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Alan Patrick

dream walkers

part 3 of the dreamers storyline



CCC-MIND01-03

A Four-Hour Adventure for 11th-16th Level Characters



DREAM WALKERS

The characters reach the lair of an elder brain and must make their way through its minions to recover the refugees. May be able to get most the refugees out without facing the elder brain. But leaving the menace alive may have consequences too dire to ignore.

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Part 3 of the Dreamers storyline



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INTRODUCTION

Welcome to *Dream Walkers*, a D&D Adventurers League™ adventure, part of the official D&D Adventurers League™ organized play system and the *Dreamers*™ storyline.

The adventure begins in a trading post near Hillsfar, and much of the adventure takes place in a fugue plane that has been artificially created and sustained by vile mind flayer magic.

This adventure is designed for **three to seven 11th-16th level characters** and is optimized for **five characters with an average party level (APL) of 13th**. Characters outside this level range cannot participate in this adventure.

ADJUSTING THIS ADVENTURE

This adventure provides suggestions in making adjustments for smaller or larger groups, characters of higher or lower levels, and characters that are otherwise a bit more powerful than the adventure is optimized for. You're not bound to these adjustments; they're here for your convenience.

To figure out whether you should consider adjusting the adventure, add up the total levels of all the characters and divide the total by the number of characters (rounding .5 or greater up; .4 or less down). This is the group's APL. To approximate the **party strength** for the adventure, consult the following table.

DETERMINING PARTY STRENGTH

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

Some encounters may include a sidebar that offers suggestions for certain party strengths. If a particular recommendation is not offered or appropriate

for your group, you don't have to make adjustments.

BEFORE PLAY AT THE TABLE

Before you start play, consider the following:

- Read through the adventure, taking notes of anything you'd like to highlight or remind yourself of while running the adventure, such as a way you'd like to portray an NPC or a tactic you'd like to use in a combat. Familiarize yourself with the adventure's appendices and handouts.
- Gather any resources you'd like to use to aid you in running this adventure--such as notecards, a DM screen, miniatures, and battlemaps.
- Ask the players to provide you with relevant character information, such as name, race, class, and level; passive Wisdom (Perception), and anything specified as notable by the adventure (such as backgrounds, traits, flaws, etc.)

PLAYING THE DUNGEON MASTER

You have the most important role—facilitating the enjoyment of the game for the players. You provide the narrative and bring the words on these pages to life.

To facilitate this, keep in mind the following:

You're Empowered. Make decisions about how the group interacts with the adventure; adjusting or improvising is encouraged, so long as you maintain the adventure's spirit. This doesn't allow you to implement house rules or change those of the Adventurers League, however; they should be consistent in this regard.

Challenge Your Players. Gauge the experience level of your **players** (not the characters), try to feel out (or ask) what they like in a game, and attempt to deliver the experience they're after. Everyone should have the opportunity to shine.

Keep the Adventure Moving. When the game starts to get bogged down, feel free to provide hints and clues to your players so they can attempt to solve puzzles, engage in combat, and roleplay interactions without getting too frustrated over a lack of information. This gives players "little victories" for figuring out good choices from clues. Watch for stalling—play loses momentum when this happens. At the same time, make sure that the players don't finish too early; provide them with a full play experience.

ADVENTURE PRIMER

"The future is a devious thing."

—Brian Lumley

ADVENTURE BACKGROUND

Reports of mind flayer attacks have slowed in recent weeks, thanks to the efforts of a band of brave adventures (*MIND01-02 Mind Trip*). Only three reports have surfaced, and two of them were tracked down to gnoll barbarians. The third report, however, is more troubling: it was delivered by one of Calypso's trusted agents and contains a fantastic yet dire tale, worthy of high adventure. The agent, a toothless dwarf named Regis, raved about a mind flayer colony that existed in multiple points ("ALL POINTS! EVERY... where?... but not here...") at once.

Realizing that Phlan and the entire greater Moonsea region may be at great risk, she has summoned heroes to her side in Phlan.

LOCATION AND NPC SUMMARY

The following NPCs and locations feature prominently in this adventure.

Calypso (kah-LIP-so). This fiery adventurer-turned-chancellor is in charge of seeing Phlan rebuilt. She asks the characters to search the Underdark for refugees and illithids.

Regis (REE-jis). A toothless old dwarf and unabashed member of the Zhentarim, he specializes in the procurement of hard-to-find goods. Has been deployed by Calypso to investigate the missing travelers but has not yet reported back.

Daxlxorpoth Dreamscape (DAX-il-ZOR-pahth). The collective mind of the Daxlxorpoth illithid colony is a dream-like world of creativity and danger.

Xalcazat. (ZAL-cuh-zat). The elder brain of the Daxlxorpoth colony is young, brash, brilliant, and tyrannical.

ADVENTURE OVERVIEW

This adventure is divided into five parts.

Part 1. Phlan Meeting (30 Minutes) The characters meet with Calypso and Regis. Upon receiving Regis' breakdown of events, the characters are presented with a way to enter the fugue plane of the mind flayers.

Part 2. Behold Briny Brains! (150 Minutes) The characters realize that the mind flayers are building a new society directly on top of Phlan.

Part 3. Pool of the Elder Brain (45 Minutes) The characters must face an elder brain or succumb to ceremorphosis.

ADVENTURE HOOKS

Use the following adventure hooks to get the characters to meet with Calypso in Phlan.

Concerned About Phlan. The characters could be concerned about the state of things in Phlan and come to the region offering aid. Calypso reaches out to any adventurer willing to help.

Faction – Emerald Enclave. The lands along the trade road to the west of Phlan have begun behaving differently. Intelligent creatures that travel the road claim troubling headaches and lapses in memory, and the migration patterns of the native animals are out of order.

Faction – Harpers. The Chancellor of Phlan was once a Zhentarim agent. Although signs point to her renouncing that role, the senior Harpers have asked you to work closely with her – no matter the cost. You are to ensure that the Chancellor works for the people.

Faction – Lords' Alliance. If trade cannot flow along the road between Hillsfar and Phlan, then everyone's livelihood is being put at risk. For the good of the local economy (among other reasons), the Lords' Alliance has chosen to deploy you upon this investigation.

Faction – Order of the Gauntlet. The leadership of the Order of the Gauntlet is troubled by the continued reports of missing travelers. As one of the ranking agents in the area, you have been tasked with investigating and resolving the issue.

Faction – Zhentarim. Any character that claims membership in the Zhentarim is notified by Chaab (the Zhentarim faction head for Phlan) that Regis, a fellow Zhentarim agent, is behaving erratically. He was last known to be working with Calypso on a missing persons case.

Great Reputation. Calypso reaches out to the adventurers because news of their past deeds has reached her ears. They remind her of herself when she was an adventurer, so she trusts them.

MIND01-01 or -02. If the characters have played through *MIND01-01 Lost in Thought* or *MIND01-02 Mind Trip*, they already know about the problem. Calypso calls on them to continue the job.

CHARACTER BONDS

Ask the characters what their bonds are and note their responses before you begin play. This will become important once the characters delve into the Dreamscape, as it gives you more roleplay opportunities.

PART 1. PHLAN MEETING

Expected Duration: 30 minutes

The characters meet with Calypso in the Cracked Crown Inn. She asks them to find a colony of mind flayers and liberate their prisoners.

- The Cracked Crown Inn is a familiar sight to many a weary traveler in Phlan. It efficiently mixes the smells of the road with the comforting presence of inn employees that ask exactly the right amount and type of questions: not too prying, but enough to get you into a flagon and a room.

This grants a measure of anonymity to events that take place here, and sometimes this is necessary. Today is one of those times.

You spot a cloaked tiefling in a corner booth; she stands out just enough to be noticeable but not so much as to be memorable in this place. Calypso, the Chancellor of Phlan, beckons you over.

ROLEPLAYING CALYPSO (KAH-LIP-SO)

Calypso is a former adventurer and recently elected Chancellor of Phlan. She's headstrong, confident, and charming. The 30-year-old tiefling sorceress lives life to the fullest and wants everyone around her to do so, though she works as hard as she plays. Rebuilding Phlan and looking after its people is her top priority and passion (and making sure everyone knows how hard she works and getting thanked for it is a close second).

Quote: "Asking for more gold? You remind me of me. Damn."

CALYPSO'S WORRIES

Calypso introduces herself as the Chancellor of Phlan to any characters who don't already know her, buys a round of drinks and several platters of appetizing basic food, and gets right down to business. She shares the following information with the characters:

- Refugees traveling along the Iron Route on their way back to Phlan having been disappearing for months. Thanks to a recent group of adventures this has largely abated. This may be the same group of adventurers!
- Her confidence bolstered, she asked a close ally of hers to investigate some additional reports. This ally, a dwarf named Regis, is a former adventurer and proud member of the Zhentarim. He was not the same when he returned from his investigation, and she is quite worried.
- Her instincts are telling her that the mind flay-

ers are planning something far larger than just a series of simple kidnappings. She fears that Regis has an indication of their plot.

