



# ADVENTURERS LEAGUE™

## WRITHING IN THE DARK

An unexpected envoy arrives in Sporedome and offers to give aid against the fire giants of Maerimydra, if you are willing to help his people with a small problem.

**Adventure Code: DDEX3-13**

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# Writhing in the Dark

*EVERYTHING HAS ITS WONDERS, even darkness and silence, and I learn, whatever state I may be in, therein to be content.*

*--Helen Keller*

## Introduction

Welcome to *Writhing in the Dark*, a D&D Expeditions™ adventure, part of the official D&D Adventurers League™ organized play system and the *Rage of Demons*™ storyline season.

**This adventure is designed for 5th through 10th-level characters, and is optimized for five 8th-level characters.** Characters outside this level range cannot participate in this adventure.

The adventure takes place entirely in the Underdark.

## The D&D Adventurers League

This adventure is official for D&D Adventurers League play. The D&D Adventurers League is the official organized play system for DUNGEONS & DRAGONS®. Players can create characters and participate in any adventure allowed as a part of the D&D Adventurers League. As they adventure, players track their characters' experience, treasure, and other rewards, and can take those characters through other adventures that will continue their story.

D&D Adventurers League play is broken up into storyline seasons. When players create characters, they attach those characters to a storyline season, which determines what rules they're allowed to use to create and advance their characters. Players can continue to play their characters after the storyline season has finished, possibly participating in a second or third storyline with those same characters. A character's level is the only limitation for adventure play. A player cannot use a character of a level higher or lower than the level range of a D&D Adventurers League adventure.

If you're running this adventure as a part of a store event or at certain conventions, you'll need a DCI number. This number is your official Wizards of the Coast organized play identifier. If you don't have a number, you can obtain one at a store event. Check with your organizer for details.

For more information on playing, running games as a Dungeon Master, and organizing games for the D&D Adventurers League, please visit the D&D Adventurers League home.

## Preparing the Adventure

Before you show up to Dungeon Master this adventure for a group of players, you should do the following to prepare.

- Make sure to have a copy of the most current version of the D&D basic rules or the Player's Handbook™.
- Read through the adventure, taking notes of anything you'd like to highlight or remind yourself while running the adventure, such as a way you'd like to portray an NPC or a tactic you'd like to use in a combat.
- Get familiar with the monster statistics in the Appendix.
- Gather together any resources you'd like to use to aid you in Dungeon Mastering, such as notecards, a DM screen, miniatures, battlemaps, etc.
- If you know the composition of the group beforehand, you can make adjustments as noted throughout the adventure.

## Before Play at the Table

Ask the players to provide you with relevant character information. This includes:

- Character name and level
- Character race and class
- Passive Wisdom (Perception)—the most common passive ability check
- Anything notable as specified by the adventure (such as backgrounds, traits, flaws, and so on)

Players that have characters outside the adventure's level range cannot participate in the adventure with those characters. Players can play an adventure they previously played or ran as a Dungeon Master, but not with the same character (if applicable).

Ensure that each player has an official adventure logsheet for his or her character (if not, get one from the organizer). The player will fill out the adventure name, session number, date, and your name and DCI number. In addition, the player also fills in the starting values for XP, gold, downtime, renown, and number of permanent magic items. He or she will fill in the other values and write notes at the conclusion of the session. Each player is responsible for maintaining an accurate logsheet.

If you have time, you can do a quick scan of a player's character sheet to ensure that nothing looks out of order. If you see magic items of very high rarities or strange arrays of ability scores, you can ask players to provide documentation for the irregularities. If they cannot, feel free to restrict item use or ask them to use a standard ability score array. Point players to the D&D Adventurers League Player's Guide for reference.

If players wish to spend downtime days and it's the beginning of an adventure or episode, they can declare their activity and spend the days now, or they can do so at the end of the adventure or episode.

Players should select their characters' spells and other daily options prior to the start of the adventure, unless the adventure specifies otherwise. Feel free to reread the adventure description to help give players hints about what they might face.

# Adjusting the Adventure

Throughout this adventure, you may see sidebars to help you make adjustments to this adventure for smaller/larger groups and characters, of higher/lower levels that the optimized group size. Most of the time, this is used for combat encounters.

You may adjust the adventure beyond the guidelines given in the adventure, or for other reasons. For example, if you're playing with a group of inexperienced players, you might want to make the adventure a little easier; for very experienced players, you might want to make it a little harder. Therefore, five categories of party strength have been created for you to use as a guide. Use these as a guide, and feel free to use a different adjustment during the adventure if the recommended party strength feels off for the group.

This adventure is **optimized for a party of five 8th level characters**. To figure out whether you need to adjust the adventure, do the following:

- Add up the total levels of all the characters
- Divide the total by the number of characters
- Round fractions of .5 or greater up; round fractions of less than .5 down

You've now determined the **average party level (APL)** for the adventure. To figure out the **party strength** for the adventure, consult the following table.

## Determining Party Strength

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

**Average party strength** indicates no recommended adjustments to the adventure. Each sidebar may or may not offer suggestions for certain party strengths. If a particular recommendation is not offered for your group, you don't have to make adjustments.

# Dungeon Mastering the Adventure

As the DM of the session, you have the most important role in facilitating the enjoyment of the game for the players. You help guide the narrative and bring the words on these pages to life. The outcome of a fun game session often creates stories that live well beyond the play at the table. Always follow this golden rule when you DM for a group:

## Make decisions and adjudications that enhance the fun of the adventure when possible.

To reinforce this golden rule, keep in mind the following:

- You are empowered to make adjustments to the adventure and make decisions about how the group interacts with the world of this adventure. This is especially important and applicable outside of combat, but feel free to adjust the adventure for groups that are having too easy or too hard of a time.
- Don't make the adventure too easy or too difficult for a group. Never being challenged makes for a boring game, and being overwhelmed makes for a frustrating game. Gauge the experience of the players (not the characters) with the game, try to feel out (or ask) what they like in a game, and attempt to give each of them the experience they're after when they play D&D. Give everyone a chance to shine.
- Be mindful of pacing, and keep the game session moving along appropriately. Watch for stalling, since play loses momentum when this happens. At the same time, make sure that the players don't finish too early; provide them with a full play experience. Try to be aware of running long or short. Adjust the pacing accordingly.
- Read-aloud text is just a suggestion; feel free to modify the text as you see fit, especially when dialogue is present.
- Give the players appropriate hints so they can make informed choices about how to proceed. Players should be given clues and hints when appropriate so they can tackle puzzles, combat, and interactions without getting frustrated over lack of information. This helps to encourage immersion in the adventure and gives players "little victories" for figuring out good choices from clues.

In short, being the DM isn't about following the adventure's text word-for-word; it's about facilitating a fun, challenging game environment for the players. The *Dungeon Master's Guide*™ has more information on the art of running a D&D game.

## Downtime and Lifestyle

At the beginning of each play session, players must declare whether or not they are spending any days of downtime. The player records the downtime spent on the adventure logsheet. The following options are available to players during downtime (see the D&D basic rules or the D&D Adventurers League Player's Guide for more information):

- Catching up
- Crafting (exception: multiple characters cannot commit to crafting a single item)
- Practicing a profession
- Recuperating
- Spellcasting services (end of the adventure only)
- Training

Other downtime options might be available during adventures

or unlocked through play, including faction-specific activities.

