



ADVENTURERS LEAGUE™

NO FOOLISH MATTER

Some of the hamlets outlying Hillsfar have been struck by an odd malady. Rumor has it a traveling carnival visited those hamlets before the disease struck. Does coincidence not equal causation or is something sinister afoot? A two-hour adventure for 1st-4th level characters.

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EXPEDITIONS™

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INTRODUCTION

Welcome to *No Foolish Matter*, a D&D Expeditions™ adventure, part of the official D&D Adventurers League™ organized play system and the Rage of Demons™ storyline season.

This two-hour adventure is designed for **three to seven 1st-4th level characters**, and is optimized for **five 3rd level characters**. Characters outside this level range cannot participate in this adventure. Players with ineligible characters can create new 1st-level characters or use a pre-generated character.

This adventure is set in the village of Hillpicket, a small rural settlement in the vicinity of Hillsfar.

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 3rd 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</i> (1st level)	10 gp
<i>Identify</i>	20 gp
<i>Lesser restoration</i>	40 gp
<i>Prayer of healing</i> (2nd level)	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.

ADVENTURE BACKGROUND

Life in the outlying rural settlements around Hillsfar can be dull. Sure, exciting things happen all the time—but they always seem to happen elsewhere (of course sometimes there are *very* exciting things that happen, raids by creatures of the Underdark and the like... but that is the *wrong kind* of excitement). Travelling fairs are a welcome respite from the ever-changing cycle of the seasons and of the tension and toil inherent to rural life.

Doctor Jubal's Carnival of Curiosities is one of several travelling fairs that have made their way to Hillsfar now that there are no threats looming at their gate. However, the carnival itself might be a threat.

A strange sickness is sweeping across the countryside, and seems to be following the route of the carnival. People afflicted by the sickness go mad, become unable to control their emotions, and then lapse into comas and eventually slip into the long dark night of death.

The xenophobic and paranoid citizens of Hillsfar have refused Doctor Jubal permission to come into the city, so he has taken his show to the rural communities of the region in an effort to regain his expenditures in coming to the Moonsea.

As the sickness spreads so do the rumors about the fairground. When rumors of this sickness and its connection to Doctor Jubal's Carnival of Curiosities reached the five factions, representatives of each were sent to the village of Hillpicket, the next likely stop of the travelling show.

OVERVIEW

No Foolish Matter is a single adventure designed for **one to two hours of play**. If played in an environment where time is not constrained, this can be increased to a longer adventure by allowing characters to fully explore and interact with the fairground, and staging the adventure over several nights in Hillpicket or having the adventurers investigate the carnival as it visits several towns over a series of nights.

The adventure starts in Hillpicket, a rural community southeast of Hillsfar. A carnival arrives in town, and the adventurers are made aware of its reputation as a harbinger of a strange malady. The adventurers interact with the carnival, and are attacked. Following their attackers (or directed by the information that they have gathered) the adventurers enter a mirror maze, where they are confronted by a fiendish foe named Tak who is masquerading as Doctor Jubal who is in turn trapped in the carnival's mirror maze. Should the adventurers defeat the creature the sickness ends, but there are strange lasting aftereffects discovered at the adventure's conclusion.

ADVENTURE HOOKS

For each character, choose an appropriate reason why they are in Hillpicket.

Faction Orders: With the factions interested in discovering the source of the sickness in the lands around Hillsfar, each faction orders to the adventurers already enrolled in that faction: head to Hillpicket and find the source of the sickness, and after investigating, report back to the representative. Some factions might be interested in learning how to control the sickness or being the only ones with the cure (such as the Zhentarim), but most simply want to cure it, and they *all* want to prevent it from spreading further.

Passing Through: Adventurers not already a member of a faction join the adventure as travelers who are passing through the area who stop at Hillpicket. Characters that do not yet belong to a faction might be there independently to investigate the sickness, or might be on other business of their own. If any adventurers are in Hillpicket pursuing independent business you should establish exactly what that is: visiting a friend or relative, stopping en route to elsewhere, engaging in a financial transaction, rest and recuperation from recent adventures, etc...

Sick Friend: Characters investigating the sickness might be doing so because they know somebody who has fallen ill, in that case you should discuss this with the player in question and establish who they are seeking a cure for.

PART 1: WELCOME TO HILLPICKET

FIRE, WAR, PLAGUE, PESTILENCE. These are not the greatest enemies of the mortal races. Their greatest enemies are themselves.

—Zeverin Aubruz'zt, *Sayings of the Archdukes*

The tiny village of Hillpicket is one of several farming communities with a semi-fortified warehouse for the farmers to store goods in the way to market. The village also has a smithy, a tiny shrine to Chauntea, and a building that serves both as an inn for travelers and the village mayor's abode. In short, for adventurers Hillpicket is more of a rest-stop than a destination. It is for that very reason the adventurers are there: a roof over their heads for the night, and a warm meal before they continue a journey.

The villagers are glad to see the adventurers, and several have turned out to visit with the travelers and hear stories of the world outside Hillpicket. The talk around the fireplace at the inn is that a sickness is sweeping other villages, a sickness that the locals of Hillpicket put down to those other villages being deficient in character. The locals are also excited about the imminent arrival of Doctor Jubal's Carnival of Curiosities, a rare occurrence that will bring farmers and others from miles around to Hillpicket.