- Due to Regis' erratic behavior since his return, he has been placed into protective custody inside of a secure location in town.
- She makes it very clear that all necessary actions are sanctioned once the characters leave Phlan and begin their investigation. She is coldly resolved on this point.
- Calypso offers 2 diamonds worth 1,000 gp each to the characters as a down payment. She also places a scroll tube on the table. If you have *Xanathar's Guide to Everything* available, the scroll tube contains a *spell scroll of power word pain*; if you don't, it contains a *spell scroll of symbol*.

When the characters are ready to proceed, Calypso pays for the bar tab of the assembled group and leads them to a generic building near Podol Plaza. Once inside, she explains that Regis has been secured here inside a hidden sub-basement, as she is uncomfortable with him being near other citizens of Phlan at this time. She wishes the characters the best, and requires "a full report at the conclusion of your mission." With that, she takes her leave.

REGIS THE MAD

Once Calypso has let the characters into the sub-basement, the characters can easily see Regis. This room is locked from the outside (if the characters choose to do so; Calypso will not remain and there are no other characters or creatures present). Regis is sitting on a stool in a far corner, babbling to himself and tracing imaginary symbols on the wall. A crushed mattress of straw and some patchy blankets are pushed against the wall and an iron plate with some form of gruel – apparently untouched – is near the door.

ROLEPLAYING REGIS

Regis is a dwarf that deals in "lightly-used goods", and makes no secret of his Zhentarim affiliations. He is mostly toothless, smells of wet tobacco, and fond of mixing in dwarven curses and euphemisms whenever possible. He uses his toxic personality to keep people away, but anyone that manages to crack his poisonous exterior find in him a steadfast, loyal ally.

That aside, his time with the mind flayers has broken him on a deep level. He quickly shifts topic and tends to circle back to topics from earlier in conversation as if nothing had happened. He is unaware of this and is incapable of recognizing it, even if explained.

Also appears in: CCC-LINKS-01 *Champion of the People*

Engaging Regis in conversation is simple, but understanding his ravings may prove to be a challenge. He switches between Common and Dwarven freely; if a character that understands both languages listens to him, they can attempt a DC 18 Wisdom (Insight) check. If successful, they discern the translated portion of his statement. Any character that can understand both languages has a +2 bonus on their check. Use the following as the foundation of this interaction, but feel free to create additional rants along these lines (and share them with your fellow DMs!):

REGIS' MAD RAMBLINGS

Rant: "Two over one – peace and beauty! A thing of stony wonder!"

Translation. "Two things have merged into one to bring peace. The stones hold the solution."

Rant. "Beauty is inside all of us!"

Translation. "Something has been implanted inside of us."

Rant. "I have brought them peace. Still waters and fine foods, fit for royalty but intended for everyone!"

Translation. "I have poisoned the food at water at the Cracked Crown, and everyone that has been there is now becoming as I am."

Rant. "The voice is as music, a lyrical lullaby to bring us joy. It speaks now to me, and soon to you."

Translation. "There's a voice in my head, and soon in yours."

Rant. "Seeds grow into truth. I bring you truth! Consume! For peace – for all!"

Translation. "I captured consumables that will show you truth. Consume them and bring peace to us all." Regis is pleading, nearly begging, the characters to eat the seeds.

Rant. "Sharp sharp sharp and gone, gone is my sharp and it's gone and it's sharp and it's mine!"

Translation. "I dropped something precious to me." It can be surmised that Regis dropped a dagger or knife somewhere and is begging for its return.

The characters should now realize that everyone that has had food or drink at the Cracked Crown since Regis' return is now potentially infected by whatever has befallen him. He is unfortunately unable to explain further due to his madness.

During his rants Regis will seem to be idly flipping his fingers about and exhibiting muscle tics. Any character that knows thieves cant immediately recognizes what he is doing and realizes that he is signaling that he is telling them "seeds in the mattress". Once this is realized, a DC 16 Wisdom (Insight) check can confirm that Regis is using thieves cant as a way to send the extra message about contraband hidden inside the mattress.

Some characters may wish to cure Regis of whatever malady has befallen him. Allow them to experiment with Medicine and Arcana checks or even the creative use of spells, but they are unable to cure him at this point. Regis is in the early throes of ceremorphosis and is slowly turning into a mind flayer. No physical signs exist, but his deteriorating sanity may seem very familiar to characters that are exposed to the lore surrounding the vile mind flayers or that have played in multiple adventures featuring these terrible creatures. Nothing short of a *wish* spell can reverse this process at this time. More information on ceremorphosis can be found in *Volo's Guide to Monsters* if you desire it.

Once the characters have determined the meaning behind Regis' mad ramblings, they can rummage inside his tattered mattress and discover a small, moist leather sack full of the mind flayer-affected "seeds". Despite looking like small glittering pearls, they reek of brine. If the characters consume the seeds, proceed to part 2. If the characters wish to report back to Calypso first, move to Confirmation before proceeding to part 2.

MIND FLAYER "SEEDS"

The "seeds" that Regis escaped with are actually powdered mind flayer eggs, shaped into a pill-like form. They resonate with magic and psionic energy, and any creature that handles one must succeed on DC 16 Wisdom saving throw or be faced with a strong desire to consume it immediately. These seeds only affect living creatures, and have no effect on constructs or unnatural creations even if those creatures are considered "alive" (ie: golems, shield guardians, simulacrum, and so on).

Consumption of an entire mind flayer seed causes the creature to immediately become transported to the fugue plane that the mind flayers have created.

Characters that wish to learn more about the seeds may attempt DC 22 Intelligence (Arcana) checks to identify their origin as mind flayer eggs, and that they will lose their magical qualities in the next few hours. Nothing further can be learned unless an *identify* spell is used; even *legend lore* grants no insight.

Mind flayer seeds cannot be used outside of this adventure and do not count as magical items, permanent or otherwise. These seeds represent a new method that the mind flayers are experimenting with, and are not the normal method of inducing ceremorphosis.



CONFIRMATION

If the characters wish to relay the news that Regis has given them, Calypso is certainly willing to listen. She remains steadfast in her desire to eradicate the threat but is very much taken aback that the mind flayers are beginning to transpose their colony directly over Phlan itself. After considering the news, any or all of the following may occur at your discretion and need:

- She suggests a full search of Regis' cell (resulting in the characters finding or being given the seeds).
- She urges the characters to consume the seeds and "take the fight to those slimy bastards".
- She assures the characters that she will employ the best resources she can muster to find a cure, but implores them to bring back anything they can find that might help.
- She steadfastly demands the eradication of the colony. "Enough is enough. These are my people, and I will do everything I can do ensure their survival and safety. Make the mind flayers suffer for what they've done."

Calypso is focused on the preservation of her people and is unwilling to hear out any plan that involves murdering the people of Phlan. If Regis was killed by the characters she is greatly angered, but assures the characters that this matter will need to be resolved later – more important things are at stake right now.

TREASURE

Calypso gives the characters 2 diamonds worth 1,000 gp each and a *spell scroll* of either *power word pain* or *symbol*.



PART 2. BEHOLD BRINY BRAINS!

Expected Duration: 150 minutes (2½ hours)

This section sees the characters exploring a mind flayer-tainted version of Phlan and learning about the vile plan of the brain eaters. Things once familiar become alien, and the characters may discover that sometimes a foe can also be an ally.

If the characters have not yet determined that they need to consume the seeds from Regis' mattress, take a few moments to have them meet with a trusted arcanist NPC (Calypso was herself an accomplished warlock) or herbalist (Bitter-blossom from CCC-LINKS-01 may be a good fit), or even devise some other creative method to convince them to do this.

THE FUGUE PLANE; OR, HALFWAY TO THE FAR PLANE

The Fugue Plane is an evolution of the Daxlorpoth Dreamscape, which the characters may have encountered in MIND1-2 Once More into the Darkness. It has been adjusted by the mind flayers to be closer in feel and presentation to their purported home in the Far Plane, and has the following general features:

The Membrane. A thick, rubbery membrane can be seen just a few feet above the buildings. This membrane is covered in thick mucus and is immune to damage. If a creature is adjacent to it, they can peer through – although obscured, there appears to be the normal countryside of the Moonsea just beyond the membrane. A creature undergoing ceremorphosis cannot pass the membrane unless the elder brain wills it.

Buildings. The buildings all appear to be made of their normal materials, but on closer inspection they are actually made of bone and cartilage, with thickened mucous for mortar.

Illumination. Pulsing lights stream through the mortar lines and arc through the air. While harmless, this provides ambient dim light.

