through the window it must make a DC 20 Wisdom saving throw. On a failed save, the creature forgets what it's doing and moves off to do something else. If it tries to enter the window again within the next hour, it automatically fails its saving throw. When Gallio is possessed, he can crawl freely through the window without being affected.

The ruined bedchamber belonged to Thalivar and still contains his bed and writing desk. A journal lies open on the desk next to a recently uncapped ink pot. Characters who examine the journal discover that it is at least a hundred years old and written in the same hand throughout—yet there is a hundred-year gap between the older entries and the newest ones, which resumed just a few days previously. The journal is written in purple ink. Give the players the "Thalivar's Journal" as a handout, the content of which is reproduced in the sidebar below.

THALIVAR'S JOURNAL

This journal belonged to the wizard Thalivar and details the studies he conducted inside the tower using a device called the Planar Beacon. The light of this artifact drew creatures from across the planes and trapped them inside the tower for him to study. The journal reveals how Thalivar's beacon unearthed a powerful magic item named the Ruinstone. Thalivar devoted himself to acquiring it—but whether he found it or not is a mystery. The entries stop here for over a hundred years.

Dates on the entries and the freshness of the ink reveal that the later entries have been made in the last few days. Thalivar describes how he visits a ruined version of his tower in his dreams each night. In this dead world, he is drawn to a pile of rubble in the ruined chamber where his beacon once lay. Each time he draws close to the rubble, a terrible dread holds him back. Thalivar wishes his faerie servant Soapwort were here to assure him that he's dreaming, but the faerie never turns up. Thalivar prays that these nightmares will end soon so he may resume his studies in peace.

H10. BROKEN BEACON

This chamber once housed the planar beacon, but it is now in ruins and open to the sky. Prisoner cells line the walls, with bars broken and bent open as though whatever creatures were trapped within somehow broke out.

Characters who search through the rubble unearth Thalivar's shattered skeleton. If these remains are buried using the **ceremony spell**, Thalivar's haunt is put to rest.

GHOSTLY FAREWELL

If the characters succeed in laying Thalivar's ghost to rest, they notice the same Turmish woman they saw earlier when they descend the hill back to town. This time, she raises her sword in a silent salute before disappearing.

MISSING PATROL

"MISSING PATROL" IS BALANCED FOR CHARACTERS of 7th level, although characters of 8th level should also find the quest challenging.

This quest is suitable to play after the characters have rescued Leilon in "**A Normal Day in Leilon**", but before they find all the clues that lead them to the final quest: "**Thunder Cliffs**."

A half-orc stonemason named Breltora Red-Eye approaches the characters one morning, a worried expression on her face. She is friends with one of the soldiers, Private Vester Jessup. He works under Sgt. Yorum, and he was set into the Mere of Dead Men as part of a regularly scheduled patrol. Vester told Breltora that Yorum has them patrol the stretch of the High Road that runs along the edge of the terrible swamp to ensure that no dangerous creatures have established lairs there.

Since the reestablishment of Leilon, none of these patrols have spotted anything more dangerous than a nest of snakes or a random alligator. For the first time, however, a patrol has failed to return. The latest patrol, comprised of four soldiers, including Private Vester, is a full two days late. Breltora asks the characters to find out what happened.

If the characters talk to Sgt. Yorum, he brushes off their concerns with a lazy wave of his hand. He says he can't spare any more of his troops to look into the missing soldiers, especially with the recent threats from the lightning worshippers and the undead. He tells the party that they can look for the missing soldiers if they want. If they ask for more information, he sighs and makes a production of pulling out a map to show the party the normal patrol area.

LOCATION OVERVIEW

The Mere of Dead Men is an expansive marsh that has been a bane to travelers along the High Road for centuries. All attempts to tame the wild swamp have failed, as countless threats call the area home: young dragons, trolls, lizardfolk tribes, swamp beasts, and even more aberrant monsters. At best, the forces of civilization hope to keep the High Road safely passable to facilitate trade and travel between Waterdeep and the lands of the north.

Recently, a relatively peaceful lizardfolk tribe living in the vicinity of the High Road was forced to relocate when a group of rot trolls attacked their home. This attack pushed the lizardfolk to move closer to the High Road, putting them into conflict with travelers who assumed that their appearance was an attack. The lizardfolk defended themselves, taking human prisoners, including the four soldiers from Leilon.

The lizardfolk use most of the prisoners as a means to keep the rot trolls away from their traveling village. Prisoners are left tied up in cages, then the lizardfolk move in the opposite direction, hoping the trolls leave them alone in favor of the offering.

QUEST GOALS

To complete the Missing Patrol quest (see "**Leilon Quests**"), the adventurers must find and defeat the leaders of the lizardfolk tribe, fight off any pursuing rot trolls, and rescue the humans taken prisoner. Some of these objectives can be achieved through negotiation or trickery, especially when dealing with the lizardfolk tribe.

TRAVEL IN THE MERE

As the party moves south on the High Road from Leilon, they don't find anything of import right away. Once they find evidence of trouble, they must move off the main path and deeper into the Mere of Dead Men to investigate.

Traveling within the Mere requires ability checks to follow the lizardfolk's trail and avoid hazards and threats (see "**Tracking the Lizards**" below). Any time the party fails at one of these ability checks, roll on the Mere Encounters table below.

MERE ENCOUNTERS

2d6	Event (see below for details)
2-3	Yuan-ti Scouts
4-5	Pit of Snakes
6-8	Quicksand and Alligators
9-10	Troll Brawl
11-12	Hydra Wranglers

ENCOUNTERS IN THE MERE

The adventurers might have the following encounters as they search the marsh for the missing soldiers.

YUAN-TI SCOUTS

A yuan-ti expedition from the serpent kingdom of Najara has been exploring the Mere of Dead Men, assessing it as a location for colonization—and then to serve as a launch point for attacks in the north.

A **yuan-ti abomination** acts as an advance scout for these expeditions. The party comes upon him as he devours a large elk. The abomination does not wish anyone to know of the yuan-ti's plans in this area, so he attempts to kill anyone who sees him. If there are five or more characters (including sidekicks), add a second abomination.

PIT OF SNAKES

The characters lose the trail and wander into an area where swamp gas has built up beneath the surface of the Mere. Characters who succeed on a DC 15 Intelligence (Nature) check realize the gas is present and understand its danger.

A pit of snakes opens to the right of the characters as they pass, and one **giant constrictor snake**, plus an additional snake for every character, including sidekicks, emerges from the pit looking for a meal.

Any magical or normal fire larger than a torch could ignite the swamp gas. Whenever a fire-based spell or effect is used, roll a **d6**. On a 1-2, the gas ignites. If the fire effect has an area, the area of the effect doubles. Also, treat all creatures in the area as being vulnerable to fire to approximate the extra damage done by the swamp gas.

QUICKSAND AND ALLIGATORS

As the party loses the trail for a moment, they stumble into a dangerous part of the marsh with a 10-foot square, 20-foot deep pit of quicksand. Unless the character doing the tracking succeeds on a DC 18 Intelligence (Nature) check, they lead the party into it. When a creature enters the area, it sinks **1d4 + 1** feet into the quicksand and becomes **restrained**. At the start of each of the creature's turns, it sinks another **1d4** feet.

If the creature isn't completely submerged in quicksand, it can escape by using its action and succeeding on a Strength check, DC 10 plus the number of feet the creature has sunk already. A creature that is completely submerged in quicksand can't breathe (see the **suffocation** rules in the **Player's Handbook**).

A creature not sunk in the quicksand can pull another creature within its reach out of a quicksand pit by using its action and succeeding on a Strength check, DC 5 plus the number of feet the target creature has sunk into the quicksand.

While the party deals with the quicksand, a **giant crocodile** and its young (one **crocodile** per 2 characters) emerge from the swamp and attack.

TROLL BRAWL

While following the trail of the lizardfolk, the party comes across three **trolls** fighting over the remains of a lizardfolk who died at the hands of one of the rot trolls. The trolls claw and bite each other, trying to take possession of the tasty lizardfolk remains.

When the characters find the trolls, they are each at half their starting hit points. If the characters can remain quiet, the trolls beat each other up even more, until they are all down to a quarter of their starting hit points.

The first troll to die carries a sack, and in it there are three **vials of acid** (see the **Player's Handbook** for details).

HYDRA WRANGLERS

After hearing rumors of a hydra lairing in the Mere of Dead Men, a Waterdhavian circus owner hired a band of mercenaries to go into the swamp, locate the hydra, capture it, and bring it back to Waterdeep to be the main attraction in the circus. Little did the mercenaries realize that one does not simply capture a hydra.

The adventurers lose the correct trail and pick up on the trail of the mercenaries. When they arrive on the scene, several mercenaries are dead, and the remaining three are preparing to flee.

The **hydra** has a number of active heads equal to the number of characters and 30 hit points per character, excluding sidekicks. The mercenaries are of little use in the battle. They do, however, carry five **vials of alchemist's fire** (see the **Player's Handbook** for details) in order to deal with any extra heads that might spring up. At the end of the battle, the mercenaries offer the characters any vials left over, along with 50 gp for saving their lives.

TRACKING THE LIZARDS

When the party arrives at the area where the map shows the start of the patrol route, they come upon a worrisome scene. Use the read-aloud text below to describe the area:

The map shows that the area you now travel is where the High Road runs into the edge of the Mere of Dead Men. The Leilon soldiers start their patrol into the Mere here. Just off the path, the wet earth is dug up by battle, and bloodstains dot the ground.

An examination of the area finds a broken cart half-buried in the mud, a broken sword blade, and some buttons from a jacket worn by Leilon soldiers. An obvious trail also leads west, deeper into the Mere of Dead Men.

With a successful DC 10 Wisdom (Survival) check, the adventurers can also learn the following:

- A large number of tracks are apparent. Most are made by bipedal lizards of various sizes. Some are boot prints the size of humans.
- There are strange ruts in the mud that look like dual-tracked sleds. The ruts are deep enough that the sleds are probably pulling a great deal of weight.
- On top of the mud along the tracks are several trails of slimy residue, like those created by snails as they move.

FOLLOWING THE TRACKS

Most of the time, the tracks are easy to follow. However, occasionally the trail runs through very swampy water, and tracking becomes more difficult.

