

DUNGEON OF THE MAD MAGE

COMPANION:

BUNDLE I



BY WYATT TRULL

You Save \$1.50!



CONTAINS:
LEVELS I-III
HALASTER'S GAME & SKULLPORT

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hallowed be his name

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FOREWORD

Dungeon of the Mad Mage is a tough nut to crack. Even after digesting its twenty-three chapters, you're left wanting, wondering. What, exactly, is this campaign's story? What aims are there beyond gold or glory or power—beyond just delving into the deeps?

The *Dungeon of the Mad Mage Companion* is aimed at fleshing out what would be an otherwise skeletal module. Through narration blocks, variants, and actual *narrative*, the *Companion* should make running *DotMM* easier for you and more satisfying for your players. No adventure is perfect, but *DotMM's* lack of a narrative is glaring—hence the founding reason for the *Companion*.

SHORTHAND

With even just five chapters per document, this supplement is *massive*. The following shorthand must be implemented to reduce the strain on your printer or the scroll wheel of your poor, poor mouse:

DoTMM refers to this module, *Dungeon of the Mad Mage*.

LX refers to a level of Undermountain (e.g. "L1").

Appx refers to an Appendix, either of the of the *Companion* or *Dungeon of the Mad Mage* itself.

Ch. refers to a chapter. Intuitive, right?

HG refers to *Halaster's Game*, the overview chapter of the *Companion & DotMM*.

STRUCTURE OF THE COMPANION

Each chapter of the *Companion* follows this structure:

PREAMBLE OR "RUNNING LEVEL X"

The *Companion* opens with notes on how to best run that level of Undermountain. It always includes quick notes for the DM but might also break down the story of that level, outline its factions, detail additional loot you can add, or criticize how that chapter was written, providing you with alternative ideas to running it.

Halaster's Game. The *Companion* depicts the Mad Mage as a deranged gameshow host whose program, *Dungeon of the Mad Mage*, is broadcasted across the multiverse. In specific chapters of the *Companion*, however, this also includes wide-reaching variants that you can utilize to flesh out or improve that level.

AREAS OF NOTE

The *Companion* fleshes out areas of a particular level that need it. Sometimes this is simply a narration block to read to your players. Sometimes it includes tactics used by NPCs there or additional loot. Often it includes tips to better run that area, even if it alters *DotMM*.

Special Events. Many levels have special events written that can occur in a multitude of areas. These serve as narrative devices to shake things up. Use them at your own discretion.

EPILOGUE

The epilogue details any possible paths that might occur after finishing a level, as well as reminding you of what level the party should reach.

Send-Offs. Each chapter of the *Companion* is written with a narration you can use to cap-off your session. Every send-off includes one in which the Mad Mage telepathically speaks to the adventurers *and* the audience. These messages may include quips, a moral to the story, warnings, jests, foreshadowing, or even an announcement of the next dungeon level.

APPENDIX A: MAGIC ITEMS

Magic items—and sometimes mundane items—are detailed in Appendix A. The location thereof is also included. Some chapters of the *Companion* add additional loot to the mix since Undermountain often seems deprived of any useful items. *Spell scrolls*, however, aren't ever described in Appendix A.

APPENDIX B: NPCs & MONSTERS

The statistics of the NPCs and monsters that inhabit a level are provided for you in Appendix B. Additionally, some chapters of the *Companion* include new or different monsters you can add to the level; these statistics are also provided for you.

Exceptions. Over 230 unique creatures are in *Dungeon of the Mad Mage*. To avoid bloating these supplements, CR 0 creatures such as **cats** aren't included. So too are spellcasters with different spells prepared than their original statblock, as well as creatures whose variants are just too trivial to detail—such as a wood elf **bandit** who merely gains an additional 5 feet of movement or the additional hit points an enlarged **mimic** might have.

Additionally, the many petrified creatures of Level 2, Area 26 are not included.

HALASTER'S GAME

The entirety of the *DotMM Companion* is written assuming that you, the Dungeon Master will run the Mad Mage as a deranged gameshow host. This section not only provides the framework for that, but also additional tips and tricks that can work whether you roleplay Halaster in this manner or not.

ROLEPLAYING THE MAD MAGE

The Mad Mage himself is easily the greatest facet of this adventure and providing him facetime is what will make *DotMM* memorable for your players.

The Show Must Go On. In the *Companion*, Halaster is rewritten as a deranged gameshow host whose program, *Dungeon of the Mad Mage*, is apparently broadcasted across the multiverse. Every season, he selects an adventuring party as his "contestants" and challenges them to delve deeper into Undermountain. Gold, glory, and power await those that can best the dungeon's horrors and challenges—and so too freedom from his game.

Sarcastic Sadist. Halaster can speak telepathically to just about any creature in Undermountain, so long as he's aware of their presence. He uses this power to irk the contestants and other characters—or to speak directly to the "audience" of the show. Often, he'll screw with the contestants by including them in these messages, foreshadowing horrors to come or taunting their failures. His cryptic or hilariously vague whispers are equally insufferable and unhelpful to the party.

Impugnable Pride. Halaster views himself as something akin to a deity, and as such, has reached a point of pride that consumes many all-powerful beings. To sink down to a lesser foe's level is an insult to Halaster's ego. So, while he could very well crush enemies like the lich Ezzat, it's beneath him to try. Like all other near-omnipotent beings, his is a game of cat-and-mouse. His minions, or the contestants of *Dungeon of the Mad Mage* are pawns to be moved on a chessboard.

Cursed Immortality. Many, even his apprentices, believe that Halaster's madness is owed to the Knot in the Weave, to Undermountain. The truth is far more tragic: the Mad Mage cannot ever die—and he knows it. The exalt he felt after his first rebirth is now just a bitter memory, a seed that has born strange fruit. This grim reality, of weathering all eternity, shattered Halaster's mind—and in the ruins of his sanity he has found comfort in madness.

ATTACHMENTS

Somehow, despite all the years, despite his un-fettered madness, Halaster still has a heart—and it beats for a select few:

Tasselgryn Velldarn. Halaster has a soft spot for Skullport's most senior mage. He makes sure to visit Tasselgryn once per month. Adventurers might tempt their own doom by threatening her. When together, the two act like an old married couple. See Area 27 of Skullport for more information.

Wyllow. Halaster has a complicated history with the archdruid of Wyllowood. Given all he's done for her and to her, Wyllow can't hate the Mad Mage, and he himself can't even imagine a future without her in his dungeon—and so he'll never let her go.

Apprentices. Somehow, Halaster still has a fondness for old apprentices, even if only out of nostalgia—actually, most certainly out of nostalgia because Halaster only begrudgingly tolerates his apprentices, and vice versa. There is a relationship between a terribly misguided father and a handful of disappointing children.

The Contestants. Despite plunging them into this horrid game, Halaster cherishes few others more than his beloved contestants. For them, he'll move the moon—or send it crashing down upon their heads. His idea of challenge is akin to a god pressing their thumb upon the world—walking the fine line between adversity and Armageddon.

INTRODUCING THE MAD MAGE

We don't just hurl the Mad Mage at the contestants. Instead, we let Level 1, the Dungeon Level, speak for the cruelty and insanity that is its host. Neither do we just announce that the adventurers are the contestants of this season. The Mad Mage doesn't just appear and lay out the rules or declare them his unfortunate playthings—they merely learn that they *already are*, and *never* can they find the answer to the question of "Why us?" This, of course, comes later.

The unknown is truly the scariest thing for the human mind to comprehend; therefore, you don't want to overdo it with Halaster's appearances. Foreshadowing, such as his booming laughter or his arcane eye, serve aplenty—for Level 1, you ought to do your best to steer your players towards Area 27, the Hidden Demiplane. This should serve as your player's first encounter with the Mad Mage and a full conversation should be allowed to take place before the simulacrum melts away.

HALASTER'S GOALS: REDEFINED

When running *DotMM* with *Halaster's Game*, these goals take precedence over what is written in *DotMM's* overview chapter. All are active, no matter how deranged Halaster might currently be, and are prioritized in the following order:

1. RATINGS, RATINGS, RATINGS

Halaster's foremost goal is to achieve the highest ratings possible on his interplanar program *Dungeon of the Mad Mage*. Even after dozens of seasons (each featuring a different adventuring party), the Mad Mage seeks to hone his craft. He will do whatever it takes to make a perfect season, short of performing a *deus ex machina* to save the contestants.

Contestants would be shocked to learn that Halaster is actually *rooting* for them. Every season has ended in bitter disappointment and he needs a win. While he won't spare the adventurers, he does not go out of his way to destroy them—not until they finally arrive to his lair on L23.

2. ONE WHO IS WORTHY

So seldom has a pupil impressed Halaster that he's always searching for the next—one who might even carry the mantle of "Mad Mage" one day. None of his current apprentices suffice, nor do any of the students of Dweomercore. No, Halaster's ideal apprentice is a contestant of *Dungeon of the Mad Mage*, one who bests him in combat.

Halaster's prefers wizard characters as apprentices but will settle for (in this order) sorcerers, bards, and finally warlocks (whom he sees as "cheaters").

Ideally, this apprentice will prove their worth by besting his current apprentices (Arcturia, Trobriand, and Muiral) in combat, including the students in Dweomercore.

3. EZZAT'S DESTRUCTION

As described in *DotMM*, Ezzat the lich has earned Halaster's ire. To battle the lich himself would mean lowering himself to the undead's level, and so the Mad Mage directs adventurers to destroy Ezzat. See L20.

4. WATERDEEP'S FALL

As written in *DotMM*, Halaster has entertained the idea of installing the Shadowdusks of L22 as puppets in control of Waterdeep—if only for the exercise of growing his influence or filming hit new gameshows.

5. DEATH TO THE DROW

The Mad Mage can tolerate a great many of things and admires many more: desperation, tenacity, stubbornness in the face of adversity. What he cannot abide, however, is pride—and the drow houses Auvryndar and Freth are chock-full of it. His irritation has soured into loathing, and he views them as parasites encroaching upon his domain.

Halaster would like nothing more than to see them felled by the lowest, meekest, most humble of creatures possible. Thus, it makes a fitting challenge to the contestants of *Dungeon of the Mad Mage*.

6. PEACE (NEVER) IN OUR TIME

The githyanki crusade against the mind flayer colony of Seadeeps is an amusing debacle for Halaster. He often films the conflict, hoping to either make a spin-off to *Dungeon of the Mad Mage* or releasing a documentary. He doesn't know which yet. However, he fears the conflict spiraling out of control and ending too soon. He'd rather keep the conflict alive for years to come so as to have more material. However, he prioritizes the contestants' intervention, if they make it that far, and will not stop them from eliminating one side or the other.

7. A GLIMMER OF JHESIYRA

As written in *DotMM*, Halaster wonders over the whereabouts of his former apprentice. No changes are needed from the module.

GAGS & GIMMICKS

What Halaster can do, both to the dungeon or to its inhabitants, is bound only by your imagination. The Mad Mage is conveniently omniscient, nearly omnipotent, and always has the contestants under surveillance—"filming" as he calls it. Often this takes the form of his arcane eye, as described under his Regional Effects, but can also include a *scrying* spell or other divinations.

Spell List. While his list of prepared spells is already described in his statistics, Halaster can change it to fit whatever wizard spell you hope to use in the campaign. With literal *eons* of study, the Mad Mage has researched every wizard spell.

DROPPING MONSTERS

Halaster can literally drop monsters on the party's heads. If he feels they're too smug, he can drop an ooze or two or teleport in a rampaging minotaur—or perhaps an angry flock of rabid geese. This method is great for interrupting any long rests the party might want to take in areas they shouldn't.

Whenever you decide to drop monsters on the party, an illusion of Halaster appears nearby and rolls a twenty-sided die. On a roll of 18 or above, this fickle torturer teleports a monster in. Roll a d10 to determine the monsters, consulting the Monster Drops chart. All creatures are low CR, as these encounters are meant only to vex the party.

Don't overuse this gag. Not only will it grow tiresome for your players and slow down your game, but it pushes up the difficulty of an already dangerous dungeon.

The following encounters require more detail:

Howl of the "Werewolf." Halaster drops a **commoner** with 20 hit points heaped with layers of magic. Illusion magic paints the man as a werewolf and unleashes a lifelike howl. A spell of *mirror image* suggests that there are actually four of the beasts. For added theatrics, he's accompanied by a *fog cloud* spell that fills the chamber. The man is gagged and every movement is twisted by illusion magic to seem as if the "werewolf" is attacking. Creatures can discern the illusion with a successful DC 22 Intelligence (Investigation) check.

Minotaur Charge. Halaster casts *passwall* on a nearby wall, opening a passage from which a **minotaur** charges at the adventurers.

The Phase Web. The rift spits out a web (a sphere of 20 feet in diameter) onto the adventurers. These characters must make a DC 12 Dexterity saving throw or be restrained (escape DC 12 Strength (Athletics)). The **phase spider** lairing in the web blinks with its eight eyes at its new prey and attacks.

Rat-Tat-Tat. A sudden *grease* spell discharges over the chamber, spraying several characters. Then, directly above some characters' heads, rifts form, each dropping a **swarm of rats**. Up to 1d4+2 swarms can be summoned by Halaster.

Thinking with Portals. Halaster opens up a rift from which a creature makes an attack. The creature remains *in* the rift, only using its claws, fangs, or other appendages to attack. If it retreats 10 feet, the rift snaps close; if the creature grapples a character and the victim is pulled into the rift, the character appears in an environment typical of that creature (such as a marsh for a crocodile). The rift then snaps closed behind them. If the creature is slain, the character is shunted back to Undermountain. Roll a d100 to determine the creature:

1-20. Saltwater crashes down above the party, dousing any light sources. A **hunter shark** lunges from the rift.

If the shark takes 10 points of damage in one turn, it falls from the rift, which snaps shut behind it.

21-40. A crocodile lunges from a marshland rift.

41-50. The chamber is flooded with salt water while a **giant octopus** gropes at characters from beneath the Sea of Swords.

51-60. Mud and detritus explode from a rift in front of a character. The character must make a DC 14 Dexterity saving throw or be blinded until the start of its next turn. A **giant toad** makes a Bite attack, attempting to use its Swallow attack.

61-70. The rift is hidden behind an illusory wall or other object until a creature enters within 10 feet, after which 2d4 + 1 **apes** hurl rocks (Rock attack) at the character. The illusion then shatters, revealing a floating rift with several simians 10 feet away from the rift on their side.

MONSTER DROPS

d10	Encounter
1	<i>Rat-Tat-Tat</i>
2	1 psychic gray ooze hidden in gray mud
3	<i>Minotaur Charge</i>
4	1d4+1 smoke mephits
5	1 ravenous owlbear preferably during lunch
6	<i>The Phase Web</i>
7	1d4 rust monsters
8	<i>Howl of the "Werewolf"</i>
9	1 blood hawk with <i>blur</i> cast upon it
10	<i>Thinking With Portals</i>

71-80. The rift opens upon a confused **red dragon wyrmling's** lair. It unleashes a Fire Breath attack before the rift snaps shut.

81-95. The rift drops a sack seemingly bulging with coins and gemstones. The sack is actually a **mimic**.

96-100. A rift containing a **roper** forms 20 feet away from a character; the roper is 10 feet deep into the rift. It attempts to reel in a creature to devour.

THE POINTS GAME

Halaster—that sadistic son of a bitch—has a penchant for violence and sick hilarity. He also has a near limitless supply of... well, supplies. Thus, he's invented the Points Game.

Whenever one of the adventurers does something that pleases or displeases Halaster, he awards or subtracts an arbitrary number of points—which he informs the character of through telepathy. These points, he assures the adventurers, can be redeemed for both magical and mundane items, or spells cast upon the character or the area around them.

Ad Nauseum. Halaster can be quite stingy with the awarding of points. He doesn't tolerate copycats and quickly tires of a trick—so after punching the third ally, a character might find Halaster disapprovingly silent. The Mad Mage might also tire of the Points Game, reinstating it hours or even days later.

Rewards. The value of an act is completely arbitrary, but the values of a reward are fixed. The price of a nonmagical item is 10 x its cost in gp with a minimum of 100 points. When it comes to magical items, the price is determined by rarity: 250 for a Common item, and 500 for Uncommon. Halaster refuses to award anything rarer than that. Any magic item he awards that has charges on it is destroyed upon reaching 0 charges. If a magic item doesn't normally have charges, assume it has 1-3 or is consumed on use (such as a *potion of healing*).

Likewise, wizard spells of up to 2nd-level can be redeemed like *knock* or *enlarge/reduce*. 1st-level spells cost 300 points, and 2nd-level spells 500. This is often delivered in the form of a *spell scroll*. Halaster might also arbitrarily deny the adventurers a certain spell—i.e., leaving it up to your discretion.

Rewarded Actions. Halaster often awards points for acts similar to these:

- Correctly answering a question telepathically posed by him or solving the riddle to one of his gates
- Humiliating, betraying, or hurting a dear ally
- Scoring a critical hit against a creature Halaster's indifferent towards or detests
- Feats of daring, including defying death
- Puns or other witty jokes
- Pulling off a cunning plan or tactic

Punished Actions. Halaster subtracts points for acts similar to these:

- Incorrectly answering a question telepathically posed by him or failing to activate one of his gates
- Littering in Undermountain
- Sparing a foe of Halaster's

REGIONAL EFFECTS

In addition to the regional effects described in the Overview chapter of *DotMM*, Halaster can do any of the following:

Sentient Illusion. The Mad Mage sends a copy of himself, but not a simulacrum per se, to interact with the party. He can see and speak through this illusion or momentarily gift it enough autonomy and wit to speak with the adventurers while Halaster is busy with other work. The Mad Mage knows everything the illusion says, hears, sees, and does.

Bored Simulacrum. Halaster's madness manifests in a simulacrum (created as if by the *simulacrum* spell) which can harass the adventurers in nonlethal ways, such as casting *wall of stone* or *hallucinatory terrain* in their vicinity. The Mad Mage rarely becomes aware of a simulacrum but destroys it when he does, fearing that it might one day rival him.

Disembodied Narrator. Whenever you want to speak to your players through Halaster ("That went well" or "Are you sure?") you can have the Mad Mage telepathically communicate to the party without blowing their cover or revealing their presence to other creatures nearby by verbally shouting across Undermountain.

Chaotic Combatant. Halaster can randomly show up during combat and use his magic for hilariously, horrifying results—petrifying a goblin, wrenching and animating the skeleton from a slain bugbear (thus, adding a **skeleton** to the encounter). So powerful is the Mad Mage that he has no initiative and no spells to be bound by—he's bound only by your imagination.

The Impenetrable Dark. A favorite antic of Halaster's is to curse a character with Darkvision to a life without it, to a normal human's sight. A spell of *remove curse* can restore a character's Darkvision trait, otherwise it returns whenever Halaster has grown tired of his prank.

Sudden Conjurations. Halaster shunts the contestants into a demiplane stocked with whatever challenges or horrors he has in mind or teleports them elsewhere. If you want to insert a one-shot, especially any of the additional adventures written for *DotMM* by other authors, this is an ideal method to introducing it.

Shadow Assassin. Halaster targets a creature which must make a DC 16 Charisma saving throw. On a failure, its shadow animates into a **shadow assassin** (see *DotMM* Appendix A), which attacks its owner. If destroyed, the owner regains its shadow.

DUNGEON OF THE MAD MAGE

The following sections apply directly to Halaster's gameshow, *Dungeon of the Mad Mage*, which is, apparently, watched by countless viewers across the multiverse, if you'd believe Halaster. These aspects apply regardless of the level of Undermountain the adventurers are currently on.

Halaster's rules for the game are brutally simple, which he can explain as early as the adventurers finding Area 27 of Level 1, the Hidden Demiplane. Otherwise, he can appear at your discretion starting on Level 2 or later.

Excursions. Halaster *promises* the adventurers that, should they leave Undermountain for more than a week, he will forcefully teleport each back to L1.

Losing. The only way to lose Halaster's game is to die—and if all party members, original or otherwise, fall, then a new season of *Dungeon of the Mad Mage* will follow—perhaps years or even decades later.

Winning. Halaster leaves the winning condition intentionally vague, leading the adventurers to believe they just have to reach his lair on the twenty-third level of Undermountain. When they get there, however, it becomes clear that freedom can only be won by killing the Mad Mage—for Halaster tells them that "next season, I'll make it harder for you."

The Prize. Halaster promises the contestants a *wish* spell. This bargain is kept even after the adventurers realize they must kill Halaster. When reduced to 0 hit points, Halaster halts time. His wounds temporarily staunch, the Mad Mage honors his promise, hears the contestants' desire, and casts *wish* once.

Forever and Ever. Even if the adventurers slay Halaster, the Mad Mage cannot die. When he reforms 1d10 days later, he sets about bringing back the adventurers to his lair and fighting them—again, and again, and again. These "winners" will find themselves forever trapped in a vicious cycle until all are dead and gone—for at long last has the Mad Mage found his match. Only a *wish* spell can cause the Mad Mage to forget his vendetta.

THEME SONGS

No show is complete without a catchy theme song, and Halaster's *Dungeon of the Mad Mage* is no different. Several suggestions are outlined above.

You don't want to play the theme song at the *very* start of your campaign. Your players should explore much of Level 1 without knowing they're the newest contestants in Halaster's game. Only use it when they finish Level 1 and begin their descent to Level 2, adding it in the Send-Off described at the end of Chapter 1 of the *Companion*.

Afterwards, it's suggested you play your theme song in the following scenarios:

Opening Credits. Kick off your gaming session with your preferred theme song, preferably mixing in a recap of what happened last session.

The Mage Looms. Whenever Halaster is nearby, "filming" them or just engaging in his patented tomfoolery, you can play a bit of the music. It's guaranteed to put your players on edge.

End Credits. Cap off your session by playing the theme song, preferably while narrating the epilogue Send-Offs included in each chapter of the *Companion*.

THIS WEEK'S DUNGEON PROFILE

Whenever you take a break or return from one at your table, you can sneak in a "Dungeon Profile" to foreshadow or shed light on a major character of *DotMM*. Each profile comes with a narration for you to read to your players, giving them an idea of what they face. However, many characters, or details thereof, have been omitted so as to not ruin the suspense or spoil a secret, such as the aboleth Illuun (see Level 4) or the Shadowdusk family (Level 22).

All profiles are written by Halaster but voiced by a posh and professional man—although this is just secretly Halaster with a spell upon him to change his voice. As it becomes apparent in some profiles, Halaster lies, twists the truth, or lets his bias and temper get the better of him.

Roll a d10 to determine this week's profile and announce, "And now, this week's dungeon profile!"

DUNGEON PROFILES

d10	Character	d10	Character
1	Arcturia	6	Player Character
2	Trobriand	7	Ezzat
3	Vanrak Moonstar	8	Muiral
4	Vlonwelv Auvryndar	9	Jhesiyra Kestellharp
5	Tasselgryn Velldarn	10	Sundeth

HALASTER'S TOP 10

Rank	Song & Artist
1	Apocalyptica's <i>Hall of the Mountain King</i>
2	Blues Saraceno's <i>Run On For a Long Time</i>
3	Ennio Morricone's <i>Rabbia E Tarantella</i>
4	<i>The Cosby Show's</i> theme song.
5	Blondie's <i>One Way or Another</i>
6	Benny Goodman's <i>Sing, Sing, Sing</i>
7	DJ Day's <i>Four Hills</i>
8	Seatbelt's <i>Tank!</i> (<i>Cowboy Bebop</i> theme)
9	Ousiodes' <i>Arcadia</i>
10	Gary Jules' <i>Mad World</i>

1. Best described as sinister yet whimsical
2. Imagined as the adventurers constantly fleeing Halaster's wrath or monsters
3. Tense and explosive
4. Nonsensical, upbeat, whimsical
5. Really epitomizes their relationship with Halaster, doesn't it?
6. Jazz with a hint of cynicism
7. Provides a well-needed warning: never, *never* die
8. High tense jazz, perfect montage music
9. A melodic power metal song, if your players are into that
10. Paints Undermountain as a place of perpetual sorrow, its residents unable to escape the Mad Mage's antics

ARCTURIA

A vision visits your mind, showing a stunning woman with gossamer wings and bone spurs jutting from her forearms. Azure scales line her flesh and she wears a gown of cream and gold. Something about her seems... less than alive.

"Arcturia," booms a voice, "arguably the most powerful of the Mad Mage's original seven apprentices. Eons have passed and death has yet to claim Arcturia. Lichdom has been her reward, and through intensive transmutations, she has reversed her deterioration into a corpse. Vanity and whimsey have always been her vices and not even undeath could deprive her of that beauty and wonder."

You hear music. A harp. This Arcturia woman, this blue-scaled butterfly of a woman, dances lithely while animal-headed servants watch. That's right. Servants with the bodies of men but the heads of beasts: a moth, a dingo, a stork, and much, much worse. When will this vision end? you wonder, pray.

One of the original Seven and now a **lich**, Arcturia has altered her form so much she hardly appears human, let alone undead. See Level 14 & 23.

EZZAT

You see the image of a hooded skeleton whose eyes brim with blue fire. In his bony hand is a locked tome.

"Damned Ezzat," a voice whispers, "A blight upon this mountain, this world. The impotent gods dare not strike him down, but a hero might come to turn this lich to ash."

Ezzat the **lich** has been a thorn in Halaster's side for ages—but it's beneath him to face Ezzat himself. See Level 20 & Halaster's Goals for more details.

JHESIYRA KESTELLHARP

Music floats into your mind: a sorrowful score performed on piano. Darkness clouds your vision before giving way to a portrait of a plain woman dressed in yellow-and-blue robes. Her face betrays the subtlest hint of a smile.

"Oh, Jhesiyra," a voice murmurs. "Where could you have gone, my darling, precious pupil, Jhesiyra? Why would you forsake us? Why? *Why? Answer! Answer me!*"

Your world trembles as the voice twists with spite and rage. "Then go! Go, wench! Begone, treacherous cur!"

The rasp of steel against a scabbard rings through you. A blade comes crashing down on the portrait of Jhesiyra. Your very blood! It sings! It rages! You fall to your knees, hands clasped about your eyes as the darkness takes you away from this scene of betrayal and heartbreak.

Jhesiyra abandoned her mortal form long ago but yet still haunts Undermountain, hoping to seize it from her former master, the Mad Mage himself. To this day, Halaster wonders where she went—and his heart burns with scorn at the implication that *he* could be forsaken by a student. See "Undermountain Secrets" in the Undermountain Overview of *DotMM*.

MUIRAL

An image plays across your mind: an abomination with the torso of a man and the body of a scorpion wields a gleaming greatsword in its grip.

"Muiral the Misshapen," booms a voice within your skull. "Bodyguard and later apprentice to the Mad Mage. His descent to madness ended in this grotesque form. His Gauntlet in the bowels of Undermountain have claimed many a soul—and his magics many a body as undead. And now the drow are at his door, carving away his kingdom piece by piece. Oh, poor, poor Muiral. Godforsaken fool. Tragedy is his to wallow in."

This monstrosity haunts L10—appropriately named Muiral's Gauntlet. See L10 for more details & Apx. A for his statistics.

PLAYER CHARACTERS

These profiles are scathingly written by the Mad Mage, who has already dug up the character's most embarrassing or darkest secrets through divination magic. The point is to taunt, mock, and enrage the character. Tailor them to your players, drawing on their backstory, especially their past mistakes or deepest regrets.

SUNDETH

The visage of a half-ogre astride a wyvern blazes across your minds. Over a subterranean harbor they fly while a voice booms, "Sundeth, the tyrant of Skullport. The Xanathar Guild has ordained his reign and all the Port of Shadow cries out for freedom! Will none stand boldly against this crimson king?"

The half-ogre **champion** rules over the Port of Shadows from the fortress of Skull Island. While he has little bearing on the campaign, the adventurers may seek to topple Sundeth's reign, especially if they're motivated by the Harper and Zhentarim agents in Skullport.

TASSELGRYN VELLDARN

The image of a wizened old crone sipping tea in a shop stuffed with scrolls, tomes, and other minutiae consumes your mind. A voice narrates, "Tasselgryn Velldarn, Skullport's most respected magus. Those in need of a spell scroll or a message sent back to the surface will be fond customers of her services.

"Magus Velldarn also offers teleportation back to the surface. Go on, go solicit her services. Watch how far you can get away, my dearest contestants—see how far you can run before I wring your gods-damned little, brittle necks—"

The narrator coughs embarrassingly and continues, in a soberer voice, "Ahem. Customers should seek out Magus Velldarn's services at *The Poisoned Quill* of Skullport."

This **archmage** is a dear friend of Halaster's. Her shop, *The Poisoned Quill*, specializes in spell scrolls and *sending* spells. She can also teleport customers to Waterdeep for 50 gp a head. See the Skullport chapter for more details.

TROBRIAND

The image of an iron golem fitted with a steel skull flits across your mind. Its movements are too human-like to be written off as a construct.

"Trobriand: always the tinker of the Mad Mage's apprentices," a voice narrates. "Since his youth he has sought to combine metallurgy with magic, to escape the mortal coil, to create perfection. Undermountain is haunted by his inventions, by mad machines desperate for any outlet to their torment.

"Trobriand is no different than the worst of his creations. Detesting the frailty of flesh, the Metal Mage forsook his godly-given form for the strength and incorrigibility of steel—but at what cost to his sanity?"

The so-called Metal Mage comes in the form of an **iron golem** with spellcasting, and is one of Halaster's original seven apprentices. His fascination with metallurgy prompted him to transfer his spirit into a golem. See L13 & L23 for more details.

VANRAK MOONSTAR

Your mind reels, swims—you behold a stately portrait of a handsome lord. The brass plaque reads VANRAK MOONSTAR. The nobleman bears a coy smile... but the air swims with miasma and the portrait begins to age. The smirk hardens into a scowl as the bags grow beneath Vanrak's eyes. Laugh lines twist into crow's feet.

"May we all remember the dark fate of Lord Vanrak Moonstar," a voice booms. "Reluctant patriarch of House Moonstar and apostate of the goddess Selûne. Her scorn brought ruin to his household and for that he turned to Shar, the Lady of Loss. Hounded by his critics and persecuted by his siblings, Lord Vanrak led his followers to the safety of Undermountain where they would be warm in Shar's shadow. May Vanrak rest in peace, his legacy continued by the most devout of his followers centuries later."

Vanrak has long since died—to his own hand, no less—but the evil he begat grows bolder by the day. See Vanrakdoom on Level 18 for more details.

VLONWELV AUVRYNDAR

Perfume wafts up your nostrils and caresses the tender flesh behind your eyes. Are... you having a stroke?

"And this week's dungeon profile is," a voice narrates, "Vlonwelv Auvryndar, drow priestess of the demon goddess Lolth."

The image of a stunning dark elf whose eyes radiate hate fills your mind. Her eyes lock with yours as that voice continues, "Ambition drives Vlonwelv just like other noblewomen of drow society. Yet what she could not achieve in the Underdark, she aims to seize here in Undermountain. Greedy temptress! Ravenous, fair-haired conqueror! Might she meet her red end soon, for from Muiral's Gauntlet in the bowels of Undermountain her forces march to take that which never belonged to them."

Vlonwelv, a **drow priestess of Lolth**, commands House Auvryndar from her stronghold on Level 10. The adventurers are on a collision course with her children starting with Level 3 of the dungeon. See Level 10 for more details on Vlonwelv.

TRANSPLANAR ADVERTISEMENTS

Whenever you take a break at your tabletop, you can spice things up with any of the following advertisements. Roll a d100 and consult the table on the following page.

1-50. These begin with, "This episode of *Dungeon of the Mad Mage* is brought to you by..."

51-100. These begin with, "And now a word from our sponsors."

DUNGEON OVERVIEW

Dungeon of the Mad Mage is a whopping *twenty-three* chapters, each bulging with information. To comb through the entire book can take hours, and while each chapter begins with a nice summary of its content, there are still vital details buried in between room descriptions. Refer to this overview.

THE DUNGEON IN SUMMARY

Undermountain is, like all the legends tell, utterly *massive*. It spans a mile of caverns and tunnels pockmarked by civilization and stocked with extra-planar horrors. The levels of Undermountain can be loosely divided into three categories, reflective of the Three Pillars of D&D:

Exploratory. Exploratory levels call back to the ancient days of dungeon-crawling that was D&D, which this entire module is an homage to. The areas of these levels have little story beyond a shared theme. The upper reaches of the dungeon are more exploratory in general.

Narrative. Also described as "event-based" levels, these chapters of *DotMM* weave a story. The order in which areas are discovered matter little, and the adventurers are likely to backtrack to solve a quest or issue that bars them from progressing from the level.

Combat. Sometimes existing as a middle ground between the first two categories, combat-oriented levels are expected to be hack-and-slash. Few areas can provide rest, and some are, more or less, trials put upon the party to overcome as soon as possible.

LEVELS IN A SINGLE SENTENCE

The levels of Undermountain are summarized below:

1. Haunted by monstrosities and a crew of bandits that extort passerby and picked clean over the years.
2. Goblins carve out a meager mercantile life here amidst the bloody politics of the Xanathar Guild and a wererat gang led by a drow of House Auvryndar with Zhentarim sympathies.
3. The drow of House Auvryndar wage war against the goblinoid Legion of Azrok for control over the dwarven ruins of Stromkuhldur and the River of Sargauth.
4. The River of the Depths feeds into a cavern infested with kuo-toa bedeviled by the aboleth Illuun.
5. The River of the Depths descends to Wyllowwood, a forest magically created by the Mad Mage for the archdruidess Wyllow; harming the woods or its animals guarantees her wrath.
6. Duergar have raided a dwarven temple of the Melairkyn in search of riches.
7. Stone giants cursed with magical amnesia are tormented by one jackass of a faerie dragon who lairs in the empty castle of the archmage Maddgoth, a serial killer of magi.
8. Bullywugs under the iron heel of a death slaad wage a desperate war against spirit naga who use a *rod of rulership* to enslave mortals.

TRANSPLANAR ADVERTISEMENTS

d100	"This episode is brought to you by..."	d100	"And now, a word from our sponsors:"
1-2	"Mimics—they're <i>everywhere!</i> "	51-52	"Close your eyes. Now open one. Drink Diet Cyclopsi."
3-4	"the Letter P and the Number 2."	53-54	"The Dragon Queen shall rise again. Hail Tiamat!"
5-6	Paethier's Pipeweed: Keep blazing, stay amazing!	55-56	"The druidess of Wyllowood warns all: harm not lest ye be harmed."
7-8	"Hadar, arm of the Void: <i>Phlanuf-bakh-atar!</i> "	57-58	"Xanathar sends its regards."
9-10	"the Knights Who Say Nee: Nee."	59-60	"The Eye of Vecna has been stolen. Trust none. Pray to your gods."
11-12	"Texas Beholdem, the multiverse's premiere Poker tournament. Tickets are available now! Come for the cards, stay for the eye rays! <i>Live audiences are subject to disintegration rays.</i> "	61-62	"Tomorrow night on <i>Enter the Arena</i> : Githyanki gish Elirdain squares off against the Sycophant of Ooze. Check out this stunning display of glory, guts, gore and more on <i>Enter the Arena!</i> "
13-14	"the Yawning Portal: Stop on by and have a brew as fools galore dip themselves into the horrors of Undermountain."	63-64	"The Future Caretakers of Everything would like to remind you: plant a tree for once, you gods-damned fools!"
15-16	"the good folks at Garret Stone. Whenever I need good masonry done, I abduct those dwarves myself. Devoted little fools. They'll tunnel themselves to freedom in no time!"	65-66	"The Legion of Azrok needs <i>you!</i> The banners wave, and the trumpets call! Serve a cause greater than yourself and pledge your fealty to Warlord Azrok in the Ruins of Stromkuhldur!"
17-18	"the Ghaunadaur ooze-clerics of Undermountain: <i>fhinala-pekteeen-eeen-pa-pha! Paaa-pha! The Church of Ghaunadaur is not responsible for any caustic burns, mutations, or reduction to jelly matter that occur during or after baptism.</i> "	67-68	"Have you been victim to food poisoning or spontaneous combustion from a popular interplanar burger chain? Call us at Miller and Dreadnought for a free consultation. You have rights! Leverage them against the Fast Food Titans and make your voice be heard!"
19-20	"Handers, the world's finest personal assistant! With a <i>ring of mage hand</i> , you too can be diligently catered to by your own spectral servant! Handers can do everything: light a candle, unlock your door, cook your dinner, secretly transpose your most intimate conversations, and even play the harp! Order now!"	69-70	"Lawsuits alleging Wolfburger Lord seeds its cuisine with subpar ingredients or evocation spells are simply unfounded—and to celebrate the settlement offer, Wolfburger is offering a 2-for-the-price-of-1 deal, so come on in and enjoy a Wolfburger Deluxe at half the cost! <i>Limited time offer only, maximum one party per transaction.</i> "
21-22	"the archdevil Baalzebul: Do your past failures yet haunt you? Do you hunger for your lost status? Do you crave redemption? Seek out your local cult liaison now! The past needs not be the future!"	71-72	"Dweomercore is accepting applications from all wizards and magi. If you have what it takes to study at Toril's premiere subterranean university, then, well, what are you waiting for?"
23-24	"The archangels of Celestia: We would like to thank all the those currently devoted to destroying evil everywhere. Remember, your excruciatingly painful death at the hands of evil will be nothing in comparison to the endless joys you will experience in Celestia."	73-74	"Need to get away for a bit? Need some excitement in your life? Ragetide Cruises are offering a sweepstakes give-away for a limited time only! Sign up and win your free cruise across the flaming seas of the Plane of Fire now! Treat yourself!"
25-26	"The Coalition of Material Planar Astronomers would like to warn you of the supermassive black hole developing just outside your star system. The worlds of Eberron, Oerth, Toril and Athas are advised to seek refuge on the Astral Plane immediately."	75-76	"Got a nemesis on his way? Curious to what the future holds? Are you suspicious of your beloved? Divinations need not cast an arm and an eye. Call us at <i>Discount Divinations</i> , where we'll provide answers for your deepest insecurities and raging paranoia."
27-28	"Walt Pixie Studios: Come see for yourself where magic and creativity are exploited for profit."	77-78	"Joseph Stein's hit new play, <i>The Roper on the Roof</i> has hit theaters across the multiverse! Reserve your tickets now, you philistine!"
29-30	"Miller and Dreadnought: Attorneys at Interplanar Law. Have you been kidnapped by a deranged archmage? Have you been subjected to an insidious game for a live audience? If so... Don't call us."	79-80	"Adversity lurks around every corner. Welcome it. Conquer it. Never shy from adversity—meet its gaze and just do it. Undermountain Dew: do the Dew."
31-32	<i>The image of a satyr flashes across the characters' minds and a jubilant voice shouts,</i> "Billy Mays here with my newest product: sausage! Staving off hunger has never been so easy. With this kobold sausage, you too can live nutritiously! But wait, there's—"	81-82	"Have you been experiencing memory loss? Confusion? Complete loss of a brain? Have you been seeing strange tentacled beings? You could have a mind flayer infestation! Call 1-800-GITHYANKI now for a free consultation. A Githyanki knight is already on its way!"
33-34	"Nobody! If you'd like to occupy this advertisement space, direct your <i>sending</i> spell to 10-14-79-18-DIV-20401E."	83-84	"Elvish Presley's new album <i>That's the Way It Was</i> is out now! Get your copy of the interplanar rock-sensation newest collection now!"
35-36	"Justified, LLC." <i>A heavy accent drawls,</i> "Howdy there folks, we got us a ripe new bounty—a vagabond from the world of <i>To-ri!</i> Pretty hefty price too. Wanted dead or alive. Happy huntin'!" <i>The visage of one of the adventurers blazes across the characters' minds with a listed reward of 10,000 gold pieces.</i>	85-86	"Have you or a loved one been polymorphed, petrified, or enchanted by a law-flouting mage? Has your mailbox been turned into a rooster by a devious apprentice? Call us at Miller and Dreadnought for your free consultation. You have rights! Leverage them against these Arcane-wielding tricksters and ne'er-do-wells!"
37-38	"Mirt the Moneylender: There's no catch!"	87-88	"Shop at Gilmore's Glorious Goods: only on the world of Exandria!"
39-40	"The Tart but Polite Shadow That Shall Envelope You One Day."	89-90	"The Abyss is offering asylum to all refugees of interplanar war."
41-42	"the telepathic cranium rats watching from beneath your kitchen floorboards: 'We... Enjoy... <i>You.</i> '"	91-92	"Fans of Walt Whitdwarf, rejoice! Second Hand Publishing is reprinting the mythic poet's <i>Blades of Brass</i> . Get yours now!"
43-44	"Dissatisfaction—that slow and insidious infection that turns all joys, all dreams, to bitter ash. Its rot is already in you."	93-94	"Tired of waking up next to a stranger? Paranoid that your confidant isn't who they say they are? Order the Doppelganger Detector now!"
45-46	"Your deep-seated and justified insecurities!"	95-96	"Ed's Adventure Emporium: Embark on your... 'Edventure...' today."
47-48	"Enter-flies: Got somewhere to go, but your broom or carpet is in the shop? Enter-flies' rental vehicles are just one call away!"	97-98	"Got a deadline and out of ideas? Try Muse Dust! Fast-acting and portable, no tools required but your nose! Find your muse today!"
49-50	"Brawlstate, the multiverse's most respected adventure-insurance company. Healing spells and resurrections don't come cheap. That's Brawlstate's stand. Are you in good hands?"	99-100	"Attention! An extraplanar criminal has escaped justice! Be on the lookout for a gaunt human mage from the world of Toril!" <i>An image of Halaster's visage blazes across the characters' minds.</i>

9. Magi study arcane secrets under "Halaster's" tutelage; they're all tremendously awful people.
10. House Auvryndar's seat of power, carved from the domain of Muiral the Misshapen, a deranged and deformed apprentice of Halaster's.
11. House Auvryndar duked it out against their rival, House Freth, for supremacy over Undermountain.
12. House Freth tries to hold onto their territory against a tribe of minotaurs.
13. Hobgoblins raid Trobriand's scrapyards for metal while a gnome mage uses these machines to create a duplicator machine.
14. Fire giants and hobgoblins work on a gundam ("Mecha-Halaster") that the Mad Mage intends to loose upon Waterdeep one day.
15. The Mad Mage kicks back and relaxes while adventurers are terrorized by a death tyrant and a menagerie of traps.
16. A portal links to an asteroid orbiting Toril from which Githyanki knights wage a crusade against the mind flayers infesting Undermountain.
17. A mind flayer colony, replete with a Matrix system, is defending against the Githyanki crusade.
18. A cult of vampires devoted to the goddess Shar plot to attack the temples of Lanther and Selûne in Waterdeep; half the lair is melded into the Shadowfell due to a shadow dragon's growing despair.
19. Ooze-worshipping priests have been cursed to gelatinous forms by Halaster; a stranded spacefaring crew desperately strive to survive; and two genies hurl adventurers at the lich Ezzat of Level 20.
20. Golems that worship Halaster as a god try to wrest control of the caverns from Ezzat, the lich, an enemy of the Mad Mage.
21. A planetar has fallen from grace and rules over these mines with an iron fist and a taste for violence.
22. Starspawn-worshipping cultists prepare for their bloody and triumphant return to Waterdeep.
23. The Mad Mage awaits the adventurers with his apprentices Trobriand and Arcturia.

INTERCONNECTED LEVELS

Much to its fault, *Dungeon of the Mad Mage* is divided into twenty-three levels with little connection to each other. It often feels like a "Villain of the Week" sort of plot—which makes sense if you run *Halaster's Game*, as it's a gameshow. No matter how titanic the conclusion to the events on one level, it's neighbors will hardly be affected. It's not worth leafing through the entire book to figure out which levels are related to each other, because only a handful do, and it's because of the factions inhabiting those areas. See *Factions of Undermountain* below for more details.

LEVEL CATEGORIES

Level	Name	Category
1	Dungeon Level	Exploratory
2	The Arcane Chambers	Exploratory
3	The Sargauth Level	Exploratory/Narrative
3A	Skullport	Narrative
4	The Twisted Caverns	Combat
5	Wylloewood	Narrative
6	The Lost Level	Exploratory/Narrative*
7	Maddgoth's Castle	Exploratory/Narrative*
8	Slitherswamp	Combat
9	Dweomercore	Narrative
10	Muiral's Gauntlet	Narrative/Combat
11	Troglodyte Warrens	Exploratory
12	Maze Level	Combat
13	Trobriand's Graveyard	Exploratory
14	Arcturiadoom	Combat
15	Obstacle Course	Combat
16	Crystal Labyrinth	Narrative
17	Seadeeps	Narrative
18	Vanrakdoom	Narrative
19	Caverns of Ooze	Exploratory
20	Runestone Caverns	Combat
21	Terminus Level	Narrative
22	Shadowdusk Hold	Narrative
23	Mad Wizard's Lair	Climax of the Campaign

* Altered in the *Companion* to achieve that theme

CUTTING LEVELS

Dungeon of the Mad Mage is a lengthy campaign no matter which way you slice it. Some levels fall short, while others amaze. If you're looking to trim away the fat, you might want to consider cutting the following levels or replacing them with other adventures written for the Expanded Dungeon. This is all, of course, a matter of opinion and a particular level listed here might actually jive with you. The *Companion*, for its part, tackles every level, aiming to polish or overhaul its content.

Level 2. Unless you're interested in the fate of the Fine Fellows of Daggerford and the brutal vengeance wrought by the revenant found on Level 1, little occurs on this level, narratively. It's more of the same of Level 1, minus a few other variations.

Level 6. Unless you have a dwarf or archaeologist character interested in the Melairkyn dwarves' legacy, the Lost Level has little life to it. The *Companion* expands on it heavily so as to make it worth your while.

Level 7. Without the mage-killer himself (whose return is written into the *Companion*), Maddgoth's Castle is a worthless endeavor to run. Stone giants toil under magical amnesia while a faerie dragon torments them and a (mostly) empty castle serves as an optional detour.

Level 13. Unless you can boil it down to a single session, Trobriand's Graveyard is a detour you can cut. It's only worth, without the expansion on it by the *Companion*, is foreshadowing Trobriand—but the apprentice only appears *ten levels* later, and your players are likely to have forgotten him by then.

STARTING AT A HIGHER LEVEL

Dungeon of the Mad Mage is a tempting sequel to other official adventures such as *Curse of Strahd* or *Tomb of Annihilation*—but such adventures end at 10th level, so how should this one be altered to fit that? The answer lies in Skullport, where the adventurers, perhaps years after their last caper, all wash up for reasons they don't comprehend... yet. Soon they all realize that the Mad Mage, impressed by their past endeavors, has selected them for his insidious game.

Under this model, the party starts in Skullport, skips Levels 1-3, and begins their trek through L4, continuing with the adventure as written; the aboleth Illuun and the archdruid Wyllow are worthy antagonists if played right and backed up by stronger minions. L6-7 ought to then be skipped. Continue with the *DotMM* as written thereafter.

FACTIONS OF UNDERMOUNTAIN

The various factions of Undermountain fulfill otherwise-empty roles in *Dungeon of the Mad Mage*. Without them, the adventurers are merely hacking through monsters. Two types of factions inhabit the dungeon: major and minor. However, there is no overarching faction in *DotMM*. Halaster is the only constant and, despite having a plethora of minions and apprentices, he and these agents can hardly be counted as a faction, for they don't make strides towards of Halaster's goals.

Major. Major factions span several levels of the dungeon, wield significant influence, and rear their oft-ugly heads at the most (in)opportune moments.

Minor. Factions designated as "minor" are no less important or less powerful than major factions—they merely make fewer appearances in the adventure and are often confined to a single level, if not a single area. They still have a direct impact on that level's narrative but often cease to be important thereafter.