RESIDENTS OF HILLPICKET

As the adventurers settle in to the inn's common room (with the carnival in town, all of the private rooms have already been rented) they have a chance to talk to some locals. The villagers of Hillpicket are plain farming folk; uncomplicated people, though far from the rural simpletons that the less charitable people in Hillsfar might imagine them to be. Notable villagers are:

GOODWOMAN AELIA

Aelia is an elderly human herbalist and healer but isn't originally from Hillpicket. If the characters do not seek her out, she waves them over. As the adventurers settle down by the fire she indulges any interested parties in conspiratorial chat:

- "The carnival stays a few nights and everyone has a grand ol' time, but peculiar things occur as it leaves."
- "The carnival no doubt has a role in the illness. It always seems to rear its head in the carnival's wake."
- "Folks first start act strangely, but eventually go mad with fever."
- "I've been, but I was prepared." She tugs comfortingly a small piece of carved wood hanging from a leather thong around her neck. (A successful DC 5 Intelligence (Arcana) check recognizes as a crude non-magical talisman made of twine wrapped herbs that is meant to ward off evil.)
- She's convinced that the entire town is in on whatever secrets the carnival possesses and is thoroughly unconvinced that the characters will be able to figure out what is going on without her help. "This runs too deep! Everyone's got their fingers in this mess!" To make her point, she offers the group 50 gp if they come with her and are able to figure out the truth.

BERL CUTTLER

Berl is a friendly middle-aged dwarven blacksmith who has lived in Hillpicket his entire life. He is generally unconcerned about the carnival:

- If the characters bring up what Aelia had to say, he dismisses them as the ramblings of an eccentric. Aelia is harmless—pay her no mind.
- She once prattled on for weeks about a demon in a well at the farm down the road, but it turns out it was Mira Roper's milk goat.
- She once turned a friendly dispute over field boundaries into a witch hunt. Cost us all no end of trouble.

HOPE KELLAR

Village mayor, owner of the Hillpicket Inn, and former sailor. The human has been married twice, and is looking for the next suitor.

- Hope is excited for the carnival due to the business and income it will no doubt bring into Hillpicket. She
- She has not heard anything about the tales of madness and assumes it's just idle gossip.

CHAY BANNISTER

This halfling and his husband lives close to town and raise geese. He is willing to expound on the benefits of goose-fat tallow to anybody who will listen.

- Chay works hard, but yields little payoff during events like this. His candles sell only a tiny bit better because folks stay out later.
- His husband has also acquired two barrels of apple cider from a local gnomish farmer that he hopes to sell for a profit.

MIRA ROPER

One of the handful of guards in Hillpicket. Though paid by the Red Plumes, she does not subscribe to their particular philosophies. Her time in the rural areas of the region have taught her that Hillsfar's views on non-humans are ill-based and downright false.

- If all goes as planned, the carnival should arrive tonight or early tomorrow morning. As one of the guards, she is concerned about all the strange people in town. She even saw a dirty little girl with a bloody knife talking to an odd-looking goat.
- Though she wants to have fun, she is concerned with the rumors of bad things going on. People are quick to ignore Aelia, but what if she's right?

KEIG CHERRITT

A gnomish apple farmer and cider-maker. Most of the drinks at the inn come from his farm.

- Out of everyone in Hillpicket, Keig is going to make out the best. He's been saving two barrels of special cider just for the carnival.

THE CARNIVAL IS HERE!

As the adventurers are settling down for the night in the small inn's common room they hear a commotion outside. Somebody is ringing a bell and shouting, and there is a muffled explosion.

It quickly becomes apparent that this is not an attack on the village, but the carnival. A woman dressed in motley stands next to a burning barrel of pitch. The woman is ringing a bell and shouting about the carnival:

"In the darkness, a joyous light, the carnival comes to you tonight! Come one come all, come see us tumble and fall!"

As she shouts this last bit a pair of acrobats spring out from the burning tar, miraculously unburnt (the barrel has a hidden compartment), and begin to tumble and jump in the fire-light. When the sleepy village has been roused the woman begins to hand out free tickets to those in the front of the crowd saying that the carnival will open within the hour. The adventurers each receive a ticket to enter the carnival.

A short ways away from the village a train of wagons is unloading its contents. As the carnival begins to set up by the light of guttering torches, the acrobats and the woman in motley entertain the crowd.

XP AWARD

If the characters interview at least three NPCs in Hillpicket, award each character 25 XP.

PART 2. DOCTOR JUBAL'S CARNIVAL OF CURIOSITIES

If the adventurers attend the carnival with Aelia she suggests that they part ways once inside to cover more ground and meet up by the big mirror maze at the center of the fair later. She says she's going to check out the dancing rats to see if they are to blame for the sickness. Rats are known for spreading disease after all!

ALL THE FUN OF THE FAIR

Within an hour the carnival has set up, remarkably quickly.

The caravan of wagons has been drawn into a square and chained together to form a fence of sorts. Tents have been pulled up, with signs outside them advertising the strange and otherworldly delights within. Fairground rides and sideshows are crowded in among the stalls selling honeyed cakes and wine. Cloth walls separate areas, turning the fair into a maze with a new delight around every corner. Over the hullabaloo, discordant pipe-organ music blares from a wagon at the center of the carnival. There appear to be more people visiting the carnival than the characters realized where in the small village of Hillpicket. The feeling should start as excitement and wonder but stray more and more towards disquiet. Laughing unfamiliar faces, disturbing clowns, pressing crowds and loud music too late into the night all strive to wear on the characters.