Scents. An overpowering scent of brine fills the air and cannot be removed.

Granted Powers. Intelligent creatures in this place gain the following granted powers:

Flight. A creature without a flying speed gain one equal to its walking speed.

Telepathy. A creature that speaks or understands at least one language can communicate telepathically with other creatures it can see that also speak or understand at least one language to a range of 120 feet.

Manifest. A creature with at least one free hand can use its action to create an object small enough to hold in one hand that appears in its free hand. That object cannot be magical and disappears if the creature lets go of it or leaves the Fugue Plane.

Gated Access. A mind flayer can enter or exit the Fugue Plane at their discretion, but characters are stuck here until they either destroy the elder brain or convince it to let them go.

The characters should not be surprised with the fact that the seeds they ingested are causing ceremorphosis to begin. Unless they act with haste, they risk not only becoming mind flayers themselves – but allowing every resident of Phlan to become a mind flayer as well.

THE LAY OF THE LAND

Once the characters consume the seeds, they find themselves interacting with a different version of Phlan. It should become apparent fairly quickly that they are now wholly within the machinations of the mind flayers – and that unless they act quickly, they will succumb to ceremorphosis and become mind flayers themselves.

The town is now a dark reflection of itself. The buildings look familiar but alien, as wet and crystalline webbing extends between the walls, and the buildings appear to be built from cartilage. No sky can be seen thanks to the membrane, and a heavy scent of brine – not unlike stale sweat – can be detected but not masked, as it permeates everything.

ADJUSTING THE ADVENTURE

Very Weak and Weak Party. The characters may spend the equivalent of 12 in-game hours resting, exploring, or adventuring before ceremorphosis is complete.

Average Party. The characters have 10 in-game hours to complete their mission before they succumb to ceremorphosis.

Strong Party. For every two mind flayers or mindwitnesses destroyed while in the Fugue Plane, there is a cumulative 20% chance that one of the mind flayers will be upgraded to an ulitharid in the next combat. If it is already an ulitharid, add two intellect devourers instead. Additionally, the characters have 6 hours to complete the mission before ceremorphosis is complete.

Very Strong Party. As a Strong Party, the characters have only 4 hours before ceremorphosis is complete and they become mind flayers.

The race against the ceremorphosis process should not be a surprise to the characters, especially in strong or very strong parties. Consider allowing Insight, Medicine, or Arcana checks at DC 10, or even just an innate knowledge of “something is wrong”. Delivering the exact timeline is up to the DM’s discretion, but be sure to provide appropriate motivation and keep it fun! Once ceremorphosis is complete, the character becomes a mind flayer and is immediately retired from Adventurers League play until such time as they can be subjected to a wish spell – this is the only way to reverse this process.

If the characters wish to learn more about their new environment, allow them to make DC 18 Intelligence (Arcana or Nature) checks. You can extrapolate information from the sidebar or consult *Volo’s Guide to Monsters* for a more immersive experience. Please note that a more immersive experience may require more time, and this may not be an ideal option for time-sensitive environments like conventions or public play at a retail store.

STRANGERS IN A STRANGE LAND

The characters will quickly find that creatures other than mind flayers inhabit this space. Plenty of other humanoids shuffle from place to place, but they are incapable of responding to anything but a mind flayer – for they are cattle and nothing more. If the characters investigate, it is easy to see that many of these humanoids (humans mostly, with a fair number of elves and gnomes but very few dwarves) have holes in their foreheads similar to the wounds that a mind flayer would leave.

You can build a sense of wonder and amazement with verbal narration, but take care to not build so many interesting things that the characters become sidetracked!

INTRUDERS!

As the characters gain their bearings and step out of whatever building they are in, they are immediately accosted by two **mind flayers** and two **mindwitnesses**. These creatures are patrolling the streets of the Fugue Plane and are immediately aware of the fact that the characters are neither cattle nor thralls. They cannot be bargained with, and will attempt to destroy the interlopers!

As combat progresses, the creatures will taunt the characters with things like the following phrases. Of the provided list, only the first one must be stated as it provides the characters with insight on how to proceed through the adventure.

- “The mindwitnesses keep the elder brain safe from your meddling! You will never find them all!”
- “You will become one of us!”
- “Ceremorphosis has already begun – you already bear our mark, cattle!”
- “Xalcazat has already foreseen your arrival! Abandon hope and surrender!”
- a similar taunt of your own creation

Ultimately this encounter should be an introduction to this place and should not be a significant challenge. For weaker tables, consider removing a mind flayer.

When the mindwitnesses are defeated, a wave of psionic energy tears through the environment. Buildings shiver and sway and a growling scream of incomprehensible rage fills everyone’s mind. No check is needed to confirm that this is a significant development, and that finding more mindwitnesses is key to surviving this place.

The characters are free to move on to any of the following sites or explore as they see fit. You should guide the group through encounters that best deliv-

er an enjoyable experience to all involved, as there is no need to play every encounter before moving to part three. The characters must find more mindwitnesses before they can learn the location of the elder brain.

MINDWITNESS ENCOUNTERS

The characters will need to eliminate three more mindwitnesses in order to remove the first layer of protections surrounding the elder brain – and the third one is found at the beginning of part 3! To keep things simple, during the exploration of Fugue Plane Phlan, only a single mindwitness must be located and defeated.

Feel free to build a combat encounter using the following guidelines into any of the following areas. It is suggested that a group has two non-combat encounters and two combat encounters, though you may adjust this if your party is not interested in roleplaying or if they are struggling with the combat in this adventure. The only non-optional combats are “Intruders!” and the entirety of part 3.

Bruisers. One ulitharid, four intellect devourers, one mindwitness.

Arcanists. Two mind flayers, two intellect devourers, one mindwitness.

COCKBURN’S GROCERY

Note. It takes 30 minutes to travel to Cockburn’s Grocery if moving at a normal pace. If the characters are moving stealthily or sticking to side streets, this increases to one hour. This time reflects both the travel to and the challenges contained therein.

This place still functions as a supply house even in the Fugue Plane. Mind flayer thralls – humanoids fully under the control of the horrible creatures – oversee the buying and selling of mundane gear as if nothing has changed. The characters may see familiar faces from town if they linger. Attempting to purchase anything here will result in a mindwitness encounter, as the “coin” of this place is bone chits inscribed with qualith (the native language of the mind flayers) symbols.

The characters can attempt to hide in this place while setting up a plan or watching for mindwitness patrols. While Cockburn’s Grocery is not an appropriate place for a rest, they can spend up to an hour in here discussing their plans with no ill effects. Casting spells, like purchasing goods, results in a mindwitness encounter.

INN - THE CRACKED CROWN

Note. It takes 30 minutes to travel to The Cracked Crown if moving at a normal pace. If the characters are moving stealthily or sticking to side streets, this increases to one hour. This time reflects both the travel to and the challenges contained therein.

The Cracked Crown in the Fugue Plane is now a place of broken skulls – literally! The mind flayers have taken to throwing unruly thralls and captives to the **neolithid** that is kept in a shallow pool inside the building. Once the characters enter, the barely-intelligent beast roars with hunger and the remaining mind flayers scatter.

At the beginning of the second round, two **mind flayers** join the combat. They all fight to the death.

TREASURE

Inside the belly of the neolithid can be found a sealed scroll tube containing a *spell scroll of mass suggestion*. The scroll tube itself is a semi-magical trinket with the *wicked* quality from the **What Minor Property Does It Have?** Table as found in chapter 7 of the *Dungeon Master’s Guide*. This quality may not be immediately apparent but provides a roleplay tool if you have access to the DMG; it is not required for this adventure.

INN - THE LAUGHING GOBLIN

Note. It takes 30 minutes to travel to The Laughing Goblin if moving at a normal pace. If the characters are moving stealthily or sticking to side streets, this increases to one hour. This time reflects both the travel to and the challenges contained therein.

This tavern is located by the waterfront and is currently home to six inebriated mind flayers, apparently drunk from what can only be described as “pickled, soured brains”. The stench is incredible, but this also represents an opportunity for the characters to destroy these mind flayers without any significant fight. If they do, they earn experience as noted in the XP Awards section at the end of the adventure. Furthermore, the elder brain takes note of this action and psionically urges the ceremorphosis to advance by one hour.

Any character that enters the Laughing Goblin must succeed on a DC 14 Constitution saving throw or be poisoned for one hour. Failing this saving throw by 5 or more increases the duration to four hours and adds one level of exhaustion until the character completes a long rest.

TREASURE

The slain mind flayers have a number of gems between them, worth a combined 1,250 gp. The characters also find Regis' lost dagger that bears the mark of the Zhentarim; while not particularly valuable, he may appreciate having it returned.