In order to catch up to the lizardfolk tribe, the party must succeed on three DC 15 Wisdom (Survival) checks. On a failed check, roll on the **Mere Encounters** table for a random encounter in the swamp. Note that anyone attempting or aiding with the Survival checks to follow the tracks cannot attempt Wisdom (Perception) checks to spot random encounters, as they are too focused on the details of tracking.

After three successful Survival checks are attained, the characters come upon the lizardfolk tribe as they stop for a rest. Move on to "Fighting the Lizards" below.

FIGHTING THE LIZARDS

Use the **Missing Patrol Map** for this encounter.

The characters have braved the swampland, tracking the lizardfolk tribe and their mobile village. The lizardfolk have finally stopped to rest, giving the party the chance to catch them. As the characters come upon the lizardfolk, use the following read-aloud text to set the scene:



Map 7: Lizardfolk Camp

Ahead of you, the sound of murmuring and hissing voices rises above the droning of insects. Several carts fitted with sled rails are being pulled by giant snails with thick appendages protruding from their heads. Most of the carts carry lizardfolk of various ages and size, but two of them bear cages. Each cage contains four humans, and you recognize four of them, by their uniform, as the soldiers you were sent to rescue. A tall lizardfolk addresses the fifty or so of his fellows, and they scatter, performing the tasks of setting up camp. A larger, bestial-looking lizardfolk moves closer to the leader, as if waiting for directions.

Adventurers who understand Draconic learn that the tall lizardfolk is the leader. He is ordering his followers to feed the prisoners and see to the needs of the rest of the group. He also orders the large lizardfolk next to him to go off into the swamp, scout for enemies, and bring back something to cook.

The eight humans inside the two cages include the four soldiers from Leilon, one of whom is Private Vesper, as well as four humans who were part of a merchant caravan that foolishly attacked the lizardfolk when they saw the creatures moving through the swamp.

LIZARDFOLK FORCES

The leader is a **lizardfolk subchief** (see **appendix A**) called Hissain. The large lizardfolk with him is a **lizardfolk render** (see **appendix A**) whom the others call Slosch. The warriors who follow Hissain's orders are normal **lizardfolk**, and there is one per character, including sidekicks. The sleds and cages are pulled by **flail snails** (see **appendix A**), but only one of those creatures' attacks (the one next to Hissain), unless they are attacked first. The rest of the lizardfolk in the tribe are young, elderly, and other noncombatants.

THE UNFOLDING SITUATION

The party might handle this situation in several ways. If they are a typical adventuring party, they charge in without a plan. However, they might favor caution and knowledge over brute force.

A more cautious party can better catch the lizards unaware and might even learn more about the tribe's own troubles. The subchief Hissain orders one of the lizardfolk to start boiling a pot of water to "leave the trolls a distraction." He then discusses plans, after the tribe has rested, to leave the cooked human here, and take the traveling village in a different direction to keep the tribe safe from the rot trolls. This could give the party some information on a peaceful resolution.

If the party approaches peacefully and succeeds on some DC 15 Charisma (Persuasion) checks, they might convince the lizardfolk to release the prisoners if the party defeat the rot trolls for them.

A ROTTEN WAY TO DIE

When you, as the DM, feel it is most appropriate, the interactions between the party and the lizardfolk tribe are interrupted when one of the **rot trolls** (see **appendix A**) infesting the area shows up, looking for dinner.

If the adventurers slaughtered the lizardfolk combatants without trying to parley, they have no assistance in fighting the rot troll. If the battle is still going on, all the remaining lizardfolk combatants immediately turn their attention to the troll. This new situation might be the impetus for a peaceful resolution to hostilities between the lizardfolk and the party.

Defeating one rot troll is a good start, but in order to peacefully release the prisoners, the lizardfolk insist that the characters defeat a total of three rot trolls. They can accomplish this by hunting the remaining two trolls in the swamp, or they can wait until the trolls come to them, which doesn't take more than 24 hours after killing the first.

AFTERMATH

The party can rescue the prisoners either by defeating the lizardfolk tribe, finding common ground with the tribe by defeating the rot trolls, some combination of the two, or by coming up with a solution of their own.

If successful, the characters can free the four merchants, who offer a total of 500 gp for their rescue, and also lead the soldiers back to Leilon.

If the characters were able to strike a deal with the lizardfolk tribe, they might even convince them to move closer to Leilon, where they can establish a mutual defense pact, trade of goods and food, or some other beneficial and peaceful coexistence.

THUNDER CLIFFS

"THUNDER CLIFFS" IS BALANCED FOR CHARACTERS of 8th level, though characters of 7th level should be able to survive the encounters.

LOCATION OVERVIEW

The Thunder Cliffs were named by the people in the area for the sounds that the surf makes as it crashes into this high bluff overlooking the Sea of Swords. The Cliffs rest along the coastline halfway between the Mere of Dead Men and the city of Neverwinter.

The caves at the base of the Thunder Cliffs were once a haven for pirates, smugglers, and legitimate seafaring vessels looking for a safe place to wait out coastal storms. The shore there is inaccessible except by sea, making it the perfect haven for sea travelers.

Unfortunately, the Cult of Talos decided to use the caves of the Thunder Cliffs as a base of operations in the area, turning the place into a graveyard for ships and sailors alike. The anchorites used magic to install dangerous reefs in the area, proving deadly to vessels traveling the coast.

Now the cultists of Talos collect the goods from the wrecked ships to fund their operation. They imprison survivors from the wrecks to sell as slaves, to die in the twisted rites that honor their violent god, or to feed the monsters that share the caves with them.

QUEST GOALS

To complete the Thunder Cliffs quest (see "Leilon Quests"), the adventurers must find passage to the caves of the Thunder Cliffs, navigate the deadly waters, make it to shore when their transportation goes awry, and then clear the caves of the dangers there.

TRAVEL TO THE CLIFFS

Using the map found in the quest "**Foul Weather at Wayside**" and the magical lenses found in the quest "**Aid from Phandalin**," the adventurers should understand that the hub of cultist activity in the area is located at the Thunder Cliffs.

Valdi Estapaar is the best person in Leilon to counsel the characters on finding passage to the Thunder Cliffs. Use the bullet points below to guide that conversation:

- The fishing boats used by the fishing fleet of Leilon are not capable of making the trip to the Thunder Cliffs. The seas have been too rough, and the waves on the open ocean would crush the smaller fishing vessels. However, the town of Leilon will pay for the characters' passage on another vessel.
- Valdi can, however, use her knowledge of the seafarers in the area to find them some possible people who could take them to the Thunder Cliffs. The area at the base of the Thunder Cliffs, once you reach it, is known for being peaceful and welcoming to vessels.

- She has two vessels and captains in mind who frequently travel along the Sword Coast, transporting goods on behalf of merchants, as well as carrying travelers. Both are trustworthy and should be traveling toward the Thunder Cliffs within the next tenday.
- The first is Stands in Tar, a jovial if slightly off-kilter tabaxi. She is known for her recklessness, but her daring has also earned her a reputation for being able to do the impossible. Her corsair (sailing ship), the *Dancing Delight*, is fast and agile.
- The other is Kristoffen, a white dragonborn. He is calculating, efficient, and somber. He captains a galley called the *Ice Floe*, which is specially outfitted to break through the icy waters of the far north.

MEETING THE CAPTAINS

Within a few days, the two captains arrive via **rowboat** through the marsh to talk to the party. Their vessels are anchored out at sea, awaiting the party if they are selected as the method of conveyance.

THE INTERVIEW

Valdi Estapaar brings the tabaxi Stands in Tar and the dragonborn Kristoffen before the characters to allow them to ask questions of the two captains. They each plead their case for being the best ship and crew for the job.

Stands in Tar staggers slightly as she stands. A successful DC 15 Wisdom (Insight) check reveals that the tabaxi has been in the rum-soaked catnip and is not totally sober. She does, however, plead her case eloquently. Her ship is faster and more agile, and her crew smaller and less likely to gossip about their mission. There isn't a ship on the sea that the *Dancing Delight* can't outmaneuver or outrun on the open ocean.

Kristoffen looks at Stands in Tar with a mixture of disgust and horror, shaking his head in disbelief that anyone would even consider choosing the drunken tabaxi and her ship over him and his. He explains to the party that his ship is more reliable and safer, which they might need on the seas that have become more violent of late. He goes on to reveal that he's heard rumors that the once-safe caves at the base of the Thunder Cliffs have recently become more dangerous. Stand in Tar scoffs at that idea.

A SECRET AGENT

Feel free to roleplay the interactions here as much or as little as you are comfortable. If the characters ask to get a read on the attitudes of the two captains, Stands in Tar is pretty much as advertised: competent but foolhardy, experienced but overly confident.

Kristoffen, on the other hand, is hiding something. With a successful DC 20 Wisdom (Insight) check, a character can sense that the dragonborn is nervous and hiding something. If confronted, he says that he just has a bad feeling about traveling to the Thunder Cliffs, but he is willing to do so for the payment and the friendship he shares with Valdi Estapaar.

Kristoffen has recently been converted into the Cult of Talos. There is no evidence of this on his person, but back on the Ice Floe the characters might find some if they snoop in his quarters.

A DECISION

At some point, the characters must decide which vessel and captain they prefer. The town covers the cost of passage there and back for the characters, and both captains ask the same fare, so that should not enter into the decision.

Whomever the party chooses is pleased, and the other captain simply accepts the decision and walks away. They are both ready to go as soon as the characters are.

If for any reason the characters attack Kristoffen because they learn of his affiliation with the Cult of Talos, he defends himself. Kristoffen (use **half-red dragon veteran** statistics but replace fire with cold in attacks and resistances) can summon a pair of **air elementals** that serve him on behalf of Talos, which appear at the end of the first round of combat.

ENCOUNTERS ON THE WAY

The characters have the following encounters as they travel to the Thunder Cliffs. The encounters may play slightly differently depending on the vessel and captain that the party chose.

MUTINOUS INTENTIONS

Regardless of which vessel the characters choose, some of the crew have their own intentions and are dissatisfied with the leadership of their captain.