DEATH'S HEAD PHALANX

Minor faction found on Levels 13 & 14

Led by the warlord Doomcrown, the Phalanx has taken to raiding Trobriand's Graveyard on Level 13 for scrap metal, which goes towards the construction of a gargantuan construct in the likeness of the Mad Mage. This "Mecha-Halaster" will one day be unleashed upon Waterdeep unless destroyed now. The warlord is the estranged son of Azrok of the L3 and has been exhibiting strange tendencies of late due to exposure to a **flumph**.

Emberosa's Vision. Doomcrown unabashedly serves underneath Emberosa. The fire giantess desires to topple the Ordning and install fire giants as the leaders of both giantkind and the world itself. To that end, she and her kin can be counted as part of the Death's Head Phalanx faction, but as superior officers. They view the hobgoblins as tools to their mission—the loss of which is a minor inconvenience if something greater can be gained from the situation.

GITHYANKI KNIGHTS OF K'LIIR

Minor faction found in Level 16 & 17

Tracking the illithids of Seadeeps, the Githyanki have raided Undermountain and carved out a piece of territory of their own: the Crystalline Labyrinth. After discovering the portal linking Undermountain to Stardock, one of the hollowed-out asteroids of Toril, the gith moved the majority of their forces there to create a stronghold and creche (a place where their young can safely age and train outside of the Astral Plane). Githyanki are dogmatic militants that do not tolerate outsiders—especially ones so alien to their own biology. They're openly hostile to outsiders and meet the adventurers with force.

Expansion. If you'd like to showcase the githyanki earlier in the adventure, you can have a warband consisting of a **githyanki gish** and four **githyanki warriors** tracking a rogue **mind flayer** throughout Undermountain. As noted in the Skullport chapter (in both *DotMM* and the *Companion*), one illithid haunts Skullport. Rumors may reach the eager ears of the githyanki, who send the squad to investigate.

GOBLIN BAZAAR

Minor faction found on Level 2

These goblins are one of the few possible friendly factions in Undermountain. They're eager to trade tools and food for gold. Yek, or any subsequent leader, hopes to establish a permanent and esteemed trading post. Such a dream can only be forged with gold and posterity.

Aftermath. Should the adventurers pass by again (which is likely, as a Gate to Level 2 is right outside), they might find the bazaar dominated by the Xanathar Guild. This has two added benefits: if the party likes the goblins, they'll might intervene; and, if the Xanathar Guild has put out bounties on the party, it forces them to fight.

HOUSE AUVRYNDAR

Major faction found on Levels 3, 4, 10 & 11

House Auvryndar appears early in the dungeon—and comes out swinging. The adventurers are likely to blunder into their web (pun-intended) as soon as they emerge upon L3. An outpost also dots Level 4, after which the drow disappear until L10. Led by Vlonwelv Auvryndar and her children, the drow seek to conquer the upper reaches of Undermountain, including Skullport. They're opposed by House Freth in the levels below their stronghold on L10.

HOUSE FRETH

Major faction found on Levels 11 & 12

House Freth is certainly the more favorable of the two drow houses that the adventurers will encounter, if only for the fact that they weren't the first ones to terrorize the party. Under the leadership of Erelal Freth, the drow wage war against their cousins in the Troglodyte Warrens of L11. They're eager to find any advantage over their rivals and will seek alliances if the opportunity presents itself.

HOUSE SHADOWDUSK

Minor faction found on Level 22

The penultimate threat of Undermountain and this campaign, the Shadowdusk family has been driven insane by constant exposure to the Far Realms. In their deep sanctum, these cultists dared to open a portal to that aberrant wasteland and in doing so brought doom upon their minds and family—doom that they've since welcomed. Led by the siblings Dezmyr and Zalthar, both **death knights**, House Shadowdusk plots their bloody and triumphant return to Waterdeep. A reckoning shall come to the ancient rivals that saw them ruined centuries ago and at long last will redemption finally be had—with the added spice of vengeance.

House Shadowdusk, as puppets of Halaster, has the potential to be an overarching antagonist in *DotMM*, but, sadly, the module confines them to a single level, minus a few agents sent to L12 & L20. Such an overhaul would require encounters with them throughout the depths, often in the form of silent and distant watchers or inexplicable nests of greasy tentacles breathing loudly on a nearby wall (inside which lurks a single, bloodshot eyeball).

LEGION OF AZROK

Minor faction found on Level 3

Led by the blind hobgoblin warlord, Azrok, the Legion is a goblinoid force under siege by House Auvryndar. In this conflict, they appear sympathetic, especially so when it becomes apparent that Azrok is honorable, even if vicious to his enemies or those that dare disrespect him. If the adventurers are instrumental in defeating House Auvryndar, they'll be hailed as heroes by the Legion and can find safe passage throughout its territories.

SEADEEPS COLONY

Minor faction found on Level 17

Despite their enormous reach, the mind flayers of Seadeeps have been hemmed in by the githyank invaders. The bloody struggle has drawn out long enough to force the **ulitharid**, Extremiton, to breed a **neothelid**. While ordinarily, this colony could have widespread machinations, their ambitions have been blunted by the invasion. If the githyanki were to be eradicated, however, the colony would grow into a force of reckoning that could swallow Waterdeep.

SHAR'S CULT

Minor faction found on Level 18

The cult of Shar is led by a vampire cleric whose mortal cultists and vampire spawn plot to attack Waterdeep. Their two targets are the temples of Lathander and Selûne. The cult's lair is half-sunk into the Shadowfell, due to the growing despair of Umbraxakar, the shadow dragon. Freeing this leviathan is the quest objective of "Save the Dragon." See "Adventure Hooks," Ch. 1 in *DotMM*.

Only if the adventurers attack the cult without finishing the job do they register on its radar. Otherwise, the cult is content to continue melding more of their lair into the Shadowfell while refining their plan to attack Waterdeep.

THE XANATHAR GUILD

Major faction found on Levels 1-2 & Skullport

The Xanathar Guild dominates the upper reaches of Undermountain and hungers for more territory. The party inevitably comes into conflict with the Guild.

Expansion. To keep the Guild relevant, Xanathar (or one of his lieutenants, such as Sundeth of Skullport) sends hitmen after the adventurers. Every two levels either an **assassin** appears or a crew consisting of a **gazer**, two **beholder zombies**, three **goblins** (who prefer shortbow attacks), two **bugbears**, three **thugs**, and a **bandit captain** finds the party. Inevitably, the Guild ascertains that the adventurers are too powerful to confront and batten down the hatches in Skullport and other territories in preparation for their return.

Additionally, the Xanathar Guild is quick to claim territories that the adventurers already cleared, expanding from their outposts on Levels 1 and 2.

MAGIC ITEMS BY LEVEL

The following magic items can be found in Undermountain. Descriptions can be found in the *Dungeon Master's Guide* or in the level's respective chapter of the *Companion*.

You'll notice that a *bag of holding* is not on these lists and a *portable hole* doesn't appear until Level 20—and for good reason. Negating carrying capacity severely trivializes the need to periodically return to the surface and ensures that the party will strip Undermountain of all its loot without difficulty.

Level 1

- *circlet of blasting* (Wondrous Item, uncommon)
- *driftglobe* (Wondrous Item, uncommon)
- *wand of secrets* (Wand, uncommon)

Level 2

- *circlet of human perfection* (Wondrous Item, uncommon, requires attunement)
- *dust of disappearance* (Wondrous Item, uncommon)
- *pot of awakening* (Wondrous Item, common)
- *potion of healing* (Potion, common)
- *ring of swimming* (Ring, uncommon)
- *spell scroll of raise dead* (Scroll, rare)

Level 3

- *elemental gem of water* (Wondrous Item, uncommon)
- *potion of animal friendship* (Potion, uncommon)
- *potion of healing* (Potion, common)
- *potion of water breathing* (Potion, uncommon)

Skullport

- *cloak of the manta ray* (wondrous item, uncommon)

Level 4

- *boots of elvenkind* (Wondrous Item, uncommon; one boot, the other is on Level 5)
- *pipe of smoke monsters* (Wondrous Item, common)
- *potion of healing x2* (Potion, common)
- *rope of climbing* (Wondrous Item, uncommon)
- *spell scroll of gaseous form* (Scroll, uncommon)
- *spell scroll of magic weapon* (Scroll, uncommon)

Level 5

- *boots of elvenkind* (Wondrous Item, uncommon; one boot, the other is on Level 4)
- *hide armor of resistance to lightning* (Armor (hide), rare, requires attunement)
- *potion of gaseous form* (Potion, rare)
- *potion of greater healing* (Potion, uncommon)
- *spell scroll of heroes' feast* (Scroll, very rare)
- *spell scroll of speak with animals* (Scroll, common)
- *staff of flowers* (Staff, common)
- *sword of sharpness*, sentient, "Tearulai" (Weapon (longsword), very rare, requires attunement)
- *wand of fireballs* (Wand, rare, requires attunement by a spellcaster)

Level 6

- *dagger of blindsight* (Weapon (dagger), rare, requires attunement)
- *sentinel shield* (Armor (shield), uncommon)
- *spell scroll of mass cure wounds* (Scroll, rare)

Level 7

- *elemental gem of air* (Wondrous Item, uncommon)
- *potion of fire breath* (Potion, uncommon)
- *potion of invisibility* (Potion, very rare)
- *spell scroll of cloudkill* (Scroll, rare)
- *wand of conducting* (Wand, common)

Level 8

- *candle of invocation*, dedicated to Sseth, the neutral evil yuan-ti god (Wondrous Item, very rare, requires attunement)
- *headband of intellect* (Wondrous Item, uncommon, requires attunement)
- *rod of rulership* (Rod, rare, requires attunement)
- *spell scroll of modify memory* (Scroll, rare)

Level 9

- *gem of seeing* (Wondrous Item, rare, requires attunement)
- *potion of greater healing x3* (Potion, uncommon)
- *professor orb* (Wondrous Item, rare)
- *spell scroll of legend lore* (Scroll, rare)

Level 10

- *chest of preserving* (Wondrous Item, common)
- *cloak of elvenkind* (Wondrous Item, uncommon, requires attunement)
- *gauntlets of ogre power* (Wondrous Item, uncommon, requires attunement)
- *mithral armor* (Armor (plate), uncommon)
- *oil of slipperiness* (Potion, uncommon)
- *potion of greater healing* (Potion, uncommon)
- *potion of healing* (Potion, common)
- *potion of superior healing* (Potion, rare)
- *spell scroll of hold person* (Scroll, uncommon)
- *+1 wand of the war mage* (Wand, uncommon, requires attunement by a spellcaster)

Level 11

- *dagger of venom* (Weapon (dagger), rare)
- *dread helm* (Wondrous Item, common)
- *potion of supreme healing* (Potion, very rare)

Level 12

- *gloves of missile snaring* (Wondrous Item, uncommon, requires attunement)
- *horn of the Endless Maze* (Wondrous Item, rare)
- *potion of healing x2* (Potion, common)
- *potion of vitality* (Potion, very rare)
- *spell scroll of telekinesis* (Scroll, rare)

Level 13

- *dodecahedron of doom* (Wondrous Item, rare)
 - *Nolzur's marvelous pigments* (Wondrous Item, very rare)
- *orb of gonging* (Wondrous Item, common)
- *potion of diminution* (Potion, rare)
- *potion of longevity* (Potion, very rare)

Level 14

- *spell scroll of polymorph* (Scroll, rare)

Level 15

- *dwarven thrower* (Weapon (warhammer), very rare, requires attunement by a dwarf)
- *elemental gem of fire* (Wondrous Item, uncommon)
- *figurine of wondrous power, onyx dog* (Wondrous Item, rare)
- *necklace of fireballs* (Wondrous Item, rare)
- *potion of greater healing* (Potion, uncommon)
- *potion of resistance (fire)* (Potion, uncommon)
- *wand of magic detection* (Wand, uncommon)

Level 16

- *manual of gainful exercise* (Wondrous Item, very rare)
- *potion of greater healing* (Potion, uncommon)
- *tome of clear thought* (Wondrous Item, very rare)

Level 17

- *potion of supreme healing* (Potion, very rare)
- *potion of resistance (acid)* (Potion, uncommon)
- *Quaal's feather token, tree* (Wondrous Item, rare)

Level 18

- *cloak of the bat* (Wondrous Item, rare, requires attunement)
- *mithral armor* (Armor (chain shirt), uncommon)
- *sun blade* (Weapon (longsword), rare, requires attunement)

Level 19

- *boots of false tracks* (Wondrous Item, common)
- *candle of the deep* (Wondrous Item, common)
- *gem of brightness* (Wondrous Item, uncommon)
- *mariner's armor* (Armor (scale mail), uncommon)
- *orb of direction* (Wondrous Item, common)
- *pole of angling* (Wondrous Item, common)
- *potion of healing* (Potion, common)
- *sending stone* (Wondrous Item, uncommon)

Level 20

- *amulet of proof against detection and location* (Wondrous Item, uncommon, requires attunement)
- *bead of force* (Wondrous Item, rare)
- *chime of opening* (Wondrous Item, rare)
- *portable hole* (Wondrous Item, rare)
- *potion of mind reading* (Potion, rare)
- *potion of resistance (force)* (Potion, uncommon)
- *potion of resistance (lightning)* (Potion, uncommon)
- *potion of superior healing* (Potion, rare)

- *ring of x-ray vision* (Ring, rare, requires attunement)
- *staff of frost* (Staff, very rare, requires attunement by a druid, sorcerer, warlock, or wizard)

Level 21

- *mace of smiting* (Weapon (mace), rare)

Level 22

- *black crystal tablet* (Wondrous Item, legendary, requires attunement by a creature that has proficiency in the arcana skill)
- *decanter of endless water* (Wondrous Item, uncommon)
- *ioun stone of insight* (Wondrous Item, very rare, requires attunement)
- *nine lives stealer* (Weapon (longsword), very rare, requires attunement)
- *potion of cloud giant strength* (Potion, very rare)
- *potion of invisibility* (Potion, very rare)
- *potion of supreme healing* (Potion, very rare)
- *spell scroll of flesh to stone* (Scroll, very rare)
- *staff of power* (Staff, very rare, requires attunement by a sorcerer, warlock, or wizard)

Level 23

- *helm of the Scavenger* (Wondrous Item, legendary, requires attunement by a spellcaster)
- *horned ring* (Ring, very rare, requires attunement)
- *instrument of the bards, Anstruth harp* (Wondrous Item, very rare, requires attunement by a bard)
- *rod of lordly might* (Rod, legendary, requires attunement)
- *+3 shield* (Armor (shield), very rare)
- *Shield of the Uven Rune* (Armor (shield), very rare, requires attunement)
- *wand of wonder* (Wand, rare, requires attunement by a spellcaster)

DUNGEON INHABITANTS

The following creatures inhabit Undermountain: more than 230 in all. The following creatures have been omitted from the following table:

- Creatures of CR 0 such as **commoners** and **cats**
- Creatures added by the *Companion*
- Creatures spawned by magic items (but not traps or spells mentioned in *Dungeon of the Mad Mage*)
- Possible creatures as a result of activating a polymorph trap on Level 14
- Various **swarms** of say, rats or spiders

Additionally, many creatures in *DotMM* have been altered from the creature they're based off of, such as a deformed experiment having the statistics of a **cloud giant** but with more hit points or a different type of attack. Refer to individual chapters for more information.

HALASTER'S GATES

A whopping *thirty-one* pairs of gates dot Halaster's domain—and they're quite difficult to keep track of.

Gate Table. A summary of gates details its name, origin and termination, level requirement, and solution.

Gate Map. A simple, color-coded map depicting the gates and their destinations has been included in the section following this one.

Titled. Each gate has been named and numbered in the order of appearance throughout the adventure for you and your players' convenience.

Cracking the Code. Each gate has a specific solution necessary to activating it. At your discretion, characters can attempt an Intelligence (Investigation) check to determine the solution rather than a *legend lore* spell. The DC equals 8 + the level requirement of the gate.

Level Requirements. As described in *DotMM*, Jhesiyra's disembodied presence warns off the adventurers from teleporting to levels they're not yet ready for and even bars them from progressing. You may be tempted to lift this restriction—and for good reason. After all, this is *Undermountain*. This dungeon has been advertised as one of the deadliest dungeons of the Sword Coast. It'd also be quite disappointing for the players to crack the code on a gate only to be denied entrance.

Descriptions. Generic descriptions of the gates have been written as narration blocks for your players. Any additional information pertinent to the gate has been included there. Gates are described in order of origin; use the same description for its pair.

1. THE DUNGEON LEVEL

1. GATE OF THE ELDER WAND

Mounted upon the wall is a mirror whose stone frame is carved in the likeness of a wizard wielding a wand. The graffiti you saw earlier echoes inside your head: "Beyond the pillar forest, the Mad Mage waits, casting spells behind magic gates."

Perhaps this is the first of the Mad Mage's infamous gates, waiting for the special key or phrase necessary to hurl it open to whatever lies beyond.

2. THE ARCANES CHAMBERS

2. GATE OF RAINING GOLD

Yet another of the Mad Mage's arcane gates: its stone frame is engraved with the image of raining coins and is that...? Aha! The keystone bears a small slot just barely out of your reach.

3. GATE OF THE GRAVEN TREE

An arched gate holds little interest—that is until you see the faint carving of a withered tree in its keystone.

DUNGEON INHABITANTS

Creature Name	Levels...	Creature Name	Levels...	Creature Name	Levels...	Creature Name	Levels...
aboleth	4	doppelganger	SP, 1	hobgoblin captain	3, 13, 14	pseudodragon	20
abominable yeti	18	drider	3, 4	hobgoblin warlord	3, 13, 14	quadrone	2, 13, 15
adult blue dracolich	22	drow	2-4, 10-12	homunculus	7	quaggoth	2-4, 12, 20
adult bronze dragon (shadow dragon)	18	drow elite warrior	2-4, 8, 10-12	hook horror	4, 10, 14	quaggoth spore servant	20
adult red dragon	16	drow house captain	10	hydra	8	Quasit	2, 4, 10, 14
adult silver dragon	21	drow mage	2-4, 9-12, 14-15	ice devil	15	rakshasa	14
adult white dragon	15	drow priestess of Lolth	3, 4, 10-12	incubi	12	red dragon wyrmling	16
air elemental	1	duergar	SP, 6, 8, 14, 17, 20, 21	intellect devourer	1-3, 17	remorhaz	21
animated armor	14	efreeti	9	invisible stalker	6, 23	revenant	1
arcanaloth	9, 21	empyrean	23	iron golem	21, 23	Roper	4, 7, 15
archdruid	5	ettercap	5	kenku	2	rust monster	2, 13
archmage	SP, 7, 9, 12-13, 20-23	ettin	1, 4, 17	kobold	SP	sahuagin baron	1
assassin	8, 10, 12	faerie dragon	7	kuo-toa	SP, 4	scaladar	13, 17, 23
awakened tree	4, 7	fire elemental	6, 14, 21	kuo-toa archpriest	4	Scout	2
azer	13	flameskull	SP, 2, 23	kuo-toa whip	4	sea hag	SP, 3
bandit	1	flesh golem	1, 2, 8, 9, 23	lava children	13, 15	Shadow	1, 3, 18
bandit captain	1	flumph	14, 17	lich	20, 23	shadow assassin	18
banshee	10	flying sword	2, 6, 7	lizardfolk	2	shadow demon	11, 14
barbed devil	9	fomorian	21	mage	SP, 2-4, 7-9, 12, 14, 15	shambling mound	8, 10
barlgura	3, 6, 12	galeb duhr	19	magma mephit	15	shield guardian	1, 9, 13
basilisk	5	gargoyle	SP, 19-20	manticore	1	skeleton	3, 10, 15
behir	11	gas spore	3, 14, 19	marid	19	slaad tadpole	9
beholder	20	gelatinous cube	1, 2, 14, 15	marilith	20, 21	smoke mephit	14
beholder zombie	2, 3, 21	ghast	2	medusa	19	spectator	SP, 9
berserker	2	ghost	3, 8, 10, 15	mezzoloth	2, 9	Specter	2, 10
black bear	5, 7	ghoul	2, 10	mimic	1, 2, 5, 23	spirit naga	8
black pudding	1, 19	giant badger	2, 13	mind flayer	2-3, 9, 16-17	Spy	SP, 1
blue slaad	9	giant bat	5, 7	minotaur	SP, 12	Stirge	1, 11
boar	2, 5	giant centipede	1, 20	minotaur skeleton	3, 8, 12	stone giant	7
bone devil	9	giant crab	3	mud mephit	19	stone golem	9, 10, 15 16, 20
bone naga	8	giant frog	8	Muiral	10	swarm of bats	18
bore worm	13	giant lizard	10, 12	mule	6	swarm of insects	2, 8, 10, 11
brown bear	5	giant rat	1	mummy	20	Thug	SP, 2
bugbear	SP, 1-3	giant spider	SP, 2-5, 10, 12	mummy lord	20	troglydte	2-4, 10-12, 17
bulette	6	giant toad	5, 8	myconid adult	20	Troll	1, 8, 11
bullywug	2, 8	giant wasp	5, 13	myconid sovereign	13, 20	ulitharid	17
carrion crawler	1, 4, 8, 14	gibbering moucher	2	myconid sprout	20	ultrloth	21, 23
champion	SP, 2, 10, 15, 18, 21-23	githyanki gish	16	nalfeshnee	14, 19	umber hulk	6, 14
chasme	11	githyanki knight	16, 17	neothelid	17	vampire	15, 18, 20
chimera	3, 5, 14	githyanki warrior	16, 17	night hag	9	vampire spawn	18
chuul	4	githzerai zerth	15, 16	noble	17	Veteran	17
clay golem	6	glabrezu	6	nothic	2, 9, 20, 22	Vrock	6, 12
cloaker	5, 6, 9, 18	goblin	1-3, 9, 12	nycaloth	7, 9, 15, 21	water weird	9
cloud giant	10	goblin boss	3	ochre jelly	2	werebat	5
constrictor snake	2	gorgon	14, 21	ogre	14	Wererat	SP, 1, 2
couatl	22	gray ooze	1, 10, 19	ogre zombie	9	Wight	8
cult fanatic	18	gray slaad	6, 7, 19, 22	oni	3, 9	will-o'-wisp	3, 5, 9, 12, 22
cultist	18	green slaad	4	orc war chief	2	worg	3
dao	19	grell	1, 9, 20, 22	orog	17, 19	wraith	10, 18, 22
darkmantle	4	grick	1, 2, 3	otyugh	3, 21	wyvern	SP, 9, 14
death dog	13, 14	grick alpha	1, 22	owlbear	2	xorn	3, 4, 6, 21
death knight	22	grimlock	3, 17	phase spider	3, 10	yochlol	10, 12
death slaad	8, 22	Halaster Blackcloak	23	piercer	4, 11	young blue dragon	14
death tyrant	15	hell hound	14	pit fiend	23	young green dragon	5
demilich	4	helmed horror	6, 9, 23	planetar	21	young red dragon	16
deva	23	hezrou	6, 11	polar bear	7	yuan-ti abomination	8
displacer beast	5	hobgoblin	3, 13, 14	priest	2, 10	zombie	3, 10-11, 15, 22

HALASTER'S GATES

#	Name	Origin	Termination	Level	Solution
1	Gate of the Elder Wand	L1, 26D	L10 Area 8	11th	The gate is touched with a magic wand with at least 1 charge remaining.
2	Gate of Raining Gold	L2, 5	L4 Area 11C	8th	A gold coin is fed into the coin slot.
3	Gate of the Graven Tree	L2, 12	L5 Area 13B	8th	The gate is touched with a dead twig or branch.
4	Gate of the Rusted Maw	L2, 20C	L6 Area 24	9th	The gate is touched with a nonmagical item made of ferrous metal, such as iron. The item is then reduced to powder and the gate opens.
5	Gate of the Elder Staff	L3, 15B	L5 Area 6I	8th	The gate is tapped thrice by a staff of any kind.
6	Gate of the Golden Wyrmling	L3, 21P	L6 Area 36C	9th	A gemstone worth at least 100 gp is placed in the dragon's mouth, which animates and consumes the gemstone, destroying it.
7	Gate of the Moonlit Mountain	L4, 10	L6 Area 27	9th	The horn of the unicorn is inserted into the moon symbol.
8	Gate of Dancing Dwarves	L5, 9	L6 Area 10	9th	An interpretive dance replicating the dwarves, which takes 1 minute to perform.
9	Gate of Floating Fiends	L6, 8B	L9 Area 13B	10th	A creature flies or levitates within 5 feet.
10	Gate of the Blind Gazer	L6, 16	L10 Area 4B	11th	An invisible creature stands before the mirror.
11	Gate of the Amber Flagon	L6, 34A	L12 Area 9D	12th	A pint of any liquid is poured on the floor within 5 feet of the gate.
12	Gate of the Penitent Dwarf	L6, 34B	L8 Area 3	10th	The key originally held by Rizzeryl on Level 2 must be inserted into the keyhole.
13	Gate of the Runic Palm	L6, 40	L11 Area 2B	11th	Casting the <i>mage hand</i> cantrip and pressing its spectral fingers into the indentation for 1 minute.
14	Gate of Prancing Goblins	L6, 47A	L13 Area 7B	12th	A creature sings a D note or plays a D note on a musical instrument.
15	Gate of the Forbidden Lovers	L6, 47A	L18 Area 6	15th	A <i>silence</i> spell includes the arch in its area.
16	Gate of the Riddled Sky	L7, 22	L9 Area 42	10th	The riddle's answer ("O") is said aloud.
17	Gate of the Raging Torch	L7, 29	L11 Area 16	11th	A lit torch is brought within 5 feet of the gate.
18	Gate of Tuoyaw	L7, 41	L10 Area 14D	11th	A character speaks the words, "Way out!" while pointing at the gate.
19	Gate of Interwoven Gears	L8, 17C	L10 Area 25B	11th	The correct gear is popped into place, which is noticed with a DC 15 Wisdom (Perception) check.
20	Gate of the Crystal Crown	L8, 18B	L11 Area 11A	11th	A character wears King Melair's crystal crown within 5 feet of the gate (found in Level 6, 11D).
21	Gate of the Open Tome	L9, 49	L14 Area 25	13th	An open book is held within 5 feet of the gate, which then disintegrates.
22	Gate of Felled Explorers	L10, 11E	L12 Area 6B	12th	Speaking the command word ("Axallian") which can be learned by casting <i>speak with dead</i> on any of the skulls woven into the frame.
23	Gate of Weeping Blood	L12, 8B	L19 Area 5B	15th	A creature marked with a bloody X stands within 5 feet of the gate.
24	Gate of Skeletal Minotaurs	L12, 12A	L14 Area 2D	13th	A creature targeted by the <i>maze</i> spell must become trapped then escape the maze.
25	Gate of the Three Crossbowmen	L14, 39B	L17 Area 11	14th	Three humanoids hold hands while standing within 5 feet of the gate.
26	The Jigsaw Gate	L15, 15	L20 Area 9B	16th	The magical jigsaw piece (revealed via detect magic or drawn on a d100 result of 1).
27	Gate of the Gauntlet	L15, 24C	L17 Area 7A	14th	A six-fingered gauntlet, which can be found in Area 14B, Level 15, is touched to the gate.
28	Gate of Soaring Drakes	L15, 30A	L18 Area 16	15th	A real, illusory, or artistic depiction of a dragon touches the gate.
29	Gate of the Lone Arrow	L17, 8B	L19 Area 15	15th	An arrow or crossbow bolt shot between the standing stones
30	The Crystalline Menhirs	L19, 7	L21 Area 23B	16th	The command word ("Kelserath") is uttered, divulged by a sleeping demon or <i>legend lore</i> spell.
31	Gate of the Mad Mage	L22, 35	L23 Area 1	17th	A magic item of uncommon rarity or rarer is sacrificed

4. GATE OF THE RUSTED MAW

Another of the Mad Mage's gates beckons you forward, sparking that flame of curiosity deep in your gullet. Carved into the arch's keystone is a bug-like creature whose maw is stretched wide to devour a handful of nails. **Checks.** A DC 14 Intelligence (Arcana) check confirms the creature to be a rust monster, the bane of dwarves everywhere. Dwarf characters instantly recognize the creature for what it is.

3. THE SARGAUTH LEVEL

5. GATE OF THE ELDER STAFF

An arch gate going to who knows where greets you. The sneer of the Mad Mage echoes throughout your mind, drawing your eyes down to its base stones. An image of an old man clutching a staff has been carved into each on.

6. GATE OF THE GOLDEN WYRMLING

The craftsmanship of this arch gate is impeccable. A dragon wyrmling's head has been carved from stone, its fanged mouth agape. Its eyes almost seem to glint with a voracious appetite.

Check. The dragon can be identified as the gold variety by its iconic whisker-like spines and the frills along its neck with a successful DC 14 Intelligence (Arcana) check. On a result of 16 or higher, a character recalls that gold dragons eat gemstones as food.

4. THE TWISTED CAVERNS

The following gate terminates on this level; its pair has been described above.

- Level 2, Gate #2, "*Gate of Raining Gold*"

7. GATE OF THE MOONLIT MOUNTAIN

You come across yet another of the Mad Mage's gates, this one more elaborate than the last. Six stone niches have been carved into the arch, each bearing a small stone figurine: a frilled drake, a frenzied owlbear, a mantichore and minotaur, a unicorn, and some strange insect-like behemoth with a hunched back.

The wall beside the gate has been detailed into an image of a swollen moon hanging high above a mountain. After close inspection, you find a small hole in the moon: a crater that recesses into the wall itself.

Check. A DC 16 Intelligence (Arcana) check reveals the strange insect-like creature to be an umber hulk. Characters from the Underdark, such as drow, have advantage on the check.

5. WYLLOWWOOD

The following gates terminate on this level; each pair has been described above.

- Level 2, Gate #3, "*Gate of the Graven Tree*"
- Level 3, Gate #5, "*Gate of the Elder Staff*"

8. GATE OF DANCING DWARVES

You're unsurprised to find another of the Mad Mage's infamous gates. This one's arch bears an image of dancing dwarves, their arms crossed in a jig or spilling beer from their flagons, their heads thrown back in a guffaw.

6. THE LOST LEVEL

The following gates terminate on this level; each pair has been described above.

- Level 2, Gate #4, "*Gate of the Rusted Maw*"
- Level 3, Gate #6, "*Gate of the Golden Wyrmling*"
- Level 4, Gate #7, "*Gate of the Moonlit Mountain*"
- Level 5, Gate #8, "*Gate of Dancing Dwarves*"

9. GATE OF FLOATING FIENDS

This gate is... strange, to say the least. The arch is engraved with images of esoteric, floating creatures: a creature akin to a flying rat with a proboscis, a jellyfish-like creature with eyeballs on its stalks, and a beholder.

10. GATE OF THE BLIND GAZER

Legion lidless eyes stare out while you behold this gate. Engraved into the frame are the words, "THE GATE CANNOT HIDE FROM WHAT IT CANNOT SEE."

11. GATE OF THE AMBER FLAGON

Upon this gate, yet another of the many scattered across this godforsaken dungeon, lies an image of a flagon from which pours a rush of ale.

12. GATE OF THE PENITENT DWARF

The Mad Mage is getting more creative, it seems. This gate bears a bas-relief—a *bas-relief!* It depicts a dwarf with her eyes shut tight. A hammer is held close to her chest and in the head of that hammer is a keyhole.

Check. A character can open the gate without the stone key by using an action to pick the lock, requiring a successful DC 20 Dexterity check using thieves' tools.

Consequences. On a failed check, the dwarf's eyes open and shoot forth beams of light. Each creature within 10 feet of the arch must make a DC 16 Dexterity saving throw, taking 22 (4d10) radiant damage on a failed save, or half as much damage on a successful one.

13. GATE OF RUNIC PALM

Another foul hour, another foul gate of Halaster's. Recessed into the arch's keystone is the shape of a hand. An arcane sigil is embossed upon the hand's palm.

14. GATE OF PRANCING GOBLINS

Upon this arch gate you find the image of prancing goblins, jiving to an invisible, muted tune. The letter D has been engraved upon the keystone.

15. GATE OF THE FORBIDDEN LOVERS

The voice of the Mad Mage blooms deep within your skulls as you lay your eyes on this arcane gate. On its arch are two scantily clad elves holding their fingers to their lips in a gesture of silence.

"Ah, young love," the Mage whispers, "so foolish yet so necessary, and made all the sweeter if forbidden. Does it not take you back to those gold-lit, idyllic days?"

7. MADDGOTH'S CASTLE

16. GATE OF THE RIDDLED SKY

A riddle! This arcane gate bears a riddle—what a refreshing change of pace. "What appears," reads the inscription, "once in an hour, twice in a blue moon, and never in sunshine?"

17. GATE OF THE RAGING TORCH

You aren't even surprised to find one of Halaster's gates here. The keystone of this one depicts a hand clutching a lit torch whose fiery fingers reach upwards for the ceiling.

18. GATE OF TUOYAW

You gaze upon a mirror and slowly realize it's one of Halaster's gods-damned gates—even here. Its frame is without decoration, but you can make out faint arcane sigils here and there. On the bottom of the frame, you see, are the letters, T-U-O-Y-A-W—perhaps some sort of god or ancient specter's name?

8. SLITHERSWAMP

The following gate terminates on this level; its pair has been described above.

- Level 6, Gate #12, "*Gate of the Penitent Dwarf*"

19. GATE OF INTERWOVEN GEARS

Now this gate you can actually appreciate. It appeals to you in a way modern art never has. This arcane gate is imposed of hundreds of tiny, interlocking gears. You feel as if they all ought to be chirping or moving, so... What's the issue?

20. GATE OF THE CRYSTAL CROWN

Two pillars with a lintel form a standing gate: one of the Mad Mage's inscrutable portals linking the depths of Undermountain together. Chiseled into the lintel is a message in a rigid, unforgiving script.

Language. The message reads "Don the Crystal Crown" in Dwarvish.

9. DWEOMERCORE

The following gates terminate on this level; each pair has been described above.

- Level 6, Gate #9, "*Gate of Floating Fiends*"
- Level 7, Gate #16, "*Gate of the Riddled Sky*"

21. GATE OF THE OPEN TOME

Another gate. You've grown tired of the sight. Still, you can't help but inspect this one. You find no tricks, no macabre decorations: only an image of an open tome engraved into its keystone.

10. MUIRAL'S GAUNTLET

The following gates terminate on this level; each pair has been described above.

- Level 1, Gate #1, "*Gate of the Elder Wand*"
- Level 6, Gate #10, "*Gate of the Blind Gazer*"
- Level 7, Gate #18, "*Gate of Tuoyaw*"
- Level 8, Gate #19, "*Gate of the Interwoven Gears*"

22. GATE OF FELLED EXPLORERS

This creation is most foul: a mirror whose stone frame has eleven humanoid skulls embedded into it. A flowing, slender script has been carved on the bottom of the frame.

Language. The message reads "The dead know the secret" in Celestial.

11. TROGLODYTE WARRENS

The following gates terminate on this level; each pair has been described above. No gates originate on this level.

- Level 6, Gate #13, "*Gate of the Runic Palm*"
- Level 7, Gate #17, "*Gate of the Raging Torcher*"
- Level 8, Gate #20, "*Gate of the Crystal Crown*"

12. MAZE LEVEL

The following gates terminate on this level; each pair has been described above.

- Level 6, Gate #11, "*Gate of the Amber Flagon*"
- Level 10, Gate #22, "*Gate of Felled Explorers*"

23. GATE OF WEEPING BLOOD

You smell that sickly sweet, iron scent in the air: blood. You come upon a pair of standing stones. Carved into the lintel is a crimson X... And when you approach, it begins to weep crimson.

24. GATE OF SKELETAL MINOTAURS

Two stones stand stoically here and it's only when you spot the lintel connecting the two that you realize you've found another of the Mad Mage's gates. Frustrated, and feeling perhaps a little put-upon, you look for this one's catch... In the gloom you make out two horned skeletons embedded into each of the two standing stones.

Check. The skeletons can be identified as minotaurs with a DC 12 Intelligence (Arcana) check.

13. TROBRIAND'S GRAVEYARD

The following gate terminates on this level; its pair has been described above. No gates originate on this level.

- Level 6, Gate #14, "*Gate of Prancing Goblins*"

14. ARCTURIADOOM

The following gates terminate on this level; each pair has been described above.

- Level 9, Gate #21, "*Gate of the Open Tome*"
- Level 12, Gate #24, "*Gate of the Skeletal Minotaur*"

25. GATE OF THE THREE CROSSBOWMEN

Upon this arcane gate you find a primitive drawing: three human-like stick figures hold hands. Did a child decorate this gate? You wouldn't put it past the Mad Mage of abducting one for that purpose. Or for the mage's mind to devolve into child-like whimsy.

15. OBSTACLE COURSE

26. THE JIGSAW GATE

This gate of the Mad Mage's is composed of countless stone jigsaw pieces, each bigger than your hand. The pieces seemingly fit perfectly—so why is the gate closed? **Consequences.** If the wrong piece is removed, an **adult white dragon** appears and attacks

27. GATE OF THE GAUNTLET

Alas, another arcane gate—those stone lice that infest this dungeon. This one's design is simple: carved into the arch's keystone is a gauntlet. A gauntlet with six fingers.

28. GATE OF SOARING DRAKES

You marvel at the beauty of the Mad Mage's arcane gate. Gold-inlaid images depict drakes soaring across the skies. Above the arch a message is written in a sharp script.

Language. The message reads, "Only a dragon can open this gate" in Draconic.

16. CRYSTAL LABYRINTH

No gates are present on this level, save for the one which links the Crystal Labyrinth with Stardock.

17. SEADEEPS

The following gates terminate on this level; each pair has been described above.

- Level 14, Gate #25, "*Gate of the Three Crossbowmen*"
- Level 15, Gate #27, "*Gate of the Six-Fingered Gauntlet*"

29. GATE OF THE LONE ARROW

Yet another of the Mad Mage's arcane gates, this time formed between two standing stones whose lintel bears the carved symbol of a lone arrow.

18. VANRAKDOOM

The following gates terminate on this level; each pair has been described above. No gates originate on this level.

- Level 6, Gate #15, "*Gate of the Forbidden Lovers*"
- Level 15, Gate #28, "*Gate of the Soaring Drake*"

19. CAVERNS OF OOZE

The following gates terminate on this level; each pair has been described above.

- Level 12, Gate #23, "*Gate of Weeping Blood*"
- Level 17, Gate #29, "*Gate of the Lone Arrow*"

30. THE CRYSTALLINE MENHIRS

The crystalline menhirs stand stoically, patiently. Your mind whispers its omens to you. Something isn't right. Danger abounds, but neither you nor that scared little lizard at the back your skull can tell what or where it is.

20. RUNESTONE CAVERNS

The following gate terminates on this level; its pair has been described above. No gates originate on this level.

- Level 15, Gate #26, "*The Jigsaw Gate*"

21. TERMINUS LEVEL

The following gate terminates on this level; its pair has been described above. No gates originate on this level.

- Level 19, Gate #30, "*The Crystalline Menhirs*"

22. SHADOWDUSK HOLD

31. GATE OF THE MAD MAGE

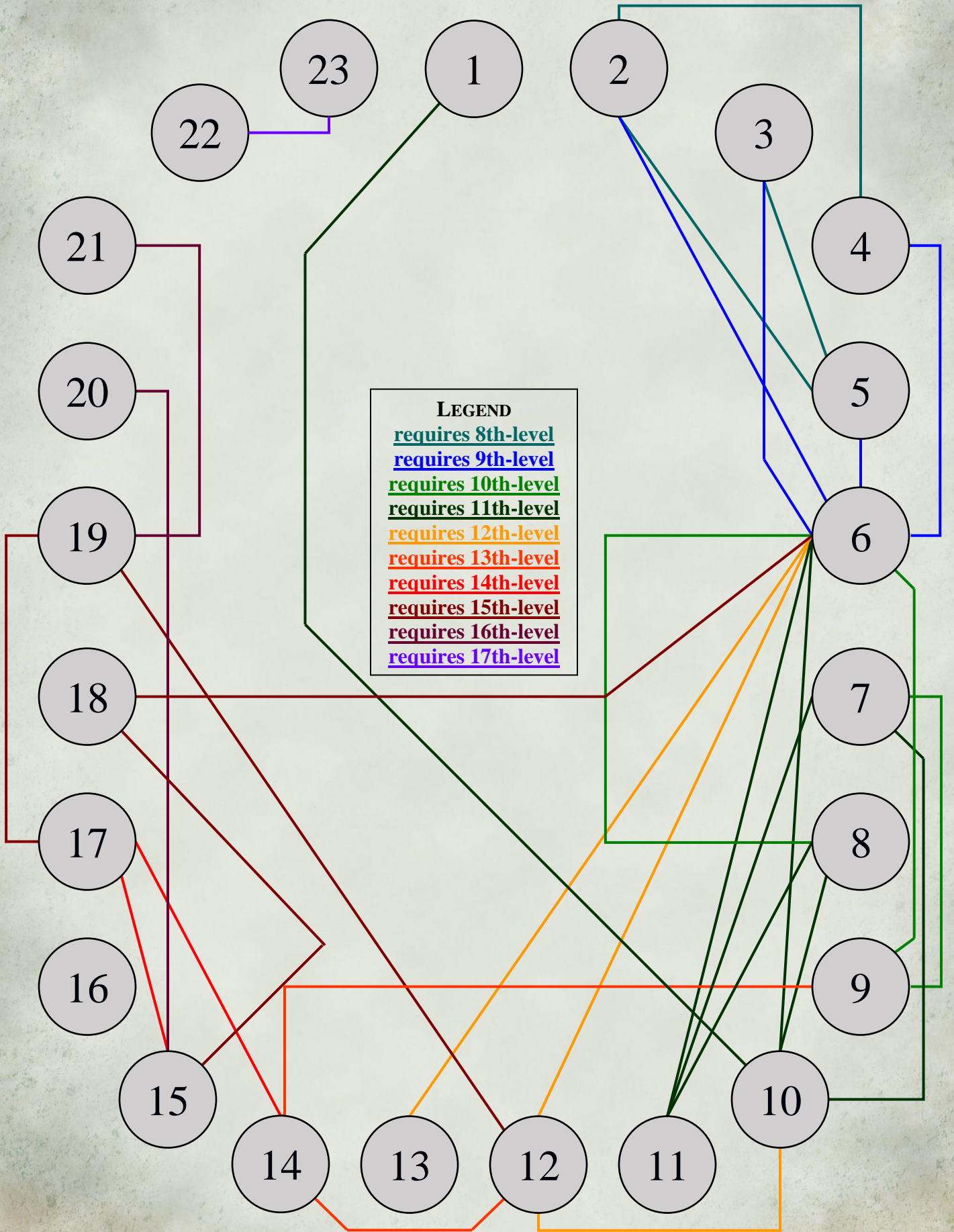
There it lies: the final gate of this madhouse. Its keystone is carved in the visage of Halaster Blackcloak himself and his eyes follow you as you approach.

Halaster's lips animate and demands, "Yield magic for safe passage!" A stone arm begins to rise from the floor, its palm open to accept tribute. "Yield or be stoned!"

23. MAD WIZARD'S LAIR

The following gate terminates on this level; its pair has been described above. No gates originate on this level.

- Level 22, Gate #31, "*Gate of the Mad Mage*"



THE DUNGEON FLESHED OUT

The aim of the *Companion* is to flesh out and expand upon *DotMM's* source material without dragging out your campaign. The following features apply to the entire dungeon. Use them at your discretion.

WEAVE ADDICTION

The Knot in the Weave below Undermountain calls to those who remain in the Mad Mage's realm. It calls in their sleep, it calls in their very blood. Arcane spellcasters find it especially compelling to remain in the dungeon. Alas, there is no system in place to represent this addiction to the Knot in the Weave. Therefore, you can implement it in this manner:

Addiction. Every 24 hours a character spends in Undermountain, it must succeed on a Wisdom saving throw (the DC equals the current level dungeon they're on). Arcane spellcasters suffer a permanent -2 to their saving throw. On a failure, a character gains one level of Weave Addiction, the effects of which are described below. These effects are cumulative.

Reduction. To reduce weave addiction, a creature must remain outside Undermountain for 24 hours, after which they may repeat their Wisdom saving throw again. On a success, they reduce their Weave Addiction by one level.

Vancian Magic. Magic is alive, as is the Knot in the Weave. A creature can be subjected to a spell of *greater restoration* to remove one level of Weave Addiction, but the caster must contend with the forces of the Knot itself. The caster must succeed on an ability check using their spellcasting ability (DC 3 + the current dungeon level + the level of Weave Addiction). Failing the check consumes both the spell slot and material components used and causes the spell to fail.

Skullport. The ancient Netherese that settled beneath Undermountain could hear the call of the Knot. Knowing what sort of fate was in store, they placed wards upon their territory. To this day, this abjuration magic permeates Skullports. Creatures residing there automatically succeed on their saving throw to resist addiction. A creature already afflicted with Weave Addiction, however, must still make its saving throws as normal.

WEAVE ADDICTION

Level	Effect
1	Allure. You are charmed by Undermountain itself, as if by a <i>charm person</i> spell. Checks related to convincing you to return are made with advantage.
2	Disheveled. While outside Undermountain, you have disadvantage on ability checks.
3	Dissonance. Your thoughts are plagued by dreams of Undermountain. While outside it, you have disadvantage on saving throws.
4	Withdrawal. You cannot gain the benefits of a long rest if you are not in Undermountain or within 1 mile the Yawning Portal of Waterdeep.
5	Madness. You gain a form of indefinite madness, as described in the <i>Dungeon Master's Guide</i> .
6	Anathema. You dare not leave Undermountain, as if you were under a <i>geas</i> spell, which is triggered if you leave for or remain on the surface.

ENVIRONMENTAL HAZARDS

Undermountain was already dangerous before Halaster reshaped it into his dungeon. Long before his arrival, the Melairkyn dwarves mined these depths for ore. Then came the wars with the drow and duergar, littering the depths with traps, corpses, rusty weapons, or other dark secrets of the conflict. The skeletons of these operations still remain to this day and, coupled with Undermountain's natural perils, make this place into a harrowing gauntlet.

The following hazards are constant dangers to creatures who roam Undermountain. Many owe themselves to dwarven mining operations or the centuries of war waged by the drow and duergar.

Blackdamp. Still air with a lethal absence of oxygen and an abundance of harmful gases, blackdamp has claimed many a miner. Creatures that pass through an extended area must hold their breath or begin to suffocate. Additionally, those that breathe in this foul air must make a DC 12 Constitution saving throw at the start of their turn or take 2d6 poison damage. After three failures, a creature is poisoned for 1 hour.

Explosive Gas. Explosive gases pool underground and are often loosed from mining operations. An open flame (such as by a torch) can cause an explosion. Creatures within 20 feet must make a Dexterity saving throw or take force damage. A creature takes half damage on a success. The damage and DC is determined by the size of the gas cloud: Small (2d6, DC 12); Medium (4d6, DC 14); and Large (6d6, DC 16). In enclosed spaces, each explosion can also inflict 1d6 thunder damage.

Smoke. Areas without proper ventilation accumulate smoke which can remain for years. Creatures that start their turn in these areas that aren't already holding their breath must succeed on a DC 10 Constitution saving throw or take 1d4 poison damage. They are then poisoned for 1 hour.

Stray Metal. Mining structures, as well as abandoned tools or weapons (sometimes hidden underwater in flooded chambers) can imperil passerby. Creatures that are cut by this metal take slashing damage from 1 to 1d4, determined by the size or angle of the object.