INN - THE VELVET DOUBLET

Note. It takes 30 minutes to travel to The Velvet Doublet if moving at a normal pace. If the characters are moving stealthily or sticking to side streets, this increases to one hour. This time reflects both the travel to and the challenges contained therein.

As with Phlan's Velvet Doublet, this place in the Fugue Plane also caters to exotic tastes and indelicate escapes from the world. Mind flayers in various states can be spotted delicately sampling from the still-living heads of many different exotic races, including dragonborn, tieflings, and more. Should the characters decide that they wish to attack, it should be made clear to them that this would not be wise as there are dozens of mind flayers, ulitharids, and other such creatures inside.

If the characters wish to investigate the inn without inciting the anger or ire of the patrons, they may attempt to do so. Allow them to craft viable defenses and make DC 16 Charisma (Deception) checks to enter the premises, but stress that speaking aloud or presenting a strong personality will likely destroy their deception. Splayed across a table near the center of the room and surrounded by the mind flayers and their meals is a map of Phlan; a colored pin has been stuck into it. On close inspection, the pin resembles a tiny mindwitness – it is a safe bet that the pin indicates the location of the next mindwitness (or the location of the elder brain, if the mindwitness has already been eliminated).

PODOL PLAZA

Note. Unlike most other zones of the city, no additional travel time is required to get to Podol Plaza. This is because of the Plaza's reputation as a slave market; mind flayers pay the characters no additional attention in this place so long the characters don't call attention to themselves.

Where Podol Plaza serves as an open-air market for the people of Phlan, the mind flayers have turned this place in a slave market for creatures of all types. This is an ideal place to insert a mindwitness encounter.

Due to the amount of activity in this place the characters can pass more or less freely through, so long as they do not cast spells or act aggressively. If they take necessary precautions to act as if they are thralls, the assembled mind flayers will leave them be.

Should combat break out for a mindwitness encounter, the remaining mind flayers and slaves flee the Plaza. If combat breaks out because the characters are too aggressive, the assembled mind flayers still attempt to flee with their slaves after attempting to stun the characters with a *mind blast*.

TREASURE

Once the mind flayers flee this space, the characters can find discarded gems worth a combined 750 gp.

SCHOLAR'S SQUARE

Note. Unlike most other zones of the city, no additional travel time is required to get to Scholar's Square.

This small square leading to the great library of Phlan is now covered in alien writing: qualith, the native language of the mind flayers. It is not normally readable by non-mind flayers, but due to the ceremorphosis that is currently affecting the characters, they can run their fingers over the bumps and ridges and make a DC 14 Intelligence saving throw. If they fail this saving throw, they gain a level of indefinite madness. Either way, they can read one of the following messages. A character that attempts to read more than once results in that character gaining a level of indefinite madness with no saving throw; you may wish to describe a sense of impending doom or creeping horror as the character reads the message so that the character can stop early and to ensure that this does not feel like an "out of the blue" punishment.

- *The mindwitnesses weave the web of protection.*
- *Thought and synapse, like crook and cane.*
- *All cattle shall do as cattle are intended to do.*
- *The elder brain ushers in a new age!*
- *Over and under, through and between: eternity is as it was and shall be and is.*
- *Anchored here by the godbrain, and spreading from here to final peace.*

The library is blocked off by the membrane and is not part of this adventure.

SOKOL KEEP

Note. Sokol Keep is not convenient to get to. If the characters are determined to reach the island, let them know that it will take approximately 90 minutes (1.5 hours) of travel in each direction. Do not hesitate to encourage the characters to visit other parts of the city instead.

Sokol Keep is located on an island a short way off into the harbor. The thick, briny water is stomach-churningly foul and has more than a few unidentifiable lumps within it. If the characters pause on the shoreline, they may spot what appears to be a tentacled shark or some other large marine predator within the water.

The contents of Sokol Keep are not detailed here but maps can be found in [DDEX1-02 Secrets of Sokol Keep](#). For time-sensitive games, consider describing a psionic barrier preventing passage. For home play or more relaxed environments, consult the maps from that adventure and include a mindwitness encounter if you like.

STOJANOW GATE

Note. It takes 30 minutes to travel to Stojanow Gate if moving at a normal pace. If the characters are moving stealthily or sticking to side streets, this increases to one hour.

The massive walls of Stojanow Gate are literally pulsing with inner life. This is a gruesome display, but serves no mechanical purpose for this adventure. It detects as an evil creature but is immune to all spells and damage. If nothing else, this should be an indication that the mind flayers are hard at work crafting new types of aberrant monstrosities to unleash upon the world.

Should the characters linger here, a cacophony of telepathic voices rises up in their minds. If this does not cause them to leave the area immediately, the voices become incoherent, rage-filled screaming and each character must succeed on a DC 16 Constitution saving throw or else gain one level of exhaustion.

VALHINGEN GRAVEYARD & VALJEVO CASTLE

The graveyard and castle are completely closed off from the town in the Fugue Plane. No method or action that the characters possess will allow them to access these areas.

MOVING FORWARD

Once the characters have destroyed one **mindwitness**, an angry tremoring rumble begins to emanate from one of the listed locations (your choice as to which). Any encounter there is removed and replaced with the entirety of Part 3, though any indicated treasure is still present. The elder brain has been magically hiding itself as the Fugue Plane has been built, but it now knows that the characters represent a significant threat.

The characters may proceed directly to Part 3 by tracking the sound, or, if there is enough time, they may wish to explore one or more of the other locations. Bear in mind that no more mindwitness encounters will take place, but there's still a chance to find the neolithid if they have not already done so!



PART 3. POOL OF THE ELDER BRAIN

Expected Duration: 45 minutes

The characters confront Xalcazat, the elder brain of Daxlxorpoth. Xalcazat will do everything it can to win – or failing that, to survive until it is better prepared to face the characters once more. It is not important if the players learn its name or not.

INTERSECTION OF REALITIES

The walls of this place are out of focus and appear to be melting away, only to immediately reform. A large pool that stinks of brine and worse rests in the middle, and inside is a bloated and discolored, tentacled brain.

“You will be consumed, and only then will you know true peace...” it whispers telepathically.

Xalcazat has puzzled out how to keep its colony simultaneously anchored to the world and yet unaffected by it. However, doing so has torn a rift in the very fabric of magic in this place as the mind flayers have been forcibly injecting more and more psionic energy into reality here. In addition to the **Xalcazat the elder brain**, there is one **mindwitness** and two **mind flayers**.

Until the mindwitnesses are eliminated, Xalcazat cannot physically interact with the characters. It can, however, use its *mind blast*, *psychic link*, and *sense thoughts* actions. It can also use its *break concentration*, *psychic pulse*, and *sever psychic link* legendary actions, as well as its lair actions. When it realizes that its protections are about to be eliminated, it will attempt to negotiate with the characters – it is highly intelligent, but a coward and a bully. It is not above using *plane shift* to escape if the characters are unwilling to parlay.

The mindwitness hovers 20 feet off the ground and spray its eye rays at every opportunity. They only make melee attacks when they have advantage or if their victim has disadvantage on Intelligence saving throws. They fight to the death.

The mind flayers seek to stun the characters as quickly as possible, but do not seek to kill them – that is a special treat that Xalcazat has demanded. They fight to the death.

Be aware that this is the elder brain’s lair and it can use any lair actions available to an elder brain!

EVEN THOUGHT CAN BE A WEAPON

This combat should be epic and fast-paced. It can be a mind-bending experience, so feel free to narrate or adjust rules as needed to ensure that the characters have an appropriately epic experience. If Xalcazat escapes, that’s okay – be sure to notify the Tidewater team if this happens!

ADJUSTING THE ENCOUNTER

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

- **very weak** or **weak party**. As average party, and the **elder brain** can only use telepathy until the mindwitness is slain.
- **average party**. The characters have advantage on the first saving throw they make that would otherwise result in being stunned.
- **strong party**. replace the mind flayers with **ulitharids**.
- **very strong party**. As strong party, and add 1 mind flayer.

WHAT IF... THE CHARACTERS FLEE?

It’s possible that the characters might decide to flee if they find that they cannot hurt the elder brain. DMs are empowered to use the monsters and encounters presented in this adventure to construct a fun and appropriate way for the characters to destroy enough mindwitnesses to remove the elder brain’s protections, should this happen.

WHAT IF... THE CHARACTERS ARE TOO STRONG?

The ‘Adjusting the Encounter’ section above provides for combat guidance, but sometimes additional tweaking is needed. Remember that this is the elder brain’s lair and the Fugue Plane is its construction; if it feels supremely threatened, it might reverse the gravity in the local area, fill the immediate space with brine, or something other terrain-based effect. Get creative, and remember... reality is relative!