The crew of the *Ice Floe* is unhappy because their captain has been acting differently within the last couple of months. He has turned down more lucrative contracts to sail northwest to the Moonshae Isles in order to stay closer to Neverwinter. This has meant less pay for the crew, which they are not pleased about.

The crew of the *Dancing Delight* is unhappy because their captain has been even more reckless and unpredictable than usual, causing them to lose pay, since merchants have begun to eschew using Stand in Tar's ship and crew for important and profitable jobs.

THE MOMENT OF TRUTH

A day into the journey, after the party has heard some grumbling among the sailors, the crew confronts the captain. Regardless of the vessel, the mutiny is led by Castisha (female Calishite **swashbuckler**; see **appendix A**), the first mate. She is backed by four sailors (**bandits**) per character, excluding sidekicks.

The captain (of either ship) refuses to turn over control of the ship peacefully. Castisha offers to let the captain get into a dingy and go ashore safely, but if they don't go peacefully, the mutineers are willing to do it the hard way. The mutineers make it clear they will not hurt the party and will honor the contract that was agreed upon.

ALLOW THE MUTINY

Without the characters' help, neither captain can defeat the mutineers. If the adventurers do nothing, the mutiny succeeds.

TALK

The adventurers may attempt to speak on behalf of the captain, hoping to talk the mutineers out of their plans. Castisha has already made up her mind, and nothing short of magical compulsion can get her to back down. The rest of the mutineers, however, are willing to listen to reasons why they shouldn't overthrow their captain. Set the DC for succeeding at 15, and then adjust based on the tactics the characters use.

For example, if one of the characters shoots a fireball into the sky to intimidate the sailors into standing down, the Charisma (Intimidation) check to cow the sailors might just be DC 10, or it might even succeed automatically.

FIGHT

The adventurers are much more powerful than the sailors, even though they are outnumbered. If the characters defeat at least half the sailors, or Castisha and a quarter of the sailors, the mutiny ceases immediately.

BAD NEWS

As the party's ship sails north toward the Thunder Cliffs, a southward-sailing vessel approaches them. The ships drop anchor and the captain of the other vessel, called the *Uneasy Alliance*, comes aboard the ship.

This captain, a human named Captain Starling Winchet, trades stories and ale with the captain and crew of the characters' ship. She tells a tale that is of particular interest to the adventurers. While the *Uneasy Alliance* was passing near the Thunder Cliffs, they spotted a great deal of wreckage, which likely came from the waters directly before the caves there. They did see any survivors or salvageable wreckage, so they steered very clear of the area.

Captain Winchet also relays that she's heard other sailors talking about seeing a ghost ship in this area recently. The ship is only seen from a distance, but it is as hazy as the smoke from a cannon and emits a low moaning sound that carries across the water. She hasn't personally seen the ghost ship, but she feels obligated to pass along the information.

GHOST SHIP

As the party's ship gets closer to the Thunder Cliffs, the spectral ship that the characters heard about approaches. Use the following read-aloud text to set the scene:

The skies darken and a thick mist rises from the water, obscuring sight around the ship. The crew swears and make superstitious signs. Then, from the crow's nest, a voice screams, "Ghost ship ahead." Before the words can even register, spectral figures emerge from the mist, swooping up onto the decks.

One **allip** per three adventurers (rounded down) and two **specters** per character, excluding sidekicks, use the cover of the mist to approach the ship. The allip's howling babble instantly stuns everyone on the ship except the adventurers, as the crew collapses in a heap. Even if they get up during the battle, the sailors are terrified and do nothing but flee and cower under the undead assault.

While the allips attack, the characters can understand a few snippets of recognizable words in their babbling, including "we know of the ruinstone... that never happens" and "the Ebondeath rises but cannot fly" and "the bronze points the way to the green."

THE SEA LESS TRAVELED

The adventure assumes that the characters access the caves of the Thunder Cliffs via the sea. Reaching the caves via the top of the Thunder Cliffs would mean a dangerous trek through hostile territory, then a long climb (or fall) from the top of the cliffs to the surf below. Still, some players, as soon as you tell them they cannot do something, want to do just that. If they insist, let them.

The trek from Leilon to the Thunder Cliffs should trigger many encounters with undead creatures from the army of Ularan Mortus, random ogre and giant attacks, and confrontations with other hostile beasts, humanoids, and monsters.

The top of the cliffs is home to a tribe of Talos-worshipping aarakocra who act as a guard for the cult. Many will attack when the characters approach, but some will hang back and see what happens. If the characters succeed in defeating the group, the rest of the aarakocra pester the party as they try to climb down the 800-foot-high cliffs. And, of course, the invisible stalker and manticores are always ready to attack intruders.

Flying creatures not sent by Talos must succeed on a DC 15 Strength saving throw at the start of each turn. On a failed save, severe winds drive them into the water.

Creatures in the water find the rough waves treacherous. Creatures without a swim speed must succeed on a DC 10 Strength (Athletics) check to take an action without going under. On a failed check, or if the creature takes an action without attempting the check, that creature begins to drown (see "Suffocating" in the **Player's Handbook**).

SEA GALLEY

The previous guardians are not the only creatures that protect the shore in the service of Talos. A huge **giant crab** (see **appendix A**), or two crabs if there are more than four characters, including sidekicks, floats under the surface 200 feet from shore. It waits until a boat or swimming creatures pass above it, then it swims up and attacks, tipping over the boat if it is still in use. If creatures are flying, the crab waits until they land on shore, then rushes out to attack.

ARRIVAL

After the drama on the high seas, the party's transport finally arrives in the vicinity of the Thunder Peaks. The tops of the cliffs are visible for a great distance, long before the party can see the caves along the shoreline.

Heeding the words of Captain Winchet, the captain of the party's vessel drops anchor at least a mile offshore, telling the adventurers that the vessel cannot get any closer based on what they've learned on the trip. The characters are welcome to take a large rowboat the rest of the way. The ship will wait here until they return, or for five days, whichever comes first.

From here, the characters must either use the **rowboat** attached to the ship (2-8 people can fit in and operate the boat) or find their own way to the shore.

THREATS BY AIR

As the adventurers set off toward the caves, guardians serving the cultists of Talos sense their presence and attack.

One **invisible stalker** flies down from the cliffs to attempt to upend the **rowboat**. **Manticores** (one per two characters, excluding sidekicks) follow from their perches in the cliff face.

TALOS IS ANGRY

The water and air, which have been relatively peaceful until now, suddenly turn violent as the party approaches shore. Jagged reefs magically spring up out of the water. The reefs can be avoided in the maneuverable **rowboat**, but a larger ship would have been torn apart on the rocks.

THUNDER CLIFFS CAVES



Map 8: Caverns at Thunder Cliffs

The caves at the base of the Thunder Cliffs, used by seafarers for centuries, are now controlled by the Cult of Talos. A tyrannical and supremely devout servant of Talos, Gadrille the Reef-Reaver, oversees the operations here. She's a trusted lieutenant of Fheralai Stormsworn, who knows that Gadrille isn't exactly stable, but her unswaying devotion to the cause of the Cult of Talos makes her a great and feared commander.

The map of the Thunder Cliffs Caves represents the cave system at low tide. The yellow parts of the map show the sandy areas that become flooded at high tide. The water-filled areas within the caves themselves are always there, flooded even at low tide.

The operation undertaken by the Cult of Talos here is not complicated. They lure unsuspecting ships close to the caves, wreck the ships on the magical reefs, capture the crew, and drag the wreckage into the caves. Anything worthwhile is salvaged and sold, and the prisoners are either sold to slavers or sacrificed to Talos.

With the gold earned through this terrible operation, the Cult of Talos funds operatives along the coast and the High Road, who (like the group at the Wayside Inn) hope to establish shrines that will eventually put the Cult of Talos in control of the area.

1. UNSURE SHORE

The shoreline, where the water meets the sandy beach, crashes with the breaking waves. The echoes formed within the caves reverberate back, filling the air with a sound like the crashing of thunder.

The shore is lined with thin wire treated with a modified version of the **alarm** spell. Water and other natural circumstances do not trigger the spell, but any humanoid creatures that trip the wires cause an alarm to sound within the caves, alerting the cultists that intruders are present.

The wires can be spotted with a successful DC 15 Wisdom (Perception) check. Getting to shore without tripping the wires is practically impossible, but the wires can be disarmed with a DC 15 Dexterity (Sleight of Hand) check, or the **alarm** spell can be suppressed for an hour using **dispel magic**.

2. UNHAPPY CULTISTS

If the characters are able to approach without tripping the alarm, they might hear some disgruntled cultists talking while they work. If the alarm was tripped, the cultists wait with weapons drawn and cannot be surprised.

If the adventurers get a chance to hear the cultists talking, use the following read-aloud text to portray that conversation:

A severely damaged ship leans against a ledge. Atop the ledge, a handful of workers offload crates, boxes, and barrels from the ship. They grumble and grouse about this menial labor, agreeing that they did not seek the power of the Stormlord to be forced into playing the part of glorified longshoremen.



Sea Hags

A BETTER OFFER?

The party could avoid a fight here if they understand the frustration of the cultists and go in immediately with a better offer. To get the dialogue started on a good note, one of the characters must approach the group and talk to them. A successful DC 15 Charisma (Deception or Persuasion) checks convinces the disgruntled cultists to listen.

The party might also pretend to be other members of the cult who are seeking volunteers to do more exciting work elsewhere. They might offer to kill the current leader and put the workers in charge, or they might come up with a totally different plan.

Whatever the party's tactics allow the roleplaying to carry the encounter until it's time to resolve the situation. If the adventurers make a compelling offer to the cultists, they might do what the party wants with no check. If the outcome is uncertain, have the party make a final ability check to figure what happens. On a failure, the cultists attack. The cultists here (**spies**) number two per character, including sidekicks.

SUCCESS!

On a success, however, the party now has a valuable resource. The cultists are unlikely to turn traitor completely and join the characters, but they might give the characters valuable information about who and what lives in the caves, where the important areas are, and anything else they might need to know.

3. SEA HAG COVEN

In this cave, strategically separated from the rest of the complex, a coven of three sea hags carry out their own gruesome plans in alongside those of their anchorite allies.