The most interesting (to the locals) part of Doctor Jubal's Carnival of Curiosities are the side-shows. The characters are free to explore as they wish, but the DM should not let them stray too far from their goal if time is of an issue. As the DM you may make up more side-shows and attractions than are presented here.

If you are playing this adventure in a time sensitive environment, you should allow the characters to explore two or three attractions and move them onto the encounter with the fools.

SETTING THE TONE

This adventure is supposed to be creepy, uncanny, spooky... unsettling even. As such it starts grounded in the mundane world of the village and enters into the artificial and unreal of the carnival. Eventually it climaxes with the extremely disturbing of the fools and the mirror maze.

Having said that we've kept things fairly family-friendly. If you want to turn up the dial on the madness, introduce more macabre and bizarre sideshows, and be inventive with the maze of mirrors. In the maze the adventurers could glimpse their own reflections albeit slightly different; they might see reflections of themselves with no faces, or just pass a mirror where they are not reflected at all!

RANDOM CARNIVAL ENCOUNTERS

If the players seem unsure how to proceed, you can use these random encounters to direct them towards some of the sideshows. If you need statistics for a visiting farmer or carnie, use the commoner stat block.

1d6 Encounter

1-2 **Merrymaking!** Some farmers are having too much fun. They toast the characters and offer them a ticket to one of the Games of skill and chance that they have previously won.

3 **Taking a break.** A bearded lady and a tattooed dwarf are discussing the finer points of knife throwing while relaxing behind a tent. If the characters engage them in conversation, they encourage them to visit them when their show starts in a few minutes.

4 **Wandering fools.** Figures wearing motley and blank white face masks are walking along behind a carnival-goer, mimicking and mocking them. If you have not run Only Fools Rush In, the fools take an interest in one of the characters and begin that encounter.

5 **Fight.** A quarrel between two drunken locals has spilled out into fisticuffs. One of them speaks his sentences in reverse ("Me Help! You mocking not I'm") and the other feels he is being mocked and begins the scuffle. If the characters break it up, they act as if nothing happened.

6 **Young love.** A couple out at the carnival together, enjoying each other's company as they come out of Madame Darkness's fortune teller's tent.

GAMES OF CHANCE AND SKILL

Stalls with bright canopies offer "punters" a chance to win prizes in (probably rigged) games of skill and chance. Adventurers wishing to win a prize must succeed on a DC 15 skill check. The nature of the skill check depends entirely upon the nature of the game and what you as the DM feel is appropriate. Athletics, Acrobatics, or Perception are likely choices, with Sleight of Hand used those who wish to cheat at the games.

The carnival folk can usually 'fix' games if the adventurers are doing too well, resulting in the adventurers having disadvantage on their rolls. Similarly, the games are often rigged to favor the carnival folks. The carnies running the game have advantage on any check made to oppose that of a character (e.g. Wisdom (Perception) to notice a character using (Sleight of Hand) to cheat).

There are archery butts set up with prizes for getting arrows in the center, a game involving knocking objects down with a ball, another where the challenger must walk across a plank over a large tub of water while heavy ropes swing back and forth in an attempt to knock them off, and a series of stalls involving variations on guessing games and quick gambling games (three-cups-and-ball, find-the-lady, and how-many-fingers-am-I-holding up?).

The prizes are, for the most part, cheap tchotchkes; stuffed cloth toys, a wooden hand mirror with the reflective surface made of silver paint, and other, worthless items. If a character wins three games or wins a game with a natural 20 on their skill check, they instead win a ticket to play another game or visit a show for free. The carnie recommends the mirror maze.

Entrance Fee. 3 copper pieces.

FAIRGROUND RIDES

The carnival also features a few rides such as rope-and-boat swings, a helter-skelter slide, and other similar attractions. Though meant for children, as the wine flows and the night wears on adults join in the fun.

Entrance Fee. 1 copper piece.

THE PERFORMERS

Some of the areas separated off from the rest of the carnival require a ticket (costing 1 sp) to get inside (tickets may also be won in one of the games of chance and skill). There are areas that contain knife-throwers, jugglers, a troupe of clowns who mockingly play at being Red Plumes (which Mira Roper scoffs at), a human statue sitting on a tall pole, acrobats, and so on.

One of the more disturbing performances is offered up by Pickles and Jam, the geeks. Two halflings dressed in clown face with giant floppy shoes, Pickles will eat anything offered up by the crowd while Jam bites the heads off of chickens, rats, and other small animals and spits them into the crowd.

Entrance Fee. 1 silver piece.

THE DANCING RATS

In a wagon dozens of rats dance to the piping of unearthly flutes. Mirrors line the inside of the wagon, making the space seem much larger. The audience is seated inside the wagon, and at one point in the performance the rats run among the audience. The piper is nowhere to be seen, the music seems to come from nowhere. The mirrors radiate transmutation magic, and the rats radiate enchantment (they are being control by Tak's *pipes of the sewers*). Oddly, breaking the mirrors seems to have no effect on the music or the dancing rats that ignore the breaking glass.

Entrance Fee. 2 silver pieces.