CONCLUSION

With the elder brain defeated – either killed or driven off – the characters are free to pillage its lair. If the elder brain was killed, the fugue plane crumbles and dissolves with its contents scattered across an unknowable number of realities – and possibly even destroyed in the process. The characters, however, are safely deposited back on Faerun due to their heroic nature and sheer force of will. As they gather their wits, they recognize their location: inside Regis’ cell in Phlan. Where he once stood is now a large pool of briny water – and the dwarf is inside it.

Regis can be pulled from the bottom of the pool. The dwarf is alive but unconscious and trapped within a bubble of mucus. The dwarf can be revived but will need at least a tenday to recover from his wounds – no amount of magical healing short of a *heal* or *wish* spell will restore him any faster. However, the death of the elder brain halts the ceremorphosis process that was affecting Regis and the characters; feel free to ad-lib the resultant effects, or simply inform the players that they are no longer subject to this malady.

There are many resonance tablets inside the briny pool and each are recorded in qualith, the native language of the mind flayers. Any character that wishes to read a tablet must succeed be able to read this alien language, be affected by *comprehend languages* (or a similar effect), or succeed on a DC 16 Intelligence saving throw for each tablet they read. Attempting to read the tablets without doing one of the above results in the character earning 1 level of indefinite madness (DMG); this madness can only be removed when the character dies. Each character may read one tablet and learn one of the following, as reading more than one overloads the mind causing the character to earn 1 level of indefinite madness as described above and failing to learn anything new:

- Plans to move the entire mind flayer society to the fugue plane. This includes using an assault by “heroes” to cover the transport of a new ulitharid, hundreds of tadpoles, and ceremorphosis equipment to the fugue plane for protection.
- Brief notes about two mind flayers being sent far to the west in search of an ancient elder brain. There are references to mind flayer ghosts, but it does not make much sense.
- A census and tally of all slaves that were harvested from the trade road.
- Notes about previous (failed) attempts to turn fire giants from Maerimydra into mind flayer thralls. Apparently ceremorphosis takes much longer for these massive creatures.
- Brief notes about the establishing of the fugue plane. Arcane formulae have been used, but do not appear to be familiar or part of traditional magic.
- A listing of every type of brain that the author had consumed, with notes like “contains hints of iron”

and “essence of a broken heart; tangy!”

- A breakdown of Regis’ memories, including the dwarf’s dealings with a coven of hags outside of Phlan (curiously referred to as “sisters of the dwarf”) and a bloody history with the Zhentarim.

TREASURE

Calypso supplies the characters with the remaining 4,000 gp of her reward. She also offers her *wand of the warmage +3*, wasting no time in stating that the actions the characters undertook today are of great value to the town of Phlan and the Zhentarim.

CEREMORPHOSIS & TIME LIMITS

If the characters took too long to destroy or drive away the elder brain, they will succumb to ceremorphosis. This means that the character ceases to exist as it becomes a mind flayer. Note that the character’s soul is not removed – only a *wish* spell can return the character to a playable state, as the character is not ‘dead’ in the normal sense.



REWARDS

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

EXPERIENCE

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

COMBAT AWARDS

Name of Foe	XP Per Foe
Elder Brain	11,500
Intellect Devourer	450
Mind Flayer	2,900
Mindwitness	1,800
Neothelid	10,000
Ulitharid	5,000

NON-COMBAT AWARDS

Task or Accomplishment	XP Per Character
Slay all 6 drunken mind flayers	500

The **minimum** total award for each character participating in this adventure is 10,125 **experience points**.

The **maximum** total award for each character participating in this adventure is 13,500 **experience points**.

TREASURE

The characters receive the following treasure, divided up amongst the party. Treasure is divided as evenly as possible. Gold piece values listed for sellable gear are calculated at their selling price, not their purchase price.

TREASURE AWARDS

Item Name	GP Value
Calypso's Advance	2,000
Laughing Goblin gems	1,250
Podol Plaza gems	750
Calypso's Reward	4,000

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

Permanent magic items are divided according to a system detailed in the *D&D Adventurers League Dungeon Master's Guide*.

WAND OF THE WARMAGE +3

Wand, very rare (requires attunement by a spellcaster)

This copper wand is inscribed with runes in both the infernal and ignan languages. The symbol of the Zhentarim encircles the tip of the wand.

This item is described in **Player Handout 1**.

SPELL SCROLLS

Scroll, very rare

This item can be found in the *Dungeon Master's Guide* or in *Xanathar's Guide to Everything*.

RENOWN

Each character receives **one renown** at the conclusion of this adventure.

Members of the Emerald Enclave that helped kill the elder brain earn **one additional renown point**.

Members of the Harpers that helped Calypso to stay on-track with saving her people rather than bringing wrathful retribution to the mind flayers earn **one additional renown point**.

Members of the Lord's Alliance that report back with full news about the mind flayers and their desire to build a new society on top the towns of the Moonsea earn **one additional renown point**.

Members of the Order of the Gauntlet that helped disrupt the slave auction earn **one additional renown point**.

Members of the Zhentarim that return Regis' dagger to him earn **one additional renown point**.

DM REWARD

In exchange for running this adventure, you earn DM Rewards as described in the *D&D Adventurers League Dungeon Master's Guide* (ALDMG).

APPENDIX. DRAMATIS PERSONAE

The following NPCs are featured prominently in this adventure:

Calypso (kah LIP so). This fiery adventurer-turned-chancellor is in charge of seeing Phlan rebuilt. She has once more contacted the adventurers and is very concerned about the safety of her people.

Regis. (REE jis) This toothless old dwarf is a Zhentarim agent and loyal friend of Calypso. He is improperly friendly at all the wrong times.

APPENDIX. MONSTER/NPC STATISTICS

ELDER BRAIN

LARGE ABERRATION, LAWFUL EVIL

ARMOR CLASS 10

HIT POINTS 210 (20D10+100)

SPEED 5 FT., SWIM 10 FT.

STR	DEX	CON	INT	WIS	CHA
15(+2)	10(+0)	20(+5)	21(+5)	19(+4)	24(+7)

SAVING THROWS INT +10, WIS +9, CHA +12

SKILLS ARCANA +10, DECEPTION +12, INSIGHT +14, INTIMIDATION +12, PERSUASION +12

SENSES BLINDSIGHT 120 FT. PASSIVE PERCEPTION 14

LANGUAGES UNDERSTANDS COMMON, DEEP SPEECH, AND UNDERCOMMON, TELEPATHY 5 MILES

CHALLENGE 14 (11,500 XP)

CREATURE SENSE. THE ELDER BRAIN IS AWARE OF THE PRESENCE OF CREATURES WITHIN 5 MILES OF IT THAT HAVE AN INTELLIGENCE SCORE OF 4 OR HIGHER. IT KNOWS THE DISTANCE AND DIRECTION TO EACH CREATURE, AS WELL AS EACH ONE'S INTELLIGENCE SCORE, BUT CAN'T SENSE ANYTHING ELSE ABOUT IT. A CREATURE PROTECTED BY A MIND BLANK SPELL, A NONDETECTION SPELL, OR SIMILAR MAGIC CAN'T BE PERCEIVED IN THIS MANNER.

INNATE SPELLCASTING (PSIONICS). THE ELDER BRAIN'S INNATE SPELLCASTING ABILITY IS INTELLIGENCE (SPELL SAVE DC 18). IT CAN INNATELY CAST THE FOLLOWING SPELLS, REQUIRING NO COMPONENTS:

AT WILL: DETECT THOUGHTS, LEVITATE

1/DAY EACH: DOMINATE MONSTER, PLANE SHIFT (SELF ONLY)

LEGENDARY RESISTANCE (3/DAY). IF THE ELDER BRAIN FAILS A SAVING THROW, IT CAN CHOOSE TO SUCCEED INSTEAD.

MAGIC RESISTANCE. THE ELDER BRAIN HAS RESISTANCE ON SAVING THROWS AGAINST SPELLS AND OTHER MAGICAL EFFECTS.

TELEPATHIC HUB. THE ELDER BRAIN CAN USE ITS TELEPATHY TO INITIATE AND MAINTAIN TELEPATHIC CONVERSATIONS WITH UP TO TEN CREATURES AT A TIME. THE ELDER BRAIN CAN LET THOSE CREATURES TELEPATHICALLY HEAD EACH OTHER WHILE CONNECTED IN THIS WAY.

ACTIONS

TENTACLE. MELEE WEAPON ATTACK: +7 TO HIT, REACH 5 FT., ONE TARGET.

HIT: 20 (4D8 + 2) BLUDGEONING DAMAGE. IF THE TARGET IS A HUGE OR SMALLER CREATURE, IT IS GRAPPLED (ESCAPE DC 15) AND TAKES 9 (1D8 + 5) PSYCHIC DAMAGE AT THE START OF EACH OF ITS TURNS UNTIL THE GRAPPLE ENDS. THE ELDER BRAIN CAN HAVE UP TO FOUR TARGETS GRAPPLED AT A TIME.