In addition, whenever a character spends downtime days, that character also spends the requisite expense for his or her lifestyle. Costs are per day, so a character that spends ten days of downtime also spends ten days of expenses maintaining his or her lifestyle. Some downtime activities help with lifestyle expenses or add lifestyle expenses.

## Spellcasting Services

Any settlement the size of a town or larger can provide some spellcasting services. Characters need to be able to travel to the settlement to obtain these services. Alternatively, if the party finishes an adventure, they can be assumed to return to the settlement closest to the adventure location.

Spell services generally available include healing and recovery spells, as well as information-gathering spells. Other spell services might be available as specified in the adventure. The number of spells available to be cast as a service is limited to a **maximum of three per day total**, unless otherwise noted.

### Spellcasting Services

Spell	Cost
<i>Cure wounds (1st level)</i>	10 gp
<i>Identify</i>	20 gp
<i>Lesser restoration</i>	40 gp
<i>Prayer of healing (2nd level)</i>	40 gp
<i>Remove curse</i>	90 gp
<i>Speak with dead</i>	90 gp
<i>Divination</i>	210 gp
<i>Greater restoration</i>	450 gp
<i>Raise dead</i>	1,250 gp

### Acolyte Background

A character possessing the acolyte background requesting spellcasting services at a temple of his or her faith may request **one spell per day** from the Spellcasting Services table for free. The only cost paid for the spell is the base price for the consumed material component, if any.

Faiths that can call upon spellcasting services in and around Hillsfar include the following: Chauntea, Lliira, Mielikki, and Tempus.

## Character Disease, Death, and Recovery

Sometimes bad things happen, and characters get poisoned, diseased, or die. Since you might not have the same characters return from session to session, here are the rules when bad things happen to characters.

### Disease, Poison, and Other Debilitating Effects

A character still affected by diseases, poisons, and other similar effects at the conclusion of an adventure can spend

downtime days recuperating until such time as he or she resolves the effect to its conclusion (see the recuperating activity in the D&D basic rules).

If a character doesn't resolve the effect between sessions, that character begins the next session still affected by the debilitating effect.

## Death

A character who dies during the course of the adventure has a few options at the end of the session (or whenever arriving back in civilization) if no one in the adventuring party has immediate access to a raise dead or revivify spell, or similar magic. A character subject to a raise dead spell is affected negatively until all long rests have been completed during an adventure. Alternatively, each downtime day spent after raise dead reduces the penalty to attack rolls, saving throws, and ability checks by 1, in addition to any other benefits the downtime activity might provide.

**Create a New 1st-Level Character.** If the dead character is unwilling or unable to exercise any of the other options, the player creates a new character. The new character does not have any items or rewards possessed by the dead character.

**Dead Character Pays for Raise Dead.** If the character's body is recoverable (it's not missing any vital organs and is mostly whole) and the player would like the character to be returned to life, the party can take the body back to civilization and use the dead character's funds to pay for a raise dead spell. A raise dead spell cast in this manner costs the character 1,250 gp.

**Character's Party Pays for Raise Dead.** As above, except that some or all of the 1,250 gp for the raise dead spell is paid for by the party at the end of the session. Other characters are under no obligation to spend their funds to bring back a dead party member.

**Faction Charity.** If the character is of level 1 to 4 and a member of a faction, the dead character's body can be returned to civilization and a patron from the faction ensures that he or she receives a raise dead spell. However, any character invoking this charity forfeits all XP and rewards from that session (even those earned prior to death during that session), and cannot replay that episode or adventure with that character again. Once a character reaches 5th level, this option is not available.

## Background

The adventurers have been sent to Sporedome in order to meet with an emissary that is offering valuable information about the abyssal fire giants in the deepest reaches of the Underdark. While the various factions often work privately and towards very different goals, the faction leaders have openly admitted that the emissary is asking for a representative of the Order of the Gauntlet.

Whether or not the Order of the Gauntlet is represented at the meeting in Sporedome, the emissary reveals itself to be a mind flayer - and it asks the characters to hunt down a "rogue thought": in truth, another mind flayer that has walked away

from the Elder Brain and is instead a warlock beholden to the demon lord Graz'zt. Glorghakt, the emissary, requests that the characters eradicate this rogue from existence with extreme prejudice, as it upsets the delicate balance of their kind.

Along the way the characters come across a group of githyanki apparently torturing a male drow - who may look familiar to characters that have already played other Rage of Demons adventures. His head and upper torso are deformed by a fungal growth, and madness has consumed him.

Lastly, the characters need to figure out how to enter the mind flayer's inner sanctum and defeat it. It has a very close connection to Graz'zt, and not everything is as it seems!

## Overview

The adventure is designed to run in a 2-hour slot, so time is of the essence!

## Adventure Hooks

The characters begin their adventure having been sent to Sporedome by their faction heads. Consult their backgrounds to build an appropriate hook, or simply inform them that they've been "voluntold" to head here.

Alternately, any character with at least one level in the warlock class, previous interactions with the demon lord Graz'zt, or that currently has at least one level of madness could be drawn to Sporedome and Glorghakt.

# Part 1. Your Civic Duty

*WHERE ARE OUR MEN OF ABILITIES? Why do they not come forth to save their Country?*

—George Washington

**Expected Duration:** 15 minutes

The characters should have a few moments to meet their contact and receive their mission(s) as appropriate. This is an opportunity to impress upon the characters that time is of the essence, and that terrible and strange things are occurring in the Underdark. Any Order of the Gauntlet faction members should be addressed directly by the envoy before any other character.

NOTE: Review of the mind flayer entry in the Monster Manual is strongly recommended.

## Volunteer? *Volun-told.*

The characters have been instructed by their respective faction contacts to report to Sporedome, a myconid settlement in the Upperdark (the portion of the Underdark closest to the surface). In the rare occasion that one of the characters does not belong to one of the factions, it is up to the character to determine why he or she may be in Sporedome at the beginning of the adventure.

### General Features

The general features of this area of the city are as follows:

**Terrain.** The terrain in and around Sporedome is spongy - in fact, the entire place is comprised of mushrooms and other fungi. Many buildings are actually built inside of large clots of vegetation, with little actual damage to the plants.

**Light and Visibility.** Due to the permanent humidity there is always a haze in the air and an ankle-deep fog. Thanks to luminescent fungus clinging to most of the available surfaces, the area is shrouded in dim light.

**Climate.** Sporedome is excessively humid. The myconids thrive in this environment and the sweltering temperatures are needed for their ongoing wellbeing.

Your respective missions have brought you here, to a mostly stable hollowed-out dead mushroom roughly the size of a small house. Seeing no people or other creatures outside, the windowed doors seem inviting enough.

The interior of the dwelling is a single large chamber containing several pieces of very basic furniture. A few stools, a low table, and a desk are arranged around the place. A cowed humanoid figure telepathically greets the characters, introduces itself as "Glor", and bids the characters to take a seat as they enter.