MADAME DARKNESS

This "sun-elf" has painted her skin golden and waits in a dark tent to tell for fortunes of those who pay the 5 silver piece fee. Between the smoky interior of the tent and the veils that she wears it is hard to tell that Madame Darkness' fortunes are as fake as her presence that she is a drow (DC 15 Wisdom (Perception)). The futures that she foretells are the usual vague "you will meet a tall dark stranger" but often have a hint of menace as the night goes on. Where once she might have said "You will be fortunate to travel and see new lands," she instead offers "You will be fortunate if you ever see a new land again."

If Madame Darkness is confronted about her ruse as a sun elf, she freely admits he race. If they are not repulsed or frightened, she offers to sell the characters intoxicants to heighten their experience. What she offers is little more than rum spiked with rosehips and rotting frog legs; sweet with the smell of death.

Madame Darkness will not talk about or enter the mirror maze under any circumstances. It reminds her of the strange feelings that made her flee the Underdark.

Entrance Fee. 5 silver pieces.

THE EXOTICUM

The sign outside this tent promises exotic sights. Inside the tent is arranged so that visitors must follow a set route from canvas room to canvas room. In each room is an exotic sight. Two-headed calves float in pickle jars, tattooed contortionists perform, a living man-shaped construct of rare beauty stares at onlookers, a chained woman petting a live cat with two faces, fallen-angel hisses at visitors, a goblin charms a snake...all sights to amaze and confuse.

Nearly everything in the exoticum is an artful sham, from the goblin and snake puppets to the counterfeit angel that owes more to greasepaint than to celestial glory.

Entrance Fee. 5 silver pieces

ONLY FOOLS RUSH IN

As the adventurers explore the carnival they are followed by a group of carnival folk wearing motley and white, featureless face masks. At first the be-masked strangers just lurk amongst the crowd, but soon they begin to overtly follow the adventurers. These masked people are known among the carnival workers as 'the fools'.

OF MASKS AND FOOLS

Behind their masks the fools are ugly: twisted drooling lips and madly twitching eyes in mushed-up faces caught in grinning expressions. They don't speak; instead giggle and laugh in shrill, high voices. The fools prefer to hide their faces if possible, and are quick to don their masks if removed. The fools have effectively no mind or soul for the purposes of divination magic. They are mutated and drained bodies of those who have been trapped in the mirror maze, their personality being having been drained away to Graz'zt.

Quote: "Tee hee hee, hoo hoo hoo!"

The fools start innocently enough—tumbling and clowning. Soon enough, however, they start to be a genuine nuisance to the adventurers—mirroring their actions and mocking the characters in their high-pitched laughs as the adventurers try to get past them. They never use real words.

Eventually, the fools start grabbing at the adventurers; attempting to pull them to the ground or grab their weapons. The fools continue to escalate matters, until the adventurers have had enough and respond violently.

As soon as the adventurers draw their weapons or appear as if they're about to cast a spell, a carnival worker who had been passively watching up until that point hurries over and shouts:

"Shoo! Shoo, off with you! Away fools!"

The fools run away, dropping anything that they had grabbed from the adventurers as they flee. If the characters give chase, they run into the mirror maze.

"Sorry about that. The fools are new to the carnival. The mirror maze is spooky enough, but those fools are just trouble waiting to happen."

If the characters complain to the carnie, they point them toward Eliah Coastoar as person that can soothe their woes. A successful DC 10 Wisdom (Insight) suggests that worker both does and does not mean it.

ELIAH COASTOAR

This roustabout and seller of pies and wine works for the carnival. Eliah knows several useful things about the carnival, and shares the information in conversation with the adventurers while treating them to free wine and honey cakes to smooth over any bad feelings.

Present these facts as part of a conversation between Eliah and the adventurers, rather than listing them off one-by-one:

- **Doctor Jubal Runs the Carnival.** Depending on who you talk to, Doctor Jubal used to be a member of the Red Plumes or a wizard from Hillsfar who somehow lost his magic before he started the carnival. Doctor Jubal spends most of his time in his wagon counting his money and dealing with the day-to-day running of the carnival. "He pays our wages on time and asks no questions; we don't ask no questions right back. I like that."
- **Recent Events.** Doctor Jubal recently bought four new attractions to the carnival: Madame Darkness, a mirror maze, dancing rats, and the fools. "I don't trust those fools. Creepy."
- **The Fools are Trouble.** The fools are loyal to Doctor Jubal, and obey him unquestioningly. They eat separately from the rest of the carnival and do not socialize. The fools joined the carnival only month or so ago, and there seem to be a lot of them. "Never seen one without its mask on, never talked to one neither."
- **The Mirror Maze.** The mirror maze is at the center

of the carnival and, unlike every other attraction, is free to enter. *"The fools hang out there, they seem to like it."*

MEETING THE GOOD DOCTOR

If the adventurers decide to question the carnival's owner they will find him in his wagon. Doctor Jubal's wagon is painted in garish colors, set off to one side of the carnival.

Waiting outside the wagon are some of the motley-wearing white-masked fools. The fools block the path of the party to the wagon, but Doctor Jubal comes out to see what the noise is. Doctor Jubal is a tall dark-haired man, dressed in somber clothing:

"What's all this? What's all this! We'll have no fighting here, not at my carnival! We are peaceful folk. Entertainers. Take your fights elsewhere!"

If the adventurers harmed or killed any fools Doctor Jubal does not seem to care, merely ordering another fool to take the body around the back of the mirror maze where it will be out of sight. Doctor Jubal has an intense stare, and glares into the eyes of adventurers for a couple of beats before answering questions.