Nested Tentacles. In the depths of Undermountain, the Shadowdusk family has dared consort with the Far Realms. Their continued contact with that aberrant void has exposed Undermountain to its energies, causing tentacles to sprout from itinerant portals. When a creature is within 10 feet, the tentacle makes an attack against a creature (+6 to hit). On a hit, the creature is grappled (escape DC 14) and takes 1d6 psychic damage. The tentacle has 16 hit points and an AC of 14. Inside each nest is an eye.

OTHER ADVENTURING PARTIES

Undermountain can be pretty barren when it comes to an honest-to-good-god conversation. While the many factions of the dungeon present social opportunities, they don't exactly make for good bedfellows. You can supplement this need with other adventuring parties, who pop up here and there throughout the campaign.

The parties included here can be inserted into your campaign—preferably before the party ever descends into the dungeon. Including other parties serves three purposes:

Loss of Life. Undermountain is strewn with corpses—but that's the adventuring life, right? Bodies are everywhere, and therefore faceless. But if the adventurers know the corpse? That has impact.

Lawlessness. It's winner-takes-all in this cesspit. Men covet what their neighbors have to offer. Other parties could demand the players' coin or magic items, but really, when they've ventured too deep into Undermountain, the true treasure will be food, water, and lamp oil. Imagine a fracas fought over something as simple as a few strips of jerky.

It's Time to Go. Nothing screams, "Run!" more than a demonic spider snatching up a poor NPC and snapping his head off with its mandibles. By having disposable meatbags, you can broadcast the inherent danger of an area—and shock the party with the viscera.

FINE FELLOWS OF DAGGERFORD

The Fine Fellows are an evil adventuring party already included in *DotMM* and expanded on in Chapter 2 of the *Companion*. Unlike other sample adventuring parties, they should not be directly presented to the players before their descent into Undermountain, as their story begins a few days before the players'. Members can be encountered on Levels 1 and 2; they're expected to die at the hands of the **revenant** that is their murdered comrade.

The Fine Fellows of Daggerford consist of:

Rex the Hammer, a LE human **champion** that hungers for fame and fortune above all else. He founded and leads the Fine Fellows of Daggerford, carefully selecting its members—screening out the kind ("foolish") and choosing only those that would tolerate the depravity he himself is willing to commit for a handful of silver.

Midna Tauberth, A human **priestess** of Shar cursed with pride. She's incapable of backing down from any challenge, even when she's outmatched. Kelim withholds which deity Midna follows, for Shar is ostensibly worshipped by those of dark alignments.

Halleth Garke, a N half-elf cleric of Waukeen. Halleth is obsessed with fair-shares. He complains whenever he feels slighted or excluded from anything. Despite having a sliver of good in him, his tolerance for debauchery is what damns him as an evil individual. By when the party finds him, Halleth will have been murdered by his comrades and rise as a **revenant** on L1.

Copper Stormforge, a NE dwarven thief (**scout**) that covets all that glitters. Copper isn't one to shy away from cruelty. He's survived thus far by being one step ahead and never mistaking kindness as the right choice.

Kelim the Weasel, a NE human **spy** that looks out for himself above all else. An opportunist and a coward, Kelim hides behind others and slinks off when possible to advance himself in the world.

THE CHEEKY PLUCKERS

The Cheeky Pluckers are two-bit adventuring party that the players are familiar with. The players encounter the Pluckers a day or two before they themselves descend into Undermountain. Generally, they can be considered allies of the players unless driven to desperate circumstances. They're willing to team up, share rations, and watch each other's backs.

Ultimately, the Pluckers are doomed to die to the horrific rituals of Trissa Auvryndar, the **drow priestess** of Lolth of Level 3. Those that evaded capture, or didn't have a bowl of spiderlings erupt from their stomachs, are eventually picked up by Arcturia, the **lich** apprentice of Halaster. She's since visited Level 14 and altered the remaining Pluckers' forms until they can hardly be called human.

The Cheeky Pluckers consist of:

Fiona de Vaun, a LG **knight**. Boisterous and foolhardy, she serves as the Pluckers' leader.

Four-Fingers, a N gnome **bandit**. His forefinger was chopped as penance for theft. The lesson didn't stick though, as his other hand can attest.

Halberd, a LG reserved dwarf **berserker** armed with his family's gold-trimmed halberd.

Sariel, a NE **drow** whose noble house was destroyed by House Auvryndar decades ago. She nurses a vendetta as if it were her own child.

Daniel Elfman, a half-elf **bard** (see *VGM*) fond of the lyre and telling long-winded tales.

THE GENTLEMEN BASTARDS

The Gentlemen Bastards a fine foil for your players. They're cautious opportunists who only enter fights they're sure they'll win. They're rivals that won't resort to bloodshed unless pressed—but if Grel, their leader, dies or disappears, Jocelyn pushes the Bastards towards more evil methods and attitudes.

Ultimately, the Gentlemen Bastards are utilized in Chapter 8 of the *Companion*, on Level 8, when they're captured by the Ssethian Scourges. Before that, they can be encountered on several levels:

- Buying wares at the goblin bazaar on Level 2
- Drinking at *The Flagon & the Dragon* in Skullport
- Signs of the passage can be found in Wyllowood
- Passing through the caverns of Level 7

The Gentlemen Bastards consist of:

Grel Momesk. A LN human **champion**, Grel seeks the riches necessary to lift his family out of poverty. He leads the Bastards, often to his own peril. The Bastards, for their part, tolerate his occasional mistakes and fragile temperament.

Jocelyn of Daggerford. A NE human **warlock of the archfey**, Jocelyn serves the Queen of Air and Darkness. Hers is a quest to discover "the secrets" of Undermountain (namely, the Knot in the Weave). She was once a member of the Fine Fellows of Daggerford but was kicked out for being too "unsettling." When endangered but not yet attacked, she favors casting *charm person* as 5th-level spell so as to defuse the situation.

Perlos. A NE halfling **assassin**, Perlos is a wanted man in Waterdeep, Baldur's Gate, and Neverwinter. The name attached to his various crimes varies. He joined up with the Bastards to escape his life of contract killing in the hope of retiring to the countryside a rich man. At night, he's haunted by those he's slain for coin.

Ilinar. Devoted to the elven god of war, Shevarash, a NG moon elf **war priest**, is a veteran of several wars. After years of serving in the Waterdeep City Guard, he found employment as a mercenary. He eventually gave that up too before finally setting out as an adventurer. Ilinar is crass and impatient. His holy symbol bears a broken arrow over a single teardrop.

ADVENTURING PARTY QUICK TABLES

You can quickly throw together an adventuring party with the following tables.

Party Alignment. It pays to be wary in this cutthroat world, especially down in the lawless depths of Undermountain. Every party has a general alignment that they all follow—birds of a feather, and all that. Rarely can good and evil coexist for long, and parties are often subjected to too much stress to overcome these differences.

Traits. Every party has a collective trait that they've gravitated towards after such a perilous career. These traits are similar to ideals that an individual character would follow.

Prestige. An adventuring party, per the following tables, comes in the levels of Amateur, Veteran, and Elite. Amateurs can be encountered in the upper reaches of Undermountain, while Veterans can survive Levels 4-7. Elite parties can be found in the lower depths but still peter out around Level 11. You can use these rankings to determine the statistics of individual party members.

Members. Every party needs a leader and a second. Additionally, in Undermountain, parties tend to follow the basic paradigm of a defender, supporter, and a few strikers. Parties always consist of at least three, but never more than six members—too much loot to distribute, too many mouths to feed, too many tempers for a leader to keep in check. Large groups naturally splinter into smaller parties when its members are too disgruntled by the status quo.

PARTY NAME

d10	Adjective	d10	Noun
1	Reasonable	1	Chaps
2	Last	2	Laugh
3	Crimson	3	Jesters
4	Platinum	4	Fist
5	[Location/Name]'s	5	Sneer
6	Desperate	6	Gang
7	Brass	7	Fellowship
8	Tart but Polite	8	Minstrels
9	Curious	9	Knights
10	Gilded	10	Curs

PARTY TRAIT

d8	Trait
1	Cautious. The party lives by this proverb: "There are brave adventurers and old adventurers—but no old, brave adventurers."
2	Opportunist. The party never assists unless victory is assured, and they can reap some of the rewards.
3	Greedy. The party will risk it all for a few coins more. There's no limit to how much they can covet.
4	Self-Righteous. The party believes its actions, and itself, to always be in the right, no matter what. Often, they have a cause they champion.
5	Compassionate. The party will assist others they deem trustworthy, even to their own detriment.
6	Loyal. The party's word is their bond. Even in the face of overwhelming odds, they'll stand beside their friends and allies, never forsaking each other.
7	Treacherous. Any way the wind blows—that's the party's creed. So long as they emerge on top, no price is too great. Alas, this treachery all but ensures that they can never trust each other.
8	Survivors. The party will weather any cost to their wallet, conscience, or soul if it means they'll make it just one more day.

PARTY ALIGNMENT

d6	Alignment	d6	Alignment
1-2	Lawful	1-2	Good
3-4	Neutral	3-4	Neutral
5-6	Chaotic	5-6	Evil

PARTY MEMBER RACES

d10 Race	d10 Race
1 Human	6 Elf
2 Halfling	7 Half-orc
3 Gnome	8 Half-elf
4 Dragonborn	9 Tiefling
5 Dwarf	10 Goblin ^{VGM}

PARTY DEFENDER STATISTICS

Prestige Statistics
Amateur Berserker (CR 2) or Knight (CR 3)
Veteran Gladiator (CR 5)
Elite Champion ^{VGM} (CR 9)

PARTY SUPPORTER STATISTICS

Prestige Statistics
Amateur Priest (CR 2) or Druid (CR 2) or Bard ^{VGM} (CR 2)
Veteran Illusionist ^{VGM} (CR 3) or Enchanter ^{VGM} (CR 5)
Elite War priest ^{VGM} (CR 9) or Diviner ^{VGM} (CR 9)

PARTY MARTIAL STRIKER STATISTICS

Prestige Statistics
Amateur Spy (CR 1/2), Noble (CR 1/8) or Scout (CR 1)
Veteran Bandit Captain (CR 2) or Archer (CR 3)
Elite Assassin (CR 8)

PARTY SPELLCASTER STRIKER STATISTICS

Prestige Statistics
Amateur Cult Fanatic (CR 2)
Veteran Mage (CR 6), Drow Mage (CR 7) or Warlock of the Great Old One ^{VGM} (CR 6)
Elite Evoker ^{VGM} (CR 9) or Necromancer ^{VGM} (CR 9)

CHARACTER CREATION

This adventure is a curious one. It's designed to see adventurers from 5th-level to the mythic fourth tier of play—and yet, since it's all confined in one dungeon, little story can be expected to develop. Further, a high mortality rate can be expected given Undermountain's lack of civilization and safety, and its overabundance of danger.

Personal Narrative. A campaign that reaches 17th-level, let alone 20th, is the stuff of dreams for many a player. However, given the lack of *DotMM*'s narrative, characters might lack for personal growth unless you, the DM, go out of your way to intertwine the adventurers' personal development with the dungeon or allow them a brief foray to the surface. Several quest hooks are included to alleviate this inherent flaw of the module.

A Warning from Dragon Heist. Despite being advertised as a sequel to *Waterdeep: Dragon Heist*, this adventure can't be any more different. *DotMM* not only encourages but *requires* characters optimized for combat, for a dungeon crawl—not the intrigue-savvy characters designed to unravel plots and excel at social encounters. If your players are intent on bringing their Dragon Heist characters, don't skimp out on this warning.

PARTY COMPOSITION

This adventure is, without all the bells and whistles, a megadungeon crawl, harkening back to the ancient days of D&D. While other published 5E adventures do their best to dispel the necessity of having a dedicated healer and a dedicated defender, *DotMM* essentially requires it. Parties that don't follow this paradigm will find themselves in trouble later.

Danger Abounds. The adventurers will be hard-pressed to find the time or safety for a long rest. They may often be forced to travel through one or two levels before they can actually rest—they shouldn't expect to begin or finish a new level with the benefit of a long rest. Thus, a party that is overly-reliant on long rests, as opposed to short rests, will struggle while parties with fighters, warlocks, and monks will fare a bit better.

SKILLS, SPELLS, ITEMS & PROFICIENCIES

Much of *DotMM* is gated behind certain spells and languages. Without giving spoilers to your players, warn them that the following will go a long way:

- Languages such as Elvish, Dwarvish, Goblin, and Undercommon are spoken by many denizens.
- Underrated spells such as *comprehend languages*, *detect magic*, *knock*, *identify*, *mending*, *speak with dead*, and *tongues* will prove very useful.
- Items such as rope, climbing gear, and dungeoneer's packs, otherwise ignored by players, are needed.
- If you'd like to enforce the harsh reality of dungeon delving, tools such as weaver's tools and the like, will be necessary for repairing broken objects.

RACES OF UNDERMOUNTAIN

The sentient races of Undermountain are numerous and scattered across its many levels. Many make for decent adventurers of their own right, especially if they're motivated to put down the Mad Mage and spare their people from his antics.

Deep Gnomes. While hardly mentioned, it's more than likely that a few deep gnomes eke out a small living in Undermountain. One druid in particular once tended to a Zurkwood grove on Level 4 before the encroachment of the aboleth Illuun. If any player characters are deep gnomes, they might be on a quest to find this wayward druid (or perhaps they *are* the druid, if that character chooses the druid class). See L4, Area 13 for details.

Drow. The bowels of Undermountain teem with drow as Houses Freth and Auvryndar duke it out for sovereignty. A drow character could be an exile, a member of a vanquished house, or belong to either two. House Freth is the more sympathetic of the two, if only for the fact it hasn't antagonized the adventurers like House Auvryndar has.

Duergar. The Underdark is too close to comfort to Undermountain (or Undermountain too close to it, rather) and duergar are easy to find. Clan Ironeye has invaded the Lost Level in the search of artifacts. Many also live in Skullport, employed by the Xanathar Guild.

Gith. From the Crystal Labyrinth, a githyanki force wages war against the mind flayer colony of Seadeeps. Additionally, a group of githzerai inhabit Level 15, ready and willing to aid their distant cousins if the need arises. Gith characters may be disgruntled with their organizations' tactics, or might be shunned as failures, and therefore could join the adventurers in the hope of eradicating the colony.

Goblinoids. Bugbears, goblins, and hobgoblins permeate the upper reaches of Undermountain, often serving in the Xanathar Guild, the Legion of Azrok, or the Goblin Bazaar. Bugbear adventurers could be recruited from any of these factions with motivations of expanding influence or escaping out from under the thumb of their rulers. For example, a goblinoid of the Legion of Azrok might discover that intellect devourers have replaced the minds of many of the Legion's finest. Fearing for their own life, they might get out before it's too late. See *Volo's Guide to Monsters* for the statistics for making goblinoid player characters.

Skullport Folk. The Port of Shadows has existed for so long that it's feasible for almost any character of any race to emerge as an adventurer. Characters are bound only (mostly) by their imagination. Human Netherese descendants, grounded pirates, estranged drow, lone survivors of past adventuring parties—any manner of folk can be found in the Port of Shadows and welcomed into the party's ranks.

REPLACING PLAYER CHARACTERS

So, you must wonder, what if a player's character dies? How will you introduce this new character with the adventurers so far from the surface? A number of ideas abound:

Halaster's Game. No matter who the player character is, for some inscrutable reason, the Mad Mage has determined that it is his or her fate to toil on his insidious gameshow. He has since teleported the character to Undermountain.

Skullport. Skullport teems with seedy individuals or waylaid immigrants. While large vessels cannot reach the harbor, smaller boats can, and any character may have washed up at the Port of Shadows. They may also be one of the prisoners held on Skull Island. If the party is imprisoned by the Xanathar Guild, they can easily meet the new player character and then stage a prison break.

Lone Survivor. The player character is the last survivor of a doomed adventuring party that has seen many of the previous levels of Undermountain. By happenstance, they run into the party.

Escaped Slave. The player character was enslaved by the drow, Xanathar Guild, the Legion of Azrok, or to the aboleth of the Twisted Caverns.

Petrified. The player character was one of the many creatures petrified in Halaster's storage vault on Level 2, Area 25. Someone has freed them from that stony fate and loosed them back into the world.

THE CALL TO ADVENTURE

Why venture to Undermountain? It's a good question, one to be asked by both you and your players. Unlike other adventures whose motives boil down to saving the world or escaping some dark prison, *Dungeon of the Mad Mage* is one that is, seemingly, spurred only by the lust for gold and glory. While some quests exist, and the perpetual motives of gold, glory, and power can be relied upon, you'll be pressed to craft your own narrative. It's recommended you instead turn to your own players as a source of creativity.

You can use any of the following hooks to help involve your players' characters in the narrative. Some minor spoilers exist, such as the existence of an illithid colony, so you'll need to suss out how much you can share with your players.

HALASTER'S GAME

Best for: All adventurers

Much to their mounting horror, the adventurers learn that the Mad Mage has *chosen* the current party and they soon learn that all the initial motivations they had to come to Undermountain were carefully orchestrated by Halaster Blackcloak himself.

The characters might reflect on moments where a crotchety old man shouted in a bar “Ye’ll never be nothin’ if ye cain’t survive the horrors o’ Undermountain” or whispered, “Gold and glory awaits all those brave enough to descend Undermountain—the greatest dungeon in the world. Legends are forged there, and fortunes found.”

Perhaps a financial calamity was put upon their family. Perhaps a natural disaster destroyed their home. Perhaps a lost friend or brother has prompted this sojourn into Undermountain. Perhaps these and all were orchestrated by Halaster Blackcloak's insidious *wish* spells.

THE ACADEMY BECKONS

Best for: Bards, sorcerers, warlocks, wizards

Halaster, or the faculty of Dweomercore, has reached out to an arcane spellcaster, such as a bard or wizard, and invited them to the arcane academy on Level 9. Alas this “full-ride scholarship” can’t be refused, but also can’t be earned unless the character braves the first eight floors of Undermountain.

CALASSABRAK'S COMEUPPANCE

Best for: Duergar nobles

Prince Valtagar Steelshadow, the disgraced duergar prince, has brought dishonor to his family. A duergar adventurer may have a bit of Steelshadow blood in his veins and hopes to elevate him- or herself in the family by bringing Valtagar’s head back to his older brother, King Horgar Steelshadow V. See Level 21 for more details.

DROW WARFARE

Best for: Dark elves

Drow belonging to House Auvryndar, Freth, or any related vassal (or eradicated) house may feel compelled to oppose or aid these houses.

House Tanor'thal. This drow house once ruled Skullport but was toppled by the Xanathar Guild. Perhaps its survivors fled to either House Freth or House Auvryndar and now serve in the war.

EXILED!

Best for: Criminals

Since ancient times, Waterdeep has rejected the “barbarism” of executing criminals in favor of merely banishing them to Undermountain. To return is to swing at the end of the noose, and to remain is risks being torn apart by whatever horrors roam the dark. Any character, preferably with the Criminal background, could have been sentenced here. Perhaps that character will find the means to another land, emerging outside of Waterdeep. Perhaps they’ll find enough power or gold to flout the law instead.

CALL TO ADVENTURE HOOKS

Hook	Suitable for...
Halaster's Game	All adventurers
The Academy Beckons	Wizards, sorcerers, bards
Calassabrak's Comeuppance	Duergar nobles
Drow Warfare	Drow nobles
Exiled!	Criminals of Waterdeep
Fine Fellows of Daggerford	Scorned adventurers
The Gith's Crusade	Githyanki, Githzerai
Legacy of the Melairkyn	Dwarves, anthropologists
The Legion Calls	Goblinoids
Moonstar Redemption	Moonstar nobles
Patron's Favor	Warlocks
Straight Outta Skullport	All adventurers
Torm's Shame	Clerics or devotees of Torm
Willow's Consort	Druids, rangers, clerics

THE FINE FELLOWS OF DAGGERFORD

Best for: Bounty hunters, scorned adventurers

A murderous band of adventurers called the Fine Fellows have rampaged across the Sword Coast for almost three years. The player character is one of the many who have been wronged by this band and now they seek revenge—and they've since learned that those bastards have delved into the lawless depths of Undermountain. See L1 & 2 for more details.

Other Parties. Likewise, you can include other adventurers or characters that may have wronged a player character, adding them to Undermountain.

THE GITH'S CRUSADE

Best for: Githzerai or Githyanki

Gith characters, or characters with a personal history of facing mind flayers, learn that there’s a colony deep below Undermountain. They may wish to wage a crusade against this colony or join the existing one.

Githyanki. Led by the cruel and deceitful knight, Al'chaia, the githyanki raise and train their young on the asteroid Stardock, since creatures don't age on the Astral Plane. An adventurer may be a scorned or exiled knight fed up with Al'chaia's lack of effective leadership or a young trainee looking to prove themselves.

Githzerai. Four githzerai inhabit Level 15, keeping a close eye on their cousins' war with the illithid. Their leader, Yrlakka, hails from the Sha'sal Khou, a renegade faction that hopes to unify the gith race. A githzerai adventurer might seek to rebuke Yrlakka's quest, or rescue Ezria, a githzerai comrade imprisoned by the githyanki.

LEGACY OF THE MELAIRKYN

Best for: Dwarves, archaeologists & other scholars

Dwarf characters, particularly archaeologists, know that Undermountain was once the realm of the legendary Melairkyn dwarves. They fell eons ago to the drow and duergar, but their legacy might remain intact—or, somewhere in the ashes, there still might lie the secret of their great success. See Level 6 for more information.

THE LEGION CALLS

Best for: Goblins, hobgoblins & bugbears

Goblinoid characters hear word of either the Legion of Azrok under command of the hobgoblin warlord, or the Death's Head Phalanx under the command of Azrok's estranged son, Doomcrown. Hungering for glory, favor, or the pride of serving, the adventurer heads to Undermountain. See Levels 3 and 14 for more details on these legions.

MOONSTAR REDEMPTION

Best for: Human or half-elf Waterdhavian nobles

If a human or half-elf character belongs to House Moonstar of Waterdeep, they might feel compelled to restore their family's honor by eradicating the Shar cultists of Vanrakdoom on Level 18 of Undermountain.

As described in "The Dark Fate of Lord Vanrak Moonstar" on Level 18, House Moonstar has since prospered with the death of Vanrak. It is ruled by the senile Lady Wylynd Moonstar. She has designated her half-drow grandnephew, Helion Moonstar, as the heir to the house. There are those in House Moonstar that chafe and scoff at such a decision—and many wonder if another family member could transcend Helion by eradicating the last of the Shar cultists of Vanrakdoom, thereby purging House Moonstar of Vanrak's shadow once and for all. An adventurer belonging to House Moonstar may then view Undermountain as the engine of their ascendance. Alternatively, the character's friend or spouse may belong to House Moonstar, and the adventurer may wish to elevate them to the throne.

PATRON'S FAVOR

Best for: Warlocks

A warlock's patron may have a vested interest in the dealings of Undermountain. This interest will vary not only by the patron's own identity, but it's very form of being. Follow the suggestions below:

Archfey. An archfey may covet Wyllow's sylvan realm on Level 5 and orchestrate her downfall through the warlock. Or, Otto the Faerie Dragon on Level 7 may have once slighted the archfey and it now demands its painful, humiliating death.

Celestial. Similar to *Torm's Shame* (see below), a celestial patron may wish for the warlock to venture to Level 21 and either bring the fallen planetar back into the light—or cleanse its shadow from the world.

Fiend. A demonic patron may wish for Skullport to fall to anarchy and thereby conspires to topple the Xanathar Guild without any viable regime to follow. A devil patron may have a would-be tyrant/puppet ready to seize control. All the fiend needs is for the warlock to fan the flame of rebellion against the Xanathar Guild into a raging inferno.

Great Old One. Rarely is a Great Old One patron even aware of its warlock. Therefore, the warlock may be interested in the Knot in the Weave far below Undermountain, researching it for the sake of knowledge. Or, perhaps, the warlock is intrigued by the Shadowdusk's dealings with the Far Realm on Level 22 and wish to see the horrors themselves firsthand or apprehend their research.

Undying One. On Level 20 lairs Ezzat the Lich. The Mad Mage seeks to destroy the troublesome undead—who might very well be the warlock's patron, requiring their aid.

STRAIGHT OUTTA SKULLPORT

Best for: All adventurers

Characters that grew up in or have spent several years in Skullport may be keen to finally escape the Port of Shadows—but know they need wealth or experience before going to the surface. This is especially useful as a replacement for any future characters in case the original adventurers die.

TORM'S SHAME

Best for: devotees of Torm, clerics

The God of Courage and Self-Sacrifice now cringes with shame, for one of its divine planetars has fallen from grace and rules from deep in Undermountain. The planetar can only be shown the error of its way by one of Torm's faithful—and thus, the adventurer has received divine guidance from their lord to redeem the angel. See Level 21 for more details.

Alternatively, Torm sends his champion to destroy or redeem the death knights Dezmyr and Zalthar of Shadowdusk Hold, who were once paladins of Torm. Ultimately, however, these fallen heroes are irredeemable. See Level 22 for details.

WYLLOW'S CONSORT

Best for: Druids, rangers, and nature clerics

The winds and birds carried a message far and wide: the elven maiden has chosen this character (a druid, ranger, or nature cleric) to be her consort, to frolic in the wonders of Wyllowwood far below the Undermountain. Alas, they must hurry, for other suitors have been approached, and the maiden grows lonelier by the day. See Level 5 for more information.

LEVEL I: THE DUNGEON LEVEL

"And so the game begins—my game," – the Mad Mage

QUICK NOTES

- Your foremost goal is to steer the party towards A27, the Hidden Demiplane so as to introduce them to the Mad Mage. Halaster is the greatest facet of this adventure and providing him facetime is necessary to underscore what sort of insidious game the adventurers are now trapped in.
- The Undertakers are hostile but sensible. They merely rely on threats and force but quickly yield. They'd sooner let the adventurers pass by than die for a handful of gold and will trade information about the dungeon for their lives.
- A rift has grown between the Undertakers' leaders, Uktarl and Harria. Consider either a comically insignificant cause for their falling out, such as a misplaced memento or one using a doppelganger to "test" the other's fidelity.
- Manticores (see A16) can speak Common! Consider instead having them mock the adventurers and goad them into combat rather than attacking them outright, and don't forget that they can fly—grapple the gnome with a bite and ascend!
- The revenant (see A37) is a source of excellent roleplay and makes a valuable ally for both the DM and players: he can assist the party but has a guaranteed expiration date: once his vengeance is fulfilled, his soul departs this world. There's no worry in bloating the players' firepower from now until the possible end of the campaign as you often get when adding an NPC ally to the group.
- Remember that tunnels on the edges of the map lead to uncharted depths or back into the mapped dungeon. You can add whatever you want along those paths.
- Separated from civilization, the adventurers must track their inventory—you must track their inventory, otherwise they have no need to return to the surface.
- Every time the adventurers return to a previous level, new occupants will be there to reshape it in the aftermath of a power vacuum.

ROLEPLAYING THE MAD MAGE

In the *Companion*, Halaster Blackcloak is a deranged gameshow host whose program, *Dungeon of the Mad Mage*, is broadcasted across the multiverse. The adventurers are just the newest crop of "contestants," as they'll soon learn. Refer to *Halaster's Game* for more information on this game, its rules, and the Mad Mage.

Introduction. Halaster remains distant and quiet while the adventurers explore L1. When it comes to L1, less is more. Let the dungeon itself speak for Halaster's cruelty and peril. Let the suspense swell. Only if they find A27, the Hidden Demiplane, do they encounter the Mad Mage.

RUMORS AND WARNINGS

d8	Information
1	"Folks have been sayin' there's a vampire out there on the first level o' the dungeon. Expects a toll to be paid, or eternity as her thrall."
2	"Goblins got some sorta bazaar down there in the depths. It's worth checkin' out. Mayhaps they've got bread."
3	"Better bring antivenom. Those depths are crawling with them spider-loving drow."
4	"Watch out for signs of Tunnel Madness, friend. Starts slow, but soon it's flowerin' like a plague. Don't need any monsters down there to doom a party. Worst monster is man, just you watch."
5	"Far below the surface is Skullport: a subterranean port of thieves and slavers and pirates set on a sunless sea. The night life is insane."
6	"Trust no one. A friend on the surface would just as soon as cut your throat for lamp oil."
7	"Beware the wrath of Xanathar—even in the depths the guild has worked its influence."
8	"Legend says Halaster Blackcloak had seven apprentices, all sharing a shard of his madness. Even now, even after a millennium, they might still be kicking around in the dark. Watch out."

BEFORE THE DESCENT

Undermountain offers no shortage of fortune or peril. For fame and glory, perhaps even power, the adventurers have committed themselves to those foul depths. After a night of drinks and debauchery—a night that might be their last—the adventurers have arrived at the Yawning Portal, groggy eyed and sobered by the horrors to come.

Provisioning. *Dungeon of the Mad Mage* is a dungeon crawl, a tale of caustic survival. If the adventurers want to make it out alive, they better be prepared—because once they're down there, the way back is rife with danger. They're advised (through patrons, friends, and other learned folk) to bring torches, antivenom, rations for at least two weeks, healing kits and more.

Rumors & Warnings. Undermountain is older than Waterdeep itself and is rife with legendary tales and dire omens. Before the adventurers embark on their journey, they can carouse with other patrons in the Yawning Portal to learn about the dungeon. In addition to the Secrets Deck (described in Appendix C of *DotMM*), you can roll on the Rumors and Warnings table below to provide some brief information to the adventurers before they descend.

Durnan's Advice The innkeeper of the Yawning Portal might offer some advice to the adventurers before they descend into Undermountain. Ever a man of brevity, his advice is brutally simple. Read:

Durnan pulls you aside, his grim face like stone. As he fills a flagon with ale, he tells you, "Remember. There are brave adventurers and old adventurers—but no brave, old adventurers. Be smart down there. Know when to run."

RANDOM ENCOUNTERS

Wandering monsters can be encountered throughout the dungeon, especially if the adventurers stop for a rest or visit an otherwise empty area. Three encounters are already described in *DotMM*, Chapter 1.

The additional encounters can be used. Roll a d8 and consult with the table below.

A CLOUD OF STIRGES

There is no wind in this foul place, but in the shortening distance you hear the flutter of wings. Many, many wings. Out from the dark comes a cloud of minute, bat-like creatures wielding bloodied proboscises.

Stirges descend upon the adventurers, totaling $2d4 + 2$ in number. They latch on to the least armored creature.

ALL HAIL THE GHOUL KING

A gang of **ghouls** ($1d4 + 2$ in all) recently found an old jeweled crown and have lost themselves in a chivalric fantasy. They purport themselves as knights serving "the king." When they encounter the adventurers, they demand the king's tax to be paid: one humanoid to be slain and devoured, a feast the ghouls offer the adventurers to partake in. They suggest that the tax be collected from the Undertakers or the Xanathar Guild—though a single goblin is only worth half.

The ghouls become unhinged and hostile if their fantasy is ruined. On some level they each know that this is all make-believe but can find nothing else to soften the monotony of undeath. They claim to obey standards of honor (gleaned from their many past captives, one of which was a knight) and faithfully serve King Ghanash, a **ghast** which can be found in Area 17B, being pampered by four **ghouls**.

Ghanash's crown, gold and bejeweled with rubies, is worth 250 gp. It was found on a lower level of Undermountain and brought up by adventurers who met their doom on their way out of the dungeon.

ARROWS GALORE

The adventurers encounter a trap set by Halaster. Inscribed upon a surface is a *glyph of warding* that triggers a spell of *cordon of arrows* (spell save DC 18). It launches eight arrows, each dealing $1d6$ piercing to the creature that triggered the trap. On a success, a creature takes half damage.

CORPSE

The adventurers come across a corpse, determined by a d4. Its age, end, and loot are determined below.

1. The corpse belongs to a Xanathar Guild goblin riddled with crossbow bolts carrying a missive addressed to the bugbears of Big Ears Watch Post (Area 39) and describes a plot to invade Skullport on the third level of the dungeon.

RANDOM ENCOUNTERS

d8	Encounter
1	Goblin Skull Hunters (see <i>DotMM</i>)
2	A Cloud of Stirges
3	Arrows Galore
4	Shield Guardian (see <i>DotMM</i>)
5	Discarded Satchel
6	Carrion Crawlers (see <i>DotMM</i>)
7	Corpse
8	All Hail the Ghoul King

2. This male human corpse is fresh and will attract the attention of a **carrion crawler** if the adventurers linger for more than three rounds. The human ostensibly met its end through starvation.

3. The corpse is a butchered lamb, still fresh. It was once a halfling adventure afflicted by a spell of *true polymorph* by the Mad Mage himself. Once its duration was complete, the transformation became permanent. A tattered cloak nearby was once a *cloak of invisibility* (ruined now and forevermore) that Halaster refitted for the lamb before setting his victim on a deranged quest to escape Undermountain in his new form. Traces of transmutation magic still linger over the corpse and cloak.

4. The corpse belongs to a condemned criminal (a female human) that fled into Undermountain. Tattooed on her neck is the black, flying snake symbol of the Zhentarim. Her left foot is shattered, and the hallway is smeared with her blood. Upon the wall she's written, "Gods watch over me" in her own blood.

DISCARDED SATCHEL

The adventurers find a satchel, potentially filled with goods to help them on their journey. The satchel may be stained with blood or yellowed with age depending on its contents. Roll a d8 to determine the satchel's contents.

SATCHEL CONTENTS

d8	Contents
1	Explorer's pack
2	Roll a $3d4$. The satchel contains spell scrolls; roll thrice to determine each scroll: a scroll of <i>healing word</i> (1), <i>augury</i> (2), <i>fireball</i> (3), or <i>knock</i> (4).
3	A gold locket with an inlaid portrait of an elven woman worth 75 gp
4	2 healer's kits, an unlit torch, and moldy, bloodied bandages from wounds long since healed
5	$1d4 + 1$ <i>potions of healing</i>
6	Roll a d4. The satchel contains a holy symbol of: Shar (1), Helm (2), Selûne (3), or Tyr (4)
7	A jar of eyeballs. Just a jar full of eyeballs.
8	A map detailing Level 1 of Undermountain. There's a 75% chance that it is inaccurate.

AREAS OF NOTE

The following areas are of note:

1. ENTRY WELL

Down and down into the mythic depths you descend while the winch creaks and groans. Adventure awaits, but so too does death. A death that has claimed countless souls, many of them quicker and cleverer than you could ever hope to be. What do you truly hope to find down here? Fame? Fortune? Power? Countless others have too, and this dungeon is their tomb.

Your feet touch sand and the last torchlight of the world above flickers. The distant sounds of the Yawning Portal dwindle into thundering silence. Your eyes adjust to the gloom: shields galore line the walls, all dented, all stained with graffiti... On the wall is a message written in Elvish script. Written in blood.

Trinkets in the Sand. To quickly determine the trinket found in the sand, roll a d10 and consult the table.

THE BLOODY MESSAGE

The message, written in Elvish, has been expanded. Read:

Beyond the pillars the Mad Mage awaits
peering from behind those black gates
Ever searching for one of worth
and burying all else in the tepid earth

Halaster's Game. Using this variant, the message instead reads "WELCOME TO THE SHOW."

6. UNDERTAKER'S WATCH POST

Here toils a gang of failed thespians that now extort adventurers on their way through Undermountain.

Roleplaying the Undertakers. As failed actors and singers, the Undertakers take to their new roles with gusto—they really ham it up. Every successful extortion, every adventurer sent running, is worth a thousand reviews from Waterdhavian critics and broadsheets. Theirs is a life of desperation. Many fear the law's wrath that might come should they surface. Some may have even fallen prey to Weave Addiction (see *HG*).

Commodities. As dwellers of the deep, the Undertakers would kill (literally) for any of the comforts of the world above: fresh fruit, clean clothes, lamp oil, reading material, new bedding, and the like. Every so often they send the doppelgangers up to the surface to shop for these materials, who take on new appearances each time so none of the Yawning Portal patrons know that they belong to the gang of thieves that extort adventurers. If the adventurers have any of these things, they may find that they can barter with the Undertakers—or that these "vampires" have a keen obsession with something so mundane.

TRINKETS IN THE SAND

d10	Trinket
1	A rotted lucky rabbit's foot
2	A glass eye
3	A gold monocle worth 10 gp
4	A receipt from <i>Ed's Adventure Emporium</i> for rope, rations, and "dungeon bunnies"
5	A broken gnomish lamp
6	An insignia from the Waterdeep City Guard
7	A severely inaccurate map depicting Level 1 of Undermountain
8	A bronze mask in the shape of Halaster's visage
9	A mantichore tail spike tipped in dried blood
10	A morbid diary describing an adventurer's trek through the first three levels of Undermountain

6A. THE SHOWDOWN

"Halt!" rumbles a voice from the dark. Torchlight sputters in the chamber, silhouetting nine figures. Yellow fangs gleam with red grime. "You stand in the dreaded crypts of Countess Harria herself—and our master shall have her due, you cattle. Choose now: gold or blood, lest you be damned like us."

The voice belongs to Uktarl. He's learned that having an unseen countess (Harria Valashtar) is far more frightening than presenting himself as the vampire lord and instead acts as her envoy. Despite the two lovers' recent falling out, Uktarl gives the performance his all.

Several of the bandits are dressed in rags. Carefully applied make-up paints them as walking corpses: vampire spawn. If questioned, they pretend to be fallen victims of the countess, now enslaved to her will for all eternity.

10. CUBICLE OF SKULLS

You come upon a stone door. Engraved into the lintel is a message that reads: "CONTESTANTS."

"Contestants" refer to the countless fools that found themselves trapped on *Dungeon of the Mad Mage*. Once the door is opened, skulls tumble out. Add the following description:

The room teems with skulls—some scorched, some nicked, some with combovers of rotting flesh, but all underneath a frayed banner that reads: "WELCOME, GUESTS!"

13. EMPTY ROOM

When the adventurers enter this room, they may trigger one of Halaster's regional effects. You can use the one below: an illusory, upside-down den.

The door squeals on its hinges and opens upon a reversed room: a fireplace hangs from the ceiling, casting shadows across the den. Upside-down bookshelves teem with ancient tomes. Some float in the cold air, opened on their spines. A high-backed chair is firmly set on the ceiling, its arms nicked and scarred.

You may also want to consider planting a bronze mask here, so your players can access Halaster's Hidden Demiplane (see Area 27). If so, it floats just within arm's reach in the center of the room. If a character takes the mask, the illusion shatters. The den becomes an empty stone room—but the mask is real and true.

14. LITTLE BOX OF HORRORS

The tunnel slants downward, pressing in on you. Your footfalls echo, spinning a bumpy yarn—and below that, you hear something far more unsettling: a heartbeat. A slow, methodical heartbeat that seems to pulsate through the stone beneath your feet.

Sick with curiosity and dread, you come to a sunken chamber. An orb of sizzling acid floats in the domed ceiling, suspended by unseen magic. Below stands a four-armed piscine statue... and in its hands is a box. An ornate box from which that foul heartbeat can be heard.

Heart of a Champion. You can throw your adventurers a bone by making the heart the equivalent of a Magic 8-Ball. If a creature attunes to the heart, instead of dying (a rather anticlimactic end to a character), you can instead allow them to ask questions to the heart—and they sense the answers "in [their] heart."

The heart has a sliver of its owner's personality: that of a lazy, corner-cutting student prone to acting first and thinking later and unable to consider the consequences of its actions. It lacks the awareness to know what fate befell it, but a dim part glowers with hatred for Halaster Blackcloak and wishes to see the Mad Mage's work undone. Whenever an attuned creature asks the heart a question (no action required), roll a d12 and consult with the "Magic Hate Ball" table.

16. MANTICORE DEN

Rather than have the three manticores that dwell here immediately attack the adventurers, allow them to play with their food. The adventurers may be surprised to learn that the beasts can speak and chafe against their smug demeanor. Read the following:

The chamber reeks with rot and waste. Its ceiling vaults out above you, held up by crumbling pillars. As you enter, a sinuous voice floats out from the dark:

"Ah... The newest guests of Undermountain. Welcome. Welcome to the show."

Your eyes strain to find the source of the voice. It rings off every stone off this foul place... And out from the dark stalks a beast with the face of a man, the body of a lion, and the wings of a drake. Its spiked tail scrapes against a nearby pillar.

"Yours is a special episode," says the beast, flashing a smile far too human for your liking. "A special episode indeed. The Mad Mage expects great ratings."

MAGIC HATE BALL

d12	Answer
1	"Yeah, go for it."
2	"Do it, you coward."
3	"You know in <i>my</i> heart that it's wrong."
4	"Reconsider it. Twice, maybe."
5	"Sure, why not?"
6	"I wouldn't do that if I were you. But I'm not you."
7	"That way lies death. Probably."
8	"Was your father man enough to do it?"
9	"Brave men make great cannon fodder."
10	"Let your hatred burn. Conquer all before you. Accept nothing less."
11	"Don't ask me. I'm a shriveled heart."
12	"You're a champion. You can do just about anything."

The primary **manticore** is merely entertaining itself while its two companions move into position. Both are hidden. Contest their Dexterity (Stealth) checks with the adventurers' passive Perception. One is clinging to a pillar, ready to rain tail spikes upon their prey while the other is prepared to land behind the enemy ranks to attack weaker combatants. If a combatant looks physically weak, the manticore attempts to grapple it and up to the 80-foot ceiling. If the adventurers show a willingness to talk, the other two hold off until afterwards; it's rare that they have guests that listen to their prattling. To them, conversation is music, at least until they grow weary of the company.

The manticores admire the Mad Mage, who keeps them fed and entertained. They know nothing of his plans but are aware of his penchant for calling Undermountain "a show" and imitate his terminology.

HALASTER'S GAME: SICK TRIVIA

Under this variant, the primary manticore launches into a game of trivia, asking macabre questions to the adventurers. These questions are described in the "Sick Trivia" table below. Answers range from subjective to concrete, described below. The answer can be determined by succeeding on a particular ability check.

While the primary manticore is distracting the adventurers, its brethren do their best to remain hidden, making Dexterity (Stealth) checks with advantage. It promises safe passage if the adventurers correctly answer six questions before failing three, but this is a lie.

The manticores are learned enough to know the answers to their own questions, having repeated this game so many times with other adventuring parties. They've also petitioned the Mad Mage for secrets and lore so as to hone their trivia questions.

SICK TRIVIA

d8	Question
1	"Ancient is this realm. On the bones of what civilization is the Mad Mage's dungeon built?"
2	"How much blood is in a dwarf's body?"
3	"Which mortal race makes for the gamiest meat?"
4	"This one's a riddle for you: 'Always hungry am I; always I must be fed; the finger I lick will soon turn red. What am I?'"
5	"What fungus comes alive and shrieks when it senses other creatures nearby?"
6	"The dwarves chipped away at their precious mithril until the drow came with sword and fire. Down went their temples and up went the new. Which deity do these elves worship?"
7	"Who amongst you has the juiciest thigh?"
8	"Which of you would scream quickest for mercy as your entrails were knitted into a scarf?"

1. A character that succeeds on a DC 15 Intelligence (History) check can recall that Waterdeep is built upon the bones of a dwarven realm (the Underhalls of Melairbode) which itself was built upon the ancient elven kingdom of Illefarn. This capitol was named Aelinthaldar.

2. A character that succeeds on a DC 14 Wisdom (Medicine) check knows that there are six liters of blood in the average dwarf's body: shorter than humans they are, sure, but stouter too.

3. This question is subject to the whims of the manticore. A character that succeeds on a DC 14 Wisdom (Perception) check notices that the manticore's eyes linger on one character for a split second when it asks this question, hinting that they're the answer.

4. A character that succeeds on a DC 16 Intelligence (Investigation) check can determine that the answer is "fire." An answer of "manticore" or "you" elicits a hearty, unsettling chuckle from the monster.

5. A character that succeeds on a DC 16 Intelligence (Nature) check recalls that "shriekers" are semi-sentient fungi that emit piercing screams when threatened.

6. A character that succeeds on a DC 13 Intelligence (Religion) can recall that the drow worship Lolth, the spider demoness.

7. A character that succeeds on a DC 16 Wisdom (Insight) check can study the manticore's eyes and salivation and intuit which of the adventurers it believes would make the best meal.

8. This question has no correct answer. If the adventurers have made it this far, the manticore loses its patience and initiates the inevitable attack.

27. HIDDEN DEMIPLANE

It's your top priority to steer the party towards this area, as it puts a face to the infamous Mad Mage. If the players missed the bronze mask (see A13, *Companion* and A21, *DotMM*) and it seems they've no intention of searching for it, consider waiving the requirement.

Bait for the Hook. To further entice your players, reshape the alcove into a sunken archway and describe it as what appears to be a portal frame. Etched into the frame is "COME HITHER" in Common.

Once the characters enter the portal, read the following:

The world itself shrinks to a gloomy realm that stretches on in cold, stone pastures for as far as the eye can see. Upon a freestanding wood wall hangs a portrait of a wizard whose eyes shine with madness—and below sits that same man, reading a tome in a high-backed chair.

The wizard looks from his tome and smiles. "Well, don't just stand there like a boob. Three questions of this lair you can ask; twice will the answer be true, and once false. And be quick about it—the show *must* go on!"

First impressions matter. This is a defining moment of your campaign as it determines who the Mad Mage is to your players. The tone you strike now will be what sticks with them forever. After three questions have been answered, you may want Halaster to stick around for a bit or eject them from the demiplane with a brutally simple gesture that demonstrates his power, such as snapping his fingers or merely saying "See you." The adventurers then awaken on their backs outside the demiplane in A27.

EXPECTED QUESTIONS

It's difficult to anticipate your players' questions, but since this is the first level of Undermountain, of the campaign, few earth-shattering questions could be asked and answered—no questions or conspiracies should be looming large in your players' minds. Still, the following samples can be provided. They aren't bound by the rule of "the first is false, the rest of true" described in *DotMM*.

If asked where he is currently, Halaster answers "Everywhere and nowhere, but watching you. Always."

If asked what he wants, Halaster says, "Knowledge. Always has it been knowledge—for that which exists without my knowledge exists without my consent."

If asked why he created this death trap or settled in Undermountain, he can either say "I love bringing people together" or explain his hunger to reach the forgotten depths. See "Weave Addiction" in the *DotMM* overview for more information. Not even Halaster can adequately identify what lies below the earth, only that it calls out to him in his troubled dreams.

If asked what's in this death trap, Halaster coyly answers, "Horrors from behind the stars and below the earth. Horrors you shall perhaps one day know."

HALASTER'S GAME

The Mad Mage lays out the rules of his insidious game. See the *Halaster's Game* chapter of the *Companion* for details and read the following:

The mage shares a yellow smirk. "Yer mine. Ye've always been mine since the day ye learnt to crawl. Yer life has led you here. *I've* led you here."

Spreading his hands across his lap, Halaster Blackcloak continues, "The rules o' the game are simple: die, ye lose. Win, ye get yer freedom... and a wish. Anything ye can imagine. And t'win, ye have to reach my lair—twenty-three levels below this delightful madhouse o' mine."

The Mad Mage looks past you and into the vista. His accent has morphed into that of a stage director's. "The game has been set, the stakes raised. Ladies, gentlemen, fiends and friends: give it up for our contestants on this season of *Dungeon of the Mad Mage*. Might they brave the horrors of Undermountain and emerge victorious!"

All around you the world erupts into glorious applause as some unseen and distant audience whoops and cheers, hurling their taunts and praise. Your names are on the lips of thousands—what the hell have you gotten yourself in?

The Mad Mage announces to that invisible audience, "We'll be back after this break. 'Til then!"

Once this is read, Halaster snaps his fingers, shunting the characters out of the demiplane.

36. LOST HALLS

Just as you cut down that last abomination and the sounds of battle die down, you hear something else: weeping. Shameless, broken weeping from behind a closet door.