### Roleplaying Glorghakt

Glor only uses its full name, "Glorghakt", with its closest allies and confidants. A mind flayer of inestimable age, Glor is driven by a troubling knowledge of both the world outside of the Underdark and hints of knowledge of what will happen in the future. Whether its cryptic and off-putting hints are indeed a foretelling or simply happen to be well-made guesses remains to be seen. Glor's skin is a mottled mauve and taupe and its tentacles always appear to be just on the edge of dripping some awful fluid. It only communicates telepathically, but is capable of using Undercommon, Common, and Netherese.

Glorghakt does not remove its hood voluntarily, but every so often the tips of its tentacles wriggle into view. Exceedingly curious characters may be able to persuade it to show its face if they offer appropriate gifts, but further interaction with Glor outside of the following points is not the focus of this adventure:

- Glor's full name is Glorghakt. It has been sent as an envoy from Ryxyg, a nearby illithid encampment several miles below Sporedome that is involved in peaceful trade with the myconids.
- If pressed, Glor shares that the mind flayers of Ryxyg are not interested in the slaving habits of most other mind flayers. This is not entirely true; they happily enslave any humanoids foolish enough to attack their outpost (though this does not happen often).
- The mind flayers feel that the demon-tainted giants of Maerimydra have been uncharacteristically productive, and have been studying them for some time. During their investigations they discovered a few things: first, that the giants have created a number of significantly devastating arcane siege engines and plan to use them against the surface world, starting with Elventree and Hillsfar; and second, the mind flayers know how to disable those war engines from a distance, using clandestine methods that would leave the perpetrator hidden in secret.
- Glor is prepared to share this information with the Order of the Gauntlet, as they have recently become aware of the Order's concentrated efforts to eradicate the demonic influences in the Underdark by force. If there are no members of the Order present, Glor is pleased to offer this prize to any of the other factions instead.
- In exchange for these secrets, the characters are asked to track down what Glor refers to as "a rogue thought" (in truth, a mind flayer that has pulled away from the Elder Brain and is no longer part of the collective). The mind flayers would like to have this rogue element eliminated--all possessions, holdings, and physical remains should be thoroughly destroyed.
- If asked about the extent that the rogue thought should be destroyed, Glor simply responds that its thoughts "are not conducive to the sept's survival; order must be maintained".
- Glor explains that the mind flayers and their thralls have thus far been unsuccessful in their attempts to destroy the threat, as it has laired inside an area of the Underdark

heavily permeated by *faerzress*. The magical energy causes their abilities to falter or even fail entirely.

- It offers a small reward for the return of the rogue's severed tentacles. It explains that this is a prize that will go far towards building shared trust between the mind flayers, myconids, and Order of the Gauntlet. It does not elaborate what the reward is beyond "it will serve your wishes".

Glor explains that the location of the lair does not involve a particularly perilous journey, but the true concerns lie in the lair itself. It explains the effects of *faerzress* and that the rogue thought almost certainly have powers not typical of its kind.

At no point does Glorghakt offer or extend thanks to the characters. Instead, it seems to refer to the current situation as a transactional truth; something that simply should be, because other events must logically occur after it.

## Development

Glorghakt is direct and very matter-of-fact. It does not seek to hide information from the characters but it does not offer this wisdom buffet-style; the characters should prove themselves worthy of attaining Glor's goal of the rogue being utterly destroyed. Otherwise, it assumes that the characters are run-of-the-mill adventurers that may or may succeed, and it isn't invested in the characters or their success.

Should sufficient trust be established, Glorghakt explains that it seeks to build a relationship with the Order of the Gauntlet due to shared long-term plans for the Underdark. It explains those goals as "truths that will reveal themselves in time" and urges the characters to take on their mission as quickly as possible.

## Treasure

Glorghakt provides the characters with a map to the rogue mind flayer's lair.

## Faerzress

Many parts of the Underdark of Faerûn are suffused with a magical radiation that the drow call *faerzress*. A remnant of the mighty forces that originally shaped the terrain of the Underdark, *faerzress* distorts and interferes with certain types of magic. Its effects on spells are not widely known among the surface-dwelling peoples.

Areas of concentrated *faerzress* can be found here and there throughout the Underdark. The drow have long sought out such places in which to raise their cities, since the magical radiation helps to frustrate spying and protect against enemy assaults. *Faerzress* is also used in the construction of powerful magical items.

Sometimes creatures that dwell in and around great areas of *faerzress* find themselves imbued with strange and unpredictable powers.

The *faerzress* surrounding the rogue mind flayer's den, though, has one additional and exotic feature: it can cause a spellcaster's energy to become unexpectedly potent. The first time each character casts a spell of 1st level or higher when in one of the chambers in the den, it triggers a wild

surge (*Player's Handbook*, Page 104). Any character whose madness is higher than one or possesses the Wild Magic sorcerous origin may roll twice and choose which result to use.

**NOTE:** Please note that this effect can quickly cause a game to lose focus--use caution! The challenge should come from the mind flayer and its minions, not an environmental effect!



# Part 2. The Brainbucket

**Expected Duration:** 80 minutes

Glorghakt's map illustrates the path of least resistance to get to the lair of the rogue mind flayer. The journey takes approximately one tenday and is largely uneventful, save for the increased evidence of *faerzress* in the area. As there are no encounters, it can be safely assumed that the characters do not have to make Madness saving throws during their trek to the lair. On the final two days of the journey, the *faerzress* is so prevalent that any characters with arcane spellcasting hear a constant buzz inside their heads, and any character with telepathic ability or other psychic attributes feels drawn to their eventual destination.

## General Features

The cavern has the following general features:

**Terrain.** The floor is rough but does not impede movement. Each of the four caverns that surround Rogue Thought's lair is roughly circular and is approximately 40 feet across. Each has been roughly carved out of the surrounding rock in a vaguely skull-like shape and is saturated with *faerzress*. The ceiling is approximately 12 feet above the floor.

**Light and Visibility.** Two large pools and a number of small puddles of oily, viscous liquid shimmer through a rotating catalog of colors, but this only provides dim light in the cavern. The liquid is a naturally-occurring oil in the Underdark, but other than being indigestible for most humanoid and a bit bitter is not dangerous.

**Smells and Sounds.** The air is musty and stagnant here, with the unmistakable tang of acid hanging in the air.

**Secret Door.** In each of the four chambers, a secret door leads into Xicvizt's lair. Locating this door requires a successful 30 Wisdom (Perception) check. However, locating it is not enough. The mechanism that opens the doors is located beneath it and the door extends above and below and below the ceiling, so using a pry bar is impossible. Magical means or extreme cleverness aside, there is no way to open the door other than by placing the appropriately-sized brains into the basins in each of the four surrounding chambers. The basins are obvious fixtures in each room, but the doors behind them remain safely hidden away.

### Madness

At the best of times, the Underdark is a bizarre, alien, and inhospitable world, but the influence of the demon lords has transformed it into a domain of madness and chaos. *Faerzress* acts as a catalyst, spreading the demon lords' madness throughout the Underdark. Now, it's even starting to spread on the surface.