Accessing the Cave In order to access this cave, a creature must swim through a submerged tunnel teeming with scary-looking fish. The fish have strange glowing eyes and large teeth, but they are just normal fish that have been mutated through the magic of the hags, and they do not attack swimmers.

The Coven Cave In the cave, three **sea hags** chew on the hands and feet of sailors who drowned after being shipwrecked on the magical reefs. The cultists supply the bodies in return for help from the coven when dealing with special problems, and the two forces have an easy mutual-protection pact.

Piles of slimy seaweed act as beds for the three sisters: Nana Pocktuss, Auntie Unk, and Granny Muyuk. The trio is using the inedible parts of the bodies to create assistants that look like flying skulls with long stingers. There is one **skull flier** per character, excluding sidekicks. You can find the statistics for these creatures in **Appendix A**.

A NICE CHAT

The coven does not attack immediately. They don't get many visitors who aren't boring anchorites or screaming victims, so they invite intruders in for a nice seaweed and squid ink cookie.

Auntie Unk is the newest member of the coven, and she spent her previous years kidnapping people off the High Road and dragging them into the Mere of Dead Men to eat. She misses news of the city and favors anyone who can provide gossip about Waterdeep or Neverwinter.

Nana Pocktuss likes to dance. If any of the characters can play music or dance themselves, Nana Pocktuss appreciates a grand old hoedown to shake the rust (and maggots) out of her old joints.

Granny Muyuk never could turn down a good (or even putrid) drop of grog. If any of the adventurers carry alcohol with them, regardless of its vintage or provenance, Granny Muyuk can smell it and asks for a taste. Those sharing generously earn her favor.

If all three of the hags can be placated by catering to their particular vices and interests, they are willing to spare the characters a fight, and they might even look the other way as the characters attempt to end the dominance of the Cult of Talos at this location. And if not, they always enjoy a good fight as well.

4. THE DYING SECOND

While the incredibly devout Gadrille the Reef-Reaver leads the group of cultists at the caves, Fheralai Stormsworn assigned a second-in-command to assist her—with special instructions to keep an eye on Gadrille to ensure she doesn't kill all her followers in a fit of mad devotion to Talos. That second-in-command is Sovendahl Erkinze, a **drow elite warrior**.

Sovendahl's bodyguards (**thugs**), numbering one per character, including sidekicks, stay with the drow no matter where he goes. And right now, he isn't going very far, because he is suffering from a curse.

Sovendahl's duties involve overseeing the sorting, transportation, and sales of the stolen goods that the rest of the operation steals from wrecked ships. This frees Gadrille to do what she loves most: killing others in the name of Talos.

Recently, Sovendahl expressed opposition to some of Gadrille's more enthusiastic endeavors, deeming them too risky and likely to draw the attention of larger and more powerful forces, like the Waterdeep navy. Sovendahl went behind Gadrille's back and urged Fheralai Stormsworn to order Gadrille to stand down. The overzealous Gadrille did as she was told, but she secretly prayed to Talos, asking for a boon in payment for her years of devotion: curse Sovendahl for his cowardly caution. And Talos answered.

THE SICK ROOM

When the characters encounter Sovendahl, he is resting in his quarters. His bodyguards sort through the latest haul of stolen and salvaged treasure. Occasionally the drow erupts in a coughing spasm that brings up blood from his lungs. He is worried but tries not to show it.

If combat breaks out here, Sovendahl fights bravely and expertly, but the exertion leads to more coughing. As the fight progresses, describe the drow's spasms of coughing, and blood spraying over the adventurers who face him. (That's something that can scare even the bravest barbarian!) The disease is not communicable, but no one has to know that.

If at any point the characters speak with the drow about his affliction, pointing out that he is sick and in need of assistance, the drow might stop fighting and ask the characters if they can help him. He is willing to walk away from the cult to obtain a cure.

A successful DC 15 Wisdom (Medicine) check reveals that the ailment is not a disease, but a curse. A character who casts **remove curse** on Sovendahl earns the drow's thanks. As a reward, the he gives the characters a magic item has been storing away: a **dagger of venom**.

Treasure. If the characters kill Sovendahl and his bodyguards, they do not find the magical dagger, which is hidden carefully in a secret location outside the caves. They do, however, get 250 gp in various coins, 3 **potions of greater healing**, and a jade brooch worth 500 gp.

5. THE CULTIST'S QUARTERS

The cultists of Talos working under Gadrille the Reef-Reaver don't get a lot of time for relaxation and socializing. They spend most of their time out on the sea, luring unsuspecting ships into the reef, then salvaging the wreckages. Gadrille's motto is "if you're not reavin' in service to Talos, you're sleepin' in service to Talos."

This area is where the cultists of the lowest standing sleep and eat. At any time, there are eight **scouts** here, sleeping in four bunk beds that line the walls, or eating their fish broth at the table in the center of the room before heading out to perform their tasks. The cultists here when the characters arrive are dedicated to their god and will not surrender or negotiate.

THE BLOWHOLE

In an alcove to the north of the room is a special feature that the occupants of the cave call "the blowhole." This vertical shaft runs both beneath the water and up into the cave ceiling.

When Gadrille believes a cultist is lacking the proper amount of faith to be a true servant of Talos, the cultist is dragged here and tossed into the water of the blowhole to be judged. Sometimes they are pulled down into the bottom of the shaft, sometimes a geyser of water blows them up through the top of the shaft, and sometimes nothing happens. If nothing happens, Gadrille takes that as a sign Talos approves.

The truth is that the blowhole is a magical portal. When a living creature enters the blowhole, roll a **d10**. On a 1-8, nothing happens. On a 9, the creature is pulled down into the shaft, through a portal, and appears moments later floating in Waterdeep Harbor, alive and well. On a 10, the creature is pushed up through the ceiling by the geyser. With a successful DC 10 Strength saving throw, a creature can grab onto the side of the shaft and avoid getting pushed through the portal. On a failure, the creature tumbles through a portal at the top of the shaft and ends up in the Elemental Plane of Water. (Perhaps a passing **marid** takes pity on the creature and uses **plane shift** to return it home—for a price!)

The party can learn about the magic of the blowhole in a number of ways:

- One of the disgruntled anchorites tells the character about Gadrille's cruelty in dealing with those she deems unworthy.
- A successful DC 15 Intelligence (Investigation) check of the area reveals scrape marks around the blowhole, where people have grabbed hold while attempting to keep from getting sent away.
- Characters succeeding on a DC 15 Intelligence (Arcana) checks notices the magical emanations within the blowhole, revealing that it contains teleportation magic.
- A character steps into the blowhole and suffers the effects of the area.

6. LOOT

This central chamber is where the loot to be sold or transported is packaged and stored. When ready, it's carried down to the shore, loaded onto ships operated by the Cult of Talos, and taken to its final destination.

When the characters arrive, there is no one here, but there are several closed crates awaiting transport. Most of the crates contain commercial goods like cloth, crafted goods, spices, and other trade items. Each of the crates is marked with chalk describing the contents. One of the crates, with a chalk marking that says "Gold," is trapped.

TRAP

Sovendahl fears that some of the cultists might be stealing from the stockpiles of goods for sale, so he placed a crate here that might be tempting to a thief.

The crate marked "Gold" is full of rocks, and there are tiny runes on the edge of the lid, which can be noticed with a DC 20 Intelligence (Investigation) check. The runes can be deactivated with a **dispel magic** spell, or carefully filed away with a DC 15 Dexterity (Sleight of Hand) check.

If the crate is opened without deactivating the runes, it explodes. Any creature within 10 feet of the crate must succeed on a DC 15 Constitution saving throw, taking **8d8** thunder damage on a failed save, or half as much on a success. The creatures within the blast radius are also covered in green ink that only comes off with repeated scrubbing over the course of months.

Treasure. The rest of the crates here contain about 2000 gp worth of trade goods. However, they are heavy and unwieldy, requiring a good-sized ship to transport them all to a place where they could be sold.

7. GADRILLE THE REEF-REAPER

Gadrille the Reef-Reaver is a female half-elf **evoker**. She spends most of her time out with her followers, preying on those too weak to withstand the ravaging power of Talos. When in the caves, however, she is in her chambers praying.

Talos has rewarded Gadrille for her devotion with a pet, whom she calls "**Tooth-N-Claw**". This beast uses **hell hound** statistics but replace fire with cold in attacks and immunities. Tooth-N-Claw is ferociously protective of Gadrille. If there are more than four characters, excluding sidekicks, add a second pet called "Frost-N-Fang."

SWIRLING POOL CHAMBER

In the center of this chamber is a large roiling boil of water. Gadrille likes to soak in it, feeling the power of Talos course through her when she does. If a creature not favored by Talos enters the pool or starts its turn there, it takes **4d10** psychic damage.

SHRINE CHAMBER

This area is Gadrille's private shrine. In addition to the carved limestone likeness of Talos in one corner, the walls are carved with images of Talos's destructive power. Moving within the chamber is like moving through difficult terrain unless you are a worshipper of Talos. Taking an action to say a prayer to Talos and succeeding on a DC 15 Intelligence (Religion) check, allows a creature to move normally in the room for 1 minute.

Treasury. Gadrille stores her personal wealth here, including a chest with 300 gp, three ornate matching silver daggers worth a total of 500 gp, a **ring of warmth**, a **wand of magic missiles**, and a **potion of vitality**.

AFTERMATH

If the characters can defeat Gadrille and her cultists' salvage operation, they have struck a great blow to the plans of the Cult of Talos in the immediate area. Plans to create shrines along the High Road are scrapped for the near future, and the heroes of Leilon can return to their new home for a well-deserved rest. And they'll need it, because evil, unlike them, never rests.

ENDING THE ADVENTURE

After the characters have dealt with the threat of the Cult of Talos on the Thunder Cliffs, they can return to Leilon with the information they obtained. If they have not yet completed one or more of the other quests in this adventure, they can undertake those after resting from the assault on the caves.