MIND BLAST (RECHARGE 5-6). THE ELDER BRAIN MAGICALLY EMITS PSYCHIC ENERGY. CREATURES OF THE ELDER BRAIN'S CHOICE WITHIN 60 FEET OF IT MUST SUCCEED ON A DC 18 INTELLIGENCE SAVING THROW OR TAKE 32 (5D10 + 5) PSYCHIC DAMAGE AND BE STUNNED FOR 1 MINUTE. A TARGET CAN REPEAT THIS SAVING THROW AT THE END OF EACH OF ITS TURNS, ENDING THE EFFECT ON ITSELF ON A SUCCESS.

PSYCHIC LINK. THE ELDER BRAIN TARGETS ONE INCAPACITATED CREATURE IT CAN PERCEIVE WITH ITS CREATURE SENSE TRAIT AND ESTABLISHES A PSYCHIC LINK WITH THAT CREATURE. UNTIL THE PSYCHIC LINK ENDS, THE ELDER BRAIN CAN PERCEIVE EVERYTHING THE TARGET SENSES. THE TARGET BECOMES AWARE THAT SOMETHING IS LINKED TO ITS MIND ONCE IT IS NO LONGER INCAPACITATED, AND THE ELDER BRAIN CAN TERMINATE THE LINK AT ANY TIME (NO ACTION REQUIRED). THE TARGET CAN USE AN ACTION ON ITS TURN TO ATTEMPT TO BREAK THE PSYCHIC LINK, DOING SO WITH A SUCCESSFUL DC 18 CHARISMA SAVING THROW. ON A SUCCESSFUL SAVE, THE TARGET TAKES 10 (3D6) PSYCHIC DAMAGE. THE PSYCHIC LINK ALSO ENDS IF THE TARGET AND THE ELDER BRAIN ARE MORE THAN 5 MILES APART, WITH NO CONSEQUENCES TO THE TARGET. THE ELDER BRAIN CAN FORM PSYCHIC LINKS WITH UP TO TEN CREATURES AT A TIME.

SENSE THOUGHTS. THE ELDER BRAIN TARGETS A CREATURE WITH WHICH IT HAS A PSYCHIC LINK. THE ELDER BRAIN GAINS INSIGHT INTO THE TARGET'S REASONING, ITS EMOTIONAL STATE, AND THOUGHTS THAT LOOM LARGE IN ITS MIND (INCLUDING THINGS THE TARGET WORRIES ABOUT, LOVES, OR HATES). THE ELDER BRAIN CAN ALSO MAKE A CHARISMA (DECEPTION) CHECK WITH ADVANTAGE TO DECEIVE THE TARGET'S MIND INTO THINKING IT BELIEVES ONE IDEA OR FEELS A PARTICULAR EMOTION. THE TARGET CONTESTS THIS ATTEMPT WITH A WISDOM (INSIGHT) CHECK. IF THE ELDER BRAIN SUCCEEDS, THE MIND BELIEVES THE DECEPTION FOR 1 HOUR OR UNTIL EVIDENCE OF THE LIE IS PRESENTED TO THE TARGET.

LEGENDARY ACTIONS

THE ELDER BRAIN CAN TAKE 3 LEGENDARY ACTIONS, CHOOSING FROM THE OPTIONS BELOW. IT CAN TAKE ONLY ONE LEGENDARY ACTION AT A TIME AND ONLY AT THE END OF ANOTHER CREATURE'S TURN. THE ELDER BRAIN REGAINS SPENT LEGENDARY ACTIONS AT THE START OF ITS TURN.

TENTACLE. THE ELDER BRAIN MAKES A TENTACLE ATTACK.

BREAK CONCENTRATION. THE ELDER BRAIN TARGETS SA CREATURE WITHIN 120 FEET OF IT WITH WHICH IT HAS A PSYCHIC LINK. THE ELDER BRAIN BREAKS THE CREATURE'S CONCENTRATION ON A SPELL IT HAS CAST. THE CREATURE ALSO TAKES 1D4 PSYCHIC DAMAGE PER LEVEL OF THE SPELL.

PSYCHIC PULSE. THE ELDER BRAIN TARGETS A CREATURE WITHIN 120 FEET OF IT WITH WHICH IT HAS A PSYCHIC LINK. ENEMIES OF THE ELDER BRAIN WITHIN 10 FEET OF THAT CREATURE TAKE 10 (3D6) PSYCHIC DAMAGE.

SEVER PSYCHIC LINK. THE ELDER BRAIN TARGETS A CREATURE WITHIN 120 FEET OF IT WITH WHICH IT HAS A PSYCHIC LINK. THE ELDER BRAIN ENDS THE LINK, CAUSING THE CREATURE TO HAVE DISADVANTAGE ON ALL ABILITY CHECKS, ATTACK ROLLS, AND SAVING THROWS UNTIL THE END OF THE CREATURE'S NEXT TURN.

LAIR ACTIONS

WHEN FIGHTING INSIDE ITS LAIR, THE ELDER BRAIN CAN USE LAIR ACTIONS. ON INITIATIVE COUNT 20 (LOSING TIES), AN ELDER BRAIN CAN TAKE ONE LAIR ACTION TO CAUSE ONE OF THE FOLLOWING EFFECTS; THE ELDER BRAIN CAN'T USE THE SAME LAIR ACTION TWO ROUNDS IN A ROW:

THE ELDER BRAIN CASTS WALL OF FORCE.

THE ELDER BRAIN TARGETS ONE FRIENDLY CREATURE IT CAN SENSE WITHIN 120 FEET OF IT. THE TARGET HAS A FLASH OF INSPIRATION AND GAINS ADVANTAGE ON ONE ATTACK ROLL, ABILITY CHECK, OR SAVING THROW IT MAKES BEFORE THE END OF ITS NEXT TURN. IF THE TARGET DOESN'T OR CAN'T USE THIS BENEFIT IN THAT TIME, THE INSPIRATION IS LOST.

THE ELDER BRAIN TARGETS ONE CREATURE IT CAN SENSE WITHIN 120 FEET OF IT AND ANCHORS IT BY SHEER FORCE OF WILL. THE TARGET MUST SUCCEED ON A DC 18 CHARISMA SAVING THROW OR BE UNABLE TO LEAVE ITS CURRENT SPACE. IT CAN REPEAT THE SAVING THROW AT THE END OF EACH OF ITS TURNS, ENDING THE EFFECT ON ITSELF ON A SUCCESS.

INTELLECT DEVOURER

TINY ABBERATION, 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)	11(+0)

SKILLS PERCEPTION +2, STEALTH +4

DAMAGE RESISTANCES BLUDGEONING, PIERCING, AND SLASHING FROM NON MAGICAL WEAPONS

CONDITION IMMUNITIES BLINDED

SENSES BLINDSIGHT 60FT. (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 DEVOURER INTELLECT.

CLAWS. MELEE WEAPON ATTACK: +4 TO HIT, REACH 5 FT., ONE TARGET.

HIT: 7 (2D4 + 2) SLASHING DAMAGE.

DEVOUR INTELLECT. THE INTELLECT DEVOURER TARGETS ONE CREATURE IT CAN SEE WITHIN 10 FEET OF IT THAT HAS A BRAIN. THE TARGET MUST SUCCEED ON A DC 12 INTELLIGENCE SAVING THROW AGAINST THIS MAGIC OR TAKE 11 (2D10) PSYCHIC DAMAGE. ALSO ON A FAILURE, ROLL 3D6: IF THE TOTAL EQUALS OR EXCEEDS THE TARGET'S INTELLIGENCE SCORE, THAT SCORE IS REDUCED TO 0. THE TARGET IS STUNNED UNTIL IT REGAINS AT LEAST ONE POINT OF INTELLIGENCE.

BODY THIEF. THE INTELLECT DEVOURER INITIATES AN INTELLIGENCE CONTEST WITH AN INCAPACITATED HUMANOID WITHIN 5 FEET OF IT. IF IT WINS THE CONTEST, THE INTELLECT DEVOURER MAGICALLY CONSUMES THE TARGET'S BRAIN, TELEPORTS INTO THE TARGET'S SKULL, AND TAKES CONTROL OF THE TARGET'S BODY. WHILE INSIDE A CREATURE, THE INTELLECT DEVOURER HAS TOTAL COVER AGAINST ATTACKS AND OTHER EFFECTS ORIGINATING OUTSIDE ITS HOST. THE INTELLECT DEVOURER RETAINS ITS INTELLIGENCE, WISDOM, AND CHARISMA SCORES, AS WELL AS ITS UNDERSTANDING OF DEEP SPEECH, ITS TELEPATHY, AND ITS TRAITS. IT OTHERWISE ADOPTS THE TARGET'S STATISTICS. IT KNOWS EVERYTHING THE CREATURE KNEW, INCLUDING SPELLS AND LANGUAGES.