A creature's madness level starts at 0. When the creature fails a madness saving throw, its madness level increases by 1, and the creature immediately suffers the level's effect (as determined by rolling on the Short-Term Madness, Long-Term Madness, or Indefinite Madness table in the *Dungeon Master's Guide*, as appropriate). When the

effect ends, the creature's madness level doesn't change. Any time the creature's madness level increases, it suffers the effect of the new level.

If a creature with level 3 madness fails a madness saving throw, its madness level becomes 1. In this way, characters can potentially accumulate multiple forms of madness. If a character accumulates a form of madness that they are already suffering from, reroll until a new result is reached.

Bouts of short- and long-term madness can be cured as described in the *Dungeon Master's Guide*. Given the demonic source of the madness, *remove curse* and *dispel evil* are also effective as cures. A *greater restoration* spell or more powerful magic is needed to cure indefinite madness and also resets a creature's Madness Level to 0.

In adventures set during *Rage of Demons*, madness is measured in three levels:

### Madness Level

Level	Effect
1	Short-term madness (lasts 1d10 minutes)
2	Long-term madness (lasts 1d10 x 10 hours)
3	Indefinite madness (lasts until cured)

### Indefinite Madnesses of Graz'zt

Graz'zt influence on the region has manifested itself in the different forms of madness that characters may develop. Upon reaching Madness Level 3, instead of rolling on the Indefinite Madness table on page 260 of the *Dungeon Master's Guide*, roll (or allow the character to roll) on the following table and inform the character to add the flaw associated with the result to his character sheet.

If the roll results in a form of madness that the character is already suffering from, reroll until a new result is reached.

01-20	<b>Narcissism:</b> "There is nothing in existence that is more important than me."
21-40	<b>Megalomania:</b> "Anyone who doesn't do exactly what I say does not deserve to live."
41-60	<b>Messiah Complex:</b> "Mine is the path of redemption; anyone who says otherwise is intentionally misleading you."
61-80	<b>Infatuation:</b> "I will not rest until I have made someone else mine, and doing so is more important to me than my own life - or the lives of others."
81-90	<b>Hedonism:</b> "My own pleasure is of paramount importance. Everything else, including social graces, is a triviality."
91-100	<b>Abomination:</b> "The mores of society are a lie, meant to shackle free thinking people. I will revel in that which others find shocking or disgusting to demonstrate my rebellion."

## 1. This Brain Is Too Small

Entering this chamber provides a fairly jarring introduction to the lair of the rogue mind flayer: four bodies are arranged around a table, as if they had been seated and in mid-conversation... then just stopped moving.

There are a few oddly-colored pools of liquid around the



room casting dim light and colorful shimmers across the nearby surfaces. It would almost be calming if it weren't for the sense of foreboding.

The bodies are of three male humans and a female drow. They are obviously dead, and a DC 10 Intelligence (Medicine) check reveals that each of them has four holes bored into the crowns of their skulls. A successful DC15 Intelligence (Medicine) check (this does not have to be a second check) reveals that the brains have been removed from each of the bodies through these wounds.

## The Table

The surface of the table is covered in maps, crumpled parchments, scroll tubes, and the remains of a recent meal - the food still looks fresh.

- **Map of Hillsfar.** A highly-detailed map of Hillsfar is spread across the tabletop, though it is nearly covered with everything else. It is very large clearly shows every street, building, and bit of infrastructure (sewers and so on). It would be worth a fair amount of gold in the right hands.
- **Map of Phlan.** As with the map of Hillsfar, it is very detailed. A DC 10 History check reveals that it is likely only a year or two old--it shows the Thicket; a dense dome of thick brambles and briars erected around the city by Vorgansharax (DDEX1-14 *Escape from Phlan*), the monstrous green dragon that took the city by force.
- **Maps of Mulmaster.** Two maps of Mulmaster have been folded into quarters. While detailed, the newer map appears to be a token effort: over the harbor, there are big red "X" marks and "Hahaha!" can be seen written repeatedly over certain sections of the map marked as destroyed. The older map shows trade routes in and out of the city and includes what appears to be guard rotation schedules in the margins. Any character that participated in DDEP2 *Mulmaster Undone* instantly recognizes the newer map to be indicating the damage caused by the cults of Elemental Evil and their *devastation orbs*. Otherwise a DC 10 Intelligence (History) check reveals that the damage was caused by a massive attack on the city by various elemental cults. Much of Mulmaster is expected to starve as a result. The maps are worth a small sum to the right party--likely the Zhentarim or Red Wizards, thanks to the guard details.
- **Scroll tubes.** Sadly, these are all empty.
- **Playing Cards.** A small deck of *Three-Dragon Ante* cards can be found here. They are well crafted and are worth a handsome amount of gold.
- **Food.** The food left on the table appears to be drow traveling rations; lots of grains and a curious tarry substance, but all of the food should be safe to eat.
- **Crumpled Parchments.** The parchments are written in Common. They appear to be outlining mercantile agreements between an unnamed drow outpost and the Red Plumes.

- **Bodies:** The bodies do not bear any insignia of allegiance, despite the trade agreements on the table. They do not have any valuables and are, in fact, curiously devoid of any possessions that might identify where they came from.

There is a basin on the northern wall, with a small carved depression inside. A DC 10 Intelligence (Investigation) or Wisdom (Medicine) check reveals the carving to be a bottom-up view of the underside of a human brain. If the characters place an appropriately-sized brain in each basin in each of the four rooms, the secret door opens and Xicvitz's lair is revealed and can be entered.

## 2. This Brain Is Too Hard

A chorus of guttural voices can be plainly heard, shouting what sound like angry insults at a voice retorting in Undercommon. A male drow elf appears to be tied to a post, and four strange-looking green-skinned humanoids scream at him. One of the four carries a massive silvery blade, and all of them are wearing ornately carved, exotic armor.

Three **githyanki warriors** are accompanied by a **githyanki knight** and are in the process of tying up a male **drow** while berating him in their native language, Gith. If the characters delay and observe the githyanki before entering combat, they see that the githyanki are actually poking and prodding him, as if equal parts curious and horrified by his hideous visage. If the characters initiate combat, the drow begs for his life and safety.

### Adjusting the Encounter

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

- **Very weak party:** Remove 1 githyanki warrior
- **Weak party:** Remove 1 githyanki warrior
- **Strong party:** Add 1 githyanki warrior
- **Very strong party:** Add 2 githyanki warriors

### Development

The drow elf is **Arrizz**, and it is very likely that one or more characters may have interacted with him in previous adventures in the *Rage of Demons* storyline. He presents no threat to the characters; he is neither armed nor armored. His head, neck, and upper shoulders are covered in mottled, multi-colored fungi--the result of an infection that nearly took his life. If the characters choose to talk to the drow, Arrizz introduces himself and reveals that these creatures were preparing to kill him. If asked why he is here, Arrizz tells the characters that the surface world was too dangerous, and that he was willing to take his chances in the Underdark. He wishes to leave into the Underdark as soon as possible. If Deriel is mentioned, he becomes cold and distant and

demands that the characters allow him to leave unmolested.