Some plot threads from this adventure could also be expanded upon if the adventurers are not quite ready to move to 9th level and start the next adventure in the series, **Sleeping Dragon's Wake**. This is a good opportunity to create your own encounters or short adventures to tell other pieces of your own story. Below are just a few examples of what you could do:

- After the cleansing of the influence of the Cult of Talos from the Wayside Inn, Martisha needs to reassess her situation, repair the damage, and find new staff. She might hire the party to travel to one of the larger cities to recruit talent. This could be an interesting side quest with lots of roleplaying potential.
- If the party made peace with the lizardfolk tribe during the "Missing Patrol" quest, the leaders of the tribe may ask the characters to join them to celebrate a holy night in the lizardfolk culture, the blessing of the eggs. This occasion could be meaningful to a character attuned to nature, who could even become the "godparent" to a brood of lizardfolk hatchlings. Of course, a threat from the swamp might threaten to interrupt the blessing ceremony.
- Further odd happenings might resume at the Thalivar's Tower, forcing the characters to investigate again. More supernatural hauntings may occur, or a conniving illusionist might be hiding there, hoping to scare the settlers away so that he can claim the area as his own.

DUTIES IN LEILON

While some adventurers may be enticed by further adventures that take them up and down the Sword Coast, others may be more focused on the rebuilding of town, and the well-being of the settlers who they have come to know. For those characters, the tasks of the town may draw more attention.

Below are some longer-term tasks that the characters might perform before moving on to the next part of the story:

- Build a home. With the characters (hopefully) proving themselves to be the heroes that Leilon needs, the town council might offer one or more of them a parcel of land. They can spend money and resources, as well as time, building their home. Of course, such a place would also need to serve a purpose to the town, like having an extra root cellar to store food, or a secret room to keep extra weapons for the soldiery.

- Build other structures. It is still early in the process of rebuilding Leilon, and there is much to do. The construction of the palisade has barely begun. Most of the people are still living in tents outside of town. The fishing industry, which will sustain Leilon in the future, needs piers and docks and breakwaters and other structures.
- Making items. With the warning that too many magic items can inadvertently ruin a campaign by making characters too powerful to be truly challenged, characters could spend time creating magical or mundane items for themselves, others, or the town. For some items, of course, the certain components must be collected, and that could be an adventure of its own.

CONTINUING THE STORY

The threats to Leilon were merely introduced in *Storm Lord's Wrath*. While the work on the building of the town continues, so too do the plans of Fheralai Stormsworn and Ularan Mortus unfold and blossom.

When the characters are prepared to face off against these growing threats, they should become 9th level, sharpen their weapons, gather their spell components, and prepare for an even greater challenge.

APPENDIX A: CREATURES

AIR ELEMENTAL MYRMIDON

Medium elemental, neutral

Armor Class 18 (plate armor)
Hit Points 117 (18d8 + 36)
Speed 30 ft., fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
18 (+4)	14 (+2)	14 (+2)	9 (-1)	10 (+0)	10 (+0)

Damage Resistances lightning, thunder; bludgeoning, piercing, and slashing from nonmagical attacks
Damage Immunities poison
Condition Immunities paralyzed, petrified, poisoned, prone
Senses darkvision 60 ft., passive Perception 10
Languages Auran, one language of its creator's choice
Challenge 7 (2,900 XP)

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

Actions

Multiattack. The myrmidon makes three flail attacks.

Flail. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 8 (1d8 + 4) bludgeoning damage.

Lightning Strike (Recharge 6). The myrmidon makes one flail attack. On a hit, the target takes an extra 18 (4d8) lightning damage, and the target must succeed on a DC 13 Constitution saving throw or be stunned until the end of the myrmidon's next turn.

AIR ELEMENTAL MYRMIDON

Air Elemental Myrmidon. Elemental myrmidons are elementals conjured and bound by magic into ritually created suits of plate armor. In this form, they possess no recollection of their former existence as free elementals. They exist only to follow the commands of their creators.

ALLIP

Medium undead, lawful evil

Armor Class 13
Hit Points 40 (9d8)
Speed 0 ft., fly 40 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
6 (-2)	17 (+3)	10 (+0)	17 (+3)	15 (+2)	16 (+3)

Saving Throws Int +6, Wis +5
Skills Perception +5, Stealth +6
Damage Resistances acid, fire, lightning, thunder; bludgeoning, piercing, and slashing from nonmagical attacks
Damage Immunities cold, necrotic, poison
Condition Immunities charmed, exhaustion, frightened, grappled, paralyzed, petrified, poisoned, prone, restrained
Senses darkvision 60 ft., passive Perception 15
Languages the languages it knew in life
Challenge 5 (1,800 XP)

Incorporeal Movement. The allip can move through other creatures and objects as if they were difficult terrain. It takes 5 (1d10) force damage if it ends its turn inside an object.

Actions

Maddening Touch. *Melee Spell Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 17 (4d6 + 3) psychic damage.

Whispers of Madness. The allip chooses up to three creatures it can see within 60 feet of it. Each target must succeed on a DC 14 Wisdom saving throw, or it takes 7 (1d8 + 3) psychic damage and must use its reaction to make a melee weapon attack against one creature of the allip's choice that the allip can see. Constructs and undead are immune to this effect.

Howling Babble (Recharge 6). Each creature within 30 feet of the allip that can hear it must make a DC 14 Wisdom saving throw. On a failed save, a target takes 12 (2d8 + 3) psychic damage, and it is stunned until the end of its next turn. On a successful save, it takes half as much damage and isn't stunned. Constructs and undead are immune to this effect.

ALLIP

Allip. When a mind uncovers a secret that a powerful being has protected with a mighty curse, the result is often the emergence of an allip. Secrets protected in this manner range in scope from a demon lord's true name to the hidden truths of the cosmic order. The allip acquires the secret, but the curse annihilates its body and leaves behind a spectral creature composed of fragments from the victim's psyche and overwhelming psychic agony.

Blasphemous Secrets. Every allip is wracked with a horrifying insight that torments what remains of its mind. In the presence of other creatures, an allip seeks to relieve this burden by sharing its secret. The creature can impart only a shard of the knowledge that doomed it, but that piece is enough to wrack the recipient with temporary madness.

The survivors of an allip's attack are sometimes left with a compulsion to learn more about what spawned this monstrosity. Strange phrases echo through their minds, and weird visions occupy their dreams. The sense that some colossal truth sits just outside their recall plagues them for days, months, and sometimes years after their fateful encounter.

Undead Nature. An allip doesn't require air, food, drink, or sleep.

Insidious Lore. An allip might attempt to share its lore to escape its curse and enter the afterlife. It can transfer knowledge from its mind by guiding another creature to write down what it knows. This process takes days or possibly weeks. An allip can accomplish this task by lurking in the study or workplace of a scholar. If the allip remains hidden, its victim is gradually overcome by manic energy. A scholar, driven by sudden insights to work night and day, produces reams of text with little memory of exactly what the documents contain. If the allip succeeds, it passes from the world—and its terrible secret hides somewhere in the scholar's text, waiting to be discovered by its next victim.

ARCHER

Medium humanoid (any race), any alignment

Armor Class 16 (studded leather armor)

Hit Points 75 (10d8 + 30)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	18 (+4)	16 (+3)	11 (+0)	13 (+1)	10 (+0)

Skills Acrobatics +6, Perception +5

Senses passive Perception 15

Languages any one language (usually Common)

Challenge 3 (700 XP)

Archer's Eye (3/Day). As a bonus action, the archer can add 1d10 to its next attack or damage roll with a longbow or shortbow.

Actions

Multiattack. The archer makes two attacks with its longbow.

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

Longbow. *Ranged Weapon Attack:* +6 to hit, range 150/600 ft., one target. *Hit:* 8 (1d8 + 4) piercing damage.

ARCHER

Archers defend castles, hunt wild game on the fringes of civilization, serve as artillery in military units, and occasionally make good coin as brigands or caravan guards.

Unlike most other knights, Dark Tide knights disdain heavy armor, relying on the speed and ferocity of their attacks to carry them to victory.

DARK TIDE KNIGHT

Medium humanoid (human), lawful evil

Armor Class 13

Hit Points 58 (9d8 + 18)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	16 (+3)	14 (+2)	10 (+0)	11 (+0)	11 (+0)

Skills Athletics +7, Stealth +7

Senses passive Perception 10

Languages Common

Challenge 3 (700 XP)

Bonded Mount. The knight is magically bound to a beast with an innate swimming speed trained to serve as its mount. While mounted on this beast, the knight gains the beast's senses and ability to breathe underwater. The bonded mount obeys the knight's commands. If its mount dies, the knight can train a new beast to serve as its bonded mount, a process requiring a month.

Sneak Attack. The knight deals an extra 7 (2d6) damage when it hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 feet of an ally of the knight that isn't incapacitated and the knight doesn't have disadvantage on the attack roll.

Actions

Multiattack. The knight makes two shortsword attacks.

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

Lance. *Melee Weapon Attack:* +5 to hit, reach 10 ft., one target. *Hit:* 9 (1d12 + 3) piercing damage.

Reactions

Uncanny Dodge. When an attacker the knight can see hits it with an attack, the knight can halve the damage against it.

DARK TIDE KNIGHT

Dark Tide knights are the elite warriors of the Crushing Wave cult. By drawing upon Olhydra's dark power, they gain the ability to ride sea-creatures that normally wouldn't be suitable as mounts, and can even breathe underwater and share their mount's senses. The knights prefer to fight from or in the water, since they don't like to leave their mounts behind, but they can be fierce opponents on foot at need.

FLAIL SNAIL

Large elemental, unaligned

Armor Class 16 (natural armor)

Hit Points 52 (5d10 + 25)

Speed 10 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	5 (-3)	20 (+5)	3 (-4)	10 (+0)	5 (-3)

Damage Immunities fire, poison

Condition Immunities poisoned

Senses darkvision 60 ft., tremorsense 60 ft., passive Perception 10

Languages —

Challenge 3 (700 XP)

Antimagic Shell. The snail has advantage on saving throws against spells, and any creature making a spell attack against the snail has disadvantage on the attack roll. If the snail succeeds on its saving throw against a spell or a spell attack misses it, an additional effect might occur, as determined by rolling a d6:

1–2: If the spell affects an area or has multiple targets, it fails and has no effect. If the spell targets only the snail, it has no effect on the snail and is reflected back at the caster, using the spell slot level, spell save DC, attack bonus, and spellcasting ability of the caster.