Unbeknownst to the characters, Doctor Jubal hasn't been himself since he was trapped in the mirror maze and replaced by Tak. Now Tak takes his form when necessary to deal with the public.

ROLEPLAYING TAK

Tak is thoroughly disenfranchised with Hillsfar and opposes its Great Law of Humanity with every fiber of her being. She has assumed control of the carnival for no other reason than to show that nonhumans are not the monsters that the First Lord has made them out to be—going so far as to hire a crew consisting almost entirely of nonhumans.

Tak initially signed on with the carnival in the guise of a half-elf, but found that Doctor Jubal fell short of some of the promises he had made; namely opposing the Great Law of Humanity. Since taking over the carnival, she has begun to hear whispers in her sleep that urge her to replace creatures with crazed mirror duplicates. Those she captures are chained within the maze, their souls slowly burning away to feed the demon prince Graz'zt while the mirror duplicates return home, their madness spreading as though an infection. When the victim's being finally drains away, there is nothing left but a mutated being, bent and broken good for being only a loyal fool.

Quote: *"Pah! Stow your rhetoric away. Now is the time for fun!"*

Assuming the adventurers are courteous, Doctor Jubal (Tak) speaks freely with the characters. He naturally denies any connection between the carnival and the sickness that comes to villages after his carnival has visited, however. Present the following things as part of a conversation between Doctor Jubal and the adventurers, rather than listing them off one-by-one. If the players are not interested in role-playing, players that succeed on a DC 15 Charisma check may receive one piece of information.

- Doctor Jubal has a regal bearing. He glares at anybody who mentions the Red Plumes. *"People enjoy my carnival because they can briefly escape their lives. People join my carnival to escape their pasts. This carnival is a refuge for those persecuted, and a home for those that have none. That's all I have to say about that."*
- Doctor Jubal has recently acquired some new attractions (the mirror maze, the dancing rats, the fools), but a carnival is always acquiring new attractions. Doctor Jubal bought the maze and the rats from a merchant in Waterdeep, about half a year ago. *"So what? Last year I hired a dwarf sword-swallower. The year before I had an act that juggled baby geese. If you lot are looking for work you are out of luck, my sideshow has its fill of freaks."*
- If there is a sickness in local villages he claims it's not his doing. Nobody in his carnival is sick. *"If we were to blame for a sickness wouldn't my people be falling ill as well? This isn't the first time we've been blamed for something not our fault. It is the way of simple folk to blame those they don't understand."*
- Doctor Jubal's Carnival of Curiosities has travelled the world for almost ten years now. They've had trouble in the past, but travelling shows often have trouble with locals. *"Livestock go lame, there is a sickness, or the well dries up. Who gets the blame? Simpletons always blame strangers for their woes."*
- Doctor Jubal has a habit of taking in interesting waifs and strays. The fools wear masks because they are all ugly. *"Who cares about the fools? There are always more fools, the area around Hillsfar seems to breed them."*

PRESTIDIGITATION!

The Doctor Jubal persona is intense; curt to the point of rudeness and he doesn't suffer fools gladly--but he is careful to not lie, instead using careful turns of phrase or misdirection.

In addition, due to her reflective divination ability, all divination spells and abilities that target Tak, instead target the caster. So for example, if a human cleric were to cast *detect evil and good* upon Tak, she would not radiate as that spell does not detect the alignment of humans.

SHOCKING EVENTS

After the adventurers have had a chance to explore the carnival and interact with its employees (visit the attractions, been menaced by the fools, spoken to Eliah Coastoar, and perhaps even spoken to Doctor Jubal) they encounter Aelia (again, if they spoke to her in Hillspicket).

Aelia is sitting on the ground, behind a tent--out of sight of the rest of the carnival goers. She is cackling uncontrollably with a pained look on her face. As the adventurers approach Aelia she shudders and falls over. Aelia starts babbling incoherently, her eyes rolling up into her head and becomes feverish. Without warning, she appears to have a bout of lucidity. She says:

"Fools.....listen...remember...someone...mirrors...they...call...us...the...mirrors..."

As the final words leave her lips, Aelia's head lolls and she appears to lapse further still into feverish babbling. A spider web of cracks begins to spread across her wrinkled skin.

The occasional slurred word can be heard from Aelia, but nothing coherent. Occasionally she laughs out loud, or weeps, or both. She is a mirror duplicate of the real Aelia and is infected with the madness disease. Anyone touching her must succeed in a DC 10 Wisdom (Madness) saving throw or have their Madness Level increase by 1.

As the adventurers crouch over her body a white-masked fool approaches and throws a rat at the party. Without warning, a slew of rats pour out from under nearby stalls and tents, and attack the party. The three fools (**thugs**) attack the party along with two **swarms of rats** and two **giant rats**. While the adventurers are otherwise occupied the fool runs off in the direction of the mirror maze at the center of the carnival.

ADJUSTING THE ENCOUNTER

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

- **Very weak party:** Remove 2 thugs, 1 giant rat, and 1 swarm of rats
- **Weak party:** Remove 1 giant rat and 1 swarm of rats
- **Strong party:** Add 3 thugs
- **Very strong party:** Add 3 thugs and 2 swarms of rats

XP AWARD

Award each character 75 XP when if they fully explore the carnival and reach the mirror maze.

PART 3. WHEN THE LOOKING GLASS LOOKS BACK

A FOOL AND THEIR SOUL ARE SOON PARTED.