### Roleplaying Arrizz

Although he is typically closed-lipped, Arrizz doesn't hesitate to criticize foolish or weak behavior. Since becoming ill, he has developed a great distaste for normal food; preferring a diet of mushrooms and fungus, which he frequently munches on. He is at the end of a rather nasty streak of bad luck and is eager to leave the Moonsea region far behind. He has been promised great rewards if his mission is successful. And although he is willing to work with others, he is still evil and abhors weakness.

Though he managed to fight off the infection that plagued him in DDEX3-1 *Harried in Hillsfar*, it left its mark on his body and he is plagued with odd, colorful scars and a phlegmy, wracking cough.

**Quote:** "I was weak once. Never again."

If any of the characters can speak or otherwise understand Gith, the following are the phrases they can pick out - the rest are simply too hurried or spoken over by the other assembled githyanki:

- "Your body has poisoned your brain!"
- "Xicvizt demands your sacrifice!"
- "Graz'zt's will is beyond your ken; you will serve as our lord sees fit!"

There is a basin on the eastern wall, with a small carved depression inside. A DC 10 Intelligence (Investigation) or Wisdom (Medicine) check reveals the carving to be a bottom-up view of the underside of a roper's brain. If the characters place an appropriately-sized brain in each basin in each of the four rooms, the secret door opens and Xicvizt's lair is revealed and can be entered.

### Treasure

The characters recover a silvered greatsword and a *potion of greater healing* from the defeated githyanki.

## 3. This Brain Is Too Greasy

This chamber is incredibly humid and the air is very stale. A faint acrid odor hangs in the air, similar to freshly-harvested alfalfa. Several large orbs hover in the air--bobbing gently. More alarmingly, they have a number of stalks growing from their central mass.

The entirety of this chamber has been covered in fungus and slick moss. The floating balls are actually **gas spores** that have not yet reached maturity (and thus do not represent a significant threat). The fungus hides a darker treasure, though: half-eaten and discarded brains from a wide variety of sources. Most are from humanoids, but a DC 10 Wisdom (Medicine) check identifies that most are animal in nature, and one is that of a giant.

With a passive Perception of 15 or higher, or with a

successful DC 18 Intelligence (Investigation) check, the characters can make out a humanoid shape buried beneath a mound of debris and muck at the far side of the room. If the characters choose to investigate further, they can unearth **Theara Gravelthumb**, an unconscious duergar woman that has recently been taken over by an intellect devourer. The attack was fairly recent and the devourer is still acclimating to its new host body, so she attempts to thank the party and offer to see herself out of the cave. While she is now completely loyal to Xicvizt, she is no fool and does everything in her power to escape, including alerting the gith from Area 2 if possible by running like mad and screaming for help. Unless the characters discover and awaken Theara, she remains unconscious--combat is not mandatory here!

### Adjusting the Encounter

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

- **Very weak party:** **Theara** is too weak for combat and is not able to fight back. There is no experience for this encounter.
- **Weak party:** **Theara** focuses on escape over combat actions, begging forgiveness and mercy the entire time
- **Strong party:** Unless the characters are unable to have their minds read, **Theara** gets a surprise round thanks to her telepathy.
- **Very strong party: as Strong party above, and:** add two **intellect devourers** to the fight, and two **githyanki warriors** enter combat at the end of round one.

This room isn't so much a larder as it is a waste room - and the fungus helps to break down the unwanted bits for the mind flayer; a sort of pickling process. Fortunately, the fungus can't break down everything, and characters that thoroughly search the chamber and succeed on a DC 15 Intelligence (Investigation) check turn up a pair of opals and a mithral circlet encrusted with rubies.

Additionally, if the characters have figured out the needs of the basins, they can retrieve an intact humanoid brain from the far side of the chamber. Getting to the brain requires crossing slick stones. Characters that succeed on a DC 12 Dexterity check manage to get across the stones without falling into the muck. Crossing the stones successfully is not required in order to retrieve the giant brain.

### Falling into the Muck

Any character that falls prone in the muck here or attempts to use the filth to cover their body is drenched in faintly phosphorescent fungus, slime, and bits of brain. A *prestidigitation* spell or similar magical effect removes this muck from the character's clothing and armor, but standard water does not suffice. Any creature covered in the muck has disadvantage on Dexterity (Stealth) checks due to the stench.

There is a basin on the southern wall, with a small carved depression inside. A DC 10 Intelligence (Investigation) or Wisdom (Medicine) check reveals the carving to be a bottom-up view of the underside of a lizard's brain. If the characters

place an appropriately-sized brain in each basin in each of the four rooms, the secret door opens and Xicvizt's lair is revealed and can be entered.

### Roleplaying Theara Gravelthumb

Anything that remains of Theara Gravelthumb is purely physical - the intellect devourer that now resides in her body has completely devoured her brain. Theara gladly shares that she was traveling from "an outpost" to Sporedome and was waylaid along the way (this is true), but despite her best efforts she was unable to escape the githyanki patrol (false; Xicvizt rendered her unconscious almost immediately and the intellect devourer took up residence in her body). Xicvizt has tasked Theara with traveling to other drow and dwarven cities in the Underdark in order to spy for it. She is fanatic in her devotion to Xicvizt, and seeks to please it but is wise enough to run from a combat that she clearly cannot win.

### Treasure

Two opals (worth 25 gp each) and a circlet can be found here (worth 250 gp). Additionally, the characters can fish out a chainmail pouch with 35 gp inside.

## 4. This Brain Is TOO MANY BRAINS!

This room has a much cooler temperature, thanks to the columns of ice around the room. There is a large block of opaque ice near the center, and inside it can be seen a number of curious things: suspended brains, small vials of yellowish liquid, and strange, other-worldly symbols. There is a beaten copper plate emblazoned with symbols on one side.

The columns are merely for decoration, but the block in the middle is actually an ice chest. It is magically sealed and possesses no mechanical locking mechanism present. The ice is extraplanar in nature and bears a strong aura of abjuration magic; it appears to regenerate from even magical fire effects. If subjected to a casting of *dispel magic*, it has advantage on the saving throw (with a +8 bonus). If the characters discover a suitably creative way to otherwise melt the ice, they can retrieve a number of items from the debris.

In order to open the chest without destroying it, the characters need to complete the rune puzzle as seen on the Player Handout.

### Running the Brain Teaser

Effectively the Brain Teaser puzzle is a game of memory - the characters need to match each of the cards to its identical mate.

- To begin, cut the sections out of the handout and shuffle them, then lay them face down on the table. Two characters should be asked, one character at a

time, to select a single card to turn over.