This area, A36B, holds Kelim the Weasel of the murderous Fine Fellows of Daggerford. He provides a meaningful hook for Level 2 of Undermountain and will one demonstrate that not only the brave and righteous descend to these black depths. If the characters investigate the weeping, read:

You swing open the door—and a shriek cuts through the depths. A soiled, haggard young man, his eyes red with tears, recoils from your sight. His hands instinctively shield his face and groin as he screeches, "Mercy! For the love of the gods, mercy, please!"

ROLEPLAYING KELIM THE WEASEL

Kelim, already having lacked courage much his life, is scared witless. He wants nothing more than to abandon Undermountain but is too afraid to make the trek back to the Entry Well. Without any shame, he resorts to begging to get what he wants.

If the adventurers decide to escort Kelim back, roll for two Random Encounters: one along the way, and one right before A1, the Entry Well. When within sight of the Entry Well, Kelim abandons the others to toss a gold coin into the Durnan's bucket, screaming for salvation. The trip, however, takes 10 rounds while the fight rages on.

If the adventurers accept Kelim into their ranks, he proves to be a liability before anything else. If the adventurers encounter the Fine Fellows of Daggerford on Level 2 of Undermountain, Kelim betrays them for his old adventuring buddies. While his former companions spared no time to search for him, he trusts more in their hard will to live than the adventurer's altruism. He would rather side with survivors than lay in bed with "fools."

THE FINE FELLOWS OF DAGGERFORD

Kelim is sure to be questioned about his former companions. All are evil in some manner, but so is Kelim and he won't shed light on those facts. They can all be found on Level 2, with exception to Halleth who can be found in L1, A37.

The Fine Fellows have already been described in detail in *Other Adventuring Parties* (see *Halaster's Game, Undermountain: An Overview*). Kelim describes his companions in the following ways:

Copper Stormforge is a dwarven thief hungry for all that glitters. "Copper's a prick, all right," Kelim admits, "but he knows how to work a budget and keep us on track. Has an ear for deceit and an eye for detail."

Halleth Garke is a half-elf cleric of Waukeen always obsessed with fair shares. Unbeknownst to Kelim, Halleth was murdered by the other Fine Fellows two days ago and has returned as a revenant hellbent on revenge. Kelim says, "You can bet Halleth is there with his hand out whenever there's coin about—and nothing's free. Stiff him and you'll find his healing magic used elsewhere. He carries a grudge like a mother carries her child."

Midna Tauberth is a human priestess of Shar, the Lady of Loss. She never backs down from a challenge. A character can make a DC 14 Intelligence (Religion) check once they learn of Midna's deity, knowing that Shar is an evil goddess. "We thought t'bring her, y'know," Kelim says, "because Shar's a patron of miners and those that venture into the dark depths."

Rex the Hammer is a human warrior that hungers for fame and fortune above all else. He's the Fine Fellows cruel and obstinate leader. "His head's full of bravery and nothing else," Kelim says. "Real inspiring."

37. MAP ROOM

As you creep through the dungeon, your foot strikes a loose stone, sending it tumbling down the hall. A voice shortly thunders:

"You there! Answer my call and join me on this quest for *justice!*"

The voice belongs to Halleth Garke, the murdered half-elf cleric of Waukeen that has since risen as a **revenant**. Except for his undergarments, he lies at the bottom of the pit described in Area 37, bereft of any possessions.

If the adventurers approach the pit, read the following:

A pit yawns in the center of the room. Its walls are as smooth as a newborn's cheeks and at the bottom of its rubble-strewn depths stands a bloodied half-elf. So bruised is he that he's green and purple. His arm is bent at an angle never intended by his creator. An eyeball hangs by a tatter of flesh—but the elf shows no pain.

He meets your surprise with his good eye. "In the name of Waukeen, hallowed be Her name, I compel you: free me so that I may avenge my death and join Her Grace in the gilded afterlife."

Halleth is deluded. He believes Waukeen herself has sent Halleth back—that he's worthy of paradise; that this is just one last hiccup that needs to be coughed down before he can ascend to her gilded hall. It doesn't even cross his mind that he might be bound for the Nine Hells after sleeping with such evil dogs such as the Fine Fellows.

If questioned, Halleth explains his "treacherous brethren" beat him to death for demanding equal share of treasure. He promises anything if it will get him out of this pit. If Kelim is present, he recoils with surprise and disgust at the fate that has befallen Halleth—although the two were never anything close to friends, he never thought his companions would actually *murder* one of their own. Outsiders? Sure. But Halleth?

Roleplaying the Revenant. Death has soured anything bright in Halleth's soul or personality. Hate has scrubbed away any desire for anything but vengeance. Once a man of mirth, the revenant is now no-nonsense and focused only on his quest. He is capable of showing gratitude for his rescue and will repay the favor in kind, if only to help speed him on his journey to wringing Copper Stormforge's thick little neck. All other positive emotions are dulled and muted—and Halleth hardly remembers what they feel like.

THE FINE FELLOWS OF DAGGERFORD

Like Kelim (see A36), Halleth can shed light on his former companions—but now he has no reason to hold back the truth. He speaks plainly and viciously of the Fine Fellows, revealing their true nature.

If Kelim is with the party, Halleth decides to save him for last. Despite Kelim having no part in his murder (Kelim had already wandered off), Halleth is poisoned by hate and regret. Death has made him reflect on his past sins, chief among them being his tolerance for depravity. Kelim now stands as one of four monuments to this fall from grace. Whenever the two are alone, or the party is resting, Halleth promises Kelim an excruciatingly slow and painful death—after witnessing the grisly ends Halleth will deliver to the other Fine Fellows. Kelim's only hope is for the three other Fine Fellows to die first, which causes Halleth's soul to depart from this world.

EPILOGUE

Once the adventurers find the secret stairs leading to Level 2, they should level up to 6th level.

Choose one of the following narrations to cap off your session of *Dungeon of the Mad Mage*:

THE STANDARD SEND-OFF

The stairs yawn before you like the gullet of a great beast that promises you nothing but pain. With sweat on your brow and blood on your blades, you look to it and grin. Already you've conquered the first level of Undermountain—what's another twenty or so?

You share a glance, a smile, and descend together into those mythic depths where the greatest heroes are forged.

HALASTER'S GAME: THE HOST'S SEND-OFF

The Mad Mage telepathically speaks to the party during this narration, utilizing the concepts of *Halaster's Game*.

As you clamber down the stone steps, your hearts emboldened and your limbs weary, applause rings out. It rings out not from the stones of this place but the stones of your mind. A voice booms within your skull:

"And so, after great peril and bitter victory, our newest guests delve deeper into Undermountain and we at home must wonder: *who are* these blind fools? What do they want? Who do they wish to be? What horrors shall they face next? Who shall fall and who shall live under the shadow of failure? Find out all these and more next time on *Dungeon of the Mad Mage!*"

Music begins to play within your heads, jaunty and jovial and maddening. You look through the stone ceiling to the gods above and pray for it to stop.

LEVEL II: THE ARCANES CHAMBERS

"And deeper do our contestants go, down through the dark halls of my arcade," – the Mad Mage

QUICK NOTES

- The goblins of the bazaar are not hostile and should go to great pains to keep the peace.
- The highlights of this level include: The Fine Fellows of Daggerford; Kalabash and Trenzia, the past apprentices of Halaster; and the politics raging about the Xanathar Guild.
- It can be difficult to present the feud between the Xanathar Guild and the wererats. See "Flight of the Wererat" in the Special Events of the Goblin Bazaar to present it to your players and use Yek the Tall as a mouthpiece to describe the conflict.
- There are two gates on this level (Areas 5 & 12). The party must be 8th- & 9th-level to use them.
- Mimics abound (see Area 22F) so torture your players with messages like "That's probably not a mimic," possibly even telepathically whispered by Halaster.
- The way to Level 3 is through Area 20, the Xanathar Guild's outpost. Those that brandish the guild's symbol, a circle with ten equidistant spokes, can pass through unmolested by the **beholder zombie** guardian of A20A. Rizzeryl, the Zhentarim drow, has one of these symbols.

PREVIOUSLY ON DUNGEON OF THE MAD MAGE

There are a few considerations from Level 1 that you need to keep in mind when running this chapter:

The Revenant. If the adventurers freed the revenant in Area 37 of Level 1, he wastes no time in exacting his vengeance. See *Halleth's Revenge* for more details.

Kelim the Weasel. If he was rescued in Area 36 of Level 1, but not allowed to leave Undermountain, Kelim has no choice but to follow the adventurers. He will recognize his former companions, the Fine Fellows of Daggerford—and possibly be goaded into betraying his saviors for them, if the Fine Fellows can regroup.

The Missing Prototype. The Undertakers took advantage of a flesh golem that wandered up to Level 1; it likely originated from Trenzia's laboratory, A7.

Xanathar's Guild. It's conceivable that, if the Guild was thwarted by the adventurers on Level 1, they would send word to the outposts here on Level 2. The Guild may send agents to the goblin bazaar or through the halls to find, kidnap, and punish these brazen fools.

HALLETH'S REVENGE

Brought back to seek out sweet, sweet vengeance against his old comrades, Halleth Garke will waste no time in seeking out the Fine Fellows of Daggerford—assuming the adventurers freed him from L1, A37.

Halleth's victims number three: the dwarven **scout** Copper Stormforge, the human **priestess** of Shar, Midna Tauberth, and Rex the Hammer, a human **champion**. They can be found in Areas 1E, 11, and 13, respectively.

Roleplaying the Revenant. Halleth believes this vengeance is a quest offered by his deity, Waukeen—that this is the final trial before everlasting paradise. He's sorely mistaken. While Halleth was not completely evil in life, his tolerance for it has damned his soul to the Nine Hells. Yet he'll go on and on about that "next gilded world" which his soul, apparently, will join.

ADDITIONAL LOOT

Players love loot, even if it's useless. Despite being described as a trove of riches for those dumb enough to brave it, Undermountain is strangely barren of loot. While one can argue that several adventuring parties may have picked the level clean, so can one argue that some secrets went undiscovered and some adventurers went missing on the return trip. Include this additional loot at your own discretion. The following items have been added:

Philter of Love. Added to Area 2B, it is the hope of this author that an adventurer falls in love with a goblin, albeit only for an hour.

Potions of Healing. Added to Areas 2B and 7C.

Potions of Lightning Resistance. Added to 7C.

RANDOM ENCOUNTERS

Monsters wander this level in search of food. You can also use the following encounters to spice up Level 2:

A GRICK AND ITS GOBLIN

Shrill shrieks echo across the darkened halls as wet flesh slithers against stone and nails scrape against any handhold they might find.

A **grick** has ensnared a **goblin** and is pulling it away into a nearby crevice to feast. Characters that speak Goblin understand that the poor fellow is screaming for aid: from the gods, from his brethren, from his mother. When they hear his screams, the distance between the adventurers and the goblin is 60 feet.

If the adventurers save the goblin, it returns to the bazaar and tells all of their deeds. The vendors offer a ten percent discount (rounded up) to any wares the adventurers might buy thereon.

CONJURED OWLBEAR

Bored, Halaster teleports an **owlbear** into the hall that the adventurers are currently in. If you're playing the Mad Mage as a deranged gameshow host, his theme song heralds this event one round before the owlbear materializes. Read:

Music drifts through the halls, ushering in an ill wind as a rift forms, bright and violet and turbulent—and out from the portal charges a frenzied owlbear!

The portal snaps shut behind the owlbear immediately. Halaster positions the portal so that the owlbear flanks the most disadvantaged character.

DESPONDENT SPECTATOR

Kalabash, an apprentice of Halaster found in Area 2, once summoned a **spectator** to guard his chambers. The duration of their pact, 101 years, has elapsed and now it roams Undermountain looking for something better to do. Once the adventurers find it, it explains:

"My summoner... Did not make it to the 'final round' of his master's precious game, as it were. The poor fool's been trapped in a pocket dimension for centuries, well over our agreed pact of a hundred and one years. Now... Now I am whittling away the days, as you lesser creatures are fond of saying."

The spectator wants nothing more than a purpose. It will not, however, follow the adventurers.

XANATHAR SENDS ITS REGARDS

If the adventurers rampaged through the guild's outposts on the first level of Undermountain, and left witnesses to describe them, the guild quickly musters up a reckoning. They send word to the nearest outpost (in the expanded dungeon) which sends a goblin **assassin** to murder the adventurers.

It takes the better part of a day for word to reach the next outpost and for the assassin to be dispatched. Thus, the assassin finds the adventurers only if the party takes a long rest. During that time, the goblin assimilates into the bazaar and awaits their return; or, if the adventurers are staying at the inn (see the additional amenities outlined in the Goblin Bazaar), it attacks while they rest. If the adventurers have already left the bazaar, the goblin waits there until convinced they won't return and takes to stalking them through the halls.

When the assassin makes its first strike, it whispers, "Xanathar sends its regards." This agent has the statistics of an **assassin** with the following racial traits:

- It is a Small-sized creature with a speed of 25 ft.
- It can read, write, and speak Goblin.
- It can take the Hide or Disengage action as a bonus action on each of its turns.

AREAS OF NOTE

The following areas of the Arcane Chambers are of note:

THE GOBLIN BAZAAR

While by default, forty goblins are crammed into a handful of rooms, you have the opportunity to expand on the goblin bazaar, turning it into an entire *village*. Meager it may be, but it can still be a shard of civilization in these dark depths—and how often do adventurers get to assist *goblins* instead of murdering them?

If the bazaar is expanded, it includes the following amenities that the adventurers are sure to appreciate:

Bathroom. The Melairkyn dwarves fashioned a chamber of stone basins and spigots that fill with steaming hot water drawn from unseen springs below. To bathe, a character must pay 1 sp per hour. At any time, there are 1d6 + 1 male goblins leering at 1d4 female goblins.

Inn. A chamber, 40 feet by 30, has been renovated into an inn with bedrolls, scavenged from dead adventurer's packs, scattered about the room. The goblins charge 5 sp per guest per night.

Fighter "Pit." The goblins spar in a nearby chamber using blunted weapons (dealing 1d4 bludgeoning damage) while others bet on the outcome. The room has no pit, but everyone is polite enough to ignore what its founder named it.

Tavern. A sitting room carved by the Melairkyn dwarves features cracked stone tables, shelves, and a bar stocked with whatever alcohol the goblins can scavenge. There is one cask from Garrux's Brewery (Area 22) that former adventurers rolled back to the bazaar and sold. The goblins happily tell anyone where to find more and promise 40 gp per barrel.

1A. BAZAAR SIDE ENTRANCE

Once the party clamber down from L1, read:

As you descend to the second level of Undermountain, you find yourself at a junction. Hammers fall against wood in the distance as the halls come alive with a guttural language sprinkled with cuss words from various languages—Orcish, Dwarvish, Common. Dozens of voices are packed together in these tight halls, clearly arguing with the sort of zeal you find at a dockside brothel.

1E. YEK THE TALL

Sitting on a makeshift throne is a man: a handsome human with golden locks and sharp features. He brandishes a grimy, handheld mirror—the better to admire himself with. As you approach, his guards, goblins and bugbears, hang back, ready for violence but clearly not pining for it.

In the corner, one ugly son of a bitch lies chained—a beardless dwarf, his copper-orange hair like fire in the torchlight and his eyes bloated with indignation.

Yek, vain as he is now, has had a shift in his priorities. No longer does he clamor for war or prosperity, but the status quo. He is content with his new beauty while his tribe continues to eke out a meager life in these depths. He is not too consumed, however, to know that his people are sandwiched between a Zhentarim-aligned wererat gang and the Xanathar Guild; he may ask the adventurers to destroy one or the other.

Shaved Dwarf. *DotMM* doesn't detail the cause of Copper Stormforge's imprisonment, but it can be assumed it was theft. The adventurers may parley for his freedom with Yek by paying for the cost of the stolen items (24 gp) and succeeding on a DC 12 Charisma (Persuasion) check. On a success, the goblin boss decides that shaving Copper's beard is "punishment enough, so that all who look on his ugly mug know him to be a thief." Since his transformation into a human, Yek has preferred "human-talk," which is to say big words.

HALLETH'S REVENGE

If Halleth Garke is present, he wrings Copper's thick little neck. Nothing can deny him this pleasure. Read:

The dwarf recoils at the sight of the revenant. "H-Halleth?" he chokes out.

The dead elf grins, his eyeball dangling by a thin rope of flesh. "It's me, Copper. You thought you could cheat me not once, but twice—but there *won't* be a third."

The revenant stalks forward as the dwarf struggles in his chains, calling for help, any help, pleading for the goblins—petrified, these goblins are as a knight of death marches forward—and with his last breath before those cold hands wrap around his throat, the dwarf prays to the gods for mercy... but his prayer is reduced to a gurgling litany as Halleth Garke embraces him one last time.

It's slow and it's loud. The dwarf's eyes bug out as the revenant chokes away the last vestige of life and light from Copper Stormforge's eyes. The bones dance beneath Halleth's fingers, cracking like the first thunder of spring.

"Well then," the elf says, rising. "One down, two to go."

SPECIAL EVENTS

You can use the following two events to portray the story of Level 2 & 3 of Undermountain, preferably in this order:

AZROK'S AMBASSADOR

Thunder consumes the hall. Goblins everywhere pause and ponder. A crowd forms that is quickly split in twain as a platoon of armored men march into the bazaar. A banner bobs in the windless dungeon: a bloody handprint inside a hollow red triangle on a sheet of yellow flesh.

The sergeant shouts a guttural word, and the platoon halts. A man marches alongside the left flank and removes his helm: a hobgoblin riddled with old scars. In that guttural tongue, he addresses the petrified masses.

The Legion of Azrok (see L3) has sent a squad of ten **hobgoblins** to recruit soldiers for their war with the drow. Characters that speak Goblin can understand the **hobgoblin captain** that demands an audience with the goblin leader, Yek. Otherwise, a character that succeeds on a DC 16 Wisdom (Insight) check can intuit that the captain is here to recruit soldiers and collect supplies, given the banners and wagons of bloodied arms and armor carted in by the hobgoblins.

Desperate for aid, all racial divisions have been erased between goblinoid and man. The captain can speak broken Common and will relay the following information to characters that ask.

- The "vile" drow of House Auvryndar wage unfettered war against the "peace-loving" hobgoblins of the Legion of Azrok, who claimed the ruins of Stromkuhldur as their home years ago.
- Warlord Azrok ("an honorable warrior and savior of our people") has issued a call-to-arms, promising glory and gold to those that aid the Legion, regardless of race.

Characters that heed the call receive a visa of sorts that will grant them safe passage through Stromkuhldur: a small stone painted with a bloody handprint.

While the most direct route to L3 is through House Auvryndar's territory, the hobgoblin squad navigated the Expanded Dungeon until they reached the Arcane Chambers. The squad will return by that route. If the adventurers wish to travel with the squad, the captain requires they swear an oath to meet first with Warlord Azrok—an oath the adventurers should not take lightly. If they agree and follow the squad (who leave tomorrow morning) then they can instead start L3 in Area 22. The journey is long and arduous and takes four days.

FLIGHT OF THE WERERAT

To organically present the feud between Rizzeryl's gang and the Xanathar Guild, you can use the following events, preferably after the Azrok's Ambassador event.

A human (a **wererat**) by the name of Dannoth is purchasing rations in the bazaar when he's apprehended by a cloaked **bugbear**. Dannoth escapes by shapeshifting into a rat. Read the following:

You hear a tangle of shouts as tins and rations clatter to the stone floor. Two figures struggle: a burly, cloaked man has snatched up a scrawny human from behind. As the chaos unfurls, the human bites down on his assailant's forearm and utilizes that distraction to shapeshift into a rat. His flesh melts and contracts into a foul critter that scampers off between the tattered stalls.

Dannoth attempts to escape. The adventurers can pursue him, following the urban chase rules (see Chapter 8, *Dungeon Master's Guide*). If caught, he pleads for his life, presenting himself as pathetic and squalid as possible—and utilizes the first moment to escape again.

THE ARCANE CHAMBERS

The following areas outside the bazaar are of note.

2. KALABASH'S CHAMBERS

Here the adventurers get their first glimpse into what sort of macabre fate awaits those that dare study under the Mad Mage—and fail to meet his standards.

2A. WATER PUMP

Water trickles from a faucet, breaking what would otherwise be silence as it drips into a vast stone basin. Its hand pump is crusty with rust and slumped over the basin's lid is a goblin's corpse. A bucket lies nearby, its water spilled.

The goblin was sent by the bazaar to collect fresh water. Hearing the sounds of cookery and smelling delectable food, the goblin wandered into Area 2C where it fell for Halaster's trap. The **specter** in the kitchen woke and animated the pots and pans, which chased the poor goblin to Area 2A, bludgeoning him to death before returning to the kitchen. Close inspection of the goblin's corpse reveals several bruises over its body and a caved-in skull.

The Ingredient: Love. While the adventurers are here, a spell of Halaster's is in play: they can smell roasted meat and freshly baked bread which get their stomach's rumbling.

2B. ABANDONED LABORATORY

This chamber, clearly an alchemical laboratory, is choked with dust. Grimy vials and alembics sit unused on rusted iron tables. Ingredients have rotted on the shelves and in their bottles. Can nothing be salvaged?

Disturbing the equipment alerts the **specter** in Area 2C. The risk may be worth the reward, however:

Additional Loot. Close, noisy inspection of the alchemical supplies reveals three *potions of healing*, and a *philter of love* whose true nature can easily be missed, leading to some goofy shenanigans.

2C. WIZARD'S KITCHEN

As a variant, the kitchen can be under an illusion of the Mad Mage's—or the specter's—making. It looks clean and fresh; the stew in the cook pot is irresistibly delectable. Only when a character takes an action to study the kitchen (making a DC 16 Intelligence (Investigation) check) can it begin to suspect that this is an illusion. On a success, it can see how decrepit the kitchen truly is.

Once the **specter** is slain, the illusion shatters.

2D. KALABASH'S BEDROOM

Kalabash has been driven insane by centuries of isolation—yawn. Consider the following variant: replace Kalabash with an **allip** from *Mordenkainen's Tome of Foes*, the statblock of which has been provided in Appendix B.

The pocket dimension Halaster confined Kalabash in was furnished with all the tools the mage would need to continue his research, undistracted from ale... But, desperate to escape, Kalabash instead sought to blackmail the Mad Mage. He sought out ancient lore that Halaster had protected with a curse. Learning this lore annihilated Kalabash's body, leaving only a wisp of his scorched spirit which now seeks to end its torment by passing on that knowledge—a long and arduous campaign of maddened whispering that is.

What was the lore that Kalabash discovered? That the Mad Mage cannot die. That no matter what, days after his death, he shall reform in a new body with a mind that has once again witnessed its own destruction. The Mad Mage cursed this knowledge, fearing that if it were known that he could cheat death, forces equal or greater in power to him would band together to imprison him once and for all.

Halaster's curse prevents Kalabash from explicitly telling any soul this secret; he can only pass it on as all allips do: by tormenting some poor mind into recording that lore. Unfortunately for him, the curse forces him to write only in a vast cipher, which takes 30 days of steady scribing, and a DC 22 Intelligence (Investigation) check to crack, after which Kalabash is freed from his torment.

If Kalabash is released, the spirit visibly enters a rotted tome in his chambers, hoping that someone will pick it up. If they do, the spirit whispers to them ceaselessly, animating them to write, and write, and write...

3. HALASTER PUPPET

HALASTER'S GAME

"We asked one hundred adventurers, 'What do you dread most while dungeon delving?' Name a response!"

Halaster's puppet is imbued with a fragment of his master's magic and uses an augmented *telekinesis* spell (spell save DC 22) to divide the adventurers into two teams, each standing at separate ends of the room. It then manifests a table before it with two buttons, each glowing red, and instructs them that they will play a single round of "Delver Dance." If they move from where it placed them, it promises to "roast this cavern like a fine pig."

Rules of the Game. The puppet explains the rules (in short, it's modified *Family Feud* with a twist): each team sends a "champion" to answer the question described below. At the start of the round, both champions roll initiative; the quicker one hits the buzzer first and can supply answers until all eight correct answers have been provided, or up until three mistakes have been made, after which the other champion can "steal."

The opposing champion has one chance to provide a correct answer, winning the points of all previous answers if correct. If the champion is wrong, the first team totals its points from the previous answers. The team can still answer questions but start with zero points. After three mistakes, the round ends.

WHAT DO YOU DREAD MOST IN A DUNGEON?

#	Pts	Answer	#	Pts	Answer
1	24	Mimics	5	11	Returning Home
2	23	Absence of loot	6	6	Mind Flayers
3	18	Undead	7	5	Drow
4	12	Adventurers	8	1	The Mad Mage

Consequences. Halaster's puppet assures them that whichever team loses will be *fireballed*. It's an empty threat: the puppet can't cast that spell.

The X-Factor. A teammate can volunteer to drink "the X-Factor," a vial of indiscernible liquid that the puppet provides. If they do so, whether they survive the imbibement or not, they give their team 10d6 points. The vial is a poison that deals 6d6 poison damage on imbibement and subjects the imbiber to a DC 16 Constitution saving throw; on a failure, they are poisoned for 10 minutes.

Prize. The winner of the game gains what appears to be a handful of stickers. These stickers portray various expressions on Halaster's face.

Answers. The results of the survey are broken down above. The number of points won are equal to the number of people that answered.

7. SHOCKING DISCOVERIES

Behold: Frankenstein and her monster.

Log Entries. This area requires little changes except one: it seems a bit outlandish that all it took was three days for Trenzia to tire so much so of her fellow apprentices, as described in the log entry found in Area 7B. Consider changing it from "Day 3" to "Day 34." Or, even better, "Day 362."

Additional Loot. Characters that search Area 7C can find 1d4 + 1 *potions of healing* and two *potions of lightning resistance*.

11. MIDNA'S LAIR

By default, Midna sends **living unseen servants** to attack intruders—that's a recipe for her early death. Instead consider the following variant:

Variant. Midna is no fool. Rather than have her order this invisible legion to bludgeon her foes, it's suggested that she merely waits out the adventurers or attempts to ingratiate herself to them, knowing that she fares almost no chance by herself in these wretched halls. She uses them to either escape back to Waterdeep—stealing what she can from their packs—or prevail to Skullport where she hopes to find work as a mercenary.

HALLETH'S REVENGE

If Halleth Garke, the revenant, is with the party, he chases Midna down and throttles her to death. Read:

"Midna," the revenant calls, a lazy grin on his tattered face. The bruises stand out like violet beacons. "Midna, my dear... It's time to pay the piper."

The priestess recognizes the corpse and recoils. "You... No, no, gods no, you... You can't be..."

"I am," says the elf. "Reckoning has come. Your reckoning."

"Stay back!" she shouts, kindling radiant fire in her palm—but the revenant cares not and marches on even as the bolts of holy flame are hurled at his wretched body. "Back!" she screams, but there's no use. There's no negotiating with the reaper.

The revenant closes the distance, and gently cups one of the two the holy symbols at her neck—the symbol of Waukeen. "My Lady, my goddess, I give unto you this tith. Do with her what you will."

"Halleth, please, I didn't mean you any h—"

The priestess's cries are cut short as the revenant closes both hands around her throat and snaps her neck like a dry branch. Her body ragdolls to the floor—but not before Halleth snatches back the symbol of his deity and adorns himself with her divine icon.

Variant. Reclaiming his holy symbol is, as written in *DotMM*, enough to prematurely end Halleth's quest for vengeance—but that... That isn't gothic enough. Ignore it at your leisure if you wish your adventurers to witness Halleth brutally murdering Rex the Hammer, if he hasn't done so already.

13. MUTATED APPRENTICES

In these wretched halls roam **gibbering mouthers** and **nothics**—a testament to the madness of Halaster Blackcloak and the insidious seed planted deep below Undermountain that afflicts all that stay here.

Ambiance. If you play on Roll20, or use YouTube, you can search "gibbering mother" and let that manic noise wash over your table.

Nothics. The nothics tell the adventurers, "The seed shall bear bitter fruit. Already we see it in you." They refer to Weave Addiction. See *HG, Dungeon Overview* for more details on this predicament.

Mezzoloth. It can be assumed that the mezzoloth here was hired by Halaster Blackcloak, not enslaved. Do remember it has four arms—all the more to grapple someone with!

HALLETH'S REVENGE

If Halleth Garke, the revenant, is present, he immediately springs to Rex's defense, slaying the monsters—for none will deprive Garke of his vengeance. Once the enemies have been dispatched, Rex realizes who this creature is and recoils. Read the following:

As the last of your foes fall, the revenant turns—in all his grisly beauty—from the corpses to the wounded warrior. His voice is cold. "Rex, old friend. Old, dear, Rex. I never did get to give you a fair farewell."

Horror mounts behind the warrior's eyes, but it's quickly tamed. "You... Do it, you ugly son of a bitch. Get it—"

Without any grace, Halleth Garke *leaps* onto the warrior, pounding his blackened fists into the man's temple, raining blows upon his body to the music of broken bones and cries of pain until the two finally still.

If this is the last survivor of the Fine Fellows of Daggerford, Kelim the Weasel notwithstanding, Halleth Garke's disintegrates into dust that crashes down upon Rex's broken body.

14. BASE DE RÉSISTANCE

Rizzeryl, the **drow mage**, casts *greater invisibility* on himself when he hears intruders. If asked why, he assures it's for his own safety. If the adventurers ingratiated themselves to Dannoth the wererat (see "Special Events" in the Goblin Bazaar above), Rizzeryl feigns trust after the wererat vouches for the adventurers—but secretly the elf does anything but.

REBELS AND PATRIOTS

The picture Rizzeryl paints is one of tyranny and righteous resistance: that Skullport ("an ancient bastion of freedom") has been oppressed by the Xanathar Guild for too long. The people long for an end to the beholder's regime, apparently, and Rizzeryl is one of the few left willing to fight. His task, for now, is simple: destroy the Xanathar Guild outposts here on Level 2. They are led by:

- Nadia the Unbent, a "brute of a woman with a penchant for violence; she took an axe as her husband and war was her dowry."
- Shunn Shurreth, a "spider-faced drow cursed by the demon goddess Lolth—his mandibles tremble for the taste of fresh blood."

What Lies Ahead. Rizzeryl knows the following information about Level 3, but he won't share it unless he's magically compelled or tortured.

- Level 3, "the dwarven ruins of Stromkuhldur," is the site of a guerrilla war between a hobgoblin legion and House Auvryndar. The River Sargauth leads downstream to Skullport, a den of scum and villainy currently under the thumb of the Xanathar Guild. The drow hope to seize it.
- The drow of Level 3 are led by the sadistic Trissa Auvryndar, a priestess of Lolth. Her mission is to seize Stromkuhldur, and failure is not an option.

VARIANT: SAFE PASSAGE

If the adventurers assist Rizzeryl, he can provide them a broach of House Auvryndar and a letter that he guarantees will grant them safe passage through the areas controlled by the drow on Level 3.

"Without this, you're as good as dead," he says, "and trust me, you'd rather be dead than enslaved."

While he's loath to reveal his allegiance, if it will guarantee the demise of the Xanathar Guild, he's willing to share it. Unfortunately for the adventurers, the treacherous drow will not honor this promise. As a male, Rizzeryl has no authority in his house, and the adventurers are sure to be captured and sacrificed to Lolth.

Rizzeryl, for his part, is deluded enough to think his promise will be honored. A character that succeeds on a DC 17 Wisdom (Insight) check can perceive a hint of doubt in the drow, however.

21. ANIMATED BALLISTAE

Wood groans like an old man—and out from the gloom lumber two animated ballistae on hinged legs. Almost like mouths, they rack back their bolts, and fire kindles like the maw of some minute hell.

See **animated ballista** in Appendix B of this supplement for a more concise portrayal of statistics.

22. GARRUX'S BREWERY

Only one creature inhabits the brewery: a **beholder zombie**. The complex is otherwise empty. However, you can add 2d6 + 2 dwarf **skeletons** who otherwise continue to brew ale as they did in life; Halaster could conjure hops and other necessary ingredients. However, most barrels are beyond disrepair and the dwarves merely brew ale just for it to leak out of faulty casks. The skeletons remain passive unless attacked or their equipment and ale is stolen.

22A. ALE DISPENSER

When a character opens the sixth spigot, a patch of green slime spills out.

Green Slime, Abridged. A creature within 5 feet of the pipe must make a DC 10 Dexterity save, otherwise the slime falls on it. The creature takes 5 (1d10) acid damage and then again at the start of its turns until the slime is scraped off or destroyed. Any nonmagical wood or metal object used to scrape it off is effectively destroyed. Sunlight, any effect that cures disease, and any effect that deals cold, fire, or radiant damage, destroys the patch of slime.

22B. "BREWERS ONLY!"

When the adventurers enter this room, a spell laid by Halaster can activate, speaking to them. Read:

A voice whispers from the lintel above the door. The voice of the Mad Mage himself:

"The dwarves rejoiced in these halls. Busied themselves with ale and dreams. Then I came. And all would be mine. Everything below the mountain is mine. Even you."

22C. ALE VATS

Most of the vats lie empty, whatever brew they once held having long since evaporated... But as you inspect those yet filled, you feel the attention of something. The Mad Mage, perhaps? Scrying on you?

You look about the gloom and find nothing, returning your attention to the vat—something plops in the water. Before you can even pull back, the fetid waters rush as a fanged maw opens beneath the surface and out from the depths rises a beholder's corpse. Ancient ale and foul water falls from its rotten flesh in a shower as it smiles at you hungrily.

22D. BARREL RUN

In the highly unlikely event that the entire party is trapped in the pit traps without thieves' tools or the magic needed to escape, consider the following:

Destruction. The pit lids have an AC of 15, a damage threshold of 5, immunity to poison and psychic damage, resistance to piercing and slashing damage, and 25 HP.

Salvation. At the start of every day, roll a d20. On a roll of 11-20, a chaotic neutral adventuring party stumbles across this area, activating the pit traps. On a roll of 16-20, they too actually have the means to escape (thieves' tools or the *knock* spell prepared).

25. CREATURE STORAGE

Mist chokes these chambers. Off in the distance you hear metal striking stone—slow, methodical, perfectly consistent. As you approach, you catch sight of a cuboid contraption with spindly limbs marching in a counterclockwise circle.

HALASTRON

Your players are sure to gawk at the **modron**, only to be disappointed when they learn it can't speak Common. Unless you know an adventurer has *comprehend languages*, consider allowing Halastron the ability to converse in the broken Common he's learned from the Mad Mage. If you do so, he is fond of the phrases below, and uses them at the most inappropriate times, as the modron is still learning mortal social cues and behavior. Every encounter with adventurers, then, is another opportunity to expand its skills.

Halastron also openly explains its "directive" assigned by the Mad Mage, as outlined in the its description in Area 25A.

HALASTRON'S FAVORED PHRASES

d8	Phrase
1	"That's show business for ya."
2	"Shut up, baby, I know it."
3	"Rejoice—you are all gears in the machine."
4	"Extinction is inevitable. Live it up while you can."
5	"Neat."
6	"0-1-1-0-1-0-0-0 0-1-1-0-1-0-0-1."
7	"I can dig it." / "Can you dig it?"
8	"Bite my shiny, extraplanar ass."

LIFELIKE STATUES

For the sake of brevity, the statistics of the petrified creatures have not been included in this supplement, unlike other monsters and NPCs found on Level 2. It's also unlikely that the adventurers have the means to transport a statue without severely exerting themselves—the Mad Mage relies on a spell of *telekinesis*, for example. Even the smallest could weigh hundreds of pounds. In the event that the adventurers *do* try to move a statue manually, it requires a combined Strength score of 20 or higher. After moving a statue, each character must make a DC 20 Constitution saving throw or gain one level of Exhaustion. The DC is lowered by 2 for every character that aids in transport, up to a maximum reduction of 8.

26. ANCIENT ELVEN TOMB

Unnatural mist roils in these ancient chambers, bucking and drifting between long-forgotten sarcophagi. It's cold and in the immediate distance beasts slaver and rage at their lot in this pitiful life.

The two **owlbears** here attack immediately—but while the first charges out from the mist, the other skulks between sarcophagi, emerging to strike at the flank of the adventurers.

I AM ROOT

Trust that your players are going to want their own awakened shrub—now, not later. Consider changing it so that someone, a previous adventuring party perhaps, planted a shrub in the *pot of awakening* thirty days ago and now the **awakened shrub** is about to be born. Dollars to donuts, your players will name it "Root."

An awakened shrub speaks one language known by its creator; Common, in this case. For maximum comedy, disallow the shrub from saying anything but its name—though the adventurers can discern certain meanings from that single phrase, much like a beloved character from an insanely popular **movie franchise** play.

EPILOGUE

Once the adventurers find the path to Level 3, they should ascend to 7th level.

Choose between the following two narrations:

THE STANDARD SEND-OFF

Once again you have faced the mythic horrors of Undermountain and emerged scarred but victorious. You know that there are greater challenges and viler horrors ahead but together you shall prevail.

If the adventurers encountered the Fine Fellows of Daggerford and learned of their dark history, add:

"Together." That's the operative word. The Fine Fellows of Daggerford, those desperate fools, splintered and only then found their doom. Together they were strong, and alone they were nothing more than mewling curs waiting in line for the abattoir. So long as you stand together, nothing can ever tear you down. The depths await you, adventurers.

HALASTER'S GAME: THE HOST'S SEND-OFF

Halaster telepathically communicates this to the party as they descend to Level 3 of Undermountain:

A voice blooms from deep within your skulls:

"And so, our contestants persevere in the face of their countless shortcomings, saying goodbye to the Arcane Chambers and hello to the dwarven ruins of Stromkuhldur—but, we wonder, can they weather the storm of spiders and venom that is House Auvryndar? Can they escape the wretched drow? Or shall they too become pregnant with the demon goddess's foul children?

"Find out this and more next time on *Dungeon of the Mad Mage!*"

Halaster gleefully provides names House Auvryndar, as he hopes to eradicate the drow from his dungeon. By warning the adventurers, he hedges his bet that they can strike a crippling blow against the elves.

LEVEL III: THE SARGAUTH LEVEL

"Welcome back everybody, to Dungeon of the Mad Mage. Tonight's to be a fine episode. A fine episode indeed..." – the Mad Mage to his audience, whomever that may be

QUICK NOTES

- L3 is consumed by a war between the drow of House Auvryndar and the goblinoid Legion of Azrok. The players will blunder into Auvryndar's web first.
- The Legion of Azrok is *not* hostile to the party. Don't fall into the usual trap of "goblinoids always attack others." This level is designed to buck that stereotype.
- This level is an exploratory one pocked with satellite threats that otherwise keep to themselves. Refresh yourself with areas 8, 10, and 12.
- The adventurers can progress to Skullport rather than immediately pushing on to L4, the Twisted Caverns. There they can rest and resupply for a few days. It's worth the detour.

PREVIOUSLY ON DUNGEON OF THE MAD MAGE

There are a few considerations from levels above that you need to keep in mind when running this chapter:

Kelim the Weasel. If he's been accompanying the party since Level 1 of Undermountain, it's recommended that you use this chapter to kill Kelim off. He'll make a great incubator for spider eggs.

Azrok's Ambassador. If you ran the special event in *Companion* Ch. 2, the party may have a visa (a stone painted with a bloodied handprint) they can brandish towards the hobgoblins to get safe passage.

ADDITIONAL LOOT

Additional loot has been added to this dungeon level. Include it at your discretion.

THE CENTRAL CONFLICT

The Sargauth Level—better described as the Ruins of Stromkuhldur—is marked by a bitter war between the desperate Legion of Azrok and the capricious drow of House Auvryndar. The adventurers are thrown straight into the conflict as the path from Level 3 leads them right into drow territory—right to the boss's lair.

There is a risk, however: by coming to blows with the drow, they're likely to meet T'rissa, the boss of this level—and defeat her prematurely. While introducing the villain is great for narrative, T'rissa is far too weak to withstand the adventurers with the current guards she has unless the party is already wounded. Sometimes summarily executing a boss is a great story twist, but in this case it's anticlimactic. Imagine your adventurers meeting Warlord Azrok *after* killing T'rissa. Yawn.

Thus, you want to split this level into three acts:

First Blows. The adventurers wander into drow territory, seeing the tell-tale signs of torture and spider webs. They venture too far, meet T'rissa, and are defeated, stabilized, and impregnated with spider eggs—a lethal birth, that'll be.

Escape the Drow. The clock's already ticking when the adventurers wake. They must break free from their silken bonds and escape these vile chambers.

Azrok's Day. The adventurers explore the Sargauth level, looking for the way to the next level of Undermountain until they meet the hobgoblins of Azrok's Legion. They're compelled to meet the warlord, who asks them for aid in defeating the drow.

HALASTER'S GAME

The Mad Mage intends to insert the adventurers into the conflict for the sake of ratings. He issues a challenge to the party—the "highlight" of tonight's episode.

As the adventurers begin to explore the level, the Mad Mage arrests their progress and casts them into a pocket dimension. This preferably occurs after they've visited Area 3 or while they're in Area 18, but before they reach Area 4 or 5. Essentially, have this event occur early in the level, before they ever face House Auvryndar's forces.

Once you're ready to issue this quest, read:

The cavern doesn't shift, but utterly disappears without a single sound. Without flash or bang—no commotion at all. Where there was once cold stone now stands a boundless dimension wreathed in mist and fire-cast shadow. Reality has not even *melted* but been completely replaced without any fanfare whatsoever.

Freestanding bookcases flank a roaring fireplace, and sitting beside it, in a high-backed chair, is Halaster Blackcloak himself.

He lowers his book—*Blades of Brass* by Walt Whitdwarf—and hails you: "Contestants! Triumph! Glory! Inevitable death! These await you, but come, stay awhile and listen."

Before you can even consider fleeing, a force plucks you, placing you before the hearth, before Halaster. He shuts his tome and smiles.

"You've descended to the ruins of Stromkuhldur, bastion of the ancient Melairkyn dwarves. Here they eked out their small, little lives. Bright lives in the darkness... Before the darkness swallowed them whole. To this day the veterans of that ancient war lay siege to these ruins. The vile drow of House Auvryndar war against the Legion of Azrok for control of these ruins so that they may seize Skullport, perhaps even Waterdeep itself. It's up to you to strike at the drow—or leave them to their devices. History has shown them to be a stubborn, sadistic lot, so I'm sure it'll all work out."

Halaster provides no other information other than that a legion of hobgoblins has claimed this land as theirs but were forced to give it up with nary a fight; as well that the drow are voracious and led by a priestess named Trissa Auvryndar, who has orders to secure this level for her noble house. He does not disclose their locations either.

Time seemingly stands still while the adventurers are in this pocket dimension. However, if they ask Halaster, he informs them that their *perception* of time has been so rapidly increased that, after they leave, only four seconds will have passed. He remarks, "You're all standing there, slack-jawed and vulnerable. Just like any other day, eh?"

The Game and its Prize. Halaster's quest is simple: kill Trissa Auvryndar (see A6) and rout her forces in what Halaster calls "Drow Town" (A20). They must then cast Trissa's holy symbol of Lolth into the River Sargauth. He promises a reward of "great power" if they succeed. If they succeed, Halaster appears on the ferry described in A13. Read the following:

You cast the holy symbol of the Spider Queen into the river—good riddance. You look about: the Mad Mage promised to meet you, if you held up your end of the bargain. And so, you wait. You wait, and wait, and wait, until when it's come time to finally quit this place, you catch sight of a black gondola poling from upstream.

A black-robed figure with a horned, skeletal face poles the gondola along the current... and standing there, grinning ear to ear, is the Mad Mage. His claps are like thunder as he shouts, "Well done, well done! I never believed in you, and you made it through anyway! Well done, indeed!"

When it comes time to pay them their reward, Halaster visibly draws out a handful of dice and casts them into the air where they roll and stop naturally. On an even result, he rewards them with a *quaal's feather token* (swan boat), described in Appendix A of this supplement. On an odd result, he tells them, "Self-respect is the greatest power of all" and winks out of existence.

AREAS OF NOTE

The following areas are of note:

1. CATACOMBS

A chill haunts these catacombs. The walls themselves are carved with the imagery of mountains and Dwarvish script and are marbled with the veins of glittering minerals. The tombs—testaments to the bitter end of the Melairkyn clan—line the walls like shelves, each bearing a symbol: a mountain with a gem at its heart.

A character that reads Dwarvish can translate the script: "To ancestors past, we salute. To sons and daughters, we beg." Characters that succeed on a DC 13 Intelligence (Religion) check recognize the religious symbols as that of Dumathoin, a dwarven patron god of mining and exploration and the protector of the dwarven dead.

2. DEAD EXPLORER

Rotting in a corner of the cavern is a human's corpse. What's left of his face is twisted into a silent scream.

Once a character makes a DC 13 Wisdom (Medicine) check, also add:

Grisly wounds mar the corpse: bites, dried blood, viscera. On his neck, the skin has peeled outward—perhaps something emerged from within. You shudder.

Additional Loot. Characters that loot the corpse find a coil of rope, 30 feet long; a small coinpurse containing 3 gp and 12 sp; a dagger with a dried substance coating it (spider blood); and a small golden locket with an inlaid portrait depicting an elven man (worth 15 gp). A frequent patron of the Yawning Portal of Waterdeep will recognize the elf as a one Auron Silverleaf, a former adventurer. He would be grateful for the return of the locket and the news of his lover's ultimate fate.

3. GRICK AMBUSH

Rubble is strewn through the chamber, granting the **gricks** advantage on Stealth checks. The predators wait until the party is half way through the chamber before attacking.

5. HOUSE AUVRYNDAR

The drow have claimed these areas as their own. Your goal is to use this area to foreshadow the conflict between the goblinoids and drow that the adventurers are now embroiled in.

5A. WELCOMING COMMITTEE

Remember that quaggoths have a climbing speed and a +5 to Athletics. If they've been alerted to intruders, have them cling to broken bits of the chamber, or support themselves in corners in the room, ready to leap down on intruders.

5C. PRISON

The hall reeks of filth and excrement. It's lined with prison cells and infested with savage men that terrorize prisoners by raking clubs against the rusted bars.

The following characters can be found in the prison:

Geldax. The human **commoner** has been reduced to a mewling cur and is desperate to see the sun again. If freed, he becomes a liability and would never survive through Levels 1 and 2. His only hope is to reach Skullport and eke out a meager life in that subterranean town.

Lurrash. The hobgoblin is stoic in the face of his coming torture and inevitable death. Duty has prevailed over self-preservation. He tells the adventurers, "If you cannot save me from this cell, save my people from these vile elves. Seek out Azrok's Hold, the bastion of our people—find Warlord Azrok. He will grant you safe passage should you assist our people in this desperate hour."

Drow. The famished, wounded elves are trying to one-up each other. When they first see the adventurers, one whispers, “Hey! You! Outsiders! C’mere!” If a character approaches, roll initiative. The first **drow** stabs at a character (+4 to hit, 1d4+2 piercing damage) and then dances back. The next two drow fire their hand crossbows, but not before saying, “Well, I can do better than that,” and “T’rissa’s love shall be mine, fool. Watch this.”

5D. SUN ELF

A stunning elven maiden lies in chains and tattered robes. Bloody lashes mar her back, and she looks to you with a tangle of suspicion and hope.

Marta’s “Story.” Marta provides the following tall-tale, so as to inspire the sympathy of these fools: captured on the high seas by pirates, Marta was taken to Skullport, where she was auctioned off as a handmaid for Skull Island, the fortress at the heart of the city, but she was abducted by the drow and brought here to be tortured.

A successful DC 20 Wisdom (Insight) check is enough for a character to doubt her story, and a DC 16 Intelligence (History) check allows a character to recall that the pirates of Skullport had been wiped out long ago, replaced by duergar and bugbears.