—*Severin Aubruz'zt, Sayings of the Archdukes*

INTO THE MAZE

The mirror maze stands at the center of the carnival. A group of white-masked fools stand silently near the entrance, but move away as the adventurers approach.

GENERAL FEATURES

These features describe the general area in the mirror maze. For specifics, see each area.

Light. The maze is dimly lit with low lanterns, relying on the mirrors to reflect the light throughout. The entire maze is filled with flickering light and dancing shadows.

Sound. The sounds of giggling and shouts echo throughout.

Mirrors. The walls and ceiling are covered in mirrors that radiate magic. A mirror can be automatically shattered with an action. All broken mirrors regenerate after two rounds. For more details on describing the mirrors, see the Seven Years Bad Luck sidebar.

SEVEN YEARS BAD LUCK

An enterprising player might come up with the idea of just breaking all the mirrors. After all, if there is some sort of monster hidden in here then it makes sense to break the mirrors and destroy its hiding place.

The first couple of mirrors do indeed break... and then their mace or arrow will get stuck in the surface of the next mirror that they try to break, like it has been thrust into hot toffee. A tinkling sound behind the adventurers reveals that the broken mirrors are re-assembling themselves. All of the mirrors detect as magic and evil.

Clever players might start marking mirrors somehow, so as to spot them and avoid getting lost. However, the adventurers will quickly realize that other mirrors start showing marks, that marks disappear or move, and that the maze is supernaturally messing with them.

The maze exterior is thin wood walls, painted with pictures of ornate mirrors and cheerful carnival-goers. It probably unpacks from a single wagon, but once assembled is the size of a small house. Inside it is dark, with mirrors set at odd angles to each other. Lanterns burn here and there, reflecting endlessly off the polished surfaces. Giggling and what sounds like excited shouting is heard from further inside the maze.

The maze doesn't seem that difficult to navigate, but you quickly find yourself becoming disoriented. What looks like a clear passageway leads you face-first into a mirror. The interior looks far larger than the exterior might suggest as your reflections seem to move in menacing ways. Without any way to mark your passage, you are quickly losing track of time.

Each character must succeed on a DC 10 Wisdom saving throw or have their madness level increase by 1. Then move to Duped by Duplicates below.

DUPED BY DUPLICATES

The adventurers stumble into a large open space within the maze and find a number of villagers; chained to the floor. The symbol of a black six-finger hand surrounded by arcane runes is crudely painted on the floor between them. Those who succeed in a DC 10 Intelligence (Religion) check recognize the six-fingered hand as a symbol used by worshippers of the demon prince Graz'zt. A successful DC 15 Intelligence (Arcana) recognizes the runes as involved in rituals that create copies of the victim, at the expense of their soul.

Among the villagers are Aelia, Berl Cuttler, and surprisingly Doctor Jubal. Doctor Jubal looks disheveled, as though he had been here for some time. In total there are over a dozen individuals present! Those that have been imprisoned the longest show facial disfigurements as they are transformed into fools. Each has already succumbed to the Indefinite Madness of Graz'zt.

Freeing a captive from the manacles that are attached to their chains requires a success on a DC 15 Strength or Dexterity (thieves' tools) check. Each set of manacles has an AC of 18 and 10 hit points (immune to psychic and poison damage). One of the captives is a human alchemist called Weet Greenspen and has a *potion of healing* in her possession which she offers for freeing her.

Doctor Jubal whispers to the adventurers:

"Who are you? No, never mind that! Get us out of here before the demon comes back!"

NO FOOLISH MATTER

Explain to the players that it is obvious to them that this Doctor Jubal is not the same person that they met earlier. He does not recognize them and his speech pattern is different. Other than appearance, they are not similar.

Aelia insists that some the maze itself is to blame. The mirrors themselves make duplicates of people and it plans to use the duplicate Doctor Jubal to lead the carnival into the Underdark and sell us to the demons below!

One of the villagers begins laughing and, clapping its hands, stands up.

The villager stands, still clapping. Without warning, his features melt away, and become indistinct like they are made of silvery putty.

THE “DEMON”

Tak walks around the edge of the area, eyeing the adventurers as though unsure what to do. She bows mockingly to the party and speaks:

“Is everything you can't understand always a demon amongst you yokels? Nevertheless, you've caught me, oh what am I to do?”

She holds her hands out as though surrendering and offering to be manacled... then grins and drops its hands to her side, changing shape into Aelia, Berl, and even one of the characters as it laughs.

“I admit that the rumors about the sickness were inconvenient, but it is the price you pay for the master's gifts. Soon you to will know his blessing.”

Tak (a fiendish doppelganger) pulls out a set of unusual looking pipes and plays a tune. A **swarm of rats** pours out of the spaces in between the mirrors. Meanwhile, a pair of fools (**thugs**) step out of the mirrors—a manic look in their eyes. In addition, while in the maze, Tak gains several lair actions (see Appendix: Monster/NPC Statistics) tied to the mirrors. There are six mirrors in the room. A broken mirror regenerates after two rounds. When Tak attempts to take a lair action, roll 1d6. If the result is equal to or less than the number of currently intact mirrors, Tak takes the action as normal. If the number is greater than the number of currently intact mirror, Tak takes 7 (2d6) force damage as part of her body cracks like a shattered mirror.