3–4: No additional effect.

5–6: The snail's shell converts some of the spell's energy into a burst of destructive force. Each creature within 30 feet of the snail must make a DC 15 Constitution saving throw, taking 1d6 force damage per level of the spell on a failed save, or half as much damage on a successful one.

Flail Tentacles. The flail snail has five flail tentacles. Whenever the snail takes 10 damage or more on a single turn, one of its tentacles dies. If even one tentacle remains, the snail regrows all dead ones within 1d4 days. If all its tentacles die, the snail retracts into its shell, gaining total cover, and it begins wailing, a sound that can be heard for 600 feet, stopping only when it dies 5d6 minutes later. Healing magic that restores limbs, such as the regenerate spell, can halt this dying process.

Actions

Multiattack. The flail snail makes as many flail tentacle attacks as it has flail tentacles, all against the same target.

Flail Tentacle. *Melee Weapon Attack:* +5 to hit, reach 10 ft., one target. *Hit:* 6 (1d6 + 3) bludgeoning damage.

Scintillating Shell (Recharges after a Short or Long Rest). The snail's shell emits dazzling, colored light until the end of the snail's next turn. During this time, the shell sheds bright light in a 30-foot radius and dim light for an additional 30 feet, and creatures that can see the snail have disadvantage on attack rolls against it. In addition, any creature within the bright light and able to see the snail when this power is activated must succeed on a DC 15 Wisdom saving throw or be stunned until the light ends.

Shell Defense. The flail snail withdraws into its shell, gaining a +4 bonus to AC until it emerges. It can emerge from its shell as a bonus action on its turn.

FLAIL SNAIL

A flail snail is a creature of elemental earth that is prized for its multi-hued shell. Hunters might be lulled into a false sense of confidence upon sighting this ponderous, seemingly nonhostile creature. If any other creature large enough to be a threat approaches too close, though, the snail unleashes a flash of scintillating light and then attacks with its mace-like tentacles.

Trail of Treasure. Left undisturbed, a flail snail moves slowly along the ground, consuming everything on the surface, including rocks, sand, and soil, stopping to relish crystal growths and other large mineral deposits. It leaves behind a shimmering trail that quickly solidifies into a thin layer of a nearly transparent substance inedible to the snail. This glassy residue can be harvested and cut to form window panes of varying clearness. It can also be heated and spun into glass objects of other sorts. Some humanoids make a living from trailing flail snails to collect this glass.

USING THE SHELL OF A FLAIL SNAIL

A flail snail shell, which weighs about 250 pounds, has numerous uses. One intact shell can sell for 5,000 gp.

Many hunters seek the shell for its antimagic properties. A skilled armorer can make three shields from one shell. For 1 month, each shield gives its wielder the snail's Antimagic Shell trait. When the shield's magic fades, it leaves behind an exotic shield that is the perfect item from which to make a *spellguard shield*.

A flail snail shell can also be used to make a *robe of scintillating colors*. The shell is ground and added to the dye while the garment is being fashioned. The powder is also a material component of the ritual that enchants the robe.

HUGE GIANT CRAB

Huge beast, unaligned

Armor Class 15 (natural armor)
Hit Points 161 (14d12 + 70)
Speed 30 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	15 (+2)	20 (+5)	1 (-5)	9 (-1)	3 (-4)

Skills Stealth +5
Condition Immunities charmed, frightened, paralyzed
Senses blindsight 30 ft., passive Perception 9
Languages —
Challenge 8 (3,900 XP)

Amphibious. The crab can breathe air and water.

Banded Claw. On one of its claws, the crab wears a rune-covered copper band that makes it immune to being charmed, frightened, and paralyzed. The copper band is worthless as a treasure, as the magic is keyed to this crab.

Actions

Claw. *Melee Weapon Attack:* +9 to hit, reach 10 ft., one target. *Hit:* 27 (4d10 + 5) bludgeoning damage, and the target is grappled, escape DC 14. The crab has two claws, each of which can grapple only one target.

KRAKEN PRIEST

Medium humanoid (any race), any evil alignment

Armor Class 10
Hit Points 75 (10d8 + 30)
Speed 30 ft., swim 30 ft.

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

Skills Perception +5
Damage Resistances bludgeoning, piercing, and slashing from nonmagical attacks
Senses passive Perception 15
Languages any two languages
Challenge 5 (1,800 XP)

Amphibious. The priest can breathe air and water.

Innate Spellcasting. The priest's spellcasting ability is Wisdom (spell save DC 13, +5 to hit with spell attacks). It can innately cast the following spells, requiring no material components:

At will: *command*, *create or destroy water*
 3/day each: *control water*, *darkness*, *water breathing*, *water walk*
 1/day each: *call lightning*, *Evard's black tentacles*

Actions

Thunderous Touch. *Melee Spell Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 27 (5d10) thunder damage.

Voice of the Kraken (Recharges after a Short or Long Rest). A kraken speaks through the priest with a thunderous voice audible within 300 feet. Creatures of the priest's choice that can hear the kraken's words (which are spoken in Abyssal, Infernal, or Primordial) must succeed on a DC 14 Charisma saving throw or be frightened for 1 minute. A frightened target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

KRAKEN PRIEST

A kraken can seem godlike to folk who have witnessed its fury. Those who mistake its might for divine power and those who seek to appease the monster through veneration are sometimes rewarded with power, to serve thereafter as kraken priests.

The kraken can make itself dimly aware of a kraken priest's thoughts if the two are on the same plane of existence, and it can then push aside the priest's personality and control it. Kraken priests can thereby act as eyes and ears for their masters, and when the kraken has something to say, the priest becomes its mouthpiece.

Every kraken priest undergoes a change in appearance that reflects the kraken's influence, although each one differs in how its reverence is displayed. One kraken priest might have ink-black eyes and a suckered tentacle for a tongue, while another has a featureless face and a body covered in eyes and mouths that dribble seawater. These horrific manifestations intensify when the kraken possesses its minion to utter its dire pronouncements.

LIZARDFOLK RENDER

Large humanoid (lizardfolk), neutral

Armor Class 15 (natural armor)
Hit Points 52 (7d10 + 14)
Speed 30 ft., swim 30 ft.

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

Skills Athletics +5, Perception +3, Survival +5
Senses passive Perception 13
Languages Draconic
Challenge 3 (700 XP)

Blood Frenzy. The render has advantage on melee attack rolls against any creature that doesn't have all its hit points.

Hold Breath. The render can hold its breath for 15 minutes.

Actions

Multiattack. The render makes two attacks: one with its claws and one with its bite.

Claws. *Melee Weapon Attack:* +5 to hit, reach 10 ft., one target. *Hit:* 12 (2d8 + 3) slashing damage.

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

Rend the Field (Recharge 5–6). The render makes a claw attack against each creature of its choice within 10 feet of it. A creature hit by this attack must succeed on a DC 13 Strength saving throw or be knocked prone.

LIZARDFOLK RENDER

Filled with the primal magic of Semuanya, the lizardfolk render undergoes terrifying changes during a dayslong ritual performed by a shaman. As seen in *Danger at Dunwater*, the render's claws grow long and hard as steel, its frame enlarges, and its temperament becomes even more ferocious.

LIZARDFOLK SUBCHIEF

Medium humanoid (lizardfolk), neutral

Armor Class 14 (natural armor)
Hit Points 52 (8d8 + 16)
Speed 30 ft., swim 30 ft.

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

Saving Throws Wis +5
Skills Athletics +4, Perception +5, Survival +5
Senses passive Perception 15
Languages Draconic
Challenge 3 (700 XP)

Hold Breath. The subchief can hold its breath for 15 minutes.

Spellcasting. The subchief is a 5th-level spellcaster. Its spellcasting ability is Wisdom (spell save DC 13, +5 to hit with spell attacks). It has the following cleric spells prepared:

Cantrips (at will): *light, sacred flame, spare the dying, thaumaturgy*
1st level (4 slots): *command, guiding bolt, purify food and drink*
2nd level (3 slots): *hold person, lesser restoration, silence*
3rd level (2 slots): *bestow curse, dispel magic*

Actions

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

Jaws of Semuanya (Recharge 5–6). The subchief invokes the primal magic of Semuanya, summoning a spectral maw around a target it can see within 60 feet of it. The target must make a DC 13 Dexterity saving throw, taking 22 (5d8) piercing damage on a failed save, or half as much damage on a successful one. A creature that fails this saving throw is also frightened until the end of its next turn.

LIZARDFOLK SUBCHIEF

The lizardfolk subchief (seen in *Danger at Dunwater*) is a devout priest of Semuanya, pursuing the worship of its god in a manner similar to a cleric. It wields a dagger crafted of a massive crocodile tooth blessed by Semuanya, representing the subchief's prowess in both battle and piety.

MASTER THIEF

Medium humanoid (any race), any alignment

Armor Class 16 (studded leather armor)

Hit Points 83 (13d8 + 26)

Speed 30 ft.

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

Saving Throws Dex +7, Int +3

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

Senses passive Perception 13

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

Challenge 5 (1,800 XP)

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

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

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

Actions

Multiattack. The thief makes three attacks with its shortsword.

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

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

Reactions

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

MASTER THIEF

Master thieves are known for perpetrating daring heists. They tend to develop a reputation and a cult of personality. A master thief might "retire" from hands-on work to run a thieves' guild, spearhead some covert enterprise, or enjoy a quiet life of luxury.

ROT TROLL

Large giant, chaotic evil

Armor Class 16 (natural armor)

Hit Points 138 (12d10 + 72)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	13 (+1)	22 (+6)	5 (-3)	8 (-1)	4 (-3)

Skills Perception +3

Damage Immunities necrotic

Senses darkvision 60 ft., passive Perception 13

Languages Giant

Challenge 9 (5,000 XP)

Rancid Degeneration. At the end of each of the troll's turns, each creature within 5 feet of it takes 11 (2d10) necrotic damage, unless the troll has taken acid or fire damage since the end of its last turn.

Actions

Multiattack. The troll makes three attacks: one with its bite and two with its claws.

Bite. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 7 (1d6 + 4) piercing damage plus 16 (3d10) necrotic damage.