IF THE HOST BODY DROPS TO 0 HIT POINTS, THE INTELLECT DEVOURER MUST LEAVE IT. A PROTECTION FROM EVIL AND GOOD SPELL CAST ON THE BODY DRIVES THE INTELLECT DEVOURER OUT. THE INTELLECT DEVOURER IS ALSO FORCED OUT IF THE TARGET REGAINS ITS 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.

MIND FLAYER

MEDIUM ABERRATION, LAWFUL EVIL

ARMOR CLASS 15(BREASTPLATE)

HIT POINTS 71 (13D8+13)

SPEED 30FT

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, STEALTH +4

SENSES DARKVISION 120 FT. PASSIVE PERCEPTION 16

LANGUAGES DEEP SPEECH, UNDERCOMMON, TELEPATHY 120 FT

CHALLENGE 7 (2,900 XP)

MAGIC RESISTANCE. THE MIND FLAYER HAS RESISTANCE ON SAVING THROWS AGAINST SPELLS AND OTHER MAGICAL EFFECTS.

INNATE SPELLCASTING (PSIONICS). THE MIND FLAYER'S INNATE SPELLCASTING ABILITY IS INTELLIGENCE (SPELL SAVE DC 15). THE MIND FLAYER CAN INNATELY CAST THE FOLLOWING SPELLS, REQUIRING NO COMPONENTS:

AT WILL: DETECT THOUGHTS,

1/DAY EACH: DOMINATE MONSTER, PLANE SHIFT (SELF ONLY)

ACTIONS

TENTACLES. MELEE WEAPON ATTACK: +7 TO HIT, REACH 5 FT., ONE TARGET. HIT: 15 (2D10 + 4) PSYCHIC DAMAGE. IF THE TARGET IS MEDIUM OR SMALLER, IT IS GRAPPLED (ESCAPE DC 15) AND MUST SUCCEED ON A DC 15 INTELLIGENCE SAVING THROW OR BE STUNNED UNTIL THIS GRAPPLE ENDS.

EXTRACT BRAIN. MELEE WEAPON ATTACK: +7 TO HIT, REACH 5 FT., ONE INCAPACITATED HUMANOID GRAPPLED BY 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.

MINDWITNESS

LARGE ABERRATION, LAWFUL EVIL

ARMOR CLASS 15 (NATURAL ARMOR)

HIT POINTS 75 (10D10+20)

SPEED 0 FT, FLY 20 FT (HOVER)

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

SAVING THROWS INTELLIGENCE +5, WISDOM +5

SKILLS PERCEPTION +8

CONDITION IMMUNITIES PRONE

SENSES DARK VISION 120 FT., PASSIVE PERCEPTION 18

LANGUAGES DEEP SPEECH, UNDERCOMMON, TELEPATHY 600 FT.

CHALLENGE 5 (1,800 XP)

TELEPATHIC HUB. WHEN THE MINDWITNESS RECEIVES A TELEPATHIC MESSAGE, IT CAN TELEPATHICALLY SHAR THAT MESSAGE WITH UP TO SEVEN OTHER CREATURES WITHIN 600 FEET OF IT THAT IT CAN SEE.

ACTIONS

MULTIATTACK. THE MINDWITNESS MAKES TWO ATTACKS: ONE WITH ITS TENTACLES AND ONE WITH ITS BITE.

BITE. MELEE WEAPON ATTACK: +5 TO HIT, REACH 5 FT., ONE CREATURE. HIT: 16 (4D6 + 2) PIERCING DAMAGE.

TENTACLES. MELEE WEAPON ATTACK: +5 TO HIT, REACH 5 FT., ONE CREATURE. HIT: 20 (4D8 + 2) PSYCHIC DAMAGE. IF THE TARGET IS LARGE OR SMALLER, IT IS GRAPPLED (ESCAPE DC 13) AND MUST SUCCEED ON A DC 13 INTELLIGENCE SAVING THROW OR BE STUNNED UNTIL THIS GRAPPLE ENDS.

EYE RAYS. THE MINDWITNESS SHOOTS THREE OF THE FOLLOWING MAGICAL EYE RAYS AT RANDOM (REROLL DUPLICATES), CHOOSING ONE TO THREE TARGETS IT CAN SEE WITHIN 120 FEET OF IT:

1. **AVERSION RAY.** THE TARGETED CREATURE MUST MAKE A DC 13 CHARISMA SAVING THROW. ON A FAILED SAVE, THE TARGET HAS DISADVANTAGE ON ATTACK ROLLS 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 MAKE 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, ENDING THE EFFECT ON ITSELF ON A SUCCESS.

3. **PSYCHIC RAY.** THE TARGETED MUST SUCCEED ON A DC 13 INTELLIGENCE SAVING THROW OR TAKE 27 (6D8) PSYCHIC DAMAGE

4. **SLOWING RAY.** THE TARGETED CREATURE MUST MAKE A DC 13 DEXTERITY SAVING THROW. ON A FAILED SAVE, THE TARGETS SPEED IS HALVED FOR 1 MINUTE. IN ADDITION, THE CREATURE CAN'T TAKE REACTIONS, AND IT CAN TAKE EITHER AN ACTION OR A BONUS ACTION ON ITS TURN, BUT NOT BOTH. THE CREATURE CAN REPEAT THE SAVING THROW AT THE END OF EACH OF ITS TURNS, ENDING THE EFFECT ON ITSELF ON A SUCCESS.

5. **STUNNING RAY.** THE TARGETED CREATURE MUST SUCCEED ON A DC 13 CONSTITUTION SAVING THROW OR BE STUNNED FOR 1 MINUTE. THE TARGET CAN REPEAT THE SAVING THROW AT THE START OF EACH OF ITS TURNS, ENDING THE EFFECT ON A SUCCESS.

6. **TELEKINETIC RAY.** IF THE TARGET IS A CREATURE, IT MUST MAKE A DC 13 STRENGTH SAVING THROW. ON A FAILED SAVE, THE MINDWITNESS MOVES IT UP TO 30 FEET IN ANY DIRECTION, AND IT IS RESTRAINED BY THE RAY'S TELEKINETIC GRIP UNTIL THE START OF THE MINDWITNESS'S NEXT TURN OR UNTIL THE MINDWITNESS IS INCAPACITATED.

IF THE TARGET IS AN OBJECT WEIGHING 300 POUNDS OR LESS THAT ISN'T BEING WORN OR CARRIED, IT IS TELEKINETICALLY MOVED UP TO 30 FEET IN ANY DIRECTION. THE MINDWITNESS CAN ALSO EXERT FINE CONTROL ON OBJECTS WITH THIS RAY, SUCH AS MANIPULATING A SIMPLE TOOL OR OPENING A DOOR OR A CONTAINER.

NEOTHELID

GARGANTUAN ABERRATION, CHAOTIC EVIL

ARMOR CLASS 16 (NATURAL ARMOR)

HIT POINTS 325 (21D20+105)

SPEED 30FT

STR	DEX	CON	INT	WIS	CHA
27(+8)	7(+2)	21(+5)	3(+5)	16(+3)	12(+1)

SAVING THROWS INT +1, Wis +8, CHA +6

SENSES BLINDSIGHT 120 FT. PASSIVE PERCEPTION 13

LANGUAGES --

CHALLENGE 13 (10,000 XP)

CREATURE SENSE. THE NEOTHELID IS AWARE OF THE PRESENCE OF CREATURES WITHIN 1 MILE OF IT THAT HAVE AN INTELLIGENCE SCORE OF 4 OR HIGHER. IT KNOWS THE DISTANCE AND DIRECTION TO EACH CREATURE, AS WELL AS EACH CREATURE'S INTELLIGENCE SCORE, BUT CAN'T SENSE ANYTHING ELSE ABOUT IT. A CREATURE PROTECTED BY A MIND BLANK SPELL, A NONDETECTION SPELL, OR SIMILAR MAGIC CAN'T BE PERCEIVED IN THIS MANNER.

INNATE SPELLCASTING (PSIONICS). THE NEOTHELID'S INNATE SPELLCASTING ABILITY IS WISDOM (SPELL SAVE DC 16). IT CAN INNATELY CAST THE FOLLOWING SPELLS, REQUIRING NO COMPONENTS:

AT WILL: LEVITATE

1/DAY EACH: CONFUSION, FEEBLEMIND, TELEKINESIS

MAGIC RESISTANCE. THE MIND FLAYER HAS RESISTANCE ON SAVING THROWS AGAINST SPELLS AND OTHER MAGICAL EFFECTS.