Marta’s Gambit. If freed, Marta still hopes to prove her worth to House Auvryndar. She betrays the adventurers at the most opportune moment: in combat, opening up with a *fireball* spell on the party or *counterspelling* a character’s crucial healing spell.

6. TEMPLE OF DUMATHOIN

The temple is choked by cobwebs across which skitter giant arachnids. Corpses hang in cocoons like festering holiday decorations. Atop a dais at the far end of the hall, a drow priestess, dressed in flowing, ebony robes, presides over four other elves—leading them in prayer to their demon goddess, Lolth, no doubt. A foul wind brushes through the hall, delivering the sounds of struggle, fear, and pain—for lo’ and behold, a figure writhes in his web, perhaps a sacrifice to be made to Lolth.

PROPERLY SETTING THE SCENE

If the adventurers turn here when they should’ve instead retreated, they’ll encounter, and likely defeat, this level’s true boss well before the story is ever rounded out. As a storyteller, your goal is to, well, tell a climatic story. Since T’rissa will stabilize fallen characters to act as spider egg incubators, you can afford to overwhelm the adventurers now by adding more forces to this room. See “Additional Forces” below for more information.

If the adventurers flee, the drow give chase. See the Special Event “Chimaera Drift” below.

TACTICS

The drow are highly intelligent enemies and veterans of constant warfare. Even if surprised, they can rally into a defensible position and mount a fierce counterattack. As described in *DotMM*, if T’rissa defeats the adventurers, she does not kill them but imprisons and implants them with spider eggs.

T’rissa. T’rissa, despite being the highest CR character in this fight, is a supporter. On her first turn, the **drow priestess of Lolth** should cast *conjure animals*, summoning 2 **giant spiders**, and position them as a vanguard. On her second turn, she ought to use her Summon Demon action to summon a **yochlol** (the statblock of which can be found in Appendix B). As her forces are wounded, her next priority should be to cast *mass cure wounds*. After this, spells of *insect plague* or *web* are best.

Drow. The four **drow** arrange themselves in a battle formation to protect T’rissa. The males, inferior beings that they are, are expected to physically put themselves between the adventurers and T’rissa while the females remain at range. Utilize their innate spellcasting: on the first turn, casting *faerie fire* on unarmored characters; another two can cast *darkness* in patches they expect the **giant spiders** to fight in. Only after they cast these spells do they resort to weapons.

Drow Mage. If the adventurers didn’t encounter him in Area 5A, the **drow mage** is here. His opening tactic should be to cast *greater invisibility* on himself or T’rissa, followed by casting *lightning bolt* or *cloudkill* (at the sacrifice of his concentration on *greater invisibility*) and keeping himself out of harm’s way via *misty step*.

Giant Spiders. One **giant spider** uses its Web action while the other two drop from the ceiling. The spiders have blindsight, so if the drow cast *darkness*, the beasts can attack uninhibited.

ADDITIONAL FORCES.

If your goal is to overwhelm the adventurers so as to capture and impregnate them with spider eggs, then on the second round of combat, 1d4 + 2 **drow** enter the room from Area 5, having heard the sounds of combat. On the fourth turn, a **drow elite warrior** arrives as well.

WIVES OF THE SPIDER QUEEN

If the adventurers are overwhelmed, Trissa stabilizes them. They awaken 1d4 hours later suspended 10 feet above the floor, as described in *DotMM*. Read:

The world slowly comes back into being. You hang about ten feet above the stone floor, wrapped in the arachnid embrace of a cocoon. You struggle feebly, hopelessly. Your body pulses with pain. There's poison raging in your veins. You can feel it there, howling, quivering, *yearning* to begin its life by ending yours.

The truth, you soon realize, is far more horrifying. As your eyes adjust to the darkness, you make out foul shapes attached to your body: sacs. Sacs in which things squirm. Things with far too many legs. You look about the webbed prison and see the corpses of past victims, dangling and ruptured from past births.

Halaster Blackcloak can telepathically communicate with the party, adding either of the following:

- "Ah, and our contestants finally awaken, newly wedded to the Spider Queen. Are they doomed to die during childbirth? Shall they escape?"
- "Your first mistake was losing. Your last will be not finding a cleric before tomorrow to rid you of this disease."

10. CAVES OF THE RIVER COVEN

ROLEPLAYING THE COVEN

The coven isn't in the business of subtlety and aim to toy with their guests by emerging from their pools. Once the adventurers enter Area 10C, read:

The dank cave reeks of brine and seaweed while geysers erupt in the distance. The walls are slick with algae and decorated with sea shells. Shallow pools pit the uneven floor like cancerous sores and as you tiptoe through the cavern, you can't help but wonder what lies beneath those darkened waters.

Gazing long at a pool, you blink with recognition: your eyes meet something below the surface. Two bright eyes shine from below. Almost frozen, you begin to steel yourself—and that's when a voice floats from the pool directly behind you: "Welcome dear. Welcome to our home. Our sweet, little home."

You whirl about: a crone festooned with barnacles and warts smiles at you, her head poking above the surface of that foul pool. Immediately she dives back below. Your eyes fall to a rotting trout. Foul magic must animate its lips indeed for it croaks, "Make yourself at home."

The hags are loath to come to violence and quickly introduce themselves. In league with Halaster, they want to pit the adventurers against the drow. The adventurers are sure to guess they're hags and will distrust them immediately. No matter—this isn't the coven's first rodeo.

The coven has concocted a tale for visitors: that they were cursed into these wretched forms by a sea hag matron now long lost to the waves. They insist that they want nothing but peace. The coven consists of:

Caldra Cuttlefingers. Not the youngest nor the oldest, Caldra acts as the diplomat. She assures the adventurers that they'll face no harm in these caves so long as they join them for a supper of oysters and raw fish. She claims to be a fierce adherent to the ancient Oath of Hospitality sworn between guest and host. A character that succeeds on a DC 19 Wisdom (Insight) check might sense in her a grain of truth.

Coral Black. Coral Black is chiefly psychotic and handsy. Her touch leaves a thin film of slime on any surface, and nothing cheers her up more than to stroke a character's "lovely" hair. If any adventurer has long hair, Coral incessantly offers to braid it.

Gurgle Brine. Gurgle Brine is ancient and lost her voice to a bargain made long ago. She speaks through the decaying lips of rotted fish within 30 feet of her. She is quick to anger and tends to slap others with a trout when making overzealous points, even against her own sisters.

10D. WATER GEYSERS

You can expand on this area through the following:

Geysers. In the gloom, it can be difficult to discern a geyser's mouth. Roll initiative thrice, each one representing a cluster of geysers. On its turn, it subjects a character standing on it or within 5 feet of it to a DC 14 Dexterity saving throw. If a character was standing on it, they are jettisoned 10 feet into the air and crash to the ground prone, taking 1d6 bludgeoning damage. A character standing within 5 feet of one that fails its saving throw must make a DC 10 Constitution saving throw if it was concentrating on a spell; its concentration is broken on a failure.

Grimlocks. You can add 2d4 + 2 **grimlocks** to this cave. They fight only in self-defense and warn the adventurers in Undercommon that the "crones provide... but also take." That is, to say, fish and safe harbor in return for sacrifices the grimlocks must make. The coven has tossed around the idea of ensorcelling the grimlocks to battle House Auvryndar, but know the savages are no match for the drow. In the meantime, having simple servants to collect food and warn of intruders is enough.

10G. LARDER

You hear a storm of whispering chains and wracking sobs drifting out from the darkness:

"Then," a rough voice grumbles in broken Common, "then I's gonna snap off yer fingers, grind 'em, eat 'em, feed 'em to you. You like that? Make you... into stew."

"Let me go," sobs a young boy. "Let me go!"
Delvin, the 13-year-old human boy, believes the **goblin**, Lerk, is his jailor.

Freeing Delvin. The sea hags don't take kindly to the theft of their "cattle" but aren't about to take to arms to prevent it. If confronted, the hags merely shrug and say, "He was the river's bounty—ours to collect" as if that alone excuses everything. They know that there shall be more prey to come, long after the adventurers have gone.

Returning Delvin. If the adventurers promise to return Delvin to Skullport, he provides information, carries their gear, and will act as a guide once in the town. He provides the following:

- Skullport is ruled by the Xanathar Guild under the paranoid watch of Sundeth, a half-ogre that delights in violence and shows of strength.
- An old archmage by the name of Tasselgryn Velldarn runs *The Poisoned Quill* and can teleport individuals out of Undermountain—for a price.
- Pockets of resistance to the Xanathar Guild are holding out in Skullport, desperate for aid.

10H. HAGS' HOARD

This hoard's a graveyard. A mountain of wrecked rowboats, twenty feet high, are needled by barnacle-encrusted masts. Countless captain's wheels have been pounded into the walls, accompanied by skulls—some bleached white, some yet still rotting, but all ghastly, all stolen from the depths... hopefully.

Jutting from the mountain of wreckage like some ominous tower is a crow's nest watched by a ship's wailing banshee figurehead.

Additional Loot. Among the treasure already described, you can add a *candle of the deep* and a *hat of wizardry* to the hoard, described in Appendix A, as well as 1d4 + 1 *potions of healing* and one *potion of poison*.

VARIANT: THE BOY-WONDER

If you'd like to steer the adventurers into conflict with the coven and improve upon Delvin's importance, consider making him a nascent sorcerer (treat him as an **apprentice wizard** except with a 14 in Charisma and an 11 in Intelligence; whenever he casts a 1st-level or higher spell, you can roll on the Wild Magic table found in the Sorcerer class section of the *PHB*).

The hags recognized his innate power and sought to groom him into their tool through some foul ritual learned from below the waves—and then ship him off to Halaster Blackcloak to be taught in Dweomercore (the Mad Mage's academy found on Level 9 of Undermountain).

In this variant, the coven desperately attempts to stop the adventurers from taking Delvin, even resorting to violence. They will, however, retreat into the River Sargauth to lick their wounds and try again another day—such as when the boy is back in Skullport, all alone.

12. BOO-TY HUNTERS

The spirits clamor loudly to each other and exude shimmering lights that dance upon the stones and water. When the adventurers approach, they hear:

"Thar be nothin' here, Slurtongue," some ethereal voice echoes from afar.

"Just 'curz yer blind ass can't see don't be mean nothin' worth somethin' ain't here," answers a barbed voice.

"I'll get ye down, boy, say that again."

"Ye can't cut me down," Slurtongue mocks.

"I can try!" shouts the first voice.

"Try then, you transparent cur!"

You hear the rasp of ghostly steel and a shuddering sigh from a third mouth.

The pirates are initially unhostile to the adventurers. If questioned, they explain that they were once sailors of *The Lady's Slipper*. They don't know how long it's been since they died in these caverns, only that they met their grisly ends at the hands of the "Ladies of the River" (the sea hag coven of A10).

The spirits habitually complain about the afterlife and pine for the days when they could still taste the salt on the wind—often saying, "Yahar, aye, them were the days," which is echoed by the other two spirits. They know they can't stray more than a hundred feet from the River Sargauth.

14. STONECARVERS' HALL

14C. HALL OF STONE

At the far end of the hall slumbers an abomination: a three-armed, three-legged creature whose very flesh is stone. A single, closed eye adorns its torso like a pendant, and where a neck would be is instead a fanged maw.

If you want to skip the rigamarole of an Arcana check to determine what the hell kind of creature this is, the Mad Mage himself can telepathically lecture them on this **xorn** and its nature. Read the following:

A voice blooms from within your skull: the voice of the Mad Mage.

"It's called a xorn," the Mad Mage lectures. "A creature of Elemental Earth, gluttonous and insatiable. Glides through earth as if it were a fish—a fish that *becomes* water. Pioneers used to ride these babies for miles. This one's all bloated on gems and coins. I call him... Stephen. After my uncle."

17. DANGEROUS PATHS

17A. CONTESTED CAVERNS

A hoarse voice thunders from the darkness as spears shriek and the gears of crossbows click:

"Halt! Come no further, strangers, lest you be met with ash and steel. Identify yourselves before the Legion of Azrok or die as the drow did: alone and afraid."

A platoon of armored men stands behind barricades and outcroppings, their weapons of war at the ready. Behind them, the cavern narrows into a steep decline that sinks towards the bowels of the earth.

The voice belongs to Kliyuse the Skull Cleaver, a **hobgoblin captain**. His soldiers guard the junction of these caverns, as well as the entrance to Level 4 of Undermountain, a secret he keeps close to his chest.

Once the adventurers identify themselves, read:

The captain barks, "There's nothing beyond here for you, strangers. The elves lie in wait in the tunnels yonder. Turn back, for my lord and commander, Warlord Azrok, has demanded that all visitors present themselves to his hall. You are to report to Azrok's Hold; you will be met with peace and lodgings. My men shall ensure your safe passage. Do not disappoint."

17E. OTYUGH

The cavern grows rank with decay. Corpses lie in abundance: elves, quaggoths, men, and goblinoids. You hear a whisper on the absent wind, a whisper sung from the corpse pile: "Save me... please."

The **otyugh** that lairs here uses its Limited Telepathy feature to try and urge a character towards the garbage pile where it attacks from. The otyugh has advantage on Dexterity (Stealth) checks to remain hidden during this time. If the adventurers are being escorted by the hobgoblins, the otyugh doesn't try to lure creatures towards it, but will attack if they root through its garbage pile on their own accord.

20. DROW TOWN

Few changes or additions are necessary for Area 20.

20B. T'RISSA'S QUARTERS

The priestess's bed is filled with spiderwebs, just like her black heart. A chest carved in the likeness of a spider with eyes of red crystal sits in an alcove, watched over by the stuffed heads of bugbears, goblins, and hobgoblins.

Additional Loot. The adventurers find a diamond worth 300 gp and a pearl worth 100 gp along with the T'rissa's other treasures, allowing them one use of a *revivify* spell and the component needed for the *identify* spell, which they'll sorely need.

20D. DEMON MIRROR

When the adventurers examine the mirror, read:

An oval mirror dominates the hovel, its stone frame carved into eerily realistic spiders that seem to twitch and crawl with every glance. Spare no doubt: the ancient dwarves did not make this foul thing.

If a creature in the likeness of T'rissa approaches the mirror, read the following:

The mirror's reflection swirls, yawns, and darkens into smoke from behind which a spider clicks its mandibles and offers a greeting in Elvish.

If a creature not in the likeness of T'rissa approaches the mirror, read the following:

The mirror's reflection twists and churns like the high-tossed sea. Blackness thins to smoke as the sounds of rage echo out from the glassy surface. A creature made solely of foul, yellow wax glares at you with a single red eye and snarls something in a language better left unknown by the men of this world.

21. AZROK'S HOLD

The dwarven ruins lie in filth. The narrow streets are strewn with trash while banners hang without wind, each bearing a bloody handprint inside a red triangle. Hobgoblin patrols make a music all their own as metal and leather pound against ancient stone.

If the adventurers are unaccompanied by hobgoblins sent by Kliyuse the Skull Cleaver (see Area 17A), then two bugbears halt the party at the gates. Otherwise, they salute the platoon and have a short conversation in Goblin detailing the registration process for visitors.

21. "KREK"

If pressed as to why a bugbear just left a baby on its shelf, and its forced to reveal its nature, the **oni** merely smiles and says, "A deal's a deal." Krek is unintimidated by the adventurers and is willing to bet that it'd receive institutional support from Azrok's forces if attacked.

Some other phrases that Krek can use are detailed below; adapt accordingly:

- "Don't make this any harder than it has to be for these people. Mind your business and mine, no?"
- "Would you rather I take up residence in Skullport? Waterdeep? Where so many children frolic about, lost in the ignorance of youth? Would you rather this nightmare be upon them?"
- "Leave me to my devices, knave, for every beast has to eat—and worse is the one that's desperate and starved."

21G. XANATHAR'S AMBASSADOR

You have the opportunity to intimidate your adventurers with a **mind flayer** and a game of dragonchess. When the adventurers arrive, Ulquess politely, but firmly, invites them to play a match with it. Read the following:

The aberration smiles, sweeping a hand towards a three-tiered dragonchess set. "Do indulge me, wouldn't you? This thoroughfare—" The creature gestures to the air, towards all of Azrok's Hold. "—is so utterly unamusing. I relish a fresh challenge from a keen and curious mind."

The adventurer playing against Ulquess must contest its Intelligence check with (dragonchess) gaming set with the mind flayer's (which has a +7 bonus). Nothing is anted except pride and satisfaction.

Misdirection. The mind flayer cannot tolerate new visitors to Skullport. If the party seems intent on going to the town, not only does Ulquess reveal an Undermountain secret (as described in *DotMM*), it also provides exact directions to Level 4. It phrases it in a manner similar to, "Why would you waste your time there when the next descent is so close?"

Confrontation. If the adventurers confront the mind flayer over its insidious plot to seize control of the Legion by replacing Azrok and Lurkana's minds with intellect devourers, read the following:

The aberration gives you another smile, this one far too smug for your liking. "Go on then. Tell the fool. Tell Azrok what you've learned. What can be a peaceful transition will instead be red. So very, *very* red. I'll start with the children. Turn them into a murderous horde. Let them soak up the arrows as I glide into that hall and rip the hobgoblin's brain from his skull. See that I won't."

21M. PREETA KREEPA

Arcane flames paint this cave in flickering lights as rats scurry in and out like a river. A woman standing before a stone hovel has her back to you. She plucks moss from the wall and handfeeds her rats. When she turns to you, you have to swallow your disgust—for where her eyes ought to be are two beholder stalks that blink milky tears.

"Only the desperate or blind come here," the old woman says, cuddling a rat. "Which, I wonder, are you?"

Preeta is cordial, but cautious. She's a veteran of these caverns, having fled from the wrath of her former master, the lich Arcturia, one of the Mad Mage's apprentices. Much has changed in those years, however, and her knowledge is dated. She can at least describe the next level, the Twisted Caverns, as "a watery realm of fishfolk and moldering fungi."

Additional Loot. Carved by a spell of *stone shape*, Preeta's shelves are stocked with various alchemical ingredients and moldy tomes. Amongst them are 2d4 + 2 *potions of healing* that Preeta has been brewing so as to better assist the hobgoblins. She can be persuaded (DC 14) to part with up to three for the adventurers.

Free Alussiarr. As described in *DotMM*, Preeta suggests the party free Alussiarr on Level 14. Read:

Preeta draws closer. Her eyestalks shed milky tears. "Listen," she whispers. "Down in the depths, on the fourteenth level of Undermountain lies Arcturiadoom—the domain of my former master, a lich by the name of Arcturia. It was she who cursed me to this hideous form."

"Amongst her many victims is the prisoner Alussiarr, a man whose very blood is magic. She draws upon it like a well, using it for her foul magics. Free him, I implore you. If not for his sake, then for the sake of all Undermountain. All the world."

Arcturia. So afraid of her former master, Preeta avoids using Arcturia's name more than twice in one hour, lest the lich somehow hear it and fixate her arcane eye on Preeta. She will, however, share the following about the lich:

- "She" is an apprentice of the Mad Mage, and like him, took many apprentices of her own. Those that vexed or failed her were met with death or disfigurement—like Preeta.
- "She" is a creature of habit and spent much of her time in Halaster's domain on the lowest level of Undermountain, only returning to Arcturiadoom to terrorize her students. Preeta suspects this is true to even this day.
- Unbeknownst to Halaster, "she" forged a weapon capable of cleansing all of the fourteenth level of Undermountain: a "weapon of mass disintegration" that gods only know how far-reaching it is now. To activate the weapon requires six mithral keys which are inserted into the machine.
- "She" has always envied and loathed two other apprentices of Halaster: Trobriand the Metal Mage and Muiral the Misshapen. Preeta knows little of them but has heard her master disparage them countless times.

21N. AZROK'S HALL

What was once a dwarven smithy has been since renovated into the warlord's great hall. Ancient ash still stains the stone walls and rusted weapons and tools line the walls. A crimson basin once used to quench metal now clearly quenches a different thirst. Worgs gnaw on bones while goblinoids stand at attention, spears at the ready.

"Welcome honored guests," says a hobgoblin woman dressed for war. She stands at the far end of the hall, a hand on the hilt of her longsword. A hobgoblin male sits atop a throne of bleached skulls, a foot resting on the ancient anvil that once sang in this hall. His hand rests on a greatsword's pommel and a helm covers much of his face, darkening his eyes.

"Stand and be recognized," the warlord grumbles. "Humble yourself in this hall and be exalted. Exalt yourselves and you shall be humbled."

Azrok is proud but desperate for aid. His people are slowly losing the war with the drow. He promises the adventurers riches, safe passage, and favor if they accompany a force into Area 20, Drow Town, or if they bring him the head of Trissa, the leader of the elves here.

If the adventurers refuse, Azrok is disappointed but offers no violence. His forces are too spread thin to deny the adventurers passage to Level 4, Skullport, or even out of his domain, lest more of his soldiers be cut down in the adventurers' escape. He does, however, expect tribute.

Lurkana's Quest. After the adventurers finish with Azrok, Lurkana asks for their aid, as described at the start of this level in *DotMM*.

22. BARRELSTALK GARDEN

As described in Chapter 4, a barrelstalk is a cask-shaped fungus that can be tapped and drained of the water inside it. A single barrelstalk contains 1d4 + 4 gallons of fresh water. Its husk provides 1d6 + 4 pounds of food.

23. WAY TO SKULLPORT

The cavern narrows into a single path down which, far off in the darkness, beyond the twists and turns, lies Skullport, that town of infamy, that town of *legend*.

Ripplebark is a shelf-like fungus resembles a mass of rotting flesh, but it's surprisingly edible. Though it can be eaten raw, it tastes better roasted. A single sheet of ripplebark yields 1d4 + 6 pounds of food.

SPECIAL EVENT

You can use the following event on Level 3:

CHIMERA DRIFT

If you're looking for a high-paced montage as the adventurers escape House Auvryndar, throw in this event as they traverse the River Sargauth, either on foot or by boat. A **drow elite warrior** flies atop Trissa's **chimera** and accosts the adventurers. Meanwhile, two rowboats with 4 **drow** apiece row down the river to catch up.

Chimera. The beast opens with its Fire Breath attack and takes the Disengage action while that attack recharges, or it uses its other attacks. If reduced to half hit points or lower, it retreats, regardless of what its rider desires. Never does it land in a single spot, nor does it ever stop moving.

Drow Elite Warrior. The drow rains hell down on the adventurers with its crossbow.

Drow. The drow pilot their rowboats down the river; one uses its action to maintain the boat while the others fire hand crossbows. They have manacles aboard to chain up any caught characters.

EPILOGUE

Once the adventurers have cleared this level, they should ascend to 8th level.

Choose one of the narrations below to end your session, adapting them to fit the events that transpired:

THE STANDARD SEND-OFF

Undermountain has shown you once again the stupid, stubborn crusade of life. No matter how dismal things may be, no matter how barren the land, life continues to eke out a pitiful existence despite all odds. The dwarves once called this place home, and over their graves war both goblins and drow. You cannot help but yearn for the light of the sun, for the wind on your skin, of a world as vast as the sky—but instead, you turn your hopes downward, knowing that there's more to come.

HALASTER'S GAME: THE HOST'S SEND OFF

Once again that voice blooms in your skull as tenaciously as flowers after a harsh winter:

"And so, our contestants have floundered through the ruins of Stromkuhldur, the grave of the Melairkyn dwarves—gods rest their screaming souls, for only the dead and divine know what horrors they found so deep below the earth. Three levels down, twenty to go. Shall our beloved fools prevail, or will this place be their tomb like so many others? Find out next time on *Dungeon of the Mad Mage!*"

WHAT'S NEXT?

The Mad Mage's voice springs from the stones:

"Ah... A fork in the road. Dare you diverge to the Port of Shadow or delve into the nightmare realm below?"

The adventurers can choose a brief respite in Skullport or descending to L4, the Twisted Caverns. Use the Mad Mage to spur the debate, using the narrations below:

SKULLPORT

The Mad Mage's tone is pitched with grief:

"Ah, Skullport. Dearest Skullport! Jewel of the Netherese magi, the only shard of civilization of Undermountain. Alas, the beholder's iron regime has stolen this place as well and its people cry out for freedom! Will our contestants be the gears that drives the machine of revolution? Or will they simply pass on by like the other would-be heroes of history?"

THE TWISTED CAVERNS

The Mad Mage sneers:

"Only a fool would venture forth. Only fools and madmen, for in the twisted caverns below Stromkuhldur, the dwarves did find something, oh yes. Something that should not be. Something that hungers, but not for blood. The elves know of this horror. So, will our contestants carry on? Or will they turn to Skullport, tails between their legs, and save such horrors for another day?"

SKULLPORT: THE PORT OF SHADOWS

Skullport is an entirely optional portion of the adventure. The Port of Shadows is, however, the closest thing to safety and civilization in Undermountain. A place where a traveler can resupply. A place where a traveler can expect to wake without a knife pressed against his throat.

Skullport has quite the storied past, but its grim present is one ruled by the ruthless Xanathar Guild. Citizens continue to eke out their meager lives despite the perpetual night and the Guild's brutal regime. It was once an enclave of the ancient Netherese magi and now a hive of scum and villainy. Skullport is a shadow of its former glory haunted by the Thirteen Skulls: wizards brought back from death to act as eternal rulers of this place. They've lost their minds and so too their grip on Skullport.

The Missing Narrative. You must be wondering what, exactly, are your adventurers meant to do in Skullport? The short answer's "nothing." *DotMM*, you see, lacks a narrative for Skullport. Only locals and locales are named and described; no quests are provided. There are, however, hints of quests—and in this supplement they've actually been expanded.

A Criticism. It almost feels as if Skullport is an afterthought of *DotMM*. That the writers wrote it to be so desolate and of so little consequence just to appease a checklist that demanded Skullport finally be represented in a 5th Edition adventure. While this supplement is by no means perfect, it should go a long way in fleshing out the Port of Shadows.

PREVIOUSLY ON DUNGEON OF THE MAD MAGE

There are a few considerations from levels above that you need to keep in mind when running this chapter:

Delvin. Captured by the sea hags of the River Sargauth, the young boy's disappearance has not gone unnoticed. Delvin's poor mother roamed Skullport for half a week before the boy's friend, Kal, told her the truth: that "monsters snatched him" as they "borrowed" a rowboat to explore the caves outside Skullport. If the adventurers rescued Delvin, he returns to his mother's loving arms. She, Selnathia, expresses her gratitude by providing the adventurers a warm meal and a place to stay.

Pay a Harper Debt. As described in the Adventure Hooks section of *DotMM*'s Overview, Threestrings asked the adventurers to deliver a pouch of gemstones to Ca'al, tavernkeeper of *The Flagon and the Dragon* (see A19).

QUICK NOTES

- Skullport seems to be intended as a rest top for the party and nothing more. This supplement is geared towards fleshing out the town; use it at your own discretion.
- The Xanathar Guild rules Skullport. They're at war with the Zhentarim due to the events of *Waterdeep: Dragon Heist*. In short, when negotiating a merger, one of Xanathar's precious items went missing. Paranoid, the beholder accused the Zhents of theft and promptly turned the emissaries to ash, sparking a full-on street war. Zhentarim characters, as well as Harpers, might find themselves imprisoned or executed if their allegiances are made known.
- Tasselgryn Velldarn can teleport characters to Waterdeep for 50 gp a head. It's a one-way trip that ends in the attic of an orphanage in the Dock Ward.
- Since clearing Level 3 should raise them to 8th-level, the adventurers can make use of their first of Halaster's Gates on Level 2, spiriting them to Level 4. Thus, if they leave via Tasselgryn Velldarn, they might never need to return to Skullport at all.
- There's no general store in Skullport and goods are sold at five times their normal price. Skullport's rich on gold but it's short on food and other necessities that only the surface offers.
- Skullport was once a haven of thieves, pirates, magi, and wanted men. You can include personal quests for your adventurers here if their story involves any of these elements.

RETURN OF THE THIRTEEN

You can run this quest for Skullport. It's designed to take the adventurers throughout the town's areas.

In ancient days the thirteen **flameskulls** ruled Skullport. Theirs was a harsh but fair regime—but as the eons have slipped by, so has their lucidity. If the adventurers can somehow restore their minds, the flameskulls would no doubt seize Skullport from the Xanathar Guild—for while they're outnumbered, the Thirteen cannot die, and there's a distinct lack of holy water in the Port of Shadow. Over days or weeks, the Thirteen can turn Skull Island into a screaming oven.

To restore the Thirteen, the adventurers must walk back a single flameskull from its dementia. How? By bringing it to an underwater grotto that sports the final legacy of the Sargauth Enclave: the Netherese magi who founded Skullport. Danger abounds, however—not only do the adventurers need to transport the skull underwater without its flames extinguishing, they must also contend with various forces:

Xanathar Guild. The Guild grows wary if they see the adventurers communicating with the Thirteen. A lieutenant of Sundeth at first tries to scare off the adventurers. Failing that, the lieutenant informs Sundeth, who dispatches his forces to round up the adventurers and imprison them in the Tower of the Seven Woes.

Sea Hags of Sargauth. Unless they were previously killed on the Sargauth Level, the coven catches word of the adventurers' plans by means of Anderian Dusk (see A30). The hags believe that the Mad Mage would destroy them if Skullport was restored under their watch. They ambush the adventurers in the Grotto of the Netherese.

I. A REVOLUTION OF FLAMES

Return of the Thirteen begins with one of three quest givers. See each of their respective areas in *Areas of Note* below for details on how to issue the quest.

Boskyn Gorrb. This blind Zhentarim **spy** has found himself embroiled in the Xanathar Guild-Zhentarim street war described in *Waterdeep: Dragon Heist*. Without his sight, he stands no chance of escaping Skullport and, if his cover were blown, he would hang from the gallows. So, the tiefling hopes to topple the Guild by restoring the Thirteen. See Area 26 for more information.

Felrax. A Harper **mage** tormented by the fantasy of turning Skullport into a shining city beneath the mountain, Felrax has researched the ritual necessary to restore the Thirteen's mind. See Area 31.

Ulvira Snowveins. A Harper **spy**, Ulvira has already failed before. The last adventurers she turned to for this quest now languish at the bottom of the River Sargauth. She has no idea how or why they were murdered but is wracked with guilt all the same. See Area 15 or 23 for more information.

Once the adventurers agree, they must lure a flameskull into captivity. Insane but passive, the flameskull doesn't put up a fight and merely tries to escape with the harmless perseverance of sand falling through one's fingers. Let your players come with whatever antics they may. Only if harmed does the flameskull attack; otherwise, it mumbles incoherently like a beloved and tragically demented grandfather.

II. NIGHTSHADE'S SIMPLE REQUEST

The adventurers' quest giver sends them to Nightshade, the withered crone that runs the poison shop (see Area 34). She has weathered countless years in Skullport and has forgotten more forbidden alchemy than most students will ever learn. She's aware of the ritual that can restore the Thirteen, as well as the most necessary component for it: Netherese blood mixed with arachnid venom.

To acquire this blood, Nightshade sends the adventurers to the Tanor'thal Refuge (Area 36) to drain blood from a victim: Gonderth Nethran, the last descendant of the Netherese pioneers that founded Skullport. Nightshade guards the secret importance of the man's blood until the adventurers return, however.

III. REACHING THE GROTTO

Armed with Nightshade's tincture, the adventurers must now transport a flameskull to the Grotto of the Netherese, which lies under water. For the sake of the adventure, assume that a flameskull submerged completely in running water is reduced to 0 hit points until its Rejuvenation feature kicks in above water 24 hours later. Thus, the adventurers must figure out how to transport the skull underwater without its flames extinguishing.

There are multiple methods to this, such as:

- Trapping oxygen in a rowboat by flipping it, and then taking it underwater.
- Dousing a flameskull in a *potion of water breathing* or casting *water breathing* on it.
- Wrapping a flameskull in a *cloak of the manta ray*, provided by the kuo-toa in Area 10.

Regardless of the method, the adventurers are sent to Area 10 by their quest giver as they suspect the kuo-toa knows the location to the grotto, and that its lair is the closest land to it. The kuo-toa will act as a guide in return for food, which it communicates through gestures, if no character can speak with it. See Area 10 for more information on the journey to the grotto.

IV. LEGACY OF THE SARGAUTH

The cavern glitters with the beauty of a thousand stars. Mineral veins ripple through the walls like rivers of metal while gemstones adorn the ceiling. Sconces float in the empty air, emitting blue-and-white flames.

Standing grand on a small island is a marble statue depicting three magi: two wielding staves while the third looks to the distant horizon, a hand on her brow.

The grotto was found by the ancient Netherese. When the Sargauth Enclave sought to raise thirteen guardians for their home, they first brought the volunteers here to die and be reborn as flameskulls. Here, before the statue, they gave these newly risen guardians their one and only instruction: "Rise, ye spirit, as guardian and counsel. Now and forever."

Any flameskull brought here is awed. Its eyes never leave the statue as the flood of memories press against that gate of senility. If the tincture is poured on the skull's scalp and those ancient words are uttered in ancient Netherese (or by one under the spell of *tongues*), the flameskull's sanity is restored after 1 minute.

The Coven. If they were not previously killed in Level 3 of Undermountain, they enter the grotto and attack the adventurers. They fear Halaster will blame them for Skullport's restoration and don't tolerate the adventurers' antics. While all three are alive, they benefit from the Shared Spellcasting trait, as described in the "Hag Covens" sidebar in the "Hags" entry of the *Monster Manual*. They are joined by their three **giant crabs** and eight **grimlocks** they've pressed into service. When these forces arrive, read:

A foul song echoes off the stones, coming from the deeps. It rings far and long, sinuous and suspect. The waters lap... until the first creature emerges: a dog-faced crone draped in seaweed. Her horrific face splits into a yellow grin and in an abrasive voice she calls, "The Sargauth drowned eons ago and so shall their legacy. Prepare to join them."

As you prepare yourself for battle, the first of the hag's forces surface—gray, grotesque creatures with lidded eyes wielding cudgels and chortling in pain or madness. Two more crones rise from the depths, straddling giant crabs with bloodied pincers.

Tactics. The hags hang in the rear, making good use of their spellcasting and Death Glare actions. If reduced to half health, or if one hag dies, the coven flees into the depths to fight another day. Meanwhile, the grimlocks and giant crabs advance forward. The grimlocks' minds have been twisted and shattered by cruel magic that has sprouted gills along their necks—the coven's handiwork.

V. RETURN TO SKULLPORT

Once restored, the flameskull cackles and hovers to the cavern's ceiling, taking a small tunnel that only can only fit a Tiny-sized creature. The light of its emerald flames soon disappear and its cackling fades.

When the adventurers return to Skullport, they find the Xanathar Guild waiting to arrest them. The force consists of six **duergar**, four human **thugs**, two **bugbears**, and a human **veteran**. After a moment, Sundeth himself (a half-ogre **champion**) arrives on his **wyvern** mount.

Roll initiative. On an initiative count of 15, the restored **flameskull** drifts into view and unleashes a *fireball* spell, catching most Xanathar combatants except Sundeth and his wyvern. Read:

Emerald lights dance upon the carnage—and the air itself crackles as some foul thing cackles, "Ancient days have come again! We shall *never* die!"

The crackling grows louder as a horse-sized fireball consumes the battlefield, baking warriors into ash and turning their screams into a ghastly choir.

Flight or Flames. On his turn, Sundeth flees atop his wyvern, making a break for the Tower of the Seven Woes (Area 9). If the adventurers attempt to kill Sundeth, the flameskull shouts, "Leave him! He shall be mine. He shall be the last to die in that screaming oven. Watching his men burn, feeling the flames of his reckoning growing ever warmer." The undead thanks the adventurers and then leaves to rally its brethren from their desert of dementia.

Rewards. For successfully completing this quest, any Harper or Zhentarim characters gain 2 renown with their respective faction. Additionally, one of these quest givers offers four *potions of healing*, a pouch containing 100 gp, eighteen days' worth of rations to be split however the party sees fit and guaranteed safe harbor for as long as these individuals remain in Skullport.

AFTERMATH

The flameskull works tirelessly to lead its brethren to sanity—a task that takes six days. Once all are sane, they lay siege to Skull Island, being reborn every day after each defeat until all the Guild's agents have been reduced to smoldering ash. Unless the adventurers help speed things along, this siege takes two weeks to win. Only the gargoyles perched upon Skull Island give the undead trouble—but even they are doomed to dust.

Once victorious, the Thirteen reestablish their harsh-but-fair regime. They force the citizens of Skullport to work together in repairing the hoist that lifts seafaring vessels over the retaining wall. After two weeks of grueling work, the hoist is repaired and Skullport regains its trade route to the outside world. In time, hundreds flock to Skullport, many of them wanted or desperate men. This legendary hive of villainy shakes itself awake to sneer once again in the face of the world.

As for Halaster Blackcloak, he grins to himself as the spectacle unfolds, ever eager for new and brave souls to wash up in Skullport just to be forced to compete in his game.

APPROACHING SKULLPORT

To reach Skullport is to weather the creeping horrors of Undermountain. Two means of travel are possible:

By Foot. The twisting passages to the Port of Shadows are rife with danger. From Areas 17 or 23 on the Sargauth Level, it will take two days by foot to reach the town.

By Boat. By plying the River Sargauth, it will take six hours to reach the Port of Shadow.

Random Encounters. Using a d20, roll for a random encounter every four hours of travel by foot. While traveling by boat, roll every two hours. On a roll of 18-20, a random encounter occurs. Consult the appropriate table below:

CLOAKED IN RED

Cloakers are featured on Levels 5 and 6 and you can introduce one now to give your adventurers insight to future encounters later.

As the party plies the River Sargauth, they hear a distant, unsettling moan from upstream. Out from the darkness swoop four cloakers (one true **cloaker** and three illusory duplicates created by its Phantasms action). On its first turn, it uses its Moan action while within 60 feet of the boat. On its second turn, it swoops down to engulf one victim with its Bite, defending itself on subsequent turns with its Tail attack until it's time to flee.

RANDOM CAVERN ENCOUNTERS

d6	Encounter
1	Quaggoth Warband
2	Gone Fishing
3	Legion Platoon
4	Duergar Hunters
5	Death from Above and Aside
6	Cranium Rats!

Treasure. Cloaker carcasses are invaluable. Their hide makes for wind- and water-resistant leather and some consider its meat a delicacy—certainly a step up from the carrion being served in Skullport right now. The adventurers can sell the carcass in Area 20, the Dark Harvest Market, for 75 gp.

CRANIUM RATS!

Undermountain is plagued by rats in all but the most barren of places but the passages to Skullport are haunted by **swarms of cranium rats** (described in *Volo's Guide to Monsters*) that spy on travelers for the mind flayer that preys upon the Port of Shadow.

Adventurers can notice the curious and eerily intelligent rats following them with a passive Perception score of 14 or higher. The rats enjoy toying with humanoids, using their telepathy to appear as disembodied voices. They flee if attacked.

DEATH FROM ABOVE AND ASIDE

The adventurers enter the territory of 1d6 + 2 **piercers** and 1 **roper**, all packed into a passage approximately 20 ft. wide, 30 ft. long, and 40 ft. tall.

Establish a marching order. The monsters, which are indistinguishable from stalactites while motionless, wait until the adventurers are completely in the cavern before attacking. The adventurers will be surprised.

Roper. The roper is adhered to the ceiling, 40 feet up, and is situated at the center of the passage. A creature grappled by its tendrils (which have a range of 50 ft.) falls up to 35 feet when freed from the roper's tentacle, taking up to 3d6 bludgeoning damage.

Piercers. The piercers are congregated so as to blanket the entire heart of the passage. As the ceiling is 40 ft. high, each Drop attack deals 4d6 piercing damage on a hit. If a creature is struck by the piercer but not killed, shoving it off requires a DC 14 Strength (Athletics) check, using an action. Afterwards, they slowly squirm towards the cavern walls to climb out of harm's way.

Treasure. If the roper is slain, it crashes to the ground. Creatures that spend a minute rooting through its gizzards can find 3d8 gp, 4d6 sp, 10d4 cp, as well as a silver dagger.

RANDOM RIVER ENCOUNTERS

d4	Encounter
1	Scrawled Omen
2	Gone Fishing
3	Cloaked in Red
4	River Wolves

DUERGAR HUNTERS

The adventurers cross paths with a party of 2d4 + 2 **duergar** out hunting cave fishers, giant spiders, and other beasts. The passage the adventurers come through are strewn with old bones and pebbles, the sound of which can be heard by the duergar 120 feet away. Fearing conflict, they become invisible.

If discovered and the adventurers look particularly threatening (such as if they aren't wounded), make a collective DC 12 Wisdom saving throw for the duergar. On a failure, they're frightened and cower before the adventurers. They can provide instructions to quickly get to Skullport, reducing travel time by 2d4 hours.

If the adventurers look weak, there's a 25% chance that the duergar leader, a greedy murderer by the name of Klarn, leads his brethren in an ambush.

GONE FISHING

This encounter can occur on foot or by boat. Three **cave fishers** (see *Volo's Guide to Monsters* for lore) have strung up a cavern's mouth with adhesive filaments. They lurk upside down nearby, sixty feet from the surface or ground, and have advantage on any Dexterity (Stealth) checks to remain hidden.

Establish a marching order. The first character becomes adhered to the filament; if the characters were marching two abreast or more (or were in the same location on a boat), then both become adhered and are grappled (escape DC 13). Roll initiative; on the cave fishers' first turn, they use their Filament action to reel in their prey. Ever competitive, the predators all attack the first creature to be reeled in.

Since the cave fishers are upside down, a character that is freed falls 60 feet and takes 6d6 bludgeoning damage; or half that, if they fall into the river.

LEGION PLATOON

The adventurers cross paths with a platoon of the Legion of Azrok, consisting of 2d6 + 2 **goblins**, two **bugbears**, 5d4 + 3 **hobgoblins**, and a **hobgoblin captain**. They aren't hostile to the adventurers unless any of the characters are drow. They've returned from Skullport with supplies (borne by the goblins, which march in the heart of the platoon). A scout reports to the captain if it finds any danger ahead (as described below).

As the adventurers traverse the passages, they come under the watch of a **hobgoblin** scout. Unlike other hobgoblins, this one wears leather armor and has left behind its shield so as to remain undetected. It's 60 feet from the adventurers when it creeps away to alert its superior officers which are half a mile behind. It has a +5 bonus to any Dexterity (Stealth) checks. If the adventurers accost it, the scout explains itself—unless there are drow present.

If the scout successfully slips away, it informs the hobgoblin captain of the party's presence. If the party displayed any hostility, the platoon hunkers down in a cavern for an hour, ready to fight. If the party was not hostile, they march on and inevitably cross paths with the adventurers. The captain requests the adventurers visit Azrok's Hold on Level 3 if they haven't already, so as to help fight "the vile drow."

QUAGGOTH WARBAND

A warband consisting of 2d4 + 3 **quaggoths** led by a **quaggoth thonot** regularly ambush travelers on their way to Skullport. Establish the marching order and determine if the adventurers are surprised. When the adventurers arrive in this chamber, the creatures are clinging to handholds above and leap down to attack.

Thonot. The quaggoth thonot opens with a *heat metal* spell on an armored character. On its second turn, it casts *mirror image*. If its *heat metal* spell fails, it resorts to *enlarge/reduce*—either to engage itself or to flee if things look dire.

SCRAWLED OMEN

While plying the River Sargauth, the adventurers float through a passage painted with blood and dried bile. Creatures with darkvision can't make it out without a light source. Written on the wall is, in Undercommon, "drink not the lake."

Floating on the surface is a dead **kuo-toa** trapped by stalagmites. Its ragged clothes are stained with mucus and bile. The kuo-toa fled from the horrors of the Twisted Caverns (see Level 4) but succumbed to the poison swimming in its guts, poison caused by the aboleth Illuun's presence. Much like the rest of its kin, the kuo-toa drank from the lake before realizing what sort of sickness raged within it.

RIVER WOLVES

While the adventurers ply the River Sargauth, they encounter rough waters and rock outcroppings. The character piloting the boat must make a DC 16 Intelligence (vehicles (water)) check to right the boat before it slams against the outcroppings. On a failure, a gaping hole is torn into the hull. Additionally, two characters that are on the edge of the boat must each make a DC 14 Dexterity saving throw or fall overboard.

Every round, water pours into the boat; it slows and begins to sink. Characters with pails or similar containers can use an action to bucket water out. If three rounds go by without water being bailed out, the boat sinks. If the adventurers have wood or tar, they can attempt to seal off the hole, making a DC 12 Intelligence check with carpenter's tools.

Just to add to the adventurers' misfortune, 1d6 + 2 freshwater **hunter sharks** come investigate the disturbance, attacking characters on the side of the boat or in the water.

AREAS OF NOTE

The following areas are of note:

Entering Skullport. You have two immediate points to make about Skullport, regardless of how the adventurers get there: the iron regime of the Xanathar Guild and the harmless presence of the ancient flameskulls.

As the adventurers approach Skullport, they catch a glimmer of flickering emerald light—a roaming, senile flameskull. If they watch, the flameskull drifts past Xanathar agents that guard the pass or docks; the guards even cringe at the flameskull, which pays them no heed. In this manner, you establish that the flameskulls are normal and passive. When the adventurers arrive, read:

An armed contingent greets you with unsheathed steel. A sergeant shouts, "Halt! The Eye sees all, and all who enter Skullport must identify themselves to the Xanathar Guild! Stand and be recognized or taste steel!"

As the men approach you, emerald light consumes the area, glimmering on the stones and distant water. Unease muddies the men's faces. They tense, they hesitate... And out floats a skull wreathed in emerald fire, whistling a jagged tune. It pays you no heed. It pays nothing any heed and merely wanders on, shedding light in the darkness.

9. TOWER OF THE SEVEN WOES

Once this wretched tower teemed with prisoners, but now only a few languish in these cells, for Sundeth prefers an executioner to feeding extra mouths. Those imprisoned here have either vexed the half-ogre or are kept alive by orders of his superiors. Some even predate his command and he saw no reason to free them. The two notable prisoners are:

Dalanoth. This high elf marine's merchant vessel lays at the bottom of the River Sargauth, his crewmates butchered long ago by a gang that would later be known as the Mandible. Dalanoth has languished in his cell for well over a century. The Tower of the Seven Woes has changed many hands since then and no occupant ever saw fit to release the elf. Sundeth is curious as to how solitary confinement will take its toll on such a long-lived being, even if the half-ogre knows it will move on from Skullport long before the experiment is finished.

Jesheen. An accused Zhentarim spy, Jesheen has been tortured relentlessly for weeks. With the lack of other enemies, Sundeth is certain Jesheen is the spy he's long awaited, one that will lead him to "all the others." To no fault of her own, the woman has been driven into giving false confessions, leading to the arrests of several other citizens.

10. KUO-TOA LAIR

The kuo-toa that haunts this place has seen better days. While it wonders why none of its relatives from the Twisted Caverns (see Level 4) have visited, it is otherwise unaware of the desperate war being fought between the kuo-toa and the aboleth Illuun.

RETURN OF THE THIRTEEN

Once the adventurers are ready to dive to the Grotto of the Netherese, they must first find the way. Their quest giver advises them to treat with the old kuo-toa that haunts the grotto outside Skull Island.

The kuo-toa is visibly nervous in the presence of a flameskull but holds steady. It's hungry and will act as a guide in return for food. If no character can speak Undercommon, the kuo-toa communicates this through gestures: it rubs its belly while frowning; pantomimes swimming; and flashes the adventurers a thumbs up.

Once its demands have been met, the kuo-toa dives into the water and returns with a *cloak of the manta ray*. It then beckons the adventurers to follow it below the River Sargauth. The journey is dark and unlit, and the grotto is easily lost between the gloom and stalagmites. The dive takes three minutes if the adventurers follow the kuo-toa.