ADJUSTING THE ENCOUNTER

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

- **Very weak party:** Remove the thugs and swarm of rats.
- **Weak party:** Remove the thugs.
- **Strong party:** Add 2 thugs.
- **Very strong party:** Add a fiendish doppelganger. The second fiendish doppelganger does not gain lair actions.

MADNESS

Coming face to face with a doppelganger can shake one's sense of self to the core; especially one that looks like you. This potentially opens the adventurers up to insanity. Graz'zt's influence is strong in the region.

If Tak disguises herself as an adventurer and that adventurer sees her, the adventurer must make an immediate DC 10 Wisdom saving throw or gain a level of madness.

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.

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 minutes)
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 on the following table and the character gains the madness listed below. Have the player note it on his or her character sheet.

If the roll results in a madness already possessed by the character, reroll until a new result is reached.

01-20	Narcissism: "There is nothing in existence that is more important than me."
21-40	Megalomania: "Anyone who doesn't do exactly what I say does not deserve to live."
41-60	Infatuation: "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."
61-80	Hedonism: "My own pleasure is of paramount importance. Everything else, including social graces, is a triviality."
81-100	Abomination: "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."

TREASURE

Tak possessed an unusual magic item that it was using to control the 'performing rats' in the carnival; *pipes of the sewers*.

Assuming Tak is slain, all of the mirrors shatter. The adventurers find a pair of large shards of strangely silvered glass that glow with *faerzress* amongst the shattered mirrors; to an alchemist or wizard in a large city these will be worth 50 gp each as components (a total of 100 gp). The rest of the mirrored glass is in tiny splinters, and is worthless.

Weet Greenspen the alchemist gives the characters a *potion of healing* for freeing her.

XP AWARD

If the characters rescue the victims of the mirror maze, award each character 100 XP. Award an additional 75 XP if the characters are able to determine that insanity is caused by the creation of the mirror duplicates.

CONCLUSION

The carnival is thrown into disarray, but the real Doctor Jubal once more takes command. He profusely thanks the adventurers, and says that they will always have a warm meal and a soft bed waiting for them at the Carnival of Curiosities. Doctor Jubal may even go so far as to offer some of the adventurers a job.

Aelia, if still alive, is amazed that not only were the characters able to discern the truth about the goings on within the carnival but that they also survived to tell the tale. While the villagers surrounding them appear to be unharmed, they appear to be slightly strange—the features of some appear to have flipped left to right, or appear to be a different gender than they were possessed of. Some have even gained new features that the characters do not recall—beards, different color hair, or other, unusual changes.

TREASURE

If Tak is defeated and (the real) Doctor Jubal is alive, the doctor awards the characters a purse containing 150 gp.

If Aelia is still alive, she gives the characters a leather pouch containing an additional 50 gp.

REWARDS

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

EXPERIENCE

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

COMBAT AWARDS

Name of Foe	XP per Foe
Swarm of rats	50
Giant rat	25
Fool	100
Tak	700

NON-COMBAT AWARDS

Task or Accomplishment	XP per Character
Interview at least three NPCs	25
Fully explore the carnival	75
Rescue the victims of the mirror maze	100
Discover the cause of the insanity	75

The **minimum** total award for each character participating in this adventure is **450 experience** points.

The **maximum** total award for each character participating in this adventure is **600 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 up according to a system. See the sidebar if the adventure awards permanent magic items.

TREASURE AWARDS

Item Name	GP Value
Shards of silvered glass	100

Aelia's payment	50
Doctor Jubal's reward	150

POTION OF HEALING

Potion, common

A description of this item can be found in the basic rules or the *Player's Handbook*.

THE PIPES OF THE SEWERS

Wondrous item, uncommon

These pipes have an intricate pattern of whorls carved into them. When inspected closely, the whorls are actually a tiny poem in ancient Thorass called "Maedra's Home." 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.

DOWNTIME

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

DM REWARDS

You receive **100 XP, 50 gp** and **five downtime days** for running this session.

APPENDIX: MONSTER/NPC STATISTICS

COMMONER

Medium humanoid (any race), any alignment

Armor Class 10
Hit Points 4 (1d8)
Speed 30 ft.

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

Senses passive Perception 10
Languages any one language (usually Common)
Challenge 0 (10 XP)

ACTIONS

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

SWARM OF RATS

Medium swarm of Tiny beasts, unaligned

Armor Class 10
Hit Points 24 (7d8 – 7)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
9 (–1)	11 (+0)	9 (–1)	2 (–4)	10 (+0)	3 (–4)

Damage Resistances bludgeoning, piercing, slashing
Condition Immunities charmed, frightened, paralyzed, petrified, prone, restrained, stunned
Senses darkvision 30 ft., passive Perception 10
Languages —
Challenge 1/4 (50 XP)

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

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

ACTIONS

Bites. *Melee Weapon Attack:* +2 to hit, reach 0 ft., one target in the swarm's space. *Hit:* 7 (2d6) piercing damage, or 3 (1d6) piercing damage if the swarm has half of its hit points or fewer.

GIANT RAT

Small beast, unaligned

Armor Class 12
Hit Points 7 (2d6)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
7 (–2)	15 (+2)	11 (+0)	2 (–4)	10 (+0)	4 (–3)

Senses darkvision 60 ft., passive Perception 10
Languages —
Challenge 1/8 (25 XP)

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

Pack Tactics. The rat has advantage on an attack roll against a creature if at least one of the rat's allies is within 5 feet of the creature and the ally isn't incapacitated.