ACTIONS

TENTACLES. MELEE WEAPON ATTACK: +13 TO HIT, REACH 15 FT., ONE TARGET. HIT: 21 (3D8 + 8) BLUDGEONING DAMAGE PLUS 13 (3D8) PSYCHIC DAMAGE. IF THE TARGET IS A LARGE OR SMALLER CREATURE, IT MUST SUCCEED ON A DC 18 STRENGTH SAVING THROW OR BE SWALLOWED BY THE NEOTHELID. A SWALLOWED CREATURE IS BLINDED AND RESTRAINED, IT HAS TOTAL COVER AGAINST ATTACKS AND OTHER EFFECTS OUTSIDE THE NEOTHELID, AND IT TAKES 35 (10D6) ACID DAMAGE AT THE START OF EACH OF THE NEOTHELID'S TURNS.

IF THE NEOTHELID TAKES 30 DAMAGE OR MORE ON A SINGLE TURN FROM A CREATURE INSIDE IT, THE NEOTHELID MUST SUCCEED ON A DC 18 CONSTITUTION SAVING THROW AT THE END OF THAT TURN OR REGURGITATE ALL SWALLOWED CREATURES, WHICH FALL PRONE IN A SPACE WITHIN 10 FEET OF THE NEOTHELID. IF THE NEOTHELID DIES, A SWALLOWED CREATURE IS NO LONGER RESTRAINED BY IT AND CAN ESCAPE FROM THE CORPSE BY USING 20 FEET OF MOVEMENT, EXITING PRONE.

ACID BREATH (RECHARGE 5-6). THE NEOTHELID EXHALES ACID IN A 60-FOOT CONE. EACH CREATURE IN THAT AREA MUST MAKE A DC 18 DEXTERITY SAVING THROW, TAKING 35 (10D6) ACID DAMAGE ON A FAILED SAVE, OR HALF AS MUCH DAMAGE ON A SUCCESSFUL ONE.

ULITHARID

LARGE ABERRATION, LAWFUL EVIL

ARMOR CLASS 15 (BREASTPLATE)

HIT POINTS 127 (17D10+34)

SPEED 30FT.

STR	DEX	CON	INT	WIS	CHA
15(+2)	12(+1)	15(+2)	21(+5)	19(+4)	21(+5)

SAVING THROWS INTELLIGENCE +9, WISDOM +8, CHARISMA +9

SKILLS ARCANA +9, INSIGHT +8, PERCEPTION +8, STEALTH +5

SENSES DARK VISION 120 FT., PASSIVE PERCEPTION 18

LANGUAGES DEEP SPEECH, UNDERCOMMON, TELEPATHY 2 MILES

CHALLENGE 9(5,000 XP)

CREATURE SENSE. THE ULITHARID IS AWARE OF THE PRESENCE OF CREATURES WITHIN 2 MILES OF IT THAT HAVE AN INTELLIGENCE SCORE OF 4 OR HIGHER. IT KNOWS THE DISTANCE AND DIRECTION TO EACH CREATURE, AS WELL AS EACH CREATURE'S INTELLIGENCE SCORE, BUT CAN'T SENSE ANYTHING ELSE ABOUT IT. A CREATURE PROTECTED BY A MIND BLANK SPELL, A NONDETECTION SPELL OR SIMILAR MAGIC CAN'T BE PERCEIVED IN THIS MANNER.

MAGIC RESISTANCE. THE ULITHARID HAS ADVANTAGE ON SAVING THROWS AGAINST SPELLS AND OTHER MAGICAL EFFECTS.

PSIONIC HUB. IF AN ELDER BRAIN ESTABLISHES A PSYCHIC LINK WITH THE ULITHARID, THE ELDER BRAIN CAN FORM A PSYCHIC LINK WITH ANY OTHER CREATURE THE ULITHARID CAN DETECT USING ITS CREATURE SENSE. ANY SUCH LINK ENDS IF THE CREATURE FALLS OUTSIDE OF THE TELEPATHY RANGES OF BOTH THE ULITHARID AND THE ELDER BRAIN. THE ULITHARID CAN MAINTAIN ITS PSYCHIC LINK WITH THE ELDER BRAIN REGARDLESS OF THE DISTANCE BETWEEN THEM, SO LONG AS THEY ARE BOTH ON THE SAME PLANE OF EXISTENCE. IF THE ULITHARID IS MORE THAN 5 MILES AWAY FROM THE ELDER BRAIN, IT CAN END THE PSYCHIC LINK AT ANY TIME (NO ACTION REQUIRED).

INNATE SPELLCASTING (PSIONICS). THE ULITHARID'S INNATE SPELLCASTING ABILITY IS INTELLIGENCE (SPELL SAVE DC 17). IT CAN INNATELY CAST THE FOLLOWING SPELLS, REQUIRING NO COMPONENTS:

AT WILL: DETECT THOUGHTS, LEVITATE

1/DAY EACH: CONFUSION, DOMINATE MONSTER, EYEBITE, FEEBLEMIND, MASS SUGGESTION, PLANE SHIFT (SELF ONLY), PROJECT IMAGE, SCRYING, TELEKINESIS.

ACTIONS

TENTACLES. MELEE WEAPON ATTACK: +9 TO HIT, REACH 10 FT., ONE TARGET. HIT: 27 (4D10 + 5) PSYCHIC DAMAGE. IF THE TARGET IS LARGE OR SMALLER, IT IS GRAPPLED (ESCAPE DC 14) AND MUST SUCCEED ON A DC 17 INTELLIGENCE SAVING THROW OR BE STUNNED UNTIL THIS GRAPPLE ENDS.

EXTRACT BRAIN. MELEE WEAPON ATTACK: +9 TO HIT, REACH 5 FT., ONE INCAPACITATED HUMANOID GRAPPLED BY THE ULITHARID. HIT: THE TARGET TAKES 55 (10D10) PIERCING DAMAGE. IF THIS DAMAGE REDUCES THE TARGET TO 0 HIT POINTS, THE ULITHARID KILLS THE TARGET BY EXTRACTING AND DEVOURING ITS BRAIN.

MIND BLAST (RECHARGE 5-6). THE ULITHARID MAGICALLY EMITS PSYCHIC ENERGY IN A 60-FOOT CONE. EACH CREATURE IN THAT AREA MUST SUCCEED ON A DC 17 INTELLIGENCE SAVING THROW OR TAKE 31 (4D12 + 5) 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.



APPENDIX. PHLAN

PLAYER HANDOUT 1. MAGIC ITEM

During the course of this adventure, the characters may find the following permanent magic item:

WAND OF THE WARMAGE +3

Wand, very rare (requires attunement by a spellcaster)

This copper wand is inscribed with runes in both the infernal and ignan languages. The symbol of the Zhentarim encircles the tip of the wand.

This item can be found in the *Dungeon Master's Guide*.

MORE ADVENTURES

[CCC-SALT01-01 Rumors of Riches](#)
[CCC-SALT01-02 Moor Trouble](#)
[CCC-SALT01-03 Broken Halls of Goldahroud](#)
[CCC-SRCC-01-01 Trouble in the Old City](#)
[CCC-SRCC-01-02 Down the River of Snakes](#)
[CCC-SRCC-01-03 Altar of the Smoldering Eye](#)
[CCC-ANIME-01-01 Legend of the Sword Bandit, Surprise!](#)
[CCC-ANIME01-02 Let's Find the Sword, GO!](#)
[CCC-ANIME01-03 Star Sword Return](#)
[CCC-MACE01-01 The Blight of Geoffrey](#)
[CCC-MACE01-02 A Panther's Peril](#)

COMING SOON FOR 2018

CCC-SRCC-01-04 A Little Drop of Poison
CCC-SRCC-01-05 The Snake Pit
CCC-GSGC01-01 Iron Vultures of Glister
CCC-GSGC01-02 The Fall of the Feathered Wolf
CCC-MIND01-01 Lost in Thought
CCC-MIND01-02 Mind Trip
CCC-MIND01-03 Dream Walkers
CCC-SKULL01-01 A Murder Most Foul
CCC-SKULL01-02 Not All Who Are Lost Should Be Found
CCC-SKULL01-03 Who Pulls the Strings
CCC-MACE01-03 Haunted Memories
CCC-MACE01-04 The Delve
CCC-SALT02-01 Mulmaster Meddling's
CCC-SALT02-02 The Power of the Halls
CCC-SALT02-03 The Tower in the Valley
CCC-SALT02-04 What Lies Beneath
CCC-SALT02-05 The Darkness Never Forgets
CCC-SALT02-06 Claws of Fury
CCC-SALT02-07 From the Mist
CCC-SALT02-08 The Undisturbed
CCC-SALT02-09 Darkness Awakens
CCC-SALT02-10 Ironshield Bastion
CCC-SALT02-11 The Voice of Gorm
CCC-SALT02-12 Siege of the Morokh



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