Suffocating. A character can hold its breath for a number of minutes equal to 1 + its Constitution modifier (a minimum of 30 seconds), after which it runs out of breath and survives for a number of rounds equal to its Constitution modifier (a minimum of 1 round). At the start of its next turn, it drops to 0 hit points and is dying.

Once the adventurers arrive to the grotto, see "IV. Legacy of the Sargauth" above for more the next part of the quest.

12. DEAD MAN'S CORNER

Amongst the corpses animated by Olive may be a few individuals the adventurers are acquainted with, such as old adventuring rivals or humanoids slain in the levels above—such as the Undertaker bandits from Level 1 or goblins from Levels 2 or 3.

15. THE BLACK TANKARD

When the adventurers approach *The Black Tankard*, read the following:

A drunk erupts from the tavern doors, tossed out onto the cobbles by a minotaur dressed in torn leather. The beast shouts a word in a ghastly language, but its meaning is universal: "...and stay the hell out!"

The drunk meekly raises a fist and shouts a tangled word of protest before vomiting on the street.

The drunk is actually Ulvira Snowveins, a Harper **spy** that has turned to drowning her guilt in ale. Several adventurers she turned to for aid three weeks ago wound up dead; she can't help but wonder if it was because she set them on a quest to restore the Thirteen (see *Return of the Thirteen* above).

Ulvira mumbles incoherently about graves under the River Sargauth before going catatonically silent. Afterwards, she drifts off into troubled sleep. The characters can take her home (learning the location by carousing with other patrons) or check her into a room at *The Guts & Garters*.

RETURN OF THE THIRTEEN

If the adventurers were introduced to Ulvira in this manner, and are still in town when she sobers up, she approaches them the next day and asks them for aid. See Area 23 for more information.

16. GYUDD'S DISTILLERY

Gyudd is a crestfallen shield dwarf. A lover of his craft disappointed by inferior ingredients, Gyudd wants only to live up to his ancestors' brewing legacy. He offers payment if the characters can bring him any of the following:

Cave Fisher Blood. The blood of cave fishers (see *Volo's Guide to Monsters*) is alcoholic and used in several dwarven spirits. Gyudd pays 5 gp per vial of blood. A single fisher can provide up to five vials of blood. Cave fishers can be found in the caverns outside Skullport.

Wheat, Barley, or Rye. For every pound of grain the adventurers bring Gyudd, he pays 3 cp (thrice its going price on the surface).

19. THE FLAGON AND THE DRAGON

Ca'al Claddani runs the best tavern in Skullport and can provide information to the adventurers.

Pay a Harper Debt. The characters may have the quest from Threestrings at the Yawning Portal in Waterdeep to deliver a payment to Ca'al. If they do so, the half-drow shows her appreciation by treating the party to a round of Goat's Head Ale. Word finds its way to Bosskyn Gorrb (the Zhent spy), Ulvira Snowveins and Felrax that Harpers are in town—or Ca'al sends them that way.

RUMORS, GOSSIP, AND HEARSAY

In addition to possibly revealing an Undermountain secret, Ca'al can also share the following:

- "We had a pair of tiefling sisters here for a long while. Magi, they were. Pirates too, once. Heard they left for the Mad Mage's academy, buried far below the earth. Dweomercore, they call it." See Level 9 for more information.
- "The strangest thing happened the other day. These... slim, olive-skinned fellows stormed through Skullport. Seems like they were looking for something. Or someone." (Ca'al is referring to githyanki knights searching for mind flayers, namely the one that haunts Skullport; she doesn't know what a githyanki is.) See Level 16 for more information.
- "Been gettin' plenty of Shar-worshippers in these parts. Say they're on a pilgrimage to 'Vanrakdoom,' whatever the hell that is." See Level 18 for more information.
- "Folks are so bloody scared of this 'Mad Mage' but I've seen my fair share of rowdy, old men in my day. Fella walks in here, I'll put a smile on his face." Ca'al then motions to a single bottle of malt liquor on the high shelf saved for important occasions.
- "The Xans' run these parts ever since the Thirteen Skulls lost their god-hatin' minds. Plenty of folks are pining for the good old days when those undead ruled Skullport. 'Harsh, but fair,' they said the regime was."
- "Without the hoist, Skullport's as good as dead. Vessels of repute can't reach harbor. Economy's in shambles. Folks are in shambles. Shame people can't put aside their suspicions long enough to repair it—but that's the way the Guild likes it. They want us divided and isolated from the outside world."
- "An outcast drow from House Freth washed up here. Apparently, there's a war between Houses Auvryndar and Freth—survived some great battle, he did and made it here without a copper to his name. Still made sure to spit on me for being 'only' half a drow." See Levels 10 through 12 for more information on these drow houses.

21. THE SWORD AND SEXTANT

The strongheart halflings that dwell here, Oleander and Will, are eager to procure accurate maps of Undermountain. Unfortunately, few individuals make their way to Skullport that can provide accurate descriptions of the Mad Mage's domain.

If the adventurers visit, the halflings' current maps disappoint. They do, however, offer payment to characters that will sit and help sketch the chambers above by memory. For every hour the character remains there, they must succeed on a DC 18 Wisdom (Insight) check to recall the dimensions and features of the areas they traversed. On a failure, a character cannot recall the layout and the halflings lose confidence in the character. They pay 5 gp for every hour spent thus far.

If the same character succeeds four times on this check, the halflings produce a mostly-accurate map of a particular level. As a thank you, the halflings gift one copy to the adventurer for free.

This process can be repeated for every level of Undermountain—but there's no guarantee that Halaster won't do any more "reorganizing" as he did after the Spellplague.

22. THE GUTS & GARTERS

Business has been bad for such a long time for the inn that Quietude is surprised to find guests at his counter. He only keeps the inn afloat by spying for Xanathar. When the adventurers arrive, there are no other guests, the last one having checked out two days ago.

A WORD OF ADVICE

Unless your players also played *Waterdeep: Dragon Heist*, it's suggested you omit the secret door that leads to Xanathar's dungeon since it has no bearing on this adventure and your players are likely to mistake it for something significant. Suddenly you're digging through a second campaign book for a dungeon you have no earthly business running.

Assuming you don't omit it, depict the tunnel as the source of the Guild's reinforcements. The trek takes the better part of two days to reach Xanathar's lair. When the door's discovered, the characters present can hear voices muffled by the march of boots.

The adventurers can collapse the tunnel to seal off the Guild's reinforcements by means of an explosion, such as a *shatter* spell cast as a 4th-level spell.

A MIND FLAYER AMOK

As described in *DotMM*, a mind flayer is rumored to be at large in Skullport, ever since it ripped out Tor Grayfell's brain (see Area 18). It's begun haunting *The Guts & Garters*, waiting for new and unsuspecting prey to come into its web. The mind flayer is unaffiliated with the illithid colony on L17 but knows of its presence.

While the adventurers are asleep, the **mind flayer** psionically manipulates the lock on the window and enters the room. A character wakes when the mind flayer makes a Tentacles attack (with advantage) against it. Once the victim's awake, the mind flayer telepathically communicates, "Poor little lamb... Walked straight into the abattoir. My abattoir."

If reduced to half its hit points, the mind flayer uses its Mind Blast attack and flees from the window.

If the adventurers report this attack to the Xanathar Guild, Sundeth instead tries to find and treat with the mind flayer to induct it into the Guild as an ambassador. There's a 10% chance that, the next night, the illithid instead just rips Sundeth's skull apart and snaps up the half-ogre's disappointingly small brain. Skullport then falls into anarchy.

23. THE FEATHERED RAT

The most frequent patrons of *The Feathered Rats* aren't pet enthusiasts but the desperate and hungry—a disappointing truth Ulvira has had to live with.

RETURN OF THE THIRTEEN

Already once before Ulvira, a Harper **spy**, has turned to adventurers to help thwart the Xanathar Guild and those poor souls now rest below the River Sargauth. She can't quiet the whispers that wonder if their demise was related to her quest to restore the Thirteen—and if their blood is on her hands. She's hesitant but desperate now.

Unbeknownst to Ulvira, the sea hag coven of the Sargauth Level discovered her plot and made quick work of the adventurers she hired for the job. They remain vigilant to any future attempts to find the Grotto of the Netherese.

Dreams of a better and freer tomorrow get the better of Ulvira and once again she turns to outsiders for aid—whether they're Harpers or not. She sends them to Felrax at Dalagor's Fortress (see Area 31) once she can trust them with this mission.

25. THE BAT'S ROOST

This fighting den boasts several combatants, none of whom are named in *DotMM*. Use the statistics of **gladiators** with varying races and weaponry.

All fights are one-on-one and last until first yield but killing isn't illegal. The Xanathar Guild has turned a blind eye to *The Bat's Roost* so long as they get a cut of the gambling profits. Magic is legal, but poison and potions are not. Any outside interference immediately ends the fight, cancels all bets, and guarantees a lifetime ban from *The Bat's Roost*.

Sheathe. One notable fighter is a haggard man in scarred plate armor. Once an Oath of Devotion paladin of an adventuring party, this man was forced to commit atrocities just to survive—for he's just another victim of Halaster's Game. Having broken his sacred oath, the **blackguard** abandoned his old name for a new one: "Sheathe," for his only task left on this earth is to die to the blade of a worthy challenger. He warns any challengers that he will give no quarter and expects none himself. **Blackguards** are CR 8 characters described in *Volo's Guide to Monsters*. See Appendix B for its statistics.

26. THE KEEL HALL

Long-shuttered, *The Keel Hall* was once a festhall frequented by Skullport's many sailors. Now Bosskyn Gorb, a blind **spy**, whittles away his days, awaiting orders from the Zhentarim. There are plenty of beds for visiting agents to rest in.

RETURN OF THE THIRTEEN

Bosskyn, a veteran of Skullport, hungers to topple the Xanathar Guild and turn the Port of Shadows into a base of operations for the Zhentarim. However, due to the events of *Waterdeep: Dragon Heist*, the Xanathar Guild and the Zhentarim remain at war. Were his cover blown, Bosskyn would be facing either a quick bath in the River Sargauth or a lifetime in the Tower of the Seven Woes. Thus, this quest of his is also one self-perseverance.

Only if the adventurers are proven members of the Zhentarim does he trust them enough to enlist them in his quest to restore the Thirteen to sanity. Unlike the Harpers who might turn to the adventurers, Bosskyn has no libertarian ideals. He doesn't dream of a day when Skullport is just or right. His plans stop only at handing the Thirteen the reins, for that's all he and the Zhentarim need. The undead will handle everything from there.

27. THE POISONED QUILL

Tasselgryn "Tas" Velldarn is an ancient crone with the following traits:

Ideal. "Life's a ride you can be kicked off of at any time, so spend your golden years however the hell you want."

Bond. "I can't leave Undermountain—who else would keep Halaster company?"

Flaw. "Madness is precipitated by genius."

ADDITIONAL SERVICES

In addition to teleporting the adventurers to Waterdeep, Tas can provide any of the following magical services:

Identify. For 10 gp, Tas will cast *identify* on a magical item the adventurers provide. She's inscribed *glyph of warding* containing a spell of *remove curse* upon a stone tablet she keeps at her side whenever she performs this service. If the item is cursed, she charges an additional 100 gp to the adventurers—a clause she negotiates before ever touching the object.

Mind Blank. For 150 gp, Tas casts *mind blank* on a character so as to "protect them from the Mad Mage's prying eyes."

Sending. For 5 gp, Tas can cast *sending* to contact a business acquaintance of hers in Waterdeep that will draft a letter addressed to whichever character the adventurers name, provided they have the right contact details. Alternatively, for 25 gp, Tas provides a *spell scroll of sending* the adventurers can use. She always has 2d4 + 2 scrolls available, as it's her most popular product.

Unbeknownst to customers, Tas casts *detect thoughts* whenever she goes into the back to retrieve one of the scrolls so as to glean insight into the character's message. Tas often provides this information to Halaster when he visits.

31. DALAGOR'S FORTRESS

The adventurers can learn of Dalagor and his evil exploits by speaking to the Skullport citizenry, namely Ca'al at *The Flagon and the Dragon*. Alternatively, they can recall rumors and legends of the warrior with a successful DC 18 Intelligence (History) check.

If the adventurers break into the stone mansion while Felrax is present, the dragonborn **mage** casts *greater invisibility* on himself and silently gauges the intruders. If he concludes that they pose no threat or can be trusted, he speaks to them until it's opportune to dismiss the spell.

RETURN OF THE THIRTEEN

"I've not a dream," the mage tells you. "Nothing of the sort. Only a fantasy. As a Harper, I'm sworn to fight tyranny no matter where, no matter how dire the fight. Even here in Skullport. So now I turn to you, my new friends, in my hour of need. Will you join me in sedition?" Felrax aims to turn Skullport into a shining city under the mountain—but first he has to settle with restoring the Thirteen and let them do the heavy lifting of toppling the Xanathar Guild. After which, Felrax intends to spirit other Harpers and citizens of good repute to Skullport and gradually change this place into a just, egalitarian society. He knows it's a long-shot but can't help but pine for it.

As a mage, Felrax knew where to look for secrets on how to mend the flameskulls' sanity and has spent years researching it. Alas, he's short of one ingredient to complete the ritual: a tincture that can only be brewed to perfection by the most skilled of alchemists. To that end, he must turn to Nightshade, the crone that runs a shop of poisons, *Nightshade's Caress* (see Area 34).

The Ritual. The ritual Felrax describes to the adventurers involves taking a flameskull to the last shard of the Sargauth Enclave, a place that, to these undead, would be akin to an altar. Once there, the flameskull must "behold the legacy of the Netherese" and hear the words that bore it into undeath millennia ago: "Rise, ye spirit, as guardian and counsel. Now and forever" in the ancient Netherese tongue. Felrax admits that it sounds cheesy but insists it'll work. Once the adventurers are ready, he gives them a stoppered tube containing a *spell scroll of tongues* so as to "speak" in the ancient Netherese tongue.

Legacy of the Sargauth. Felrax describes this altar as hidden in some underwater grotto in the waters of Skullport. The only denizen he's aware of that may know its whereabouts is the old kuo-toa that lives in sight of the Tower of the Seven Woes (Area 10). He insists the adventurers turn to the fishman for help.

33. THE OVERFLOWING URN

The Overflowing Urn is ran by a **doppelganger** with little to no impact on the adventure or the adventurers. Garryth is long dead, and the Xanathar Guild is unlikely to care about his murder. So, how do you show this to your players? There are a number of ways; choose the best that works for you:

The Widow. Garryth's wife, Allie, which we've invented for this quest, recently began to suspect that her husband has fallen to dementia. How else could he have forgotten such important details of their lives together, like their wedding or the death of their son Jeremiah? Allie can be heard lamenting in *The Flagon and the Dragon*; or Cal'al gossips with the adventurers about her situation.

The Old Friend Seen. The doppelganger is engaged in some illicit activity outlawed by the Xanathar Guild. To cover its tracks, it uses the forms of other individuals while traveling. As the adventurers are passing through the streets, one spots an old friend that has no earthly business in Undermountain. As the party gives chase, the doppelganger shifts again around the corner. This process repeats every day the adventurers are in town until they finally catch the doppelganger in that form. How it knew the adventurer's acquaintance is up to you, be it as the character's murder or co-conspirator.

Framed! Acting on a grudge, the doppelganger took the form of Ulvira Snowveins and dared to suggest that the Xanathar Guild should be toppled while in public. Ulvira is routinely arrested and sentenced to be hanged at the gallows the next day—even though her alibi is ironclad, and the adventurers know it themselves.

DEATH OF THE DECEIVER

When the **doppelganger** dies or escapes it shifts randomly into several people, one of whom is someone that an adventurer knew from Waterdeep above until it finally settles into its natural, alien-like form. The doppelganger's presence incites a rash of suspicion and paranoia amongst the citizenry and even the Xanathar Guild as no one knows who can be trusted.

34. NIGHTSHADE'S CARESS

The crone that runs this wretched shop is as ancient as she is unpredictable. Her only true motive is that the winds of change are always blowing and that it's her pleasure to influence them. To that end, she brews poisons to otherwise cheat lives of their full potential. Nightshade has no particular love or dislike for the Xanathar Guild, but if approached for aid, she delights at the opportunity.

Additional Wares. Nightshade is not in the business to relieve ailments but cause them. On her shelves are a number of harmful concoctions described in the table below. Details and effects are provided in Appendix A.

NIGHTSHADE'S WARES

Item	Stock	Price
Assassin's Blood poison	1	150 gp
Carrion Crawler Mucus poison	3	200 gp
Drow Poison	2	200 gp
<i>Potion of Poison</i>	4	150 gp
Purple Worm Poison	1	2000 gp

RETURN OF THE THIRTEEN

Nightshade is instrumental in restoring the Thirteen's sanity. When the adventurers come to her for knowledge, read the following:

The withered crone gives you a yellow smile. "Ah... You seek to restore the Thirteen's rule—but how can they ever be whole again if their purpose lies forgotten? There are... means, of course. Means that are less savory than what the world above would prefer. But I've my ways. I've always had my ways and they are charted in blood.

"You've no doubt seen the spider carved from stone that towers over Skullport. It was carved by the drow of House Tanor'thal and now teems with arachnids. For this ritual I require the blood of a victim not yet dead, cloudy with spider venom. Go forth and go fast, for those beasts have little patience."

Nightshade sends the adventurers to the Tanor'thal Refuge (Area 36). Once the adventurers return with the blood of Gonderth Nethran, the last living victim and last descendant of the Netherese line, Nightshade reveals the importance of the man's blood.

If Gonderth died, she smiles at the news, delighting at the eradication of the bloodline. If he lives, she insists that he be left in her care "until the poison has been bled from his veins."

After Nightshade has the blood, she prepares the tincture for the ritual over the course of four hours. Afterwards, read the following:

The crone hands you a stoppered tincture. Her rotted breath assails you like the winds of a thunderstorm as she says, "To restore the Thirteen, you must remind the flameskull's of their purpose, of their creators—but the Netherese magi are all dead, their kin reduced to bone and dust. All but one. And his blood is now yours to use."

See "III. Reaching the Grotto" above for the next part of the *Return of the Thirteen* quest.

36. TANOR'THAL REFUGE

This abandoned stronghold teems with 3d8 + 4 **giant spiders** spread out across three chambers. Three **ettercaps** watch over the arachnids like shepherds. Occasionally, these monstrosities creep down to Skullport, snatching up unsuspecting individuals and hauling them back to the Refuge as food. The arachnids will assault any intruders, but while the ettercaps fight to the death, the giant spiders retreat to guard their eggs if reduced to half their hit points.

A creature that succeeds on a DC 16 Intelligence (History) check can recall that House Tanor'thal once dominated Skullport's slave trade. Drow characters succeed on this check automatically.

Head. A small chamber reserved for the highest ranked member of House Tanor'thal and her consort, this room twitches with cocooned victims, many of which are feeble from venom and lost blood.

Thorax. The thorax has several small living rooms carved into the stone, each sporting cold stone slabs upon which rotten straw mattresses have moldered.

Abdomen. The entrance to the refuge, the abdomen is the largest chamber. It's ovoid in shape, 50 feet in length and 30 feet wide at its widest point. Once an audience chamber, it's now choked by webs and spider eggs.

Treasure. The drow were sure to clear everything out before they fled Skullport, but a few trinkets were left behind. In each room, underneath cobwebs, 1d4 silvered emblems bearing House Tanor'thal's spidery symbol (25 gp) can be found.

RETURN OF THE THIRTEEN

Nightshade (see Area 34) sends the party here to gather the necessary ingredient for the ritual tincture.

The party must drain the blood of a humanoid riddled with ettercap venom, someone on the verge of death, someone whose heart yet pumps. Cocooned victims can be found in the head of the Refuge. When the adventurers arrive, the only living victim is a human by the name of Gonderth Nethran. It so happens that Gonderth is the last of his line—a long line that stretches back to Skullport's heyday when the Netherese magi ruled the Sargauth Enclave.

Gonderth, a **commoner** that can cast the *light* cantrip (Charisma is his spellcasting ability), is stable at 0 hit points. He's poisoned for the next 8 hours unless a spell of *lesser restoration* or the like is cast upon him. He's been without food or water for three days now. Even while unconscious, his latent magic manifests: his body glows as if under a *light* spell.

SPECIAL EVENTS

You can run these events while in Skullport:

XANATHAR SENDS ITS LOVE

The Xanathar Guild finds a spy in its midst and promptly arrests the accused individual, which may be Bosskyn Gorb, the Zhentarim spy, or Ulvira Snowveins, the Harper spy. If it's the latter, the doppelganger in Area 33 set her up by taking her form and dared to publicly challenge the Guild's right to rule.

A force of four **duergar** led by a human **veteran** come to arrest the individual and spirits them to the Tower of the Seven Woes if unchallenged. The prisoner is paraded through the streets before the eyes of all.

If the adventurers intervene, Sundeth sends more and more forces to solve the situation. The half-ogre can't afford appearing to have lost its grasp on Skullport lest it incur Xanathar's wrath.

THE MAD MAGE PAYS A VISIT

You can surprise your adventurers with this event and bring them face to face with the Mad Mage in the most anticlimactic way possible.

As described in *DotMM*, Tasselgryn "Tas" Velldarn and the Mad Mage are old friends. About once a month, Halaster visits. When together, the two act like an old married couple. Use this event after the adventurers have already met Tas but before they leave town—or if they ever return. The adventurers are walking through the gloomy streets when they catch sight of Tas with a stranger. Read the following:

As you make your way through these squalid streets, a blue light dances in the yet-intact windows of nearby stores. You hear a woman unleash a throaty laugh—Tasselgryn Velldarn. As you round the corner, you see the mage clasping hands with an old loon whose staff is orbited by an azure wisp of light. An old man whose tangled beard is no match for the madness of his eyes. Eyes that lock onto yours.

"Well," echoes the familiar voice of the Mad Mage, "it seems you've caught me on a brief whimsy."

Halaster is enjoying his monthly visit with Tas and she hardly tolerates his antics. So, unless something dire occurs, the Mad Mage holds back on any pranks or violence; he won't, however, tolerate anything that upsets or threatens Tas.

While roleplaying the Mad Mage in this moment, dial back on the crazy. He doesn't threaten the adventurers at all, but instead congratulates them for making it this far and wishes them luck. If asked for assistance or information, he remarks that that would be "cheating."

The true point of this event is to demonstrate that, somewhere, somehow, Halaster is still human despite having lived for millennia, despite being lost in the throes of madness. That there could be a rhyme to his reason. That he still has attachments.

Halaster's Remarks. While he's here, the Mad Mage can mention any of the following:

- As he gestures to the town, the Mad Mage remarks, "Ah, Skullport. Dearest home of the desperate and lost. Yet without the Thirteen, Skullport's but a shadow of its former glory. The people do not cry out for revolution, but whimper for it into their cups and pillows."
- "This place has really gone to hell since the Hoist broke. See, folks are like a stew; if you don't stir it enough, it spoils. And this place sure is spoiled."
- "I wonder if that mind flayer is still running amok."

- "Skullport's wonderful for blowing off steam—so I banned my students from ever visiting it. Poly'd one into a rooster once, tossed him into the river... Turns out though that roosters can't swim." Halaster then whispers, "Oh, dearest Delganto... How I miss him."
- "You're stars, baby! Season eighty-four's goin' grand. You're a hit on all the planes—especially the Nine Hells. Devils galore are pining for your souls. Ratings could be better elsewhere, like the City of Doors, but just wait 'til the mid-season finale—it'll knock the multiverse's socks right off!" Halaster does not shed light on what this "mid-season finale" will entail for the party.

EPILOGUE

Unlike in other installments of the *DotMM Companion*, Skullport doesn't necessitate a send-off unless the *Return of the Thirteen* quest is completed. Thus, the two written below assume that it has.

STANDARD SEND-OFF

And so, you've swept away the darkness from yet another corner of Undermountain. Made it brighter. Brighter with the emerald flames of cackling undead that history has shown are better rulers than distant tyrants. But can you truly say that this was for the betterment of anyone? Do the downtrodden truly merit an uplifting if it means that the wolves that rule above are lifted too? Perhaps you'll find out before the world itself does—when Skullport opens its harbor to the outside world yet again.

HALASTER'S GAME: THE HOST'S SEND-OFF

The Mad Mage's voice sets your skin crawling:

"Ah, Skullport. The hive of thieves has been kicked back to life and the hornets will sneer in the face of the world once again while the desperate and downtrodden make their way to this Port of Shadows. I welcome them, these desperate fools, for one day soon they too shall play a part in my game. They too shall star on *Dungeon of the Mad Mage*, long after you're done and buried."

APPENDIX A: ITEMS

The following magic and mundane items can be found throughout Levels 1-3 and Skullport:

ASSASSIN'S BLOOD

Adventuring Gear, Poison (Ingested)

A creature that ingests this poison must make a DC 10 Constitution saving throw. On a failed save, it takes 6 (1d12) poison damage and is poisoned for 24 hours. On a successful save, the creature takes half damage and isn't poisoned.

Location. This item is sold by Nightshade in SK, A34.

CANDLE OF THE DEEP

Wondrous Item, Common

The flame of this candle is not extinguished when immersed in water. It gives off light and heat like a normal candle.

Location. This item is additional loot found in L3, Area 10H per the "Additional Loot" variant.

CARRION CRAWLER MUCUS

Adventuring Gear, Poison (Contact)

A creature that comes into contact with this poison must succeed on a DC 13 Constitution saving throw or be poisoned for 1 minute. The poisoned creature is paralyzed. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Location. This item is sold by Nightshade in SK, A34.

CIRCLET OF BLASTING

Wondrous item, rare

While wearing this circlet, you can use an action to cast the *scorching ray* spell with it. When you make the spell's attacks, you do so with an attack bonus of +5. The circlet can't be used again this way until the next dawn.

Location. This magic item is found in L1, Area 39A.

CLOAK OF THE MANTA RAY

Wondrous Item, Uncommon

While wearing this cloak with its hood up, you can breathe underwater, and you have a swimming speed of 60 feet. Pulling the hood up or down requires an action.

Location. This magic item is gifted by the kuo-toa in SK, Area 10 after feeding him.

DRIFTGLOBE

Wonderous item, uncommon

This small sphere of thick glass weighs 1 pound. If you are within 60 feet of it, you can speak its command word and cause it to emanate the *light* or *daylight* spell. Once used, the *daylight* effect can't be used again until the next dawn.

You can speak another command word as an action to make the illuminated globe rise into the air and float no more than 5 feet off the ground. The globe hovers in this way until you or another creature grasps it. If you move more than 60 feet from the hovering globe, it follows you until it is within 60 feet of you. It takes the shortest route to do so. If prevented from moving, the globe sinks gently to the ground and becomes inactive, & its light winks out.

Location. This magic item is found in L1, Area 17.

DROW POISON

Adventuring Gear, Poison (Injury)

This poison is typically made only by the drow, and only in a place far removed from sunlight. A creature injured by a weapon coated in this poison must succeed on a DC 13 Constitution saving throw or be poisoned for 1 hour. If the saving throw fails by 5 or more, the creature is also unconscious while poisoned in this way. The creature wakes up if it takes damage or if another creature takes an action to shake it awake.

Location. This item is sold by Nightshade in SK, A34.

DUST OF DISAPPEARANCE

Wondrous Item, Uncommon

Found in a small packet, this powder resembles very fine sand. There is enough of it for one use. When you use an action to throw the dust into the air, you and each creature and object within 10 feet of you become invisible for 2d4 minutes. The duration is the same for all subjects, and the dust is consumed when its magic takes effect. If a creature affected by the dust attacks or casts a spell, invisibility ends for that creature.

Location. This magic item is located in L2, Area 26E.

ELEMENTAL GEM (WATER)

Wondrous Item, Uncommon

This gem contains a mote of elemental energy. When you use an action to break the gem, a **water elemental** is summoned as if you had cast the *conjure elemental* spell, and the gem's magic is lost.

Location. This magic item is located in L3, Area 20E.

HAT OF WIZARDRY

Wondrous Item, Common (requires attunement by a wizard)

This antiquated, cone-shaped hat is adorned with gold crescent moons and stars. While you are wearing it, you gain the following benefits:

- You can use the hat as a spellcasting focus for your wizard spells.
- You can try to cast a cantrip that you don't know. The cantrip must be on the wizard spell list, and you must make a DC 10 Intelligence (Arcana) check. If the check succeeds, you cast the spell. If the check fails, so does the spell, and the action used to cast the spell is wasted.

Regardless, you can't use this property again until you finish a long rest.

Location. This magic item is additional loot found in L3, Area 10H per the "Additional Loot" variant.

PHILTER OF LOVE

Potion, Uncommon

The next time you see a creature within 10 minutes after drinking this philter, you become charmed by that creature for 1 hour. If the creature is of a species and gender you are normally attracted to, you regard it as your true love while you are charmed.

This potion's rose-hued, effervescent liquid contains one easy-to-miss bubble shaped like a heart.

Location. This magic item is additional loot found in L2, Area 2B per the "Additional Loot" variant.

POT OF AWAKENING

Wondrous Item, Common

If you plant an ordinary shrub in this 10-pound lay pot and let it grow for 30 days, the shrub magically transforms into an **awakened shrub** at the end of that time. When the shrub awakens, its roots break the pot, destroying it.

The awakened shrub is friendly toward you. Absent commands from you, it does nothing.

Location. This magic item is located in L2, Area 26A.

POTION OF ANIMAL FRIENDSHIP

Potion, Uncommon

When you drink this potion, you can cast the *animal friendship* spell (save DC 13) for 1 hour at will. Agitating this muddy liquid brings little bits into view: a fish scale, a hummingbird tongue, a cat claw, or a squirrel hair.

Location. This magic item is located in L3, Area 21S.

POTION OF HEALING

Potion, Uncommon

You regain 2d4+2 hit points when you drink this potion. This potion's red liquid glimmers when agitated.

Location. This item is found in L2, 13G & L3, 20B.

POTION OF LIGHTNING RESISTANCE

Potion, Uncommon

When you drink this potion, you gain resistance to lightning damage for one hour.

Location. This additional loot is found in L2, Area 7C.

POTION OF POISON

Potion, Uncommon

This concoction looks, smells, and tastes like a potion of healing or other beneficial potion. However, it is actually poison masked by illusion magic. An *identify* spell reveals its true nature.

If you drink it, you take 3d6 poison damage, and you must succeed on a DC 13 Constitution saving throw or be poisoned. At the start of each of your turns while you are

poisoned in this way, you take 3d6 poison damage. At the end of each of your turns, you can repeat the saving throw. On a successful save, the poison damage you take on your subsequent turns decreases by 1d6. The poison ends when the damage decreases to 0.

Location. This item is sold by Nightshade in SK, A34.

POTION OF WATER BREATHING

Potion, Uncommon

You can breathe underwater for 1 hour after drinking this potion. Its cloudy green fluid smells of the sea and has a jellyfish-like bubble floating in it.

Location. This magic item is located in L3, Area 9B.

PURPLE WORM POISON

Adventuring Gear, Poison (Injury)

This poison must be harvested from a dead or incapacitated purple worm. A creature injured by a weapon coated with this poison must make a DC 19 Constitution saving throw, taking 42 (12d6) poison damage on a failed save, or half as much damage on a successful one.

Location. This item is sold by Nightshade in SK, A34.

QUAAL'S FEATHER TOKEN (SWAN BOAT)

Wondrous Item, Rare

You can use an action to touch the token to a body of water at least 60 feet in diameter. The token disappears, and a 50-foot-long, 20-foot-wide boat shaped like a swan takes its place. The boat is self-propelled and moves across water at a speed of 6 miles per hour.

You can use an action while on the boat to command it to move or to turn up to 90 degrees. The boat can carry up to thirty-two Medium or smaller creatures. A Large creature counts as four Medium creatures, while a Huge creature counts as nine. The boat remains for 24 hours and then disappears. You can dismiss the boat as an action.

Location. This magic item is rewarded by the Mad Mage for completing "Halaster's Game" as described in Chapter 3: The Sargauth Level.

RING OF SWIMMING

Ring, Uncommon

You have a swimming speed of 40 feet while wearing this ring.

Location. This magic item is located in L2, Area 19B.

WAND OF SECRETS

Wand, uncommon

The wand has 3 charges. While holding it, you can use an action to expend 1 of its charges, and if a secret door or trap is within 30 feet of you, the wand pulses and points at the one nearest to you. The wand regains 1d3 expended charges daily at dawn.

Location. This magic item is found in L1, Area 11.

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AIR ELEMENTAL

Large elemental, neutral

Armor Class 15

Hit Points 90 (12d10 + 24)

Speed 0 ft., fly 90 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
14 (+2)	20 (+5)	14 (+2)	6 (-2)	10 (+0)	6 (-2)

Damage Immunities poison

Damage Resistances lightning, thunder; bludgeoning, piercing, and slashing from nonmagical weapons

Condition Immunities exhaustion, grappled, paralyzed, petrified, poisoned, prone, restrained, unconscious

Senses darkvision 60 ft. passive Perception 10

Languages Auran

Challenge 5 (1800 XP)

Air Form. The elemental can enter a hostile creature's space and stop there. It can move through a space as narrow as 1 inch wide without squeezing.

ACTIONS

Multiattack. The elemental makes two slam attacks.

Slam. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 14 (2d8+5) bludgeoning damage.

Whirlwind (Recharge 4-6). Each creature in the elemental's space must make a DC 13 Strength saving throw. On a failure, a target takes 15 (3d8 + 2) bludgeoning damage and is flung up 20 feet away from the elemental in a random direction and knocked prone. If a thrown target strikes an object, such as a wall or floor, the target takes 3 (1d6) bludgeoning damage for every 10 feet it was thrown. If the target is thrown at another creature, that creature must succeed on a DC 13 Dexterity saving throw or take the same damage and be knocked prone.

If the saving throw is successful, the target takes half the bludgeoning damage and isn't flung away or knocked prone.

ANIMATED BALLISTA

Large construct, unaligned

Armor Class 15

Hit Points 50 (9d10 + 1)

Speed 30 ft.

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

Damage Immunities poison

Condition Immunities blinded, charmed, deafened, frightened, paralyzed, petrified, poisoned

Senses blindsight 120 ft. (blind beyond this radius) passive Perception 6

Languages -

Challenge 2 (450 XP)

Incapable. The ballista cannot right itself if knocked prone, nor can it attack creatures directly above it.

ACTIONS

Fire Bolt. *Ranged Weapon Attack:* +6 to hit, range 120 ft., one target. *Hit:* 16 (3d10) fire damage.

ALLIP

Medium undead, lawful evil

Armor Class 13

Hit Points 40 (9d8)

Speed 0 ft., fly 40 ft. (hover)

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

Saving Throws Int +6, Wis +5

Skills Perception +5, Stealth +6

Damage Immunities cold, necrotic, poison

Damage Resistances acid, fire, lightning, thunder; bludgeoning, piercing, and slashing from nonmagical attacks

Condition Immunities charmed, exhaustion, frightened, grappled, paralyzed, petrified, poisoned, prone, restrained

Senses darkvision 60 ft., passive Perception 15

Languages the languages it knew in life

Challenge 5 (1800 XP)

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

ACTIONS

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

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

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

APPRENTICE WIZARD

Medium humanoid (any race), any alignment

Armor Class 10

Hit Points 9 (2d8)

Speed 30 ft.

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

Skills Arcana +4, History +4

Senses passive Perception 10

Languages any one language (usually Common)

Challenge 1/4 (50 XP)

Spellcasting. The apprentice wizard is a 1st-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 12, +4 to hit with spell attacks). The apprentice wizard has the following wizard spells prepared:

Cantrips (at will): *fire bolt, mending, prestidigitation*
1st level (2 slots): *burning hands, disguise self, shield*

ACTIONS

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

ARCHMAGE

Medium humanoid (any race), any alignment

Armor Class 12 (15 with mage armor)

Hit Points 99 (18d8 + 18)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	12 (+1)	20 (+5)	15 (+2)	16 (+3)

Saving Throws Int +9, Wis +6

Skills Arcana +13, History +13

Damage Resistances damage from spells; nonmagical bludgeoning, piercing, and slashing (from stonewood)

Senses passive Perception 12

Languages any six languages

Challenge 12 (8400 XP)

Magic Resistance. The archmage has advantage on saving throws against spells and other magical effects.

Spellcasting. The archmage is an 18th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 17, +9 to hit with spell attacks). The archmage can cast disguise self and invisibility at will and has the following wizard spells prepared:

Cantrips (at will): *fire bolt*, *light*, *mage hand*, *prestidigitation*, *shocking grasp*

1st level (4 slots): *detect magic*, *identify*, *mage armor**, *magic missile*

2nd level (3 slots): *detect thoughts*, *mirror image*, *misty step*

3rd level (3 slots): *counterspell*, *fly*, *lightning bolt*

4th level (3 slots): *banishment*, *fire shield*, *stonewood**

5th level (3 slots): *cone of cold*, *screaming*, *wall of force*

6th level (1 slot): *globe of invulnerability*

7th level (1 slot): *teleport*

8th level (1 slot): *mind blank**

9th level (1 slot): *time stop*

*The archmage casts these spells on itself before combat.

ACTIONS

Dagger. *Melee or Ranged Weapon Attack:* +6 to hit, reach 5 ft., or range 20/60 ft., one target. *Hit:* 4 (1d4+2) piercing damage.

AWAKENED SHRUB

Small plant, unaligned

Armor Class 9

Hit Points 10 (3d6)

Speed 20 ft.

STR	DEX	CON	INT	WIS	CHA
3 (-4)	8 (-1)	11 (+0)	10 (+0)	10 (+0)	6 (-2)

Damage Resistances piercing

Damage Vulnerabilities fire

Senses passive Perception 10

Languages one language known by its creator

Challenge 1/8 (25 XP)

False Appearance. While the shrub remains motionless, it is indistinguishable from a normal shrub.

ACTIONS

Rake. *Melee Weapon Attack:* +1 to hit, reach 5 ft., one target. *Hit:* 1 (1d4-1) slashing damage.

ASSASSIN

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

Armor Class 15 (studded leather armor)

Hit Points 78 (12d8 + 24)

Speed 30 ft.

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

Saving Throws Dex +6, Int +4

Skills Acrobatics +6, Deception +3, Perception +3, Stealth +9

Damage Resistances poison

Senses passive Perception 13

Languages Thieves' cant plus any two languages

Challenge 8 (3900 XP)

Assassinate. During its first turn, the assassin has advantage on attack rolls against any creature that hasn't taken a turn. Any hit the assassin scores against a surprised creature is a critical hit.

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

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

ACTIONS

Multiattack. The assassin makes two shortsword attacks.

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

Light Crossbow. *Ranged Weapon Attack:* +6 to hit, range 80/320 ft., one target. *Hit:* 7 (1d8+3) piercing damage and the target must make a DC 15 Constitution saving throw, taking 24 (7d6) poison damage on a failed save, or half as much damage on a successful one.

BANDIT

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

Armor Class 12 (leather armor)

Hit Points 11 (2d8 + 2)

Speed 30 ft.

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

Senses passive Perception 10

Languages Common

Challenge 1/8 (25 XP)

ACTIONS

Scimitar. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6+1) slashing damage.

Light Crossbow. *Ranged Weapon Attack:* +3 to hit, range 80/320 ft., *Hit:* 5 (1d8+1) damage.

BANDIT CAPTAIN

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

Armor Class 15 (studded leather)
Hit Points 65 (10d8 + 20)
Speed 30 ft.

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

Saving Throws Str +4, Dex +5, Wis +2
Skills Athletics +4, Deception +4
Senses passive Perception 10
Languages any two languages
Challenge 2 (450 XP)

ACTIONS

Multiattack. The captain makes three melee attacks: two with its scimitar and one with its dagger. Or the captain makes two ranged attacks with its daggers.

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

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

REACTIONS

Parry. The captain adds 2 to its AC against one melee attack that would hit it. To do so, the captain must see the attacker and be wielding a melee weapon.

BARLGURA

Large fiend (demon), chaotic evil

Armor Class 15 (natural armor)
Hit Points 68 (8d10 + 24)
Speed 40 ft., climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	15 (+2)	16 (+3)	7 (-2)	14 (+2)	9 (-1)

Saving Throws Dex +5, Con +6
Skills Perception +5, Stealth +5
Damage Immunities poison
Damage Resistances cold, fire, lightning
Condition Immunities poisoned
Senses blindsight 30 ft., darkvision 120 ft., passive Perception 15
Languages Abyssal, telepathy 120 ft.
Challenge 5 (1800 XP)

Innate Spellcasting. The bargura's spellcasting ability is Wisdom (spell save DC 13). The bargura can innately cast the following spells, requiring no material components:

2/day each: *disguise self*, *invisibility* (self only)
1/day each: *entangle*, *phantasmal force*

Reckless. At the start of its turn, the bargura can gain advantage on all melee weapon attack rolls it makes during that turn, but attack rolls against it have advantage until the start of its next turn.

Running Leap. The bargura's long jump is up to 40 feet and its high jump is up to 20 feet when it has a running start.

ACTIONS

Multiattack. The bargura makes three attacks: one with its bite and two with its fists.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 11 (2d6+4) piercing damage.

Fist. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 9 (1d10+4) bludgeoning damage.

BEHOLDER ZOMBIE

Large undead, neutral evil

Armor Class 15 (natural armor)
Hit Points 93 (11d10 + 33)
Speed 0 ft., fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	8 (-1)	16 (+3)	3 (-4)	8 (-1)	5 (-3)

Saving Throws Wis +2

Damage Immunities poison

Condition Immunities poisoned, prone

Senses darkvision 60 ft., passive Perception 9

Languages understands Deep Speech and Undercommon but can't speak

Challenge 5 (1800 XP)

Undead Fortitude. If damage reduces the zombie to 0 hit points, it must make a Constitution saving throw with a DC of 5 + the damage taken, unless the damage is radiant or from a critical hit. On a success, the zombie drops to 1 hit point instead.

ACTIONS

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 14 (4d6) piercing damage.

Eye Ray. The zombie uses a random magical eye ray, choosing a target that it can see within 60 feet of it.

1. **Paralyzing Ray.** The targeted creature must succeed on a DC 14 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

2. **Fear Ray.** The targeted creature must succeed on a DC 14 Wisdom saving throw or be frightened for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

3. **Enervation Ray.** The targeted creature must make a DC 14 Constitution saving throw, taking 36 (8d8) necrotic damage on a failed save, or half as much damage on a successful one.

4. **Disintegration Ray.** If the target is a creature, it must succeed on a DC 14 Dexterity saving throw or take 45 (10d8) force damage. If this damage reduces the creature to 0 hit points, its body becomes a pile of fine gray dust.

If the target is a Large or smaller nonmagical object or creation of magical force, it is disintegrated without a saving throw. If the target is a Huge or larger nonmagical object or creation of magical force, this ray disintegrates a 10-foot cube of it.

BERSERKER

Medium humanoid (any race), any chaotic alignment

Armor Class 13 (hide armor)

Hit Points 67 (9d8 + 27)

Speed 30 ft.

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

Senses passive Perception 10

Languages Common

Challenge 2 (450 XP)

Reckless. At the start of its turn, the berserker can gain advantage on all melee weapon attack rolls during that turn, but attack rolls against it have advantage until the start of its next turn.

ACTIONS

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

BLACKGUARD

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

Armor Class 18 (plate armor)

Hit Points 153 (18d8 + 72)

Speed 30 ft.

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

Saving Throws Wis +5, Cha +5

Skills Athletics +7, Deception +5, Intimidation +5

Senses passive Perception 12

Languages any one language (usually Common)

Challenge 8 (3900 XP)

Spellcasting. The blackguard is a 10th-level spellcaster. Its spellcasting ability is Charisma (spell save DC 13, +5 to hit with spell attacks). It has the following paladin spells prepared:

1st level (4 slots): *command*, *protection from evil and good*, *thunderous smite*

2nd level (3 slots): *branding smite*, *find steed*

3rd level (2 slots): *blinding smite*, *dispel magic*

ACTIONS

Multiattack. The blackguard makes three attacks with its glaive or its shortbow.

Glaive. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 9 (1d10+4) slashing damage.

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

Dreadful Aspect (Recharges After A Short Or Long Rest). The blackguard exudes magical menace. Each enemy within 30 feet of the blackguard must succeed on a DC 13 Wisdom saving throw or be frightened for 1 minute. If a frightened target ends its turn more than 30 feet away from the blackguard, the target can repeat the saving throw, ending the effect on itself on a success.

BLACK PUDDING

Large ooze, unaligned

Armor Class 7

Hit Points 85 (10d10 + 30)

Speed 20 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	5 (-3)	16 (+3)	1 (-5)	6 (-2)	1 (-5)

Damage Immunities acid, cold, lightning, slashing

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, prone

Senses blindsight 60 ft. (blind beyond this radius) passive Perception 8

Languages -

Challenge 4 (1100 XP)

Amorphous. The pudding can move through a space as narrow as 1 inch wide without squeezing.

Corrosive Form. A creature that touches the pudding or hits it with a melee attack while within 5 feet of it takes 4 (1d8) acid damage. After dealing damage, the weapon takes a permanent and cumulative -1 penalty to damage rolls. If its penalty drops to -5, the weapon is destroyed. Nonmagical ammunition made of metal or wood that hits the pudding is destroyed after dealing damage.

The pudding can eat through 2-inch-thick non-magical wood or metal in 1 round.

Spider Climb. The pudding can climb difficult surfaces including upside down on ceilings, without needing to make an ability check.

ACTIONS

Pseudopod. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 6 (1d6+3) bludgeoning damage plus 18 (4d8) acid damage. In addition, nonmagical armor worn by the target is partly dissolved and takes a permanent and cumulative -1 penalty to the AC it offers. The armor is destroyed if the penalty reduces its AC to 10.

REACTIONS

Split. When a pudding that is Medium or larger is subjected to lightning or slashing damage, it splits into two new creatures if it has at least 10 hit points. Each new pudding has hit points equal to half the original pudding's, rounded down. New puddings are one size smaller than their parent.

BUGBEAR

Medium humanoid (goblinoid), chaotic evil

Armor Class 16 (hide armor, shield)

Hit Points 27 (5d8 + 5)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	14 (+2)	13 (+1)	8 (-1)	11 (+0)	9 (-1)

Skills Stealth +6, Survival +2

Senses darkvision 60 ft., passive Perception 10

Languages Common, Goblin

Challenge 1 (200 XP)

Brute. A melee weapon deals one extra die of its damage when the bugbear hits with it (included in the attack).

Surprise Attack. If the bugbear surprises a creature and hits it with an attack during the first round of combat, the target takes an extra 7 (2d6) damage from the attack.

ACTIONS

Morningstar. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 11 (2d8+2) piercing damage.

Javelin. *Melee or Ranged Weapon Attack:* +4 to hit, reach 5 ft., or range 30/120 ft., one target. *Hit:* 9 (2d6+2) piercing damage or 5 (1d6 + 2) piercing damage at range.

CARRION CRAWLER

Large monstrosity, unaligned

Armor Class 13 (natural armor)

Hit Points 51 (6d10 + 18)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	13 (+1)	16 (+3)	1 (-5)	12 (+1)	5 (-3)

Skills Perception +3

Senses darkvision 60 ft., passive Perception 11

Languages -

Challenge 2 (450 XP)

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

Spider Climb. The carrion crawler can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

ACTIONS

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

Multiattack. The carrion crawler makes two attacks: one with its tentacles and one with its bite.

Tentacles. *Melee Weapon Attack:* +8 to hit, reach 10 ft., one creature. *Hit:* 4 (1d4+2) poison damage and the target must succeed on a DC 13 Constitution saving throw or be poisoned for 1 minute. Until this poison ends, the target is paralyzed. The target can repeat the saving throw at the end of each of its turns, ending the poison on itself on a success.