Claws. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 11 (2d6 + 4) slashing damage plus 5 (1d10) necrotic damage.

ROT TROLL

Rot Troll. A troll that is infused with waves of necrotic energy as it regenerates can develop a symbiotic relationship with that deathly power. The troll's body withers, and its flesh falls away from the body as quickly as it forms. Eventually a rot troll becomes unable to regenerate, though it still heals normally. The creature courses with necrotic energy that flows out of its withered form. Simply standing near a rot troll exposes other creatures to its lethal emanations.

Trolls. Trolls that are nearly obliterated but survive and regenerate from mere scraps of flesh can display bizarre mutations. One of these warped trolls is especially likely to arise if the creature regenerates in the presence of magical emanations, planar energy, disease, or death on a vast scale, or if its body was damaged by elemental forces. These mutated forms can also be produced and shaped by the ritual magic of evil spellcasters.

SKULL FLIER

Medium construct, unaligned

Armor Class 16 (natural armor)
Hit Points 24 (3d8)
Speed 10 ft., fly 50 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	10 (+0)	1 (-5)	10 (+0)	3 (-4)

Damage Immunities poison, psychic
Condition Immunities charmed, frightened, paralyzed, petrified, poisoned
Senses darkvision 60 ft., passive Perception 10
Languages —
Challenge 1/2 (100 XP)

Actions

Sting. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one creature. *Hit:* 5 (1d6 + 2) piercing damage, and the target must make a DC 11 Constitution saving throw, taking 10 (3d6) poison damage on a failed save, or half as much damage on a successful one. If the poison damage reduces the target to 0 hit points, the target is stable but poisoned for 1 hour, even after regaining hit points, and is paralyzed while poisoned in this way.

STAR SPAWN MANGLER

Medium aberration, chaotic evil

Armor Class 14
Hit Points 71 (13d8 + 13)
Speed 40 ft., climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
8 (-1)	18 (+4)	12 (+1)	11 (+0)	12 (+1)	7 (-2)

Saving Throws Dex +7, Con +4
Skills Stealth +7
Damage Resistances cold
Damage Immunities psychic
Condition Immunities charmed, frightened, prone
Senses darkvision 60 ft., passive Perception 11
Languages Deep Speech
Challenge 5 (1,800 XP)

Ambush. On the first round of each combat, the mangler has advantage on attack rolls against a creature that hasn't taken a turn yet.

Shadow Stealth. While in dim light or darkness, the mangler can take the Hide action as a bonus action.

Actions

Multiattack. The mangler makes two claw attacks.

Claw. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 8 (1d8 + 4) slashing damage. If the attack roll has advantage, the target also takes 7 (2d6) psychic damage.

Flurry of Claws (Recharge 4–6). The mangler makes six claw attacks against one target. Either before or after these attacks, it can move up to its speed as a bonus action without provoking opportunity attacks.

STAR SPAWN MANGLER

Stars don't spawn these creatures. Such beautiful lights shouldn't be blamed for such balefulness.—

Mordenkainen's Star Spawn Mangler. A mangler is a low-slung, creeping horror with multiple gangly arms. A mangler most often has six arms, but one can have any number from four to eight.

Manglers creep along the ground or the walls, sticking to shadows, hiding in spots that seem too shallow or well-lit to conceal anything. They appear smaller than their true size, thanks to their hunched posture and emaciated frame. Cultists summon these creatures to serve as guards and assassins, two roles at which they excel.

Star Spawn. The Material Plane represents only one small part of the multiverse. Beyond the best-known planes of existence lie realms that are lethal to mortal life. Some are so hostile that even a moment's contact with such a place is enough to plunge a mortal mind into madness. Yet beings do exist that are native to these realms: beings that are eternally hungering, searching, warring, sometimes dreaming. These Elder Evils are far older than most of the mortal races and always horrific to humanoid minds.

However much they might desire to enter and dominate the Material Plane, the Elder Evils are unable or unwilling to leave their realms. Some are imprisoned in their dimensions by external forces, some are inextricably bound to their home realities, and others simply can't find any way out.

Heralds of Doom. The creatures known as star spawn are the heralds, servants, foot soldiers, and lieutenants of the Elder Evils, capable of taking on forms that can journey to the Material Plane. They arrive most often in the wake of a comet—or perhaps such a phenomenon merely signals that star spawn are in the vicinity and available for communication. When the signs are right, warlocks and cultists hasten to gather together, read aloud their blasphemous texts, and conduct the mind-searing rituals that guide the blazing star spawn into the world.

The cultists who blaspheme reality by calling out to Elder Evils often speak of a Far Realm from which these entities hail. In truth, there is no one place or space from which they come. There is the multiverse of things that are, and there is the multiverse of things that shouldn't be.—Mordenkainen

STATUE OF TALOS

Large elemental, chaotic evil

Armor Class 17 (natural armor)
Hit Points 147 (14d10 + 70)
Speed 30 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	11 (+0)	20 (+5)	6 (-2)	11 (+0)	9 (-1)

Saving Throws Wis +4
Skills Perception +4
Damage Resistances bludgeoning, piercing, and slashing from nonmagical attacks that aren't adamantine
Damage Immunities poison
Condition Immunities exhaustion, petrified, poisoned
Senses darkvision 60 ft., passive Perception 14
Languages Terran
Challenge 10 (5,900 XP)

False Appearance. While the statue remains motionless, it is indistinguishable from an inanimate statue.

Actions

Multiattack. The statue makes five attacks: one with its headbutt and four with its lightning bolt blades.

Headbutt. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 11 (2d6 + 4) piercing damage.

Lightning Bolt Blades. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 9 (2d4 + 4) slashing damage.

SWASHBUCKLER

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

Armor Class 17 (leather armor)
Hit Points 66 (12d8 + 12)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	18 (+4)	12 (+1)	14 (+2)	11 (+0)	15 (+2)

Skills Acrobatics +8, Athletics +5, Persuasion +6
Senses passive Perception 10
Languages any one language (usually Common)
Challenge 3 (700 XP)

Lightfooted. The swashbuckler can take the Dash or Disengage action as a bonus action on each of its turns.

Suave Defense. While the swashbuckler is wearing light or no armor and wielding no shield, its AC includes its Charisma modifier.

Actions

Multiattack. The swashbuckler makes three attacks: one with a dagger and two with its rapier.

Dagger. *Melee or Ranged Weapon Attack:* +6 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 6 (1d4 + 4) piercing damage.

Rapier. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 8 (1d8 + 4) piercing damage.

SWASHBUCKLER

Swashbucklers are charming ne'er-do-wells who live by their own codes of honor. They crave notoriety, often indulge in romantic trysts, and eke out livings as pirates and corsairs, rarely staying in one place for too long.

TOOTH-N-CLAW

Medium fiend, lawful evil

Armor Class 15 (natural armor)
Hit Points 45 (7d8 + 14)
Speed 50 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	12 (+1)	14 (+2)	6 (-2)	13 (+1)	6 (-2)

Skills Perception +5
Damage Immunities cold
Senses darkvision 60 ft., passive Perception 15
Languages understands Infernal but can't speak it
Challenge 3 (700 XP)

Keen Hearing and Smell. Tooth-N-Claw has advantage on Wisdom (Perception) checks that rely on hearing or smell.

Pack Tactics. Tooth-N-Claw has advantage on an attack roll against a creature if at least one of its allies is within 5 feet of the creature and the ally isn't incapacitated.

Actions

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 3) piercing damage plus 7 (2d6) cold damage.

Freezing Breath (Recharge 5–6). Tooth-N-Claw exhales an icy blast in a 15-foot cone. Each creature in that area must make a DC 12 Dexterity saving throw, taking 21 (6d6) cold damage on a failed save, or half as much damage on a successful one.

APPENDIX B: SIDEKICKS

This appendix presents the game statistics for sidekicks, of which there are three types:

- **Expert**, an agile and exceedingly helpful jack of all trades
- **Spellcaster**, a magic-user who can cast spells to harm your foes or heal you and your friends

- **Warrior**, a martial companion who specializes in striking your foes or defending you and your allies

You can tell the players which type of sidekick to use or let the players choose. It's up to you and the players to decide who controls the sidekick in play.

If the characters have already played through **Dragon of Icespire Peak**, they can use the same sidekicks from that adventure. This appendix can also help you level up those sidekicks.

SIDEKICK CARDS

DONNABELLA FIASCO



Donnabella Fiasco. Human Spellcaster

Donnabella is a young magic-user who wears a papier-mâché unicorn mask because it makes her feel more magical.

Use the **Spellcaster (Healer)** or **Spellcaster (Mage)** sidekick stat block to represent her.

Personality. "I'd rather talk to a book than most people."

Ideal. "We all have a little magic in us. The trick is finding it and bringing it forth."

Bond. "I want to join a prestigious wizards' academy one day. I just hope they accept unicorns!"

Flaw. "I can't keep a secret to save my life—or anyone else's."

GALANDRO LUNA



Galandro Luna. Human Expert

Galandro's most treasured possession is a fiddle that he tunes and plucks constantly.

Use the **Expert** sidekick stat block to represent him.

Personality. "I love a good insult, even one directed at me."

Ideal. "I like seeing the smiles on people's faces when I perform. That plus their adoration is all that matters."

Bond. "My fiddle was gifted to me by a good friend. I cherish it above all other things."

Flaw. "I'll do anything to win fame and renown."

INVERNA NIGHTBREEZE



Inverna Nightbreeze. Moon Elf Warrior

Inverna has a scar on her cheek where she was grazed by an orc's javelin. She is cautious by nature and suspicious of strangers.

Use the **Warrior** sidekick stat block to represent her.

Personality. "I choose my words very carefully. Sarcasm, I'm told, is my sharpest weapon."

Ideal. "All people deserve to be treated with dignity, regardless of their station. Of course, orcs aren't people."

Bond. "Orcs are a blight on the land. For the sake of the natural and civilized worlds, I kill them on sight."

Flaw. "I can't admit when I'm wrong."

NIB ADDLESPUR



Nib Addlespur. Lightfoot Halfling Spellcaster

Nib is a happy-go-lucky gambler who keeps a deck of Three-Dragon Ante cards in her vest pocket. She also has a goldfinch named Lil.