- Cards are flipped over simultaneously.
- A character may attempt a DC 14 skill check of the DM's choice to "peek" at a single card; this check can be attempted up to two total times during this puzzle regardless of the number of characters (ie: one character can "peek" twice, or two can "peek" once each). Further attempts fail.
- If the two cards do not match, the character or characters that selected those cards must succeed on a DC 14 Constitution saving throw or take 11 (2d10) points of psychic damage. Those that succeed take half damage. The cards are then returned face down to their original place on the table.
- A character revealing the demon sigil takes 5 (1d10) points of necrotic damage. Simultaneously revealing two demon sigils results in 11 (2d10) points of necrotic damage to each character that revealed a demon sigil. A successful DC 13 Constitution saving throw reduces this damage by half. If both of the demon sigils are revealed, all of the cards are turned face down, shuffled, and laid out once more.
- If any character is reduced to 0 hit points as a result of interacting with this puzzle, they are not killed and are instead comatose for a full 8 hours.
- If the group is considered **weak**, or **very weak** the damage dice are lowered to d8 (4 necrotic damage, or 8 necrotic damage when two demon sigils are simultaneously revealed) and remove one of the demon sigils.
- When a character reveals two matching symbols that are not demon sigils, leave those symbols face-up.
- The ice chest opens when puzzle is solved by turning all of the cards except the demon sigils face up.
- If a character has at least one level of madness, they ignore the effect of the first demon sigil they reveal in this encounter.
- If a character has 3 levels of madness, the skill check made to "peek" at a card is made with advantage.

There is a basin on the western wall, with a carved depression inside. A DC 10 Intelligence (Investigation) or Wisdom (Medicine) check reveals the carving to be a bottom-up view of the underside of a giant, bloated brain. If the characters place an appropriately-sized brain in each basin in each of the four rooms, the secret door opens and Xicvizt's lair is revealed and can be entered.

### Treasure

The ice chest contains dozens of brains, of all sorts of sizes. Characters that have seen the basins but have not yet discerned their purpose should be informed that these brains would likely fit in the depressions.

There is a *potion of greater healing* on one of the shelves as well as two *potions of poison*, magically disguised to look like potions of greater healing.

# Part 3. Driven by Passion

*Expected Duration:* 20 minutes

Xicvitz's lair has been explored, and its sanctum has been discovered - but it has been preparing for the arrival of the characters. Time is of the essence!

## Rogue Thought

The mind flayer that Glorghakt described has embraced the moniker "Rogue Thought" whole-heartedly. Clad in dark leather armor and wearing a high collared cloak, it flits about in the dim light playing for advantage. If pulled into brighter light, its skin is dry and withered and its eyes have become shriveled gray spots sunken into its skull. It recognizes its old name of Xicvitz, but does not respond to it. *Faerzress* has permeated Xicvitz's entire body, and may indeed be the only thing holding its emaciated form together now.

### General Features

Rogue Thought's lair has the following general features:

**Terrain.** The interior of this crystalline skull-shaped chamber is smooth and highly reflective. Bright light is refracted wildly around the space, and a single source of bright light illuminates the entire room. There is a pile of cushions in the middle of the room and an array of six brain jars are set around them.

**Light.** *Faerzress* has grown through the crystal and is beginning to spread. This provides dim light throughout the chamber.

**Smells.** There is a smell of raw flesh with a faintly acidic undertone.

**Sounds.** Sounds echo crazily around the chamber, and even the quietest of whispers can be plainly heard due to the hard surfaces and excellent acoustics. Rogue Thought's threatening whispers can be heard by all characters regardless of their positioning in the room or distance from the speaker.

The Interior of this chamber has been festooned with many graven images of skulls and brains - some small, some large. There is only the faintest of light here, thanks to the shimmering, alien pulse of the concentrated *faerzress* in these halls and rooms.

Three tall decorative jars stand in the center of the room around a large piles of cushions, with a fourth one tiled and leaning on the soft surface. A steady stream of vicious and haunting whispers begins to infiltrate the air, taking equal residence in your ears as well as your minds.

**Rogue Thought** is here with a **githyanki warrior**, supping on the contents of one of four stylish brain jars. It does not appear to be outwardly threatened by the characters, but it has been preparing for this encounter for the duration of their visit to its lair. It cannot be surprised or caught unaware thanks to

its telepathy ability (unless all of the characters have gone to great lengths to shield their thoughts) and uses a random Lair Action at the beginning of combat. It endeavors to use *one with shadows* as the characters open the doors to its chamber and before they enter its inner lair. While Rogue Thought appreciates a deep discussion with the characters, it appreciates fresh brains more. It initiates combat in short order by taking the first action with a readied *mind blast*.

The first time that a character takes psychic damage during this encounter, they must succeed on a Wisdom saving throw with a DC equal to half of the damage taken (rounded down). Failure causes the character's madness level to increase by 1.

### Roleplaying Xicvitz, aka "Rogue Thought"

Rogue Thought has given itself fully and totally to the worship of the demon lord Graz'zt. As such, Rogue Thought has been gifted with six tentacles (four normal as per its mind flayer heritage and two vestigial tentacles) and moves with an unsettling, preternatural grace. It wields formidable warlock powers as a result of its dedication to the demon lord.

**Quote.** "Deeeeeelicioouuuuussssssssss... your fears sustain me..."

If **Theara** was not encountered earlier in the adventure, she is present in this encounter regardless of party strength, but she only has half of her maximum hit points. This may make the combat very difficult--proceed carefully, as the characters should not feel that this is an unwinnable situation!

### Adjusting the Encounter

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

- **Very weak party:** Rogue Thought cannot use lair actions.
- **Weak party:** The *faerzress* sputters and flares out after the first round; it no longer has an impact on this combat.
- **Strong party:** Add 2 intellect devourers.
- **Very strong party:** as **Strong party**, and **Theara Gravelthumb** joins the fight at the beginning of the second round. If Theara is dead or otherwise unavailable, instead add 3 githyanki warriors.

Additionally, if the characters are able to employ methods by which they can bring in reinforcements (such as from their faction downtime or rank rewards), an equal number of **intellect devourers** or **githyanki warriors** should join the fray as well. Rogue Thought is psychic, after all.

### Lair Actions

At the beginning of combat and on initiative count 20 (losing initiative ties), Rogue Thought must take a lair action to cause one of the following random effects; Rogue Thought can't use the same effect two rounds in a row:

- The *faerzress* hums and flares loudly. Everything in the main chamber other than Rogue Thought is subject to *dispel magic* (+4 bonus to spellcasting ability check).

- Rogue Thought can only use this effect once per day.
- Spectral, six-fingered hands surround Rogue Thought, granting it a +2 bonus to AC until the end of his next turn.
- Rogue Thought's tentacles temporarily stretch to frightening proportions. Rogue Thought makes a single *tentacles* attack against a target within 20 feet.
- Tendrils of semisolid psychic energy coalesce around a victim of Rogue Thought's choosing, within 120 feet and that it can sense. The victim must make a DC 16 Wisdom saving throw or take 7 (2d6) points of psychic damage and lose half their speed for the next round; a successful save results in half damage and no reduction in speed.

## Pacing & Escalation

It is very important that the DM track time spent in this encounter carefully. After three rounds or ten minutes of actual gameplay, whichever happens first, if it is still alive Rogue Thought attempts to turn invisible and escape by any means necessary - even if it means abandoning its lair and any potential meals. It may even be willing to go so far as to maim itself by severing tentacles (in the hopes that Graz'zt regenerates them for it later) and casting the still-wriggling appendages at the characters as a distraction.

If Rogue Thought escapes, the characters should not be denied the chance to receive the *pact rod*, but it should be made known that they have made a very powerful enemy - one that can control their minds, eat their sanity, and feast upon their dreams.