ACTIONS

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

THUG

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

Armor Class 11 (leather armor)
Hit Points 32 (5d8 + 10)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	11 (+0)	14 (+2)	10 (+0)	10 (+0)	11 (+0)

Skills Intimidation +2
Senses passive Perception 10
Languages any one language (usually Common)
Challenge 1/2 (100 XP)

Pack Tactics. The thug has advantage on an attack roll against a creature if at least one of the thug's allies is within 5 feet of the creature and the ally isn't incapacitated.

ACTIONS

Multiattack. The thug makes two melee attacks.

Mace. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one creature. *Hit:* 5 (1d6 + 2) bludgeoning damage.

Heavy Crossbow. *Ranged Weapon Attack:* +2 to hit, range 100/400 ft., one target. *Hit:* 5 (1d10) piercing damage.

TAK, FIENDISH DOPPELGANGER

Medium monstrosity (shapechanger), neutral evil

Armor Class 14

Hit Points 52 (8d8 + 16)

Speed 30 ft.

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

Skills Deception +6, Insight +3

Condition Immunities charmed

Senses darkvision 60 ft., passive Perception 11

Languages Common

Challenge 3 (700 XP)

Shapechanger. The doppelganger can use its action to polymorph into a Small or Medium humanoid it has seen, or back into its true form. Its statistics, other than its size, are the same in each form. Any equipment it is wearing or carrying isn't transformed. It reverts to its true form if it dies.

Ambusher. The doppelganger has advantage on attack rolls against any creature it has surprised.

Surprise Attack. If the doppelganger surprises a creature and hits it with an attack during the first round of combat, the target takes an extra 10 (3d6) damage from the attack.

ACTIONS

Multiattack. The doppelganger makes two melee attacks.

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

Read Thoughts. The doppelganger magically reads the surface thoughts of one creature within 60 feet of it. The effect can penetrate barriers, but 3 feet of wood or dirt, 2 feet of stone, 2 inches of metal, or a thin sheet of lead blocks it. While the target is in range, the doppelganger can continue reading its thoughts, as long as the doppelganger's concentration isn't broken (as if concentrating on a spell). While reading the target's mind, the doppelganger has advantage on Wisdom (Insight) and Charisma (Deception, Intimidation, and Persuasion) checks against the target.

LAIR ACTIONS

There are six mirrors in the room. A broken mirror regenerates after two rounds. When Tak attempts to take a Lair Action, roll 1d6. If the result is equal to or less than the number of currently intact mirrors, Tak takes the action as normal. If the number is greater than the number of currently intact mirror, Tak takes 7 (2d6) force damage as part of her body cracks like a shattered mirror.

On initiative count 20 (losing initiative ties, Tak takes a lair action to cause one of the following effects; Tak can't take the same effect two rounds in a row:

- Tak takes the form of an enemy for one round provoking a DC 10 Wisdom (Madness) saving throw. If that enemy attacks Tak, Tak may use a reaction to attempt to demoralize that enemy. She makes a Charisma (Deception) check opposed by the triggering enemy. If successful, any attacks Tak makes against the triggering enemy are made with advantage for one round.
- Tak touches a mirror and immediately teleports to any location in the maze. If she appears next to an enemy she may take a melee attack as a reaction. The attack is made with advantage.
- Tak creates a single illusionary duplicate of herself that functions as per the spell *mirror image*. The image only lasts for one round.

DM APPENDIX: NPC SUMMARY

This section is provided to the Dungeon Master to help keep track of the various NPCs present in the adventure.

Goodwoman Aelia (AY-lee-uh). Elderly human female. Herbalist and healer not originally from Hillpicket.

Berl Cuttler (BURL). Friendly, middle-aged dwarven male. Blacksmith who lived in Hillpicket his entire life.

Hope Kellar (KELL-ur). Human female. Village mayor, owner of the Hillpicket Inn, and former sailor.

Chay Bannister. Male halfling. He and his husband live close to Hillspicket and raise geese. He is willing to expound on the benefits of goose-fat tallow to anybody who will listen.

Mira Roper (MIR-uh). Human female. One of the few guards in Hillpicket. Paid by the Red Plumes, her time in the rural areas of the region have taught her that Hillsfar's views on non-humans are ill-based and downright false.

Keig Cherritt (KAYG CHAIR-itt). Mage gnome. Apple farmer and cider-maker. Most of the drinks at the inn come from his farm.

Madame Darkness. Female drow. Works as a fortune teller disguised as a sun elf.

Elijah Coastoar (uh-LIE-uh COAST-ore). Male human. Sells pies. Roustabout.

Weet Greenspen (WHEAT GREEN-spen). Female human. Alchemist captured by Tak (Doctor Jubal) and forced to brew alchemical items for him.

Tak (TACK), a.k.a Doctor Jubal (joo-BALL). A fiendish doppelganger enraged by Hillsfar's newly re-implemented Great Law of Humanity. Captured the actual Doctor Jubal and assumed his identity. Tours the area surrounding Hillsfar to spread madness and gather souls to feed to Graz'zt.

RESULTS CODE: SEPTEMBER-OCTOBER 2015

If you are DMing this adventure during the months of September or October 2015, please show your players this page. The QR code below can be scanned, and will allow them to give feedback and results on the adventure to influence the storyline in the future!

If a player does not have a mobile device, please tell them to head to dndadventurersleague.org/results to enter their results.