CAVE FISHER

Medium monstrosity, unaligned

Armor Class 16 (natural armor)

Hit Points 58 (9d8 + 18)

Speed 20 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	13 (+1)	14 (+2)	3 (-4)	10 (+0)	3 (-4)

Skills Perception +2, Stealth +5

Senses blindsight 60 ft., passive Perception 12

Languages -

Challenge 3 (700 XP)

Adhesive Filament. The cave fisher can use its action to extend a sticky filament up to 60 feet, and the filament adheres to anything that touches it. A creature adhered to the filament is grappled by the cave fisher (escape DC 13), and ability checks made to escape this grapple have disadvantage. The filament can be attacked (AC 15; 5 hit points; immunity to poison and psychic damage), but a weapon that fails to sever it becomes stuck to it, requiring an action and a successful DC 13 Strength check to pull free.

Destroying the filament causes no damage to the cave fisher, which can extrude a replacement filament on its next turn.

Flammable Blood. If the cave fisher drops to half its hit points or fewer, it gains vulnerability to fire damage.

Spider Climb. The cave fisher can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

ACTIONS

Multiattack. The cave fisher makes two attacks with its claws.

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

Filament. One creature grappled by the cave fisher's adhesive filament must make a DC 13 Strength saving throw, provided that the target weighs 200 pounds or less. On a failure, the target is pulled into an unoccupied space within 5 feet of the cave fisher, and the cave fisher makes a claw attack against it as a bonus action. Reeling up the target releases anyone else who was attached to the filament. Until the grapple ends on the target, the cave fisher can't extrude another filament.

CHAMPION

Medium humanoid (any race), any alignment

Armor Class 18 (plate armor)

Hit Points 143 (22d8 + 44)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	15 (+2)	14 (+2)	10 (+0)	14 (+2)	12 (+1)

Saving Throws Str +9, Dex +6

Skills Athletics +9, Intimidation +5, Perception +6

Senses passive Perception 16

Languages Common

Challenge 9 (5000 XP)

Indomitable (2/Day). The champion rerolls a failed saving throw.

Second Wind (Recharges After A Short Or Long Rest). As a bonus action, the champion can regain 20 hit points.

ACTIONS

Multiattack. The champion makes three attacks with its greatsword or its shortbow.

Greatsword. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. *Hit:* 12 (2d6+5) slashing damage plus 7 (2d6) slashing damage if the champion has more than half of its total hit points remaining.

Shortbow. *Ranged Weapon Attack:* +6 to hit, range 80/320 ft., one target. *Hit:* 9 (2d6+2) piercing damage plus 7 (2d6) piercing damage if the champion has more than half of its total hit points remaining.

CHIMERA

Large monstrosity, chaotic evil

Armor Class 14 (natural armor)

Hit Points 114 (12d10 + 48)

Speed 30 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	11 (+0)	19 (+4)	3 (-4)	14 (+2)	10 (+0)

Skills Perception +8

Senses darkvision 60 ft., passive Perception 18

Languages understands Draconic but can't speak

Challenge 6 (2300 XP)

ACTIONS

Multiattack. The chimera makes three attacks: one with its bite, one with its horns, and one with its claws. When its fire breath is available, it can use the breath in place of its bite or horns.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 11 (2d6+4) piercing damage.

Horns. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 10 (1d12+4) bludgeoning damage.

Claws. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 11 (2d6+4) slashing damage.

Fire Breath (Recharge 5-6). The dragon head exhales fire in a 15-foot cone. Each creature in that area must make a DC 15 Dexterity saving throw, taking 31 (7d8) fire damage on a failed save, or half as much damage on a successful one.

CLOAKER

Large aberration, chaotic neutral

Armor Class 14 (natural armor)

Hit Points 78 (12d10 + 12)

Speed 10 ft., fly 40 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	15 (+2)	12 (+1)	13 (+1)	12 (+1)	14 (+2)

Skills Stealth +5

Senses darkvision 60 ft. passive Perception 11

Languages Deep Speech, Undercommon

Challenge 8 (3900 XP)

Damage Transfer. While attached to a creature, the cloaker takes only half the damage dealt to it (rounded down), and that creature takes the other half.

False Appearance. While the cloaker remains motionless without its underside exposed, it is indistinguishable from a dark leather cloak.

Light Sensitivity. While in bright light, the cloaker has disadvantage on attack rolls and Wisdom (Perception) checks that rely on sight.

ACTIONS

Multiattack. The cloaker makes two attacks: one with its bite and one with its tail.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one creature. *Hit:* 10 (2d6+3) piercing damage and if the target is Large or smaller, the cloaker attaches to it. If the cloaker has advantage against the target, the cloaker attaches to the target's head, and the target is blinded and unable to breathe while the cloaker is attached. While attached, the cloaker can make this attack only against the target and has advantage on the attack roll. The cloaker can detach itself by spending 5 feet of its movement. A creature, including the target, can take its action to detach the cloaker by succeeding on a DC 16 Strength check.

Tail. *Melee Weapon Attack:* +6 to hit, reach 10 ft., one creature. *Hit:* 7 (1d8+3) slashing damage.

Moan. Each creature within 60 feet of the cloaker that can hear its moan and that isn't an aberration must succeed on a DC 13 Wisdom saving throw or become frightened until the end of the cloaker's next turn. If a creature's saving throw is successful, the creature is immune to the cloaker's moan for the next 24 hours.

Phantasms (Recharges After A Short Or Long Rest). The cloaker magically creates three illusory duplicates of itself if it isn't in bright light. The duplicates move with it and mimic its actions, shifting position so as to make it impossible to track which cloaker is the real one. If the cloaker is ever in an area of bright light, the duplicates disappear.

Whenever any creature targets the cloaker with an attack or a harmful spell while a duplicate remains, that creature rolls randomly to determine whether it targets the cloaker or one of the duplicates. A creature is unaffected by this magical effect if it can't see or if it relies on senses other than sight.

A duplicate has the cloaker's AC and uses its saving throws. If an attack hits a duplicate, or if a duplicate fails a saving throw against an effect that deals damage, the duplicate disappears.

COMMONER

Medium humanoid, 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 1/8 (25 XP)

ACTIONS

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

DOPPELGANGER

Medium monstrosity (shapechanger), neutral

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) 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 its 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.

VARIANT: DRIDER SPELLCASTING

Dridders that were once drow spellcasters might retain their ability to cast spells. Such dridders typically have a higher spellcasting ability (15 or 16) than other dridders. Further, the drider gains the Spellcasting trait. A drider that was a drow divine spellcaster, therefore, could have a Wisdom of 16 (+3) and a Spellcasting trait as follows:

Spellcasting. The drider is a 7th-level spellcaster. Its spellcasting ability is Wisdom (Spell save DC 14, +6 to hit with spell attacks). The drider has the following spells prepared from the cleric spell list:

Cantrips (at will): *poison spray, thaumaturgy*
1st level (4 slots): *bane, detect magic, sanctuary*
2nd level (3 slots): *hold person, silence*
3rd level (3 slots): *clairvoyance, dispel magic*
4th level (2 slots): *divination, freedom of movement*

DRIDER

Large monstrosity, chaotic evil

Armor Class 19 (natural armor)
Hit Points 123 (13d10 + 52)
Speed 30 ft., climb 30 ft.

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

Skills Perception +5
Senses darkvision 120 ft., passive Perception 15
Languages Elvish, Undercommon
Challenge 6 (2300 XP)

Fey Ancestry. The drider has advantage on saving throws against being charmed, and magic can't put the drider to sleep.

Spider Climb. The drider can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

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

Web Walker. The drider ignores movement restrictions caused by webbing.

Innate Spellcasting. The drider's spellcasting ability is Wisdom (spell save DC 13). The drider can innately cast the following spells, requiring no material components:

At will: *dancing lights*
1/day each: *darkness, faerie fire*

ACTIONS

Multiattack. The drider makes three attacks, either with its longsword or its longbow. It can replace one of those attacks with a bite attack.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one creature. *Hit:* 2 (1d4) damage plus 9 (2d8) poison damage.

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

Longbow. *Ranged Weapon Attack:* +6 to hit, range 5 ft., one target. *Hit:* 7 (1d8+3) piercing damage plus 4 (1d8) poison damage.

DROW

Medium humanoid (elf), neutral evil

Armor Class 15 (chain shirt)

Hit Points 13 (3d8)

Speed 30 ft.

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

Skills Perception +2

Senses darkvision 120 ft., passive Perception 12

Languages Elvish, Undercommon

Challenge 1/4 (50 XP)

Fey Ancestry. The drow has advantage on saving throws against being charmed, and magic can't put the drow to sleep.

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

Innate Spellcasting. The drow's spellcasting ability is Charisma (spell save DC 11). The drow can innately cast the following spells, requiring no material components:

At will: *dancing lights*

1/day each: *darkness*, *faerie fire*

ACTIONS

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

Hand Crossbow. *Ranged Weapon Attack:* +4 to hit, range 5 ft., one target. *Hit:* 5 (1d6+2) piercing damage and the target must succeed on a DC 13 Constitution saving throw or be poisoned for 1 hour. If the saving throw fails by 5 or more, the target is also unconscious while poisoned in this way. The target wakes up if it takes damage or if another creature takes an action to shake it awake.

DROW ELITE WARRIOR

Medium humanoid (elf), lawful evil

Armor Class 18 (studded leather armor, shield)

Hit Points 71 (11d8 + 22)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	18 (+4)	14 (+2)	11 (+0)	13 (+1)	12 (+1)

Saving Throws Dex +7, Con +5, Wis +4

Skills Perception +4, Stealth +10

Senses darkvision 120 ft., passive Perception 14

Languages Elvish, Common, Undercommon

Challenge 7 (2900 XP)

Fey Ancestry. The drow has advantage on saving throws against being charmed, and magic can't put the drow to sleep.

Innate Spellcasting. The drow's spellcasting ability is Charisma (spell save DC 12). It can innately cast the following spells, requiring no material components:

At will: *dancing lights*

1/day each: *darkness*, *faerie fire*, *levitate* (self only)

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

ACTIONS

Multiattack. The drow makes two shortsword attacks.

Shortsword. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 7 (1d6+4) piercing damage plus 10 (3d6) poison damage.

Hand Crossbow. *Ranged Weapon Attack:* +7 to hit, range 30/120 ft., one target. *Hit:* 7 (1d6+4) piercing damage and the target must succeed on a DC 13 Constitution saving throw or be poisoned for 1 hour. If the saving throw fails by 5 or more, the target is also unconscious while poisoned in this way. The target wakes up if it takes damage or if another creature takes an action to shake it awake.

REACTIONS

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

DROW MAGE

Medium humanoid (elf), neutral evil

Armor Class 12 (15 with mage armor)

Hit Points 45 (10d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
9 (-1)	14 (+2)	10 (+0)	17 (+3)	13 (+1)	12 (+1)

Skills Arcana +6, Perception +4, Stealth +5

Senses darkvision 120 ft., passive Perception 14

Languages Elvish, Common, Undercommon

Challenge 7 (2900 XP)

Fey Ancestry. The drow has advantage on saving throws against being charmed, and magic can't put the drow to sleep.

Innate Spellcasting. The drow's spellcasting ability is Charisma (spell save DC 12). It can innately cast the following spells, requiring no material components:

At will: *dancing lights*

1/day each: *darkness*, *faerie fire*, *levitate* (self only)

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

Spellcasting. The drow mage is a 10th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 14, +6 to hit with spell attacks). The drow mage has the following wizard spells prepared:

Cantrips (at will): *mage hand*, *minor illusion*, *poison spray*, *ray of frost*

1st level (4 slots): *mage armor*, *magic missile*, *shield*, *witch bolt*

2nd level (3 slots): *alter self*, *misty step*, *web*

3rd level (3 slots): *fly*, *lightning bolt*

4th level (3 slots): *cloudkill*, *Evard's black tentacles*, *greater invisibility*

5th level (2 slots): *cloudkill*

ACTIONS

Staff. *Melee Weapon Attack:* +2 to hit, reach 5 ft., one target. *Hit:* 2 (1d6-1) bludgeoning damage or 3 (1d8 - 1) bludgeoning damage if used with two hands, plus 3 (1d6) poison damage.

Summon Demon (1/Day). The drow magically summons a quasit, or attempts to summon a shadow demon with a 50 percent chance of success. The summoned demon appears in an unoccupied space within 60 feet of its summoner, acts as an ally of its summoner, and can't summon other demons. It remains for 10 minutes, until it or its summoner dies, or until its summoner dismisses it as an action.

DROW PRIESTESS OF LOLTH

Medium humanoid (elf), neutral evil

Armor Class 16 (scale mail)

Hit Points 71 (13d8 + 13)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	12 (+1)	13 (+1)	17 (+3)	18 (+4)

Saving Throws Con +4, Wis +6, Cha +7

Skills Insight +6, Perception +6, Religion +4, Stealth +5

Senses darkvision 120 ft., passive Perception 16

Languages Elvish, Undercommon

Challenge 8 (3900 XP)

Fey Ancestry. The drow has advantage on saving throws against being charmed, and magic can't put the drow to sleep.

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

Innate Spellcasting. The drow priestess of lolth's spellcasting ability is Charisma (spell save DC 15). The drow priestess of lolth can innately cast the following spells, requiring no material components:

At will: *dancing lights*

1/day each: *darkness*, *faerie fire*, *levitate* (self only)

Spellcasting. The drow priestess of lolth is a 10th-level spellcaster. Its spellcasting ability is Wisdom (spell save DC 14, +6 to hit with spell attacks). The drow priestess of lolth has the following cleric spells prepared:

Cantrips (at will): *guidance*, *poison spray*, *resistance*, *spare the dying*, *thaumaturgy*

1st level (4 slots): *animal friendship*, *cure wounds*, *detect poison and disease*, *ray of sickness*

2nd level (3 slots): *lesser restoration*, *protection from poison*, *web*

3rd level (3 slots): *conjure animals* (2 giant spiders), *dispel magic*

4th level (3 slots): *divination*, *freedom of movement*

5th level (2 slots): *insect plague*, *mass cure wounds*

ACTIONS

Multiattack. The drow makes two scourge attacks.

Scourge. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 5 (1d6+2) piercing damage plus 17 (5d6) poison damage.

Summon Demon (1/Day). The drow attempts to magically summon a yochlol with a 30 percent chance of success. If the attempt fails, the drow takes 5 (1d10) psychic damage. Otherwise, the summoned demon appears in an unoccupied space within 60 feet of its summoner, acts as an ally of its summoner, and can't summon other demons. It remains for 10 minutes, until it or its summoner dies, or until its summoner dismisses it as an action.

DUERGAR

Medium humanoid (dwarf), lawful evil

Armor Class 16 (scale mail, shield)

Hit Points 26 (4d8 + 8)

Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	11 (+0)	14 (+2)	11 (+0)	10 (+0)	9 (-1)

Damage Resistances poison

Senses darkvision 120 ft., passive Perception 10

Languages Dwarvish, Undercommon

Challenge 1 (200 XP)

Duergar Resilience. 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.

ACTIONS

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.

War Pick. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 6 (1d8+2) piercing damage or 11 (2d8 + 2) piercing damage while enlarged.

Javelin. *Melee or Ranged Weapon Attack:* +4 to hit, reach 5 ft., or range 30/120 ft., one target. *Hit:* 5 (1d6+2) piercing damage or 9 (2d6 + 2) piercing damage while enlarged.

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.

ETTERCAP

Medium monstrosity, neutral evil

Armor Class 13 (natural armor)

Hit Points 44 (8d8 + 8)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	15 (+2)	13 (+1)	7 (-2)	12 (+1)	8 (-1)

Skills Perception +3, Stealth +4, Survival +3

Senses darkvision 60 ft., passive Perception 13

Languages -

Challenge 2 (450 XP)

Spider Climb. The ettercap can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Web Sense. While in contact with a web, the ettercap knows the exact location of any other creature in contact with the same web.

Web Walker. The ettercap ignores movement restrictions caused by webbing.

ACTIONS

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

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one creature. *Hit:* 6 (1d8+2) piercing damage plus 4 (1d8) poison damage. The target must succeed on a DC 11 Constitution saving throw or be poisoned for 1 minute. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

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

Web (Recharge 5-6). *Ranged Weapon Attack:* +4 to hit, range 30/60 ft., one Large or smaller creature. *Hit:* The creature is restrained by webbing. As an action, the restrained creature can make a DC 11 Strength check, escaping from the webbing on a success. The effect ends if the webbing is destroyed. The webbing has AC 10, 5 hit points, is vulnerable to fire damage and immune to bludgeoning, poison and psychic damage.

Web Garrote. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one Medium or Small creature against which the ettercap has advantage on the attack roll. *Hit:* 4 (1d4 + 2) bludgeoning damage, and the target is grappled (escape DC 12). Until this grapple ends, the target can't breathe, and the ettercap has advantage on attack rolls against it.

ETTIN

Large monstrosity, chaotic evil

Armor Class 12 (natural armor)

Hit Points 85 (10d10 + 30)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
21 (+5)	8 (-1)	17 (+3)	6 (-2)	10 (+0)	8 (-1)

Skills Perception +4

Senses darkvision 60 ft., passive Perception 14

Languages Giant, Orc

Challenge 4 (1100 XP)

Two-Heads. The ettin has advantage on Wisdom (Perception) checks and on saving throws against being blinded, charmed, deafened, frightened, stunned, and knocked unconscious.

Wakeful. When one of the ettin's heads is asleep, its other head is awake.

ACTIONS

Multiattack. The ettin makes two attacks: one with its battleaxe and one with its morningstar.

Battleaxe. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 14 (2d8+5) slashing damage.

Morningstar. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 14 (2d8+5) piercing damage.

VARIANT: STORMSKULLS

Some wizards might be raised not as fiery spirits but ones that crackle with lightning. Trenzia, one of the Mad Mage's former apprentices, is one of these spirits.

Stormskulls have the statistics of flameskulls but with the following changes:

- The skull has resistance to fire, rather than lightning, and immunity to lightning, rather than fire.
- The skull has *lightning bolt* prepared instead of *fireball*.
- The skull's fire ray attack deals lightning damage.

FLAMESKULL

Tiny undead, neutral evil

Armor Class 13

Hit Points 40 (9d4 + 18)

Speed 0 ft., fly 40 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
1 (-5)	17 (+3)	14 (+2)	16 (+3)	10 (+0)	11 (+0)

Skills Arcana +5, Perception +2

Damage Immunities cold, fire, poison

Damage Resistances lightning, necrotic, piercing

Condition Immunities charmed, frightened, paralyzed, poisoned, prone

Senses darkvision 60 ft., passive Perception 12

Languages Common

Challenge 4 (1100 XP)

Illumination. The flameskull sheds either dim light in a 15-foot radius, or bright light in a 15-foot radius and dim light for an additional 15 feet. It can switch between the options as an action.

Magic Resistance. The flameskull has advantage on saving throws against spells and other magical effects.

Rejuvenation. If the flameskull is destroyed, it regains all its hit points in 1 hour unless holy water is sprinkled on its remains or a dispel magic or remove curse spell is cast on them.

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

Cantrips (at will): *mage hand*

1st level (3 slots): *magic missile*, *shield*

2nd level (2 slots): *blur*, *flaming sphere*

3rd level (1 slot): *fireball*

ACTIONS

Multiattack. The flameskull uses Lightning Ray twice.

Fire Ray. *Ranged Spell Attack:* +5 to hit, range 30 ft., one target. *Hit:* 10 (3d6) fire damage.

FLESH GOLEM

Medium construct, neutral

Armor Class 9

Hit Points 93 (11d8 + 44)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	9 (-1)	18 (+4)	6 (-2)	10 (+0)	5 (-3)

Damage Immunities lightning, poison; bludgeoning, piercing, and slashing from nonmagical attacks that aren't adamantine

Condition Immunities charmed, exhaustion, frightened, paralyzed, petrified, poisoned

Senses darkvision 60 ft. passive Perception 10

Languages understands the languages of its creator but can't speak

Challenge 5 (1800 XP)

Aversion To Fire. If the golem takes fire damage, it has disadvantage on attack rolls and ability checks until the end of its next turn.

Berserk. Whenever the golem starts its turn with 40 hit points or fewer, roll a d6. On a 6, the golem goes berserk. On each of its turns while berserk, the golem attacks the nearest creature it can see. If no creature is near enough to move to and attack, the golem attacks an object, with preference for an object smaller than itself. Once the golem goes berserk, it continues to do so until it is destroyed or regains all its hit points.

The golem's creator, if within 60 feet of the berserk golem, can try to calm it by speaking firmly and persuasively. The golem must be able to hear its creator, who must take an action to make a DC 15 Charisma (Persuasion) check. If the check succeeds, the golem ceases being berserk. If it takes damage while still at 40 hit points or fewer, the golem might go berserk again.

Immutable Form. The golem is immune to any spell or effect that would alter its form.

Lightning Absorption. Whenever the golem is subjected to lightning damage, it takes no damage and instead regains a number of hit points equal to the lightning damage dealt.

Magic Resistance. The golem has advantage on saving throws against spells and other magical effects.

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

ACTIONS

Multiattack. The golem makes two slam attacks.

Slam. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 13 (2d8+4) bludgeoning damage.

FLYING SWORD

Small construct, unaligned

Armor Class 17 (natural armor)

Hit Points 17 (5d6)

Speed 0 ft., fly 50 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
12 (+1)	15 (+2)	11 (+0)	1 (-5)	5 (-3)	1 (-5)

Saving Throws Dex +4

Damage Immunities poison, psychic

Condition Immunities blinded, charmed, deafened, frightened, paralyzed, petrified, poisoned

Senses blindsight 60 ft. (blind beyond this radius) passive Perception 7

Languages -

Challenge 1/4 (50 XP)

Antimagic Susceptibility. The sword is incapacitated while in the area of an antimagic field. If targeted by dispel magic, the sword must succeed on a Constitution saving throw against the caster's spell save DC or fall unconscious for 1 minute.

False Appearance. While the sword remains motionless and isn't flying, it is indistinguishable from a normal sword.

ACTIONS

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

GARGOYLE

Medium elemental, chaotic evil

Armor Class 15 (natural armor)

Hit Points 52 (7d8 + 21)

Speed 30 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	11 (+0)	16 (+3)	6 (-2)	11 (+0)	7 (-2)

Damage Immunities poison

Damage Resistances bludgeoning, piercing, slashing from nonmagical attacks that aren't adamantine

Condition Immunities exhaustion, petrified, poisoned

Senses darkvision 60 ft. passive Perception 10

Languages Terran

Challenge 2 (450 XP)

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

ACTIONS

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

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

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

GAS SPORE

Large plant, unaligned

Armor Class 11

Hit Points 1 (1d10 - 4)

Speed 0 ft., fly 10 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
5 (-3)	1 (-5)	3 (-4)	1 (-5)	1 (-5)	1 (-5)

Damage Immunities poison

Condition Immunities blinded, deafened, frightened, paralyzed, poisoned, prone

Senses blindsight 30 ft. (blind beyond this radius) passive Perception 5

Languages -

Challenge 1/2 (100 XP)

Death Burst. The gas spore explodes when it drops to 0 hit points. Each creature within 20 feet of it must succeed on a DC 15 Constitution saving throw or take 10 (3d6) poison damage and become infected with a disease on a failed save. Creatures immune to the poisoned condition are immune to this disease.

Spores invade an infected creature's system, killing the creature in a number of hours equal to 1d12 + the creature's Constitution score, unless the disease is removed. In half that time, the creature becomes poisoned for the rest of the duration. After the creature dies, it sprouts 2d4 Tiny gas spores that grow to full size in 7 days.

Eerie Resemblance. The gas spore resembles a beholder. A creature that can see the gas spore can discern its true nature with a successful DC 15 Intelligence (Nature) check.

ACTIONS

Touch. *Melee Weapon Attack:* +0 to hit, reach 5 ft., one creature. *Hit:* 1 poison damage, and the creature must succeed on a DC 10 Constitution saving throw or become infected with the disease described in the Death Burst trait.

GELATINOUS CUBE

Large ooze, unaligned

Armor Class 6

Hit Points 84 (8d10 + 40)

Speed 15 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	3 (-4)	20 (+5)	1 (-5)	6 (-2)	1 (-5)

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, prone

Senses blindsight 60 ft. (blind beyond this radius) passive Perception 8

Languages -

Challenge 2 (450 XP)

Ooze Cube. The cube takes up its entire space. Other creatures can enter the space, but a creature that does so is subjected to the cube's Engulf and has disadvantage on the saving throw.

Creatures inside the cube can be seen but have total cover.

A creature within 5 feet of the cube can take an action to pull a creature or object out of the cube. Doing so requires a successful DC 12 Strength check, and the creature making the attempt takes 10 (3d6) acid damage.

The cube can hold only one Large creature or up to four Medium or smaller creatures inside it at a time.

Transparent. Even when the cube is in plain sight, it takes a successful DC 15 Wisdom (Perception) check to spot a cube that has neither moved nor attacked. A creature that tries to enter the cube's space while unaware of the cube is surprised by the cube.

ACTIONS

Pseudopod. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one creature. *Hit:* 12 (3d6+2) acid damage.

Engulf. The cube moves up to its speed. While doing so, it can enter Large or smaller creatures' spaces. Whenever the cube enters a creature's space, the creature must make a DC 12 Dexterity saving throw.

On a successful save, the creature can choose to be pushed 5 feet back or to the side of the cube. A creature that chooses not to be pushed suffers the consequences of a failed saving throw.

On a failed save, the cube enters the creature's space, and the creature takes 10 (3d6) acid damage and is engulfed. The engulfed creature can't breathe, is restrained, and takes 21 (6d6) acid damage at the start of each of the cube's turns. When the cube moves, the engulfed creature moves with it.

An engulfed creature can try to escape by taking an action to make a DC 12 Strength check. On a success, the creature escapes and enters a space of its choice within 5 feet of the cube.

Stench. Any creature that starts its turn within 5 feet of the ghost must succeed on a DC 10 Constitution saving throw or be poisoned until the start of its next turn. On a success, the creature is immune to the ghost's Stench for 24 hours.

Turn Defiance. The ghost and any ghouls within 30 feet have advantage on saving throws against effects that turn undead.

ACTIONS

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 12 (2d8+3) piercing damage.

Claws. *Melee Weapon Attack:* +5 to hit, reach 5 ft., *Hit:* 10 (2d6+3) slashing damage(3) slashing damage. If the target is a creature other than an undead, it must succeed on a DC 10 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

GHOST

Medium undead, chaotic evil

Armor Class 13

Hit Points 36 (8d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	17 (+3)	10 (+0)	11 (+0)	10 (+0)	8 (-1)

Damage Immunities necrotic

Condition Immunities poisoned

Senses darkvision 60 ft. passive Perception 10

Languages Common

Challenge 2 (450 XP)

GHOST

Medium undead, any alignment

Armor Class 11

Hit Points 45 (10d8)

Speed 0 ft., fly 40 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
7 (-2)	13 (+1)	10 (+0)	10 (+0)	12 (+1)	17 (+3)

Damage Immunities cold, necrotic, poison

Damage Resistances acid, fire, lightning, thunder; bludgeoning, piercing, and slashing from nonmagical attacks

Condition Immunities charmed, exhaustion, frightened, grappled, paralyzed, petrified, poisoned, prone, restrained

Senses darkvision 60 ft. passive Perception 11

Languages any languages it knew in life

Challenge 4 (1100 XP)

Ethereal Sight. The ghost can see 60 feet into the Ethereal Plane when it is on the Material Plane, and vice versa.

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

ACTIONS

Withering Touch. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 17 (4d6+3) necrotic damage.

Etherealness. The ghost enters the Ethereal Plane from the Material Plane, or vice versa. It is visible on the Material Plane while it is in the Border Ethereal, and vice versa, yet it can't affect or be affected by anything on the other plane.

Horri-fying Visage. Each non-undead creature within 60 feet of the ghost that can see it must succeed on a DC 13 Wisdom saving throw or be frightened for 1 minute. If the save fails by 5 or more, the target also ages 1d4 × 10 years. A frightened target can repeat the saving throw at the end of each of its turns, ending the frightened condition on itself on a success. If a target's saving throw is successful or the effect ends for it, the target is immune to this ghost's Horri-fying Visage for the next 24 hours. The aging effect can be reversed with a greater restoration spell, but only within 24 hours of it occurring.

Possession (Recharge 6). One humanoid that the ghost can see within 5 feet of it must succeed on a DC 13 Charisma saving throw or be possessed by the ghost; the ghost then disappears, and the target is incapacitated and loses control of its body. The ghost now controls the body but doesn't deprive the target of awareness. The ghost can't be targeted by any attack, spell, or other effect, except ones that turn undead, and it retains its alignment, Intelligence, Wisdom, Charisma, and immunity to being charmed and frightened. It otherwise uses the possessed target's statistics, but doesn't gain access to the target's knowledge, class features, or proficiencies.

The possession lasts until the body drops to 0 hit points, the ghost ends it as a bonus action, or the ghost is turned or forced out by an effect like the dispel evil and good spell. When the possession ends, the ghost reappears in an unoccupied space within 5 feet of the body. The target is immune to this ghost's Possession for 24 hours after succeeding on the saving throw or after the possession ends.

GHOUL

Medium undead, chaotic evil

Armor Class 12

Hit Points 22 (5d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	15 (+2)	10 (+0)	7 (-2)	10 (+0)	6 (-2)

Damage Immunities poison

Condition Immunities charmed, exhaustion, poisoned

Senses darkvision 60 ft. passive Perception 10

Languages Common

Challenge 1 (200 XP)

ACTIONS

Bite. *Melee Weapon Attack:* +2 to hit, reach 5 ft., one creature. *Hit:* 9 (2d6+2) piercing damage.

Claws. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 7 (2d4+2) slashing damage. If the target is a creature other than an elf or undead, it must succeed on a DC 10 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

GIANT CENTIPEDE

Small beast, unaligned

Armor Class 13 (natural armor)

Hit Points 4 (1d6 + 1)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
5 (-3)	14 (+2)	12 (+1)	1 (-5)	7 (-2)	3 (-4)

Senses blindsight 30 ft. passive Perception 8

Languages -

Challenge 1/4 (50 XP)

ACTIONS

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one creature. *Hit:* 4 (1d4+2) piercing damage and the target must succeed on a DC 11 Constitution saving throw or take 10 (3d6) poison damage. If the poison damage reduces the target to 0 hit points, the target is stable but poisoned for 1 hour, even after regaining hit points, and is paralyzed while poisoned in this way.

GIANT CRAB

Medium beast, unaligned

Armor Class 15 (natural armor)

Hit Points 13 (3d8)

Speed 30 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	15 (+2)	11 (+0)	1 (-5)	9 (-1)	3 (-4)

Skills Stealth +4

Senses blindsight 30 ft. passive Perception 9

Languages -

Challenge 1/8 (25 XP)

Amphibious. The crab can breathe air and water.

ACTIONS

Claw. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6+1) bludgeoning damage and the target is grappled (escape DC 11). The crab has two claws, each of which can grapple only one target.

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.

GIANT SPIDER

Large beast, unaligned

Armor Class 14 (natural armor)

Hit Points 26 (4d10 + 4)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	16 (+3)	12 (+1)	2 (-4)	11 (+0)	4 (-3)

Skills Stealth +7

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

Languages -

Challenge 1 (200 XP)

Spider Climb. The spider can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Web Sense. While in contact with a web, the spider knows the exact location of any other creature in contact with the same web.

Web Walker. The spider ignores movement restrictions caused by webbing.

ACTIONS

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 7 (1d8+3) piercing damage and the target must make a DC 11 Constitution saving throw, taking 9 (2d8) poison damage on a failed save, or half as much damage on a successful one. If the poison damage reduces the target to 0 hit points, the target is stable but poisoned for 1 hour, even after regaining hit points, and is paralyzed while poisoned in this way.

Web (Recharge 5-6). *Ranged Weapon Attack:* +5 to hit, range 30/60 ft., one creature. *Hit:* The target is restrained by webbing. As an action, the restrained target can make a DC 12 Strength check, bursting the webbing on a success. The webbing can also be attacked and destroyed (AC 10; hp 5; vulnerability to fire damage; immunity to bludgeoning, poison, and psychic damage).

GIBBERING MOUTHER

Medium aberration, neutral

Armor Class 9

Hit Points 67 (9d8 + 27)

Speed 10 ft., swim 10 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	8 (-1)	16 (+3)	3 (-4)	10 (+0)	6 (-2)

Condition Immunities prone

Senses darkvision 60 ft. passive Perception 10

Languages -

Challenge 2 (450 XP)

Aberrant Ground. The ground in a 10-foot radius around the moulder is doughlike difficult terrain. Each creature that starts its turn in that area must succeed on a DC 10 Strength saving throw or have its speed reduced to 0 until the start of its next turn.

Gibbering. The moulder babbles incoherently while it can see any creature and isn't incapacitated. Each creature that starts its turn within 20 feet of the moulder and can hear the

gibbering must succeed on a DC 10 Wisdom saving throw. On a failure, the creature can't take reactions until the start of its next turn and rolls a d8 to determine what it does during its turn. On a 1 to 4, the creature does nothing. On a 5 or 6, the creature takes no action or bonus action and uses all its movement to move in a randomly determined direction. On a 7 or 8, the creature makes a melee attack against a randomly determined creature within its reach or does nothing if it can't make such an attack.

ACTIONS

Multiattack. The gibbering moulder makes one bite attack and, if it can, uses its Blinding Spittle.

Bites. *Melee Weapon Attack:* +2 to hit, reach 5 ft., one creature. *Hit:* 17 (5d6) piercing damage. If the target is Medium or smaller, it must succeed on a DC 10 Strength saving throw or be knocked prone. If the target is killed by this damage, it is absorbed into the moulder.

Blinding Spittle (Recharge 5-6). The moulder spits a chemical glob at a point it can see within 15 feet of it. The glob explodes in a blinding flash of light on impact. Each creature within 5 feet of the flash must succeed on a DC 13 Dexterity saving throw or be blinded until the end of the moulder's next turn.

GOBLIN

Small humanoid (goblin), neutral evil

Armor Class 15 (leather armor, shield)

Hit Points 7 (2d6)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
8 (-1)	14 (+2)	10 (+0)	10 (+0)	8 (-1)	8 (-1)

Skills Stealth +6

Senses darkvision 60 ft. passive Perception 9

Languages Common, Goblin

Challenge 1/4 (50 XP)

Nimble Escape. The goblin can take the Disengage or Hide action as a bonus action on each of its turns.

ACTIONS

Scimitar. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target.

Hit: 5 (1d6+2) slashing damage.

Shortbow. *Ranged Weapon Attack:* +4 to hit, range 80/320 ft., *Hit:* 5 (1d6+2) damage.

GOBLIN BOSS

Small humanoid (goblinoid), neutral evil

Armor Class 17 (chain shirt, shield)

Hit Points 21 (6d6)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	10 (+0)	10 (+0)	8 (-1)	10 (+0)

Skills Stealth +6

Senses darkvision 60 ft. passive Perception 9

Languages Common, Goblin

Challenge 1 (200 XP)

Nimble Escape. The goblin can take the Disengage or Hide action as a bonus action on each of its turns.

ACTIONS

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

Multiattack. The goblin makes two attacks with its scimitar. The second attack has disadvantage.

Scimitar. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target.

Hit: 5 (1d6+2) slashing damage.

REACTIONS

Redirect Attack. When a creature the goblin can see targets it with an attack, the goblin chooses another goblin within 5 feet of it. The two goblins swap places, and the chosen goblin becomes the target instead.

GRAY OOZE (PSYCHIC)

Medium ooze, unaligned

Armor Class 8

Hit Points 22 (3d8 + 9)

Speed 10 ft., climb 10 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	6 (-2)	16 (+3)	6 (-2)	6 (-2)	2 (-4)

Skills Stealth +2

Damage Resistances acid, cold, fire

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, prone

Senses blindsight 60 ft. (blind beyond this radius) passive Perception 8

Languages -

Challenge 1/2 (100 XP)

Amorphous. The ooze can move through a space as narrow as 1 inch wide without squeezing.

Corrode Metal. Any nonmagical weapon made of metal that hits the ooze corrodes. After dealing damage, the weapon takes a permanent and cumulative -1 penalty to damage rolls. If its penalty drops to -5, the weapon is destroyed. Nonmagical ammunition made of metal that hits the ooze is destroyed after dealing damage.

The ooze can eat through 2-inch-thick, nonmagical metal in 1 round.

False Appearance. While the ooze remains motionless, it is indistinguishable from an oily pool or wet rock.

ACTIONS

Pseudopod. *Melee Weapon Attack:* +3 to hit, reach 5 ft., *Hit:* 4 (1d6+1) bludgeoning damage plus 7 (2d6) acid damage, and if the target is wearing nonmagical metal armor, its armor is partly corroded and takes a permanent and cumulative -1 penalty to the AC it offers. The armor is destroyed if the penalty reduces its AC to 10.

Psychic Crush. The ooze targets one creature that it can sense within 60 feet of it. The target must make a DC 10 Intelligence saving throw, taking 10 (3d6) psychic damage on a failed save, or half as much damage on a successful one.

GRELL

Medium aberration, neutral evil

Armor Class 12

Hit Points 55 (10d8 + 10)

Speed 10 ft., fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
15 (+2)	14 (+2)	13 (+1)	12 (+1)	11 (+0)	9 (-1)

Skills Perception +4, Stealth +6

Damage Immunities lightning

Condition Immunities blinded, prone

Senses blindsight 60 ft. (blind beyond this radius) passive Perception 10

Languages Grell

Challenge 3 (700 XP)

ACTIONS

Multiattack. The grell makes two attacks: one with its tentacles and one with its beak.

Tentacles. *Melee Weapon Attack:* +4 to hit, reach 10 ft., one creature. *Hit:* 7 (1d10 + 2) piercing damage, and the target must succeed on a DC 11 Constitution saving throw or be poisoned for 1 minute. The poisoned target is paralyzed, and it can repeat the saving throw at the end of each of its turns, ending the effect on a success.

The target is also grappled (escape DC 15). If the target is Medium or smaller, it is also restrained until this grapple ends. While grappling the target, the grell has advantage on attack rolls against it and can't use this attack against other targets. When the grell moves, any Medium or smaller target it is grappling moves with it.

Beak. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one creature. *Hit:* 7 (2d4+2) piercing damage.

GRICK ALPHA

Large monstrosity, neutral

Armor Class 18 (natural armor)

Hit Points 75 (10d10 + 20)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	16 (+3)	15 (+2)	4 (-3)	14 (+2)	9 (-1)

Damage Resistances bludgeoning, piercing, slashing from nonmagical attacks

Senses darkvision 60 ft. passive Perception 12

Languages -

Challenge 7 (2900 XP)

Stone Camouflage. The grick has advantage on Dexterity (Stealth) checks made to hide in rocky terrain.

ACTIONS

Multiattack. The grick makes two attacks: one with its tail and one with its tentacles. If it hits with its tentacles, the grick can make one beak attack against the same target.

Tail. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 11 (2d6+4) bludgeoning damage.

Tentacles. *Melee Weapon Attack:* +7 to hit, reach 5 ft., *Hit:* 22 (4d8+4) slashing damage.

Beak. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 13 (2d8+4) piercing damage.

GRICK

Medium monstrosity, neutral

Armor Class 14 (natural armor)

Hit Points 27 (6d8)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	14 (+2)	11 (+0)	3 (-4)	14 (+2)	5 (-3)

Damage Resistances bludgeoning, piercing, slashing from nonmagical attacks

Senses darkvision 60 ft. passive Perception 12

Languages -

Challenge 2 (450 XP)

Stone Camouflage. The grick has advantage on Dexterity (Stealth) checks made to hide in rocky terrain.

ACTIONS

Multiattack. The grick makes one attack with its tentacles. If that attack hits, the grick can make one beak attack against the same target.

Tentacles. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one creature. *Hit:* 9 (2d6+2) slashing damage.

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

GRIMLOCK

Medium humanoid (grimlock), neutral evil

Armor Class 11

Hit Points 11 (2d8 + 2)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	12 (+1)	12 (+1)	9 (-1)	8 (-1)	6 (-2)

Skills Athletics +5, Perception +3, Stealth +3

Condition Immunities blinded

Senses blindsight 30 ft. (blind beyond this radius), passive Perception 13

Languages Undercommon

Challenge 1/4 (50 XP)

Blind Senses. The grimlock can't use its blindsight while deafened and unable to smell. While only deafened, its blindsight is reduced to 10 feet.

Keen Senses. The grimlock has advantage on Wisdom (Perception) checks that rely on hearing or smell.

Stone Camouflage. The grimlock has advantage on Dexterity (Stealth) checks made to hide in rocky terrain.

ACTIONS

Spiked Bone Club. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 5 (1d4+3) bludgeoning damage plus 2 (1d4) piercing damage.

HOBGOBLIN

Medium humanoid (goblinoid), lawful evil

Armor Class 18 (chain mail, shield)

Hit Points 11 (2d8 + 2)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	12 (+1)	12 (+1)	10 (+0)	10 (+0)	9 (-1)

Senses darkvision 60 ft. passive Perception 10

Languages Common, Goblin

Challenge 1/2 (100 XP)

Martial Advantage. Once per turn, the hobgoblin can deal an extra 7 (2d6) damage to a creature it hits with a weapon attack if that creature is within 5 feet of an ally of the hobgoblin that isn't incapacitated.

ACTIONS

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

Longbow. *Ranged Weapon Attack:* +3 to hit, range 150/600 ft., one target. *Hit:* 5 (1d8+1) piercing damage.

HOBGOBLIN CAPTAIN

Medium humanoid (goblinoid), lawful evil

Armor Class 17 (half plate armor)

Hit Points 39 (6d8 + 12)

Speed 30 ft.

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

Senses darkvision 60 ft. passive Perception 10

Languages Common, Goblin

Challenge 3 (700 XP)

Martial Advantage. Once per turn, the hobgoblin can deal an extra 10 (3d6) damage to a creature it hits with a weapon attack if that creature is within 5 feet of an ally of the hobgoblin that isn't incapacitated.

ACTIONS

Multiattack. The hobgoblin makes two greatsword attacks.

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

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

Leadership (Recharges After A Short Or Long Rest). For 1 minute, the hobgoblin can utter a special command or warning whenever a nonhostile creature that it can see within 30 feet of it makes an attack roll or a saving throw. The creature can add a d4 to its roll provided it can hear and understand the hobgoblin. A creature can benefit from only one Leadership die at a time. This effect ends if the hobgoblin is incapacitated.

HOBGOBLIN WARLORD

Medium humanoid (goblinoid), lawful evil

Armor Class 20 (plate armor, shield)

Hit Points 97 (13d8 + 39)

Speed 30 ft.

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

Saving Throws Int +5, Wis +3, Cha +5

Senses darkvision 60 ft. passive Perception 10

Languages Common, Goblin

Challenge 6 (2300 XP)

Martial Advantage. Once per turn, the hobgoblin can deal an extra 14 (4d6) damage to a creature it hits with a weapon attack if that creature is within 5 feet of an ally of the hobgoblin that isn't incapacitated.

ACTIONS

Multiattack. The hobgoblin makes three melee attacks. Alternatively, it can make two ranged attacks with its javelins.

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

Shield Bash. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one creature. *Hit:* 5 (1d4+3) bludgeoning damage. If the target is Large or smaller, it must succeed on a DC 14 Strength saving throw or be knocked prone.

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

Leadership (Recharges After A Short Or Long Rest). For 1 minute, the hobgoblin can utter a special command or warning whenever a nonhostile creature that it can see within 30 feet of it makes an attack roll or a saving throw. The creature can add a d4 to its roll provided it can hear and understand the hobgoblin. A creature can benefit from only one Leadership die at a time. This effect ends if the hobgoblin is incapacitated.

REACTIONS

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

HUNTER SHARK

Large beast, unaligned

Armor Class 12 (natural armor)

Hit Points 45 (6d10 + 12)

Speed 0 ft., swim 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	13 (+1)	15 (+2)	1 (-5)	10 (+0)	4 (-3)

Skills Perception +2

Senses darkvision 30 ft., passive Perception 12

Languages -

Challenge 2 (450 XP)

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

Water Breathing. The shark can breathe only underwater.

ACTIONS

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

KOBOLD

Small humanoid (kobold), lawful evil

Armor Class 12

Hit Points 5 (2d6 - 2)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
7 (-2)	15 (+2)	9 (-1)	8 (-1)	7 (-2)	8 (-1)

Senses darkvision 60 ft. passive Perception 8

Languages Common, Draconic

Challenge 1/8 (25 XP)

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

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

ACTIONS

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

Sling. *Ranged Weapon Attack:* +4 to hit, range 30/120 ft., one target. *Hit:* 4 (1d4+2) bludgeoning 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

Damage Resistances bludgeoning, piercing, slashing from nonmagical attacks

Condition Immunities blinded

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 that isn't protected by *protection from evil and good*. 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 dies, the intellect devourer must leave it. A *protection from evil and good* spell cast on the body drives the intellect devourer out. The intellect devourer is also forced out if the target regains its devoured brain by means of a *wish*. By spending 5 feet of its movement, the intellect devourer can voluntarily leave the body, teleporting to the nearest unoccupied space within 5 feet of it. The body then dies, unless its brain is restored within 1 round.

KUO-TOA

Medium humanoid (kuo-toa), neutral evil

Armor Class 13 (natural armor, shield)

Hit Points 18 (4d8)

Speed 30 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	10 (+0)	11 (+0)	11 (+0)	10 (+0)	8 (-1)

Skills Perception +4

Senses darkvision 120 ft., passive Perception 14

Languages Undercommon

Challenge 1/4 (50 XP)

Amphibious. The kuo-toa can breathe air and water.

Otherworldly Perception. The kuo-toa can sense the presence of any creature within 30 feet of it that is invisible or on the Ethereal Plane. It can pinpoint such a creature that is moving.

Slippery. The kuo-toa has advantage on ability checks and saving throws made to escape a grapple.

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

ACTIONS

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 3 (1d4+1) piercing damage.

Spear. *Melee or Ranged Weapon Attack:* +3 to hit, reach 5 ft., or range 20/60 ft., one target. *Hit:* 4 (1d6+1) piercing damage or 5 (1d8 + 1) piercing damage if used with two hands to make a melee attack.

Net. *Ranged Weapon Attack:* +3 to hit, range 5/15 ft., one Large or smaller creature. *Hit:* The target is restrained. A creature can use its action to make a DC 10 Strength check to free itself or another creature in a net, ending the effect on a success. Dealing 5 slashing damage to the net (AC 10) frees the target without harming it and destroys the net.

REACTIONS

Sticky Shield. When a creature misses the kuo-toa with a melee weapon attack, the kuo-toa uses its sticky shield to catch the weapon. The attacker must succeed on a DC 11 Strength saving throw, or the weapon becomes stuck to the kuo-toa's shield. If the weapon's wielder can't or won't let go of the weapon, the wielder is grappled while the weapon is stuck. While stuck, the weapon can't be used. A creature can pull the weapon free by taking an action to make a DC 11 Strength check and succeeding.

MAGE

Medium humanoid (any race), any alignment

Armor Class 12 (15 with mage armor)

Hit Points 40 (9d8)

Speed 30 ft.