## Treasure

Rogue Thought carries nothing of value on its body. However, the four brain jars in this lair are easily worth a small fortune to the right collector--though presenting them to a more reserved buyer may result in the character being thrown out of the shop!

When the characters return to a larger settlement such as Elvintree, they can attempt to make a DC 10 Charisma check (or any appropriate skill as determined by the DM). If successful, the characters can sell the jars to a passing merchant of questionable intent for 200 gp each; otherwise the jars are only worth 100 gp each. Characters that are members of the Zhentarim automatically succeed on this check.

## Conclusion

When the characters defeat Rogue Thought, they are welcome to explore the lair that has been created. Members of the Order of the Gauntlet should be reminded of their mission. Should any of the characters decide to carry the severed tentacles back to Glorghakt, he or she hears whispered promises of glory and power for the duration of the journey or until they receive a *remove curse* or *dispel magic* spell; the voice is actually Graz'zt attempting to cajole and coerce the character into allegiance. Accepting the offer does not have

any mechanical benefit, but should be noted on the character's adventure log for future reference.

The most significant reward to the characters, though, is that the mind flayers do indeed pay up on their deal: they conduct a series of clandestine meetings with the elders of the Order of the Gauntlet in order to teach them about the fire giants and their siege engines. While neither the Order nor the mind flayers are particularly willing to speak of the details of those meetings, both sides readily admit that an understanding of sorts has been reached by both sides, and the future of the Underdark may not be so grim after all.

## Treasure

If the characters return to Glorghakt and present it with the severed tentacles of Rogue Thought, it offers to work them into the creation of a rare and powerful item: a *rod of the pact keeper* +2. It tells the characters that the tentacles will forever twitch and seek sustenance, and that they contain enough of a link to Graz'zt to provide great bursts of power when desired.

Glorghakt also tells the characters that "the rod is perfectly safe to use..usually. You should be fine." It refuses to elaborate and wishes (with genuine gratitude) the characters a successful future.



# Rewards

## Experience

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

### Combat Awards

Name of Foe	XP per Foe
Githyanki Warrior	700
Githyanki Knight	3,900
Intellect Devourer	450
Theara Gravelthumb	2,300
Rogue Thought	5,000

### Non-Combat Awards

Task or Accomplishment	XP per Character
Brain Teaser puzzle	200

The **minimum** total award for each character participating in this adventure is **2,250 experience points**.

The **maximum** total award for each character participating in this adventure is **3,000 experience points**.

## Treasure

The characters receive the following treasure, divided up amongst the party. Characters should attempt to divide treasure evenly whenever possible. Gold piece values listed for sellable gear are calculated at their selling price, not their purchase price.

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

**Permanent magic items** are divided according to a system. See the sidebar if the adventure awards permanent magic items.

### Treasure Awards

Item Name	GP value
Map of Hillsfar	50
Map of Phlan	50
Maps of Mulmaster	50
<i>Three-Dragon Ante</i> deck	50
Silvered greatsword	150
Chainmail pouch and coins	35
Brain Jars	100 to 200 ea.

## Potion of Greater Healing

*Potion, uncommon*

A description of this potion can be found in the *Dungeon*

*Master's Guide*.

## Potion of Poison

*Potion, uncommon*

A description of this potion can be found in the *Dungeon Master's Guide*.

## +2 Rod of the Pact Keeper

*Rod, rare (requires attunement by a warlock)*

This rod looks like three tentacles wrapped around each other. Upon speaking the word "*Xicvizi*", the tentacles writhe as though were alive and are wreathed in purple fire that sheds dim light in a 5-foot radius. A description of this item can be found in the *Dungeon Master's Guide*.

### Permanent Magic Item Distribution

D&D Adventurers League has a system in place to determine who is awarded permanent magic items at the end of a session. Each character's logsheet contains a column to record permanent magic items for ease of reference.

- If all the players at the table agree on one character taking possession of a permanent magic item, that character gets the item.
- In the event that one or more characters indicate an interest in possessing a permanent magic item, the character that possesses the fewest permanent magic items gets the item. If there is a tie in the total number of permanent magic items owned by contesting characters, the item's owner is determined randomly by the DM.

## Renown

**All faction members** earn **one renown point** for participating in this adventure.

Characters that claim membership in the **Order of the Gauntlet** gain **one additional renown point** for completing Glorghakt's mission and helping to build trust between their faction and the mind flayers.

## Downtime

Each character receives **five downtime days** at the conclusion of this adventure.

## DM Rewards

You receive **200 XP**, **50gp** and **five downtime days** for running this session.



# Appendix. NPC/Monster Statistics

## Githyanki Warrior

*Medium humanoid (gith), lawful evil*

**Armor Class** 17 (half plate)

**Hit Points** 49 (9d8 + 9)

**Speed** 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	14 (+2)	12 (+2)	13 (+1)	13 (+1)	10 (+0)

**Saving Throws** Con +3, Int +3, Wis +3

**Senses** passive Perception 11

**Languages** Gith

**Challenge** 3 (700 XP)

**Innate Spellcasting (Psionics).** The githyanki's innate spellcasting ability is Intelligence. It can innately cast the following spells, requiring no components:

At will: *mage hand* (the hand is invisible)

3/day each: *jump*, *misty step*, *nondetection* (self only)

### Actions

**Multiattack.** The githyanki makes two greatsword attacks.

**Greatsword.** *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 9 (2d6 + 2) slashing damage plus 7 (2d6) psychic damage.

## Githyanki Knight

*Medium humanoid (gith), lawful evil*

**Armor Class** 18 (plate)

**Hit Points** 91 (14d8 + 28)

**Speed** 30 ft.

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

**Saving Throws** Con +5, Int +5, Wis +5

**Senses** passive Perception 12

**Languages** Gith

**Challenge** 8 (3,900 XP)

**Innate Spellcasting (Psionics).** Rogue Thought's innate spellcasting ability is Charisma (spell save DC 16). It can innately cast the following spells, requiring no components:

At will: *mage hand* (the hand is invisible)

3/day each: *jump*, *misty step*, *nondetection* (self only), *tongues*

1/day each: *plane shift*, *telekinesis*

### Actions

**Multiattack.** The githyanki makes two silver greatsword attacks.

**Greatsword.** *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. *Hit:* 13 (2d6 + 6) slashing damage plus 10 (3d6)

psychic damage. This is a magic weapon attack. On a critical hit against a target in an astral body (as with the *astral projection* spell), the githyanki can cut the silvery cord that tethers the target to its material body, instead of dealing damage.

## Intellect Devourer

*Tiny aberration, lawful evil*

**Armor Class** 12

**Hit Points** 21 (6d4 + 6)

**Speed** 40 ft.

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

**Skills** Perception +2, Stealth +4

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

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

**Challenge** 2 (450 XP)

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

### Actions

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

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

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

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

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

its movement, the Intellect devourer can voluntarily leave the body, teleporting to the nearest unoccupied space within 5 feet of it. The body then dies, unless its brain is restored within 1 round.