Use the **Spellcaster (Healer)** or **Spellcaster (Mage)** sidekick stat block to represent her.

Personality. "I can't resist a sure bet or a friendly wager."

Ideal. "The more complicated the scheme, the better."

Bond. "I love birds and will do what I can to look after them."

Flaw. "Deep water terrifies me. I would rather be swallowed by a dragon than get in a boat or go for a swim."

PICKLED PETE



Pickled Pete. *Human Expert*

Pete likes ale and tends to function better while tipsy. At his best, he's quite the handyman and comes up with all sorts of crazy ways to get things done.

Use the **Expert** sidekick stat block to represent him.

Personality. "My friends know they can rely on me, no matter what."

Ideal. "I like coming up with new ways to do things. What problem can't be solved with a little ingenuity?"

Bond. "A full flask of wine is worth ten pockets full of gold."

Flaw. "All this drinking is bad for my memory. Seriously, I can't remember my last name."

QUINN HIGHTOPPLE



Quinn Hightopple. *Lightfoot Halfling Warrior*

Quinn is a happy little scrapper who likes to punch people in the groin.

Use the **Warrior** sidekick stat block to represent him.

Personality. "Nice set of teeth you got there. Be a shame if something bad happened to 'em."

Ideal. "No challenge is too big to overcome. As Papa Bartho always says, the bigger they are, the harder they fall"

Bond. "Nothing's more important than friendship. That's why I'll never leave a friend behind."

Flaw. "I can't resist punching tall folk in the groin. I call it the Halfling Hello."



Ruby Hammerwhacker. *Shield Dwarf Warrior*

Ruby lacks the customary dwarven stoicism and greets every day with a warm smile and a renewed sense of optimism.

Use the **Warrior** sidekick stat block to represent her.

Personality. "Nothing can shake my optimistic attitude."

Ideal. "We should all seek the betterment of ourselves. There's always room for improvement."

Bond. "I fight for those who cannot fight for themselves"

Flaw. "Tell me I can't do something, and I must prove you wrong."



Shanjan Kwan. *Human Spellcaster*

Kwan died and was raised from the dead as an infant, whereupon a tiny black glyph—the symbol of necromancy—appeared on his forehead.

Use the **Spellcaster (Healer)** or **Spellcaster (Mage)** sidekick stat block to represent him.

Personality. "I've cheated death once. I can do it again."

Ideal. "Great beauty can hide great ugliness. The reverse is also true."

Bond. "I've been searching my whole life for the answer to a simple question: Am I a god?"

Flaw. "I don't like mysteries. Unraveling them keeps me up at night."

TALON THORNWILD



Talon Thornwild. Human Expert

Talon loves gold and adventure, and dreams of being a famous gold prospector.

Use the **Expert** sidekick stat block to represent them.

Personality. "Yes, I eat like a pig and have bad manners, but those are my only flaws, I swear. I'm darn near perfect otherwise."

Ideal. "The low are lifted up, and the high and mighty are brought down. Change is the nature of things."

Bond. "I like gold. I like its color, its texture, its majestic gleam."

Flaw. "It's not stealing if I need it more than someone else."

SIDEKICK STAT BLOCKS

The following stat blocks work with any character race. If you and the DM agree, you may enhance your sidekick with the appropriate racial traits presented in **chapter 2** of the **Player's Handbook**.

EXPERT

7th-level Medium humanoid

Armor Class 15 (studded leather armor)

Hit Points 44 (8d8 + 8)

Speed 30 ft.

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

Saving Throws Dex +6

Skills Acrobatics +9, Performance +5, Persuasion +5, Sleight of Hand +6, Stealth +9

Senses passive Perception 10

Languages Common, plus one of your choice

Challenge —

Evasion. When the expert is not incapacitated and subjected to an effect that allows it to make a Dexterity saving throw to take only half damage, it instead takes no damage if it succeeds on the saving throw, and only half damage if it failed.

Helpful. The expert can take the Help action as a bonus action, and the creature who receives the help gains a 1d6 bonus to the d20 roll. If that roll is an attack roll, the creature can forgo adding the bonus to it, and then if the attack hits, the creature can add the bonus to the attack's damage roll against one target.

Tools. The expert has *thieves' tools* and a musical instrument.

Actions

Extra Attack. The expert can attack twice, instead of once, whenever it takes the Attack action on its turn.

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

Dagger. *Melee or Ranged Weapon Attack:* +6 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 5 (1d4 + 3) piercing damage.

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

SPELLCASTER (HEALER)

7th-level Medium humanoid

Armor Class 13 (studded leather armor)
Hit Points 36 (8d8)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	12 (+1)	10 (+0)	15 (+2)	16 (+3)	13 (+1)

Saving Throws Wis +6
Skills Arcana +5, Investigation +5, Religion +5
Senses passive Perception 13
Languages Common, plus one of your choice
Challenge —

Potent Cantrip. The spellcaster can add its spellcasting ability modifier to the damage it deals with any cantrip.

Spellcasting (Healer). The spellcaster's spellcasting ability is Wisdom (spell save DC 14, +6 to hit with spell attacks). The spellcaster has following cleric spells prepared:

Cantrips (at will): *guidance, light, resistance, sacred flame*

1st level (4 slots): *bless, cure wounds, shield of faith*

2nd level (3 slots): *aid, lesser restoration*

3rd level (3 slots): *protection from energy, revivify*

4th level (1 slot): *death ward*

Actions

Quarterstaff. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 3 (1d6) bludgeoning damage, or 4 (1d8) bludgeoning damage if used with two hands.

SPELLCASTER (MAGE)

7th-level Medium humanoid

Armor Class 13 (studded leather armor)
Hit Points 36 (8d8)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	12 (+1)	10 (+0)	16 (+3)	14 (+2)	13 (+1)

Saving Throws Wis +5
Skills Arcana +6, Investigation +6, Religion +6
Senses passive Perception 12
Languages Common, plus one of your choice
Challenge —

Potent Cantrip. The spellcaster can add its spellcasting ability modifier to the damage it deals with any cantrip.

Spellcasting (Mage). The spellcaster's spellcasting ability is Intelligence (spell save DC 14, +6 to hit with spell attacks). The spellcaster has following wizard spells prepared:

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

1st level (4 slots): *burning hands, shield, sleep*

2nd level (3 slots): *flaming sphere, invisibility*

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

4th level (1 slot): *wall of fire*

Actions

Quarterstaff. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 3 (1d6) bludgeoning damage, or 4 (1d8) bludgeoning damage if used with two hands.

WARRIOR

7th-level Medium humanoid

Armor Class 20 (plate armor, shield)
Hit Points 52 (8d8 + 16)
Speed 30 ft.

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

Saving Throws Con +5
Skills Athletics +6, Perception +4, Survival +4
Senses passive Perception 14
Languages Common, plus one of your choice
Challenge —

Battle Readiness. The warrior has advantage on initiative rolls.

Improved Critical. The warrior's attack rolls score a critical hit on a roll of 19 or 20 on the d20.

Martial Role. The warrior has one of the following traits of your choice:

- **Attacker** The warrior gains a +2 bonus to attack rolls.
- **Defender** The warrior gains the Protection reaction below.

Second Wind. (Recharges After A Short Or Long Rest) The warrior can use a bonus action on its turn to regain hit points equal to 1d10 + its level.

Actions

Extra Attack. The warrior can attack twice, instead of once, whenever it takes the Attack action on its turn.

Longsword. Melee Weapon Attack: +6 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 3) slashing damage, or 8 (1d10 + 3) slashing damage if used with two hands.

Longbow. Ranged Weapon Attack: +5 to hit, range 150/600 ft., one target. *Hit:* 6 (1d8 + 2) piercing damage.

Reactions

Protection (Defender Only). When a creature the warrior can see attacks a target other than the warrior that is within 5 feet of the warrior, the warrior can use their reaction to impose disadvantage on the attack roll. The warrior must be wielding a shield.

PROFICIENCIES

A sidekick is proficient with any armor, weapons, and tools included in its stat block. In addition, **experts** are proficient with simple weapons, rapiers, shortswords, and light armor; **spellcasters** are proficient with simple weapons and light armor; and **warriors** are proficient with simple and martial weapons, shields, and all armor.

SIDEKICK LEVEL

In this adventure a sidekick starts as a 7th-level character. As the characters and sidekick adventure together, the sidekick gains experience points and reaches new levels the same way a player character does, using the rules in the **Player's Handbook**.

When a sidekick gains a level, look at the sidekick's table below, and consult the new level's row, which shows the sidekick's new hit point maximum and features.

EXPERTS BEYOND 7TH LEVEL

	Hit Level Points	New Features
8th	49 (9d8 + 9)	Ability Score Improvement. The expert's Dex. score increases by 2, raising the modifier by 1, so increase the following numbers by 1: the Dex. saving throw bonus; the Armor Class; the Acrobatics, Sleight of Hand, and Stealth bonuses; and the bonuses to hit and damage of the expert's weapon attacks.
9th	55 (10d8 + 10)	

SPELLCASTERS BEYOND 7TH LEVEL

	Hit Level Points	New Features
8th	40 (9d8)	Ability Score Improvement. The spellcaster's Int. (mage) or Wis. (healer) score increases by 2, raising the modifier by 1, so increase the following numbers by 1: the Int. or Wis. saving throw bonus; Int. or Wis. based skill bonuses; and the bonuses to hit and to saving throw DCs with spells. Spellcasting. The caster gains one 4th-level spell slot and learns one new 4th-level spell: banishment (healer) or polymorph (mage).
9th	45 (10d8)	Spellcasting. The spellcaster gains one 4th-level and one 5th-level spell slot and learns one new 5th-level spell: greater restoration (healer) or cone of cold (mage).

WARRIORS BEYOND 7TH LEVEL

	Hit Level Points	New Features
8th	58 (9d8 + 18)	Ability Score Improvement. The warrior's Str. score increases by 2, raising the modifier by 1, so increase the following numbers by 1: the Str. saving throw bonus; the Athletics bonuses; and the bonuses to hit and damage of the warrior's longsword attacks.
9th	65 (10d8 + 20)	Indomitable (1/Day). The warrior can reroll a saving throw that it fails but must use the new result.