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

Saving Throws Int +6, Wis +4

Skills Arcana +6, History +6

Senses passive Perception 11

Languages any four languages

Challenge 6 (2300 XP)

Spellcasting. The mage is a 9th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 14, +6 to hit with spell attacks). The mage has the following wizard spells prepared: Cantrips (at will): *fire bolt, light, mage hand, prestidigitation* 1st level (4 slots): *detect magic, mage armor, magic missile, shield* 2nd level (3 slots): *misty step, suggestion* 3rd level (3 slots): *counterspell, fireball, fly* 4th level (3 slots): *greater invisibility, ice storm* 5th level (1 slot): *cone of cold*

ACTIONS

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

MANTICORE

Large monstrosity, lawful evil

Armor Class 14 (natural armor)

Hit Points 68 (8d10 + 24)

Speed 30 ft., fly 50 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	16 (+3)	17 (+3)	7 (-2)	12 (+1)	8 (-1)

Senses darkvision 60 ft., passive Perception 11

Languages Common

Challenge 3 (700 XP)

Tail Spike Regrowth. The manticore has twenty-four tail spikes. Used spikes regrow when the manticore finishes a long rest.

ACTIONS

Multiattack. The manticore makes three attacks: one with its bite and two with its claws or three with its tail spikes.

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

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

Tail Spike. *Ranged Weapon Attack:* +5 to hit, range 100/200 ft., one target. *Hit:* 7 (1d8+3) piercing damage.

MEZZOLOTH

Medium fiend (yuguloth), neutral evil

Armor Class 18 (natural armor)

Hit Points 75 (10d8 + 30)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	11 (+0)	16 (+3)	7 (-2)	10 (+0)	11 (+0)

Skills Perception +3

Damage Immunities acid, poison

Damage Resistances cold, fire, lightning; bludgeoning, piercing, and slashing from nonmagical attacks

Condition Immunities poisoned

Senses blindsight 60 ft., darkvision 60 ft., passive Perception 13

Languages Abyssal, Infernal, telepathy 60 ft.

Challenge 5 (1800 XP)

Magic Resistance. The mezzoloth has advantage on saving throws against spells and other magical effects.

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

Innate Spellcasting. The mezzoloth's spellcasting ability is Charisma (spell save DC 11). The mezzoloth can innately cast the following spells, requiring no material components:

2/day each: *darkness*, *dispel magic*

1/day each: *cloudkill*

ACTIONS

Multiattack. The mezzoloth makes two attacks: one with its claws and one with its trident.

Claw. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 9 (2d4+4) slashing damage.

Trident. *Melee or Ranged Weapon Attack:* +7 to hit, reach 5 ft., or range 20/60 ft., one target. *Hit:* 7 (1d6+4) piercing damage or 8 (1d8 + 4) piercing damage when held with two claws and used to make a melee attack.

Teleport. The mezzoloth magically teleports, along with any equipment it is wearing or carrying, up to 60 feet to an unoccupied space it can see.

MIMIC

Medium monstrosity, neutral

Armor Class 12

Hit Points 58 (9d8 + 18)

Speed 15 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	12 (+1)	15 (+2)	5 (-3)	13 (+1)	8 (-1)

Skills Stealth +5

Damage Immunities acid

Condition Immunities prone

Senses darkvision 60 ft. passive Perception 11

Languages -

Challenge 2 (450 XP)

Adhesive (Object Form Only). The mimic adheres to anything that touches it. A Huge or smaller creature adhered to the mimic is also grappled by it (escape DC 13). Ability checks made to escape this grapple have disadvantage.

False Appearance (Object Form Only). While the mimic remains motionless, it is indistinguishable from an ordinary object.

Grappler. The mimic has advantage on attack rolls against any creature grappled by it.

Shapechanger. The mimic can use its action to polymorph into an object or back into its true, amorphous form. Its statistics 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.

ACTIONS

Pseudopod. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 7 (1d8+3) bludgeoning damage. If the mimic is in object form, the target is subjected to its Adhesive trait.

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 7 (1d8+3) piercing damage plus 4 (1d8) acid damage.

MIND FLAYER

Medium aberration, lawful evil

Armor Class 15 (breastplate)

Hit Points 71 (13d8 + 13)

Speed 30 ft.

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

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

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

Senses darkvision 120 ft., passive Perception 16

Languages Deep Speech, Undercommon, telepathy 120 ft.

Challenge 7 (2900 XP)

Innate Spellcasting (Psionics). The mind flayer's innate spellcasting ability is Intelligence (spell save DC 15). It can innately cast the following spells, requiring no components:

At will: *detect thoughts*, *levitate*

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

Magic Resistance. The mind flayer has advantage on saving throws against spells and other magical effects.

ACTIONS

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

Extract Brain. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one incapacitated humanoid grappled by the mind flayer. *Hit:* 55 (10d10) piercing damage. If this damage reduces the target to 0 hit points, the mind flayer kills the target by extracting and devouring its brain.

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

MINOTAUR

Large monstrosity, chaotic evil

Armor Class 14 (natural armor)

Hit Points 76 (9d10 + 27)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	11 (+0)	16 (+3)	6 (-2)	16 (+3)	9 (-1)

Skills Perception +7

Senses darkvision 60 ft., passive Perception 17

Languages Abyssal

Challenge 3 (700 XP)

Charge. If the minotaur moves at least 10 ft. straight toward a target and then hits it with a gore attack on the same turn, the target takes an extra 9 (2d8) piercing damage. If the target is a creature, it must succeed on a DC 14 Strength saving throw or be pushed up to 10 ft. away and knocked prone.

Labyrinthine Recall. The minotaur can perfectly recall any path it has traveled.

Reckless. At the start of its turn, the minotaur can gain advantage on all melee weapon attack rolls it makes during that turn, but attack rolls against it have advantage until the start of its next turn.

ACTIONS

Greataxe. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 17 (2d12+4) slashing damage.

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

MINOTAUR SKELETON

Large undead, lawful evil

Armor Class 12 (natural armor)

Hit Points 67 (9d10 + 18)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	11 (+0)	15 (+2)	6 (-2)	8 (-1)	5 (-3)

Damage Immunities poison

Damage Vulnerabilities bludgeoning

Condition Immunities exhaustion, poisoned

Senses darkvision 60 ft., passive Perception 9

Languages understands Abyssal but can't speak

Challenge 2 (450 XP)

Charge. If the skeleton moves at least 10 feet straight toward a target and then hits it with a gore attack on the same turn, the target takes an extra 9 (2d8) piercing damage. If the target is a creature, it must succeed on a DC 14 Strength saving throw or be pushed up to 10 feet away and knocked prone.

ACTIONS

Greataxe. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 17 (2d12+4) slashing damage.

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

MUMMY

Medium undead, lawful evil

Armor Class 11 (natural armor)

Hit Points 58 (9d8 + 18)

Speed 20 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	8 (-1)	15 (+2)	6 (-2)	10 (+0)	12 (+1)

Saving Throws Wis +2

Damage Immunities necrotic, poison

Damage Resistances bludgeoning, piercing, slashing from nonmagical attacks

Damage Vulnerabilities fire

Condition Immunities charmed, exhaustion, frightened, paralyzed, prone

Senses darkvision 60 ft., passive Perception 10

Languages the languages it knew in life

Challenge 3 (700 XP)

ACTIONS

Multiaction. The mummy can use its Dreadful Glare and makes one attack with its rotting fist.

Rotting Fist. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 10 (2d6+3) bludgeoning damage plus 10 (3d6) necrotic damage. If the target is a creature, it must succeed on a DC 12 Constitution saving throw or be cursed with mummy rot. The cursed target can't regain hit points, and its hit point maximum decreases by 10 (3d6) for every 24 hours that elapse. If the curse reduces the target's hit point maximum to 0, the target dies, and its body turns to dust. The curse lasts until removed by the remove curse spell or other magic.

Dreadful Glare. The mummy targets one creature it can see within 60 feet of it. If the target can see the mummy, it must succeed on a DC 11 Wisdom saving throw against this magic or become frightened until the end of the mummy's next turn. If the target fails the saving throw by 5 or more, it is also paralyzed for the same duration. A target that succeeds on the saving throw is immune to the Dreadful Glare of all mummies (but not mummy lords) for the next 24 hours.

NOTHIC

Medium aberration, neutral evil

Armor Class 15 (natural armor)

Hit Points 45 (6d8 + 18)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	16 (+3)	16 (+3)	13 (+1)	10 (+0)	8 (-1)

Skills Arcana +3, Insight +4, Perception +2, Stealth +5

Senses truesight 120 ft., passive Perception 12

Languages Undercommon

Challenge 2 (450 XP)

Keen Sight. The nothic has advantage on Wisdom (Perception) checks that rely on sight.

ACTIONS

Multiattack. The nothic makes two claw attacks.

Claw. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 6 (1d6+3) slashing damage.

Rotting Gaze. The nothic targets one creature it can see within 30 feet of it. The target must succeed on a DC 12 Constitution saving throw against this magic or take 10 (3d6) necrotic damage.

Weird Insight. The nothic targets one creature it can see within 30 feet of it. The target must contest its Charisma (Deception) check against the nothic's Wisdom (Insight) check. If the nothic wins, it magically learns one fact or secret about the target. The target automatically wins if it is immune to being charmed.

OCHRE JELLY

Large ooze, unaligned

Armor Class 8

Hit Points 45 (6d10 + 12)

Speed 10 ft., climb 10 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	6 (-2)	14 (+2)	2 (-4)	6 (-2)	1 (-5)

Damage Immunities lightning, slashing

Damage Resistances acid

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, prone

Senses blindsight 60 ft. (blind beyond this radius) passive Perception 8

Languages -

Challenge 2 (450 XP)

Amorphous. The jelly can move through a space as narrow as 1 inch wide without squeezing.

Spider Climb. The jelly can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

ACTIONS

Pseudopod. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 9 (2d6+2) bludgeoning damage plus 3 (1d6) acid damage.

REACTIONS

Split. When a jelly that is Medium or larger is subjected to lightning or slashing damage, it splits into two new jellies if it has at least 10 hit points. Each new jelly has hit points equal to half the original jelly's, rounded down. New jellies are one size smaller than the original jelly.

ONI

Large giant, lawful evil

Armor Class 16 (chain mail)

Hit Points 110 (13d10 + 39)

Speed 30 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	11 (+0)	16 (+3)	14 (+2)	12 (+1)	15 (+2)

Saving Throws Dex +3, Con +6, Wis +4, Cha +5

Skills Arcana +5, Deception +8, Perception +4

Senses darkvision 60 ft., passive Perception 14

Languages Common, Giant

Challenge 7 (2900 XP)

Innate Spellcasting. The oni's innate spellcasting ability is Charisma (spell save DC 13). The oni can innately cast the following spells, requiring no material components:

At will: *darkness*, *invisibility*

1/day each: *charm person*, *cone of cold*, *gaseous form*, *sleep*

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

Regeneration. The oni regains 10 hit points at the start of its turn if it has at least 1 hit point.

ACTIONS

Multiattack. The oni makes two attacks, either with its claws or its glaive.

Claws (Oni Form Only). *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 8 (1d8+4) slashing damage.

Glaive. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 15 (2d10+4) slashing damage or 9 (1d10 + 4) slashing damage in Small or Medium form.

Change Shape. The oni magically polymorphs into a Small or Medium humanoid, into a Large giant, or back into its true form. Other than its size, its statistics are the same in each form. The only equipment that is transformed is its glaive, which shrinks so that it can be wielded in humanoid form. If the oni dies, it reverts to its true form, and its glaive reverts to its normal size.

OTYUGH

Large aberration, neutral

Armor Class 15

Hit Points 114 (12d10 + 48)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	11 (+0)	19 (+4)	6 (-2)	13 (+1)	6 (-2)

Saving Throws Con +7

Senses darkvision 120 ft. passive Perception 11

Languages Otyugh

Challenge 7 (2900 XP)

Limited Telepathy. The otyugh can magically transmit simple messages and images to any creature within 120 feet of it that can understand a language. This form of telepathy doesn't allow the receiving creature to telepathically respond.

ACTIONS

Multiattack. The otyugh makes three attacks: one with its bite and two with its tentacles.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 12 (2d8+3) piercing damage. If the target is a creature, it must succeed on a DC 15 Constitution saving throw against disease or become poisoned until the disease is cured. Every 24 hours that elapse, the target must repeat the saving throw, reducing its hit point maximum by 5 (1d10) on a failure. The disease is cured on a success. The target dies if the disease reduces its hit point maximum to 0. This reduction to the target's hit point maximum lasts until the disease is cured.

Tentacle. *Melee Weapon Attack:* +6 to hit, reach 10 ft., one target. *Hit:* 7 (1d8+3) bludgeoning damage plus 4 (1d8) piercing damage. If the target is Medium or smaller, it is grappled (escape DC 13) and restrained until the grapple ends. The otyugh has two tentacles, each of which can grapple one target.

Tentacle Slam. The otyugh slams creatures grappled by it into each other or a solid surface. Each creature must succeed on a DC 14 Constitution saving throw or take 10 (2d6 + 3) bludgeoning damage and be stunned until the end of the otyugh's next turn. On a successful save, the target takes half the bludgeoning damage and isn't stunned.

PHASE SPIDER

Large monstrosity, unaligned

Armor Class 13 (natural armor)

Hit Points 32 (5d10 + 5)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	15 (+2)	12 (+1)	6 (-2)	10 (+0)	6 (-2)

Skills Stealth +6

Senses darkvision 60 ft. passive Perception 10

Languages -

Challenge 3 (700 XP)

Ethereal Jaunt. As a bonus action, the spider can magically shift from the Material Plane to the Ethereal Plane, or vice versa.

Spider Climb. The spider can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Web Walker. The spider ignores movement restrictions caused by webbing.

ACTIONS

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one creature. *Hit:* 7 (1d10+2) piercing damage and the target must make a DC 11 Constitution saving throw, taking 18 (4d8) poison damage on a failed save, or half as much damage on a successful one. If the poison damage reduces the target to 0 hit points, the target is stable but poisoned for 1 hour, even after regaining hit points, and is paralyzed while poisoned in this way.

PIERCER

Medium monstrosity, unaligned

Armor Class 15 (natural armor)

Hit Points 22 (3d8 + 9)

Speed 5 ft., climb 5 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	13 (+1)	16 (+3)	1 (-5)	7 (-2)	3 (-4)

Skills Stealth +5

Senses blindsight 30 ft., darkvision 60 ft. passive Perception 8

Languages -

Challenge 1/2 (100 XP)

False Appearance. While the piercer remains motionless on the ceiling, it is indistinguishable from a normal stalactite.

Spider Climb. The piercer can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

ACTIONS

Drop. *Melee Weapon Attack:* +3 to hit, one creature directly underneath the piercer. *Hit:* 3 (1d6) piercing damage per 10 feet fallen, up to 21 (6d6). *Miss:* The piercer takes half the normal falling damage for the distance fallen.

PRIEST

Medium humanoid (any race), any alignment

Armor Class 13 (chain shirt)

Hit Points 27 (5d8 + 5)

Speed 30 ft.

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

Skills Medicine +7, Persuasion +3, Religion +5

Senses passive Perception 13

Languages any two languages

Challenge 2 (450 XP)

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

Spellcasting. The priest is a 5th-level spellcaster. Its spellcasting ability is Wisdom (spell save DC 13, +5 to hit with spell attacks).

The priest has the following cleric spells prepared:

Cantrips (at will): *light*, *sacred flame*, *thaumaturgy*

1st level (4 slots): *cure wounds*, *guiding bolt*, *sanctuary*

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

3rd level (2 slots): *dispel magic*, *spirit guardians*

ACTIONS

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

QUADRONE

Medium construct, lawful neutral

Armor Class 16 (natural armor)

Hit Points 22 (4d8 + 4)

Speed 30 ft., fly 30 ft.

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

Skills Perception +2

Senses truesight 120 ft., passive Perception 12

Languages Modron

Challenge 1 (200 XP)

Axiomatic Mind. The quadrone can't be compelled to act in a manner contrary to its nature or its instructions.

Disintegration. If the quadrone dies, its body disintegrates into dust, leaving behind its weapons and anything else it was carrying.

ACTIONS

Multiattack. The quadrone makes two fist attacks or four shortbow attacks.

Fist. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 3 (1d4+1) bludgeoning damage.

Shortbow. *Ranged Weapon Attack:* +4 to hit, range 80/320 ft., one target. *Hit:* 5 (1d6+2) piercing damage.

VARIANT: QUAGGOTH THONOT

A quaggoth thonot is a normal quaggoth with a challenge rating of 3 (700 XP) and the following trait.

Innate Spellcasting (Psionics). The quaggoth's innate spellcasting ability is Wisdom (spell save DC 11). The quaggoth can innately cast the following spells, requiring no components:

At will: *feather fall*, *mage hand* (the hand is invisible)
1/day each: *cure wounds*, *enlarge/reduce*, *heat metal*, *mirror image*

QUAGGOTH

Medium humanoid (quaggoth), chaotic neutral

Armor Class 13 (natural armor)

Hit Points 45 (6d8 + 18)

Speed 30 ft., climb 30 ft.

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

Skills Athletics +5

Damage Immunities poison

Condition Immunities poisoned

Senses darkvision 120 ft., passive Perception 11

Languages Undercommon

Challenge 2 (450 XP)

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

ACTIONS

Multiattack. The quaggoth makes two claw attacks.

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

REVENANT

Medium undead, neutral

Armor Class 13 (leather armor)

Hit Points 136 (16d8 + 64)

Speed 30 ft.

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

Saving Throws Str +7, Con +7, Wis +6, Cha +7

Damage Immunities poison

Damage Resistances necrotic, psychic

Condition Immunities charmed, exhaustion, frightened, paralyzed, poisoned, stunned

Senses darkvision 60 ft. passive Perception 13

Languages the languages it knew in life

Challenge 5 (1800 XP)

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

Rejuvenation. When the revenant's body is destroyed, its soul lingers. After 24 hours, the soul inhabits and animates another corpse on the same plane of existence and regains all its hit points.

While the soul is bodiless, a wish spell can be used to force the soul to go to the afterlife and not return.

Turn Undead. The revenant is immune to effects that turn undead.

Vengeful Tracker. The revenant knows the distance to and direction of any creature against which it seeks revenge, even if the creature and the revenant are on different planes of existence. If the creature being tracked by the revenant dies, the revenant knows.

ACTIONS

Multiattack. The revenant makes two fist attacks.

Fist. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 11 (2d6+4) bludgeoning damage. If the target is a creature against which the revenant has sworn vengeance, the target takes an extra 14 (4d6) bludgeoning damage. Instead of dealing damage, the revenant can grapple the target (escape DC 14) provided the target is Large or smaller.

Vengeful Glare. The revenant targets one creature it can see within 30 feet of it and against which it has sworn vengeance. The target must make a DC 15 Wisdom saving throw. On a failure, the target is paralyzed until the revenant deals damage to it, or until the end of the revenant's next turn. When the paralysis ends, the target is frightened of the revenant for 1 minute. The frightened target can repeat the saving throw at the end of each of its turns, with disadvantage if it can see the revenant, ending the frightened condition on itself on a success.

ROPER

Large monstrosity, neutral evil

Armor Class 20 (natural armor)

Hit Points 93 (11d10 + 33)

Speed 10 ft., climb 10 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	8 (-1)	17 (+3)	7 (-2)	16 (+3)	6 (-2)

Skills Perception +6, Stealth +5

Senses darkvision 60 ft., passive Perception 16

Languages -

Challenge 5 (1800 XP)

False Appearance. While the roper remains motionless, it is indistinguishable from a normal cave formation, such as a stalagmite.

Grasping Tendrils. The roper can have up to six tendrils at a time. Each tendril can be attacked (AC 20; 10 hit points; immunity to poison and psychic damage). Destroying a tendril deals no damage to the roper, which can extrude a replacement tendril on its next turn. A tendril can also be broken if a creature takes an action and succeeds on a DC 15 Strength check against it.

Spider Climb. The roper can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

ACTIONS

Multiattack. The roper makes four attacks with its tendrils, uses Reel, and makes one attack with its bite.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 22 (4d8+4) piercing damage.

Tendril. *Melee Weapon Attack:* +7 to hit, reach 50 ft., one creature. *Hit:* The target is grappled (escape DC 15). Until the grapple ends, the target is restrained and has disadvantage on Strength checks and Strength saving throws, and the roper can't use the same tendril on another target.

Reel. The roper pulls each creature grappled by it up to 25 ft. straight toward it.

RUST MONSTER

Medium monstrosity, unaligned

Armor Class 14 (natural armor)

Hit Points 27 (5d8 + 5)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	12 (+1)	13 (+1)	2 (-4)	13 (+1)	6 (-2)

Senses darkvision 60 ft. passive Perception 11

Languages -

Challenge 1/2 (100 XP)

Iron Scent. The rust monster can pinpoint, by scent, the location of ferrous metal within 30 feet of it.

Rust Metal. Any nonmagical weapon made of metal that hits the rust monster corrodes. After dealing damage, the weapon takes a permanent and cumulative -1 penalty to damage rolls. If its penalty drops to -5, the weapon is destroyed. Non magical ammunition made of metal that hits the rust monster is destroyed after dealing damage.

ACTIONS

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

Antennae. The rust monster corrodes a nonmagical ferrous metal object it can see within 5 feet of it. If the object isn't being worn or carried, the touch destroys a 1-foot cube of it. If the object is being worn or carried by a creature, the creature can make a DC 11 Dexterity saving throw to avoid the rust monster's touch.

If the object touched is either metal armor or a metal shield being worn or carried, it takes a permanent and cumulative -1 penalty to the AC it offers. Armor reduced to an AC of 10 or a shield that drops to a +0 bonus is destroyed. If the object touched is a held metal weapon, it rusts as described in the Rust Metal trait.

SAHUAGIN BARON

Large humanoid (sahuagin), lawful evil

Armor Class 16 (breastplate)
Hit Points 76 (9d10 + 27)
Speed 30 ft., swim 50 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	15 (+2)	16 (+3)	14 (+2)	13 (+1)	17 (+3)

Saving Throws Dex +5, Con +6, Int +5, Wis +4
Skills Perception +7
Senses darkvision 120 ft., passive Perception 17
Languages Sahuagin
Challenge 5 (1800 XP)

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

Limited Amphibiousness. The sahuagin can breathe air and water, but it needs to be submerged at least once every 4 hours to avoid suffocating.

Shark Telepathy. The sahuagin can magically command any shark within 120 feet of it, using a limited telepathy.

ACTIONS

Multiattack. The sahuagin makes three attacks: one with his bite and two with his claws or trident.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 9 (2d4+4) piercing damage.

Claws. *Melee Weapon Attack:* +7 to hit, reach 5 ft., *Hit:* 11 (2d6+4) slashing damage.

Trident. *Melee or Ranged Weapon Attack:* +7 to hit, reach 5 ft., or range 20/60 ft., one target. *Hit:* 11 (2d6+4) piercing damage or 13 (2d8+4) piercing damage if used with two hands to make a melee attack.

SCOUT

Medium humanoid (any race), any alignment

Armor Class 13 (leather armor)
Hit Points 16 (3d8 + 3)
Speed 30 ft.

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

Skills Nature +4, Perception +5, Stealth +6, Survival +5
Damage Resistances poison
Senses passive Perception 15
Languages any one language (usually Common)
Challenge 1/2 (100 XP)

Keen Hearing And Sight. The scout has advantage on Wisdom (Perception) checks that rely on hearing or sight.

ACTIONS

Multiattack. The scout makes two melee attacks or two ranged attacks.

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

Longbow. *Ranged Weapon Attack:* +4 to hit, range 150/600 ft., one target. *Hit:* 6 (1d8+2) piercing damage.

SEA HAG

Medium fey, chaotic evil

Armor Class 14 (natural armor)
Hit Points 52 (7d8 + 21)
Speed 30 ft., swim 40 ft.

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

Senses darkvision 60 ft., passive Perception 11
Languages Aquan, Common, Giant
Challenge 2 (450 XP)

Amphibious. The hag can breathe air and water.

Horrific Appearance. Any humanoid that starts its turn within 30 feet of the hag and can see the hag's true form must make a DC 11 Wisdom saving throw. On a failed save, the creature is frightened for 1 minute. A creature can repeat the saving throw at the end of each of its turns, with disadvantage if the hag is within line of sight, ending the effect on itself on a success. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the hag's Horrific Appearance for the next 24 hours.

Unless the target is surprised or the revelation of the hag's true form is sudden, the target can avert its eyes and avoid making the initial saving throw. Until the start of its next turn, a creature that averts its eyes has disadvantage on attack rolls against the hag.

Shared Spellcasting (Coven Only). While all three members of a hag coven are within 30 feet of one another, they can each cast the following spells from the wizard's spell list but must share the spell slots among themselves. Each hag is a 12th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 13, +5 to hit with spell attacks).

- 1st level (4 slots): *identify, ray of sickness*
- 2nd level (3 slots): *hold person, locate object*
- 3rd level (3 slots): *bestow curse, counterspell, lightning bolt*
- 4th level (3 slots): *phantasmal killer, polymorph*
- 5th level (2 slots): *contact other plane, scrying*
- 6th level (1 slot): *eyebite*

ACTIONS

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

Death Glare. The hag targets one frightened creature she can see within 30 feet of her. If the target can see the hag, it must succeed on a DC 11 Wisdom saving throw against this magic or drop to 0 hit points.

Illusory Appearance. The hag covers herself and anything she is wearing or carrying with a magical illusion that makes her look like an ugly creature of her general size and humanoid shape. The effect ends if the hag takes a bonus action to end it or if she dies. The changes wrought by this effect fail to hold up to physical inspection. For example, the hag could appear to have no claws, but someone touching her hand might feel the claws. Otherwise, a creature must take an action to visually inspect the illusion and succeed on a DC 16 Intelligence (Investigation) check to discern that the hag is disguised.

SHADOW

Medium undead, chaotic evil

Armor Class 12

Hit Points 16 (3d8 + 3)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
6 (-2)	14 (+2)	13 (+1)	6 (-2)	10 (+0)	8 (-1)

Skills Stealth +4

Damage Immunities necrotic, poison

Damage Resistances acid, cold, fire, lightning, thunder; bludgeoning, piercing, and slashing from nonmagical attacks

Damage Vulnerabilities radiant

Condition Immunities exhaustion, frightened, grappled, paralyzed, petrified, poisoned, prone, restrained

Senses darkvision 60 ft. passive Perception 10

Languages -

Challenge 1/2 (100 XP)

Amorphous. The shadow can move through a space as narrow as 1 inch wide without squeezing.

Shadow Stealth. While in dim light or darkness, the shadow can take the Hide action as a bonus action. Its stealth bonus is also improved to +6.

Sunlight Weakness. While in sunlight, the shadow has disadvantage on attack rolls, ability checks, and saving throws.

ACTIONS

Strength Drain. *Melee Weapon Attack:* +4 to hit, reach 5 ft., *Hit:* 9 (2d6+2) necrotic damage and the target's Strength score is reduced by 1d4. The target dies if this reduces its Strength to 0. Otherwise, the reduction lasts until the target finishes a short or long rest. If a non-evil humanoid dies from this attack, a new shadow rises from the corpse 1d4 hours later.

SHRIEKER

Medium plant, unaligned

Armor Class 5

Hit Points 13 (3d8)

Speed 0 ft.

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

Condition Immunities blinded, deafened, frightened

Senses passive Perception 6

Languages -

Challenge 1/8 (25 XP)

False Appearance. While the shrieker remains motionless, it is indistinguishable from an ordinary fungus.

ACTIONS

Shriek. When bright light or a creature is within 30 feet of the shrieker, it emits a shriek audible within 300 feet of it. The shrieker continues to shriek until the disturbance moves out of range and for 1d4 of the shrieker's turns afterward

SHIELD GUARDIAN

Large construct, unaligned

Armor Class 17

Hit Points 142 (15d10 + 60)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	8 (-1)	18 (+4)	7 (-2)	10 (+0)	3 (-4)

Damage Immunities poison

Condition Immunities charmed, exhaustion, frightened, paralyzed, poisoned

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

Languages understands commands given in any language but can't speak

Challenge 7 (2900 XP)

Bound. The shield guardian is magically bound to an amulet. As long as the guardian and its amulet are on the same plane of existence, the amulet's wearer can telepathically call the guardian to travel to it, and the guardian knows the distance and direction to the amulet. If the guardian is within 60 feet of the amulet's wearer, half of any damage the wearer takes (rounded up) is transferred to the guardian.

Regeneration. The shield guardian regains 10 hit points at the start of its turn if it has at least 1 hit point.

Spell Storing. A spellcaster who wears the shield guardian's amulet can cause the guardian to store one spell of 4th level or lower. To do so, the wearer must cast the spell on the guardian. The spell has no effect but is stored within the guardian. When commanded to do so by the wearer or when a situation arises that was predefined by the spellcaster, the guardian casts the stored spell with any parameters set by the original caster, requiring no components. When the spell is cast or a new spell is stored, any previously stored spell is lost.

ACTIONS

Multiattack. The guardian makes two fist attacks.

Fist. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 11 (2d6+4) bludgeoning damage.

REACTIONS

Shield. When a creature makes an attack against the wearer of the guardian's amulet, the guardian grants a +2 bonus to the wearer's AC if the guardian is within 5 feet of the wearer.

SKELETON

Medium undead, lawful evil

Armor Class 13 (armor scraps)

Hit Points 13 (2d8 + 4)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	15 (+2)	6 (-2)	8 (-1)	5 (-3)

Damage Immunities poison

Damage Vulnerabilities bludgeoning

Condition Immunities poisoned

Senses darkvision 60 ft. passive Perception 9

Languages understands all languages it spoke in life but can't speak

Challenge 1/4 (50 XP)

ACTIONS

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

Shortbow. *Ranged Weapon Attack:* +4 to hit, range 80/320 ft., one target. *Hit:* 5 (1d6+2) piercing damage.

SPECTER

Medium undead, chaotic evil

Armor Class 12

Hit Points 22 (5d8)

Speed 0 ft., fly 50 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
1 (-5)	14 (+2)	11 (+0)	10 (+0)	10 (+0)	11 (+0)

Damage Immunities necrotic, poison

Damage Resistances acid, cold, fire, lightning, thunder; bludgeoning, piercing, and slashing from nonmagical weapons

Condition Immunities charmed, exhaustion, grappled, paralyzed, petrified, poisoned, prone, restrained, unconscious

Senses darkvision 60 ft. passive Perception 10

Languages understands all languages it knew in life but can't speak

Challenge 1 (200 XP)

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

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

ACTIONS

Life Drain. *Melee Spell Attack:* +4 to hit, reach 5 ft., or range 5 ft., one creature. *Hit:* 10 (3d6) necrotic damage. The target must succeed on a DC 10 Constitution saving throw or its hit point maximum is reduced by an amount equal to the damage taken. This reduction lasts until the creature finishes a long rest. The target dies if this effect reduces its hit point maximum to 0.

SPECTATOR

Medium aberration, lawful neutral

Armor Class 14 (natural armor)

Hit Points 39 (6d8 + 12)

Speed 0 ft., fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
8 (-1)	14 (+2)	14 (+2)	13 (+1)	14 (+2)	11 (+0)

Skills Perception +6

Condition Immunities prone

Senses darkvision 120 ft., passive Perception 16

Languages Deep Speech, Undercommon, telepathy 120 ft.

Challenge 3 (700 XP)

ACTIONS

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

Eye Rays. The spectator shoots up to two of the following magical eye rays at one or two creatures it can see within 90 feet of it. It can use each ray only once on a turn.

1. **Confusion Ray.** The target must succeed on a DC 13 Wisdom saving throw, or it can't take reactions until the end of its next turn. On its turn, the target can't move, and it uses its action to make a melee or ranged attack against a randomly determined creature within range. If the target can't attack, it does nothing on its turn.

2. **Paralyzing Ray.** The target must succeed on a DC 13 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

3. **Fear Ray.** The target must succeed on a DC 13 Wisdom saving throw or be frightened for 1 minute. The target can repeat the saving throw at the end of each of its turns, with disadvantage if the spectator is visible to the target, ending the effect on itself on a success.

4. **Wounding Ray.** The target must make a DC 13 Constitution saving throw, taking 16 (3d10) necrotic damage on a failed save, or half as much damage on a successful one.

Create Food And Water. The spectator magically creates enough food and water to sustain itself for 24 hours.

REACTIONS

Spell Reflection. If the spectator makes a successful saving throw against a spell, or a spell attack misses it, the spectator can choose another creature (including the spellcaster) it can see within 30 feet of it. The spell targets the chosen creature instead of the spectator. If the spell forced a saving throw, the chosen creature makes its own save. If the spell was an attack, the attack roll is rerolled against the chosen creature.

SPY

Medium humanoid (any race), any alignment

Armor Class 12
Hit Points 27 (6d8)
Speed 30 ft.

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

Skills Deception +5, Insight +4, Investigation +5, Perception +6, Persuasion +5, Sleight of Hand +4, Stealth +4
Senses passive Perception 16
Languages any two languages
Challenge 1 (200 XP)

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

Sneak Attack (1/Turn). The spy deals an extra 7 (2d6) damage when it hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 feet of an ally of the spy that isn't incapacitated and the spy doesn't have disadvantage on the attack roll.

ACTIONS

Multiattack. The spy makes two melee attacks.

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

Hand Crossbow. *Ranged Weapon Attack:* +4 to hit, range 30/120 ft., one target. *Hit:* 5 (1d6+2) piercing damage.

SWARM OF INSECTS (SPIDERS)

Medium swarm of tiny beasts, unaligned

Armor Class 12 (natural armor)
Hit Points 22 (5d8)
Speed 20 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
3 (-4)	13 (+1)	10 (+0)	1 (-5)	7 (-2)	1 (-5)

Damage Resistances bludgeoning, piercing, slashing
Condition Immunities charmed, frightened, grappled, paralyzed, petrified, prone, restrained, stunned
Senses blindsight 10 ft. passive Perception 8
Languages -
Challenge 1/2 (100 XP)

Spider Climb. The swarm can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

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 insect. The swarm can't regain hit points or gain temporary hit points.

Web. While in contact with a web, the swarm knows the exact location of any other creature in contact with the same web.

Web Walker. The swarm ignores movement restrictions caused by webbing.

ACTIONS

Bites. *Melee Weapon Attack:* +3 to hit, one target in the swarm's space. *Hit:* 10 (4d4) piercing damage or 5 (2d4) piercing damage if the swarm has half of its hit points or fewer.

SWARM OF CRANIUM RATS

Medium swarm of tiny beasts, lawful evil

Armor Class 12
Hit Points 36 (8d8)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
9 (-1)	14 (+2)	10 (+0)	15 (+2)	11 (+0)	14 (+2)

Damage Resistances bludgeoning, piercing, slashing
Condition Immunities charmed, frightened, grappled, paralyzed, petrified, prone, restrained, stunned
Senses darkvision 30 ft. passive Perception 10
Languages telepathy 30 ft.
Challenge 5 (1800 XP)

Illumination. As a bonus action, the swarm can shed dim light from its brains in a 5-foot radius, increase the illumination to bright light in a 5 to 20-foot radius (and dim light for an additional number of feet equal to the chosen radius), or extinguish the light.

Innate Spellcasting (Psionics). The swarm's innate spellcasting ability is Intelligence (spell save DC 13). As long as it has more than half of its hit points, it can innately cast the following spells, requiring no components:

At will: *command*, *comprehend languages*, *detect thoughts*
1/day each: *confusion*, *dominate monster*

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.

Telepathic Shroud. The swarm is immune to any effect that would sense its emotions or read its thoughts, as well as to all divination spells.

ACTIONS

Bites. *Melee Weapon Attack:* +5 to hit, reach 0 ft., one target in the swarm's space. *Hit:* 14 (4d6) piercing damage, or 7 (2d6) piercing damage if the swarm has half of its hit points or fewer.

STIRGE

Tiny beast, unaligned

Armor Class 14 (natural armor)
Hit Points 2 (1d4)
Speed 10 ft., fly 40 ft.

STR	DEX	CON	INT	WIS	CHA
4 (-3)	16 (+3)	11 (+0)	2 (-4)	8 (-1)	6 (-2)

Senses darkvision 60 ft. passive Perception 9
Languages -
Challenge 1/8 (25 XP)

ACTIONS

Blood Drain. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 5 (1d4 + 3) piercing damage, and the stirge attaches to the target. While attached, the stirge doesn't attack. Instead, at the start of each of the stirge's turns, the target loses 5 (1d4 + 3) hit points due to blood loss.

The stirge can detach itself by spending 5 feet of its movement. It does so after it drains 10 hit points of blood from the target or the target dies. A creature, including the target, can use its action to detach the stirge.

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 target. *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.

TROGLODYTE

Medium humanoid (troglodyte), chaotic evil

Armor Class 11 (natural armor)

Hit Points 13 (2d8 + 4)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	10 (+0)	14 (+2)	6 (-2)	10 (+0)	6 (-2)

Skills Stealth +2

Senses darkvision 60 ft. passive Perception 10

Languages Troglodyte

Challenge 1/4 (50 XP)

Chameleon Skin. The troglodyte has advantage on Dexterity (Stealth) checks made to hide.

Stench. Any creature other than a troglodyte that starts its turn within 5 feet of the troglodyte must succeed on a DC 12 Constitution saving throw or be poisoned until the start of the creature's next turn. On a successful saving throw, the creature is immune to the stench of all troglodytes for 1 hour.

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

ACTIONS

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

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

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

TROLL

Large giant, chaotic evil

Armor Class 15 (natural armor)

Hit Points 84 (8d10 + 40)

Speed 30 ft.

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

Skills Perception +2

Senses darkvision 60 ft. passive Perception 9

Languages Giant

Challenge 5 (1800 XP)

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

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

ACTIONS

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

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

Claws. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 11 (2d6+4) slashing damage.

VETERAN

Medium humanoid (any race), any alignment

Armor Class 17 (splint armor)

Hit Points 58 (9d8 + 18)

Speed 30 ft.

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

Skills Athletics +5, Perception +2

Senses passive Perception 12

Languages any one language (usually Common)

Challenge 3 (700 XP)

ACTIONS

Multiattack. The veteran makes two longsword attacks. If it has a shortsword drawn, it can also make a shortsword attack.

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

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

Heavy Crossbow. *Ranged Weapon Attack:* +3 to hit, range 100/400 ft., one target. *Hit:* 6 (1d10+1) piercing damage.

WATER ELEMENTAL

Large elemental, neutral

Armor Class 14 (natural armor)

Hit Points 114 (12d10 + 48)

Speed 30 ft., swim 90 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	14 (+2)	18 (+4)	5 (-3)	10 (+0)	8 (-1)

Damage Immunities poison

Damage Resistances acid; bludgeoning, piercing, and slashing from nonmagical attacks

Condition Immunities exhaustion, grappled, paralyzed, petrified, poisoned, prone, restrained, unconscious

Senses darkvision 60 ft. passive Perception 10

Languages Aquan

Challenge 5 (1800 XP)

Freeze. If the elemental takes cold damage, it partially freezes; its speed is reduced by 20 ft. until the end of its next turn.

Water Form. The elemental can enter a hostile creature's space and stop there. It can move through a space as narrow as 1 inch wide without squeezing.

ACTIONS

Multiattack. The elemental makes two slam attacks.

Slam. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 13 (2d8+4) bludgeoning damage.

Whelm (Recharge 4-6). Each creature in the elemental's space must make a DC 15 Strength saving throw. On a failure, a target takes 13 (2d8 + 4) bludgeoning damage. If it is Large or smaller, it is also grappled (escape DC 14). Until this grapple ends, the target is restrained and unable to breathe unless it can breathe water. If the saving throw is successful, the target is pushed out of the elemental's space.

The elemental can grapple one Large creature or up to two Medium or smaller creatures at one time. At the start of each of the elemental's turns, each target grappled by it takes 13 (2d8 + 4) bludgeoning damage. A creature within 5 feet of the elemental can pull a creature or object out of it by taking an action to make a DC 14 Strength check and succeeding.

WERERAT

Medium humanoid (human, shapeshifter), lawful evil

Armor Class 12

Hit Points 33 (6d8 + 6)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	15 (+2)	12 (+1)	11 (+0)	10 (+0)	8 (-1)

Skills Perception +2, Stealth +4

Damage Immunities bludgeoning, piercing, slashing from nonmagical attacks that aren't silvered

Senses darkvision 60 ft. (rat form only), passive Perception 12

Languages Common (can't speak in rat form)

Challenge 2 (450 XP)

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

Shapeshifter. The wererat can use its action to polymorph into a rat-humanoid hybrid or into a giant rat, or back into its true form, which is humanoid. 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.

ACTIONS

Multiattack (Humanoid Or Hybrid Form Only). The wererat makes two attacks, only one of which can be a bite.

Bite (Rat Or Hybrid Form Only). *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 4 (1d4+2) piercing damage. If the target is a humanoid, it must succeed on a DC 11 Constitution saving throw or be cursed with wererat lycanthropy.

Shortsword (Humanoid Or Hybrid Form Only). *Melee Weapon Attack:* +4 to hit, reach 5 ft., *Hit:* 5 (1d6+2) piercing damage.

Hand Crossbow (Humanoid Or Hybrid Form Only). *Ranged Weapon Attack:* +4 to hit, range 30/120 ft., one target. *Hit:* 5 (1d6+2) piercing damage.

WILL-O'-WISP

Tiny undead, chaotic evil

Armor Class 19

Hit Points 22 (9d4)

Speed 0 ft., fly 50 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
1 (-5)	28 (+9)	10 (+0)	13 (+1)	14 (+2)	11 (+0)

Damage Immunities lightning, poison

Damage Resistances acid, cold, fire, necrotic, thunder; bludgeoning, piercing, and slashing from nonmagical attacks

Condition Immunities exhaustion, grappled, paralyzed, poisoned, prone, restrained, unconscious

Senses darkvision 120 ft. passive Perception 12

Languages the languages it knew in life

Challenge 2 (450 XP)

Consume Light. As a bonus action, the will-o'-wisp can

target one creature it can see within 5 feet of it that has 0 hit points and is still alive. The target must succeed on a DC 10 Constitution saving throw against this magic or die. If the target dies, the will-o'-wisp regains 10 (3d6) hit points.

Ephemeral. The will-o'-wisp can't wear or carry anything.

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

Variable Illumination. The wisp sheds bright light in a 5- to 20-foot radius and dim light for an additional number of ft. equal to the chosen radius. It can alter the radius as a bonus action.

ACTIONS

Shock. *Melee Spell Attack:* +4 to hit, reach 5 ft., or range 5 ft., one creature. *Hit:* 9 (2d8) lightning damage.

Invisibility. The will-o'-wisp and its light magically become invisible until it attacks or uses its Consume Life, or until its concentration ends (as if concentrating on a spell).

WORG

Large monstrosity, neutral evil

Armor Class 13 (natural armor)

Hit Points 26 (4d10 + 4)

Speed 50 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	13 (+1)	13 (+1)	7 (-2)	11 (+0)	8 (-1)

Skills Perception +4

Senses darkvision 60 ft., passive Perception 14

Languages Goblin, Worg

Challenge 1/2 (100 XP)

Keen Hearing And Smell. The worg has advantage on Wisdom (Perception) checks that rely on hearing or smell.

ACTIONS

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 10 (2d6+3) piercing damage. If the target is a creature, it must succeed on a DC 13 Strength saving throw or be knocked prone.

WYVERN

Large dragon, unaligned

Armor Class 13 (natural armor)

Hit Points 110 (13d10 + 39)

Speed 20 ft., fly 80 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	10 (+0)	16 (+3)	5 (-3)	12 (+1)	6 (-2)

Skills Perception +4

Senses darkvision 60 ft., passive Perception 14

Languages -

Challenge 6 (2300 XP)

ACTIONS

Multiattack. The wyvern makes two attacks: one with its bite and one with its stinger. While flying, it can use its claws in place of one other attack.

Bite. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one creature. *Hit:* 11 (2d6+4) piercing damage.

Claws. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 13 (2d8+4) slashing damage.

Stinger. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one creature. *Hit:* 11 (2d6+4) piercing damage. The target must make a DC 15 Constitution saving throw, taking 24 (7d6) poison damage on a failed save, or half as much damage on a successful one.

XORN

Medium elemental, neutral

Armor Class 19 (natural armor)

Hit Points 73 (7d8 + 42)

Speed 20 ft., burrow 20 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	10 (+0)	22 (+6)	11 (+0)	10 (+0)	11 (+0)

Skills Perception +6, Stealth +3

Damage Resistances piercing and slashing from nonmagical attacks that aren't adamantite

Senses darkvision 60 ft., tremorsense 60 ft., passive Perception 16

Languages Terran

Challenge 5 (1800 XP)

Earth Glide. The xorn can burrow through nonmagical, unworked earth and stone. While doing so, the xorn doesn't disturb the material it moves through.

Stone Camouflage. The xorn has advantage on Dexterity (Stealth) checks made to hide in rocky terrain.

Treasure Sense. The xorn can pinpoint, by scent, the location of precious metals and stones, such as coins and gems, within 60 feet of it.

ACTIONS

Multiattack. The xorn makes three claw attacks and one bite attack.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 13 (3d6+3) piercing damage.

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

YOCHLOL

Medium fiend (demon, shapechanger), chaotic evil

Armor Class 15 (natural armor)

Hit Points 136 (16d8 + 64)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	14 (+2)	18 (+4)	13 (+1)	15 (+2)	15 (+2)

Saving Throws Dex +6, Int +5, Wis +6, Cha +6

Skills Deception +10, Insight +6

Damage Immunities poison

Damage Resistances cold, fire, lightning; bludgeoning, piercing, and slashing from nonmagical attacks

Condition Immunities poisoned

Senses darkvision 120 ft. passive Perception 12

Languages Abyssal, Elvish, Undercommon

Challenge 10 (5900 XP)

Innate Spellcasting. The yochlol's spellcasting ability is Charisma (spell save DC 14). The yochlol can innately cast the following spells, requiring no material components:

At will: *detect thoughts*, *web*

1/day: *dominate person*

Magic Resistance. The yochlol has advantage on saving throws against spells and other magical effects.

Shapechanger. The yochlol can use its action to polymorph into a form that resembles a female drow or giant spider, or back into its true form. Its statistics 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.

Spider Climb. The yochlol can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Web Walker. The yochlol ignores movement restrictions caused by webbing.

ACTIONS

Multiattack. The yochlol makes two melee attacks.

Slam (Bite In Spider Form). *Melee Weapon Attack:* +6 to hit, reach 5 ft. (10 ft. in demon form), one target. *Hit:* 5 (1d6 + 2) bludgeoning (piercing in spider form) damage plus 21 (6d6) poison damage.

Mist Form. The yochlol transforms into toxic mist or reverts to its true form. Any equipment it is wearing or carrying is also transformed. It reverts to its true form if it dies.

While in mist form, the yochlol is incapacitated and can't speak. It has a flying speed of 30 feet, can hover, and can pass through any space that isn't airtight. It has advantage on Strength, Dexterity, and Constitution saving throws, and it is immune to nonmagical damage.

While in mist form, the yochlol can enter a creature's space and stop there. Each time that creature starts its turn with the yochlol in its space, the creature must succeed on a DC 14 Constitution saving throw or be poisoned until the start of its next turn. While poisoned in this way, the target is incapacitated.

ZOMBIE

Medium undead, neutral evil

Armor Class 8

Hit Points 22 (3d8 + 9)

Speed 20 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	6 (-2)	16 (+3)	3 (-4)	6 (-2)	5 (-3)

Damage Immunities poison

Condition Immunities poisoned

Senses darkvision 60 ft. passive Perception 8

Languages understands all languages it spoke in life but can't speak

Challenge 1/4 (50 XP)

Undead Fortitude. If damage reduces the zombie to 0 hit points, it must make a Constitution saving throw with a DC of 5 + the damage taken, unless the damage is radiant or from a critical hit. On a success, the zombie drops to 1 hit point instead.

ACTIONS

Slam. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6+1) bludgeoning damage.