## Rogue Thought

*Medium aberration, lawful evil*

**Armor Class** 15 (*natural armor*)

**Hit Points** 71 (13d8 + 13)

**Speed** 30 ft.

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

**Damage Resistances** slashing from nonmagical weapons

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

**Skills** Arcana +5, Deception +7, Insight +6, Perception +6, Persuasion +7, Stealth +4

**Senses** darkvision 120 ft. (can see normally in magical darkness), passive Perception 16

**Languages** Deep Speech, Undercommon, telepathy 120 ft.

**Challenge** 9 (5,000 XP)

**Magic Resistance.** Rogue Thought has advantage on saving throws against spells and other magical effects.

**Dark One's Blessing.** Graz't has granted Rogue Thought additional protections. When Rogue Thought reduces a hostile creature to 0 hit points, it gains 14 temporary hit points.

**Innate Spellcasting (Psionics).** Rogue Thought's innate spellcasting ability is Charisma (spell save DC 16). It can innately cast the following spells, requiring no components:

At will: *detect thoughts, levitate*

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

**Spellcasting.** Rogue Thought is a 10th-level spellcaster. Its spellcasting ability is Charisma (spell save DC 16, +8 to hit with spell attacks). Rogue Thought has two 5th-level spell slots, which it regains after a long or short rest and has the following warlock spells prepared:

Cantrips (at will): *chill touch, eldritch blast, prestidigitation, true strike*

1st level: *hex*

2nd level: *crown of madness, mirror image, misty step, ray of enfeeblement*

3rd level: *dispel magic, vampiric touch*

4th level: *banishment*

5th level: *dream, hold monster*

## Actions

**Multiattack.** Rogue Thought makes two *tentacle* attacks.

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

**Extract Brain.** *Melee Weapon Attack:* +7 to hit, reach 5 ft., one incapacitated humanoid grappled by Rogue Thought.

*Hit:* 55 (10d10) piercing damage. If this damage reduces the target to 0 hit points, the mind flayer kills the target by extracting and devouring its brain.

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

**One With Shadows.** While it is in an area of dim light or darkness, Rogue Thought becomes invisible. It remains so until it moves or performs an action or a reaction.

## Theara Gravelthumb

*Medium humanoid (duergar), lawful evil*

**Armor Class** 17 (scale mail, shield)

**Hit Points** 97 (15d8 + 15)

**Speed** 25 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	13 (+1)	14 (+2)	12 (+1)	11 (+0)	10 (+0)

**Damage Resistances** poison

**Senses** darkvision 120 ft., passive Perception 10

**Languages** Dwarvish, Undercommon

**Challenge** 6 (2,300 XP)

**Duergar Resistance.** The duergar has advantage on saving throws against poison, spells, and illusions, as well as to resist being charmed or paralyzed.

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

**Body Thief.** Theara is currently the host body for an intellect devourer. The intellect devourer can use the *body thief* ability (as per the intellect devourer stat block), but only to leave Theara's form. She does not have to reach 0 hit points in order to use this ability.

**Action Surge (Recharges after a Short or Long Rest).** Theara can take one additional action.

**Improved Critical.** Theara scores weapon critical hits on a roll of 19 or 20.

## Actions

**Multiattack.** Theara makes two attacks.

**Warpick.** *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 5) piercing damage, or 12 (2d8 + 5) piercing damage while enlarged.

**Javelin.** *Melee or Ranged Weapon Attack:* +4 to hit, reach 5 ft. or range 30/120 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage, or 10 (2d6 + 3) piercing damage while enlarged.

**Enlarge (Recharges after a Short or Long Rest).** For 1 minute, the duergar magically increases in size, along with anything it is wearing or carrying. While enlarged, the

duergar is large, doubles its damage dice on Strength-based weapon attacks (included in the attacks), and makes Strength checks and Strength saving throws with advantage. If the duergar lacks the room to become Large, it attains the maximum size possible in the space available.

***Invisibility (Recharges after a Short or Long rest).*** The duergar magically turns invisible until it attacks, casts a spell, or uses its Enlarge, or until its concentration is broken, up to 1 hour (as if concentrating on a spell). Any equipment the duergar wears or carries is invisible with it.

## Bonus Action

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***Second Wind (Recharges after a Short or Long Rest.***

Theara regains 11 (1d10 + 6) hit points.

## DM Appendix: NPC Summary

***Glorghakt (GLORE-gakkt)***. Commonly known as "Glor", Glorghakt is an ambassador from Ryxyg. Although it is normally very brief and concise when dealing with other races, it can become very animated and almost friendly if presented with appropriate gifts (brains from intelligent races, especially if the brain came from a creature that had arcane talent).

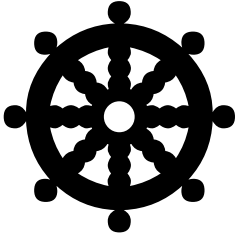
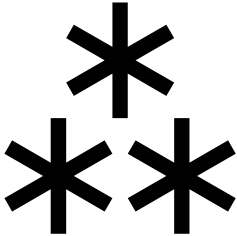
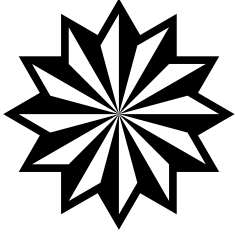
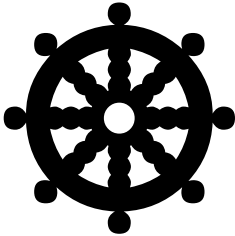
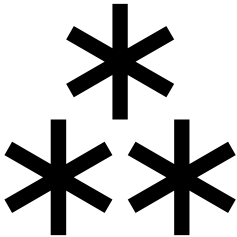
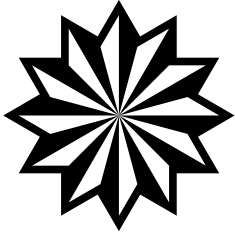



***Arrizz (uh-REEZ)***. Male drow. Fled from his home in the Underdark and picked up a strange fungal infection in his travels--his mind just hasn't been the same since. May have interacted with the characters in a previous adventure.

***Theara Gravelthumb (TAR-uh)***. Theara is a female duergar that was recently slain by a party of githyanki and intellect devourers in the employ of Rogue Thought. One of the devourers has since taken up residence in Theara's corpse and plans to use her form to infiltrate several cities and trading posts in the Underdark. She is cunning and makes every attempt to escape, but is completely beholden to Rogue Thought--she will do anything to please it.

***Xicvizt, aka "Rogue Thought" (chee-VEET)***. Xicvizt and Glorghakt hail from the same pool and were brought into existence from the same community, but they could not be more different. Several months ago Xicvizt discovered an alien presence in the Underdark and upon investigation was smitten by its raw power and majesty - for Xicvizt had discovered how to communicate with the demon lord Graz'zt. In short order, it left the pool and turned its back on the elder brain so that it might create a lair in an area of *faerzress*. Drawing power from the demon lord in the form of warlock powers, Xicvizt does not desire to kill humanoids outright--it would much rather dine upon them...slowly.

# Appendix. The Brain Teaser

Please refer to the "This Brain is TOO MANY BRAINS!" section of the adventure for full directions on how to run this puzzle encounter for the characters. You may wish to print these symbols on thick cardstock, or place them in dark card sleeves so that the ink does not show through the paper.

# Appendix. Map 1

