



NECROMANCER OF ZHENTIL KEEP



Defeat the darkness that is rising from the ruins of Zhentil Keep
in this adventure for the world's greatest roleplaying game

NECROMANCER OF ZHENTIL KEEP

ROZKOI-01, ROZKOI-02 & ROZKOI-03
FOR THREE TO FIVE CHARACTERS OF LEVELS II TO 16
OPTIMIZED FOR LEVEL 14



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A WORD OF THANKS

The Necromancer of Zhentil Keep was my first Convention Created Content series, and it was a blast to make. Even more gratifying have been the comments I've received from many players and DMs that have had the chance to play it at a convention, game store, or even at home. I would like to thank all of them for giving the trilogy a chance, for giving me the opportunity to present you with a story that I only ever hoped would entertain you along the way.

I would also like to say thank you to the Adventurers League administrators, without which, we wouldn't have the opportunity to share these stories. Thanks to Robert Adducchi, who gave me the opportunity in the first place. Thanks to Bill Benham and Alan Patrick, who were always there with the answers.

Thank you to the play testers, and those who gave feedback after they had the chance to play the modules. Hopefully you all had fun, and this hardcover is the culmination of all of your thoughts on the original modules!

And last, but not least, thank you to you, who now hold this book in your hands! I hope you and your gaming group spend many hours having a laugh, defying death, and (hopefully) overcoming the forces that hurl themselves against you!

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On the Cover

The armies of the Moonsea face the undead horde of the mysterious necromancer at the Zhentil Spire. A massive nature elemental, raised through powerful and forbidden magic, wades through the turmoil, a mighty ally to the living.

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INTRODUCTION

The *Necromancer of Zhentil Keep* was originally published as a trilogy for the Community-Created Content Adventurers League program. Here, it is presented for the first time as a single campaign.

The adventure takes place around the Moonsea region of Faerûn, part of the Forgotten Realms setting. A frontier area in northern Faerûn, the shores of the sea itself foster several city states which offer no allegiance to one another. *Necromancer of Zhentil Keep* mostly happens on the northwestern coast of the Moonsea, between the city of Phlan, and the ruins of Zhentil Keep.

Character Advancement. If you are playing this adventure as an Adventurers League game, you should use the Adventurers League Check Point system for experience and treasure. Please refer to the current Adventurers League rules for guidance. Rewards given during the time of this book's printing will be listed in the Appendix.

BACKGROUND

PHLAN

The city of Phlan has seen its share of ups and downs. A year ago, the city was under the harsh talons of the green dragon, Vorgansharax, known as the Maimed Virulence. Heroes rose up, and along with the armies of the factions around the Moonsea, defeated the Cult of the Dragon and slew Vorgansharax.

The last year has been a rough one, but not without its boons. In celebration of the fall of the Maimed Virulence, and the ongoing rebuilding of Phlan, the first annual Relcamation Day festival is being hosted, and the town is bustling with the excitement of citizens and tourists alike.

ZHENTIL KEEP

West from Phlan lie the ruins of Zhentil Keep, founding city of the Zhentarim. The faction no longer calls the fallen city home, their base of operations now being Darkhold, near the Sunset Mountains in the Western Heartlands. Hundreds of years ago, the city was a thriving, if socially downtrodden metropolis. Its leaders were often mages of incredible power, and many of those mages managed to overcome the limitations of a lifespan to continue their magical research. As lichs, they lived under the city and helped to govern as best they could while they toiled away in their laboratories. Time ravages all things, however, and the minds of the lichs faded into madness. The Night Plague was a time of terror for the citizens of Zhentil Keep, as the lichs walked the night, kidnapping and murdering randomly. The lichs were finally driven deep under the city and bound there. Legend tells that there they would remain as long as a Lord of the Zhentarim still resided in Zhentil Keep. Those days have long since past. Zhentil Keep was destroyed by the Shadovar after the Zhentarim were found to be in league with phaerimm, foul creatures from the Underdark.

Decades have passed, yet no effort has been made by the Zhentarim to raise the city once again. That does not mean it has been abandoned, however, and a mercenary force of ex-Zhentarim and others searching for wealth and power have

taken up residence in the southern ruins of the city. Calling themselves the Ebon Tide, they have become an ever growing scourge of the Moonsea. If the bandits haven't kept trespassers at bay, the rumors of powerful undead roaming the ruins of the Keep have succeeded in doing so. Those brave enough to go looking in the ruins for fortune and fame have seldom returned.

THE WAYPOINT BINDERY

Between Phlan and the ruins of Zhentil Keep sit the remains of a warehouse district, abandoned due to its proximity to the Keep. Krenez, a dragonborn minstrel and Harper, has founded a bindery in one of the warehouses, which also functions as a waypoint for Harper activities in the area. Other factions have approached him as well, and he has brokered a deal which allows the Bindery to be a haven for all faction members. All the factions have a representative or contact that resides at the Waypoint, which faction-aligned adventurers may call upon in times of need, or to simply pass along a message to another faction member.

MARZELLUS MARSHWARD

Many, many years ago, the celestial deva, Mykiel, strode the world of Toril. In the guise of a mortal, he fought and drank alongside many an adventurer. It was one of these fellow adventurers, a human woman Gwynneth Utlin, that captured the angel's heart, and he became her lover and eventually her husband. But all things come to an end, and so it was that Mykiel was called home to Mount Celestia. He never knew that Gwynneth was with child.

Marzellus Utlin was born on a beautiful spring day, an abnormal number of birds singing from the trees around the village, and winds that made the trees dance and sway in the most wonderful of ways. Some years passed, and Gwynneth married again, her first husband thought long dead. Timony Marshward was an old flame of Gwynneth's, and his rank in the Zhentarim guaranteed them income and a home. Timony gave his name to young Marzellus, who grew up believing the Zhentarim officer was his father.

As Marzellus grew older, he followed in Timony's footsteps joining the ranks of the Zhentarim. Then the Other began whispering in young Marzellus' mind, telling him that Timony was not his father, that he was of a bloodline far more important than that of a mortal soldier. Indeed, the Other revealed to Marzellus that the boy was of Celestial descent...and the Other was his true father. This is why magic was second nature to Marzellus, who was learning more and more each day about the ways of wizardry.

When Marzellus was too old to be considered a child, yet young enough to not quite yet be counted as a man, the Other answered questions that he had been asking for years. The Other was not able to be physically present because he was, in fact, a prisoner, cast down and beaten by the devas of Celestia. Where he was once the most beautiful and treasured son of Mount Celestia, now he had been betrayed by those he loved most. If only the Other had someone he could rely on. Someone that could stand against the devas of Celestia and free him of his diabolical chains.

So it was that Marzellus Marshward came to understand the destiny that was laid out before



him. The Zhentarim that had welcomed him were but a useful tool to gain the position and power he would need to gather forces to his side. Forces that could beat down the gates of Mount Celestia and help him free his father.

When the adventurers meet Marzellus, he appears as a friend who seeks to help protect the Moonsea from terrible forces that even now are creeping out of the ruins of Zhentil Keep. While he is careful to never tell a lie, and it is his mission from the Zhentarim to do these things, Marzellus, now a necromancer of no small potential, will gather to himself objects of fantastic power, and raise up a grand Spire in the heart of the old Zhentil Keep. It is here that he shall break through to Celestia. And with a horde of undead the size of the Moonsea, he shall overcome those powers that stand between him and his father.

OVERVIEW

During the festival of Reclamation Day in the coastal city of Phlan, a terrible necromantic attack transforms many citizens into ravenous undead. After the poor creatures have been dealt with, a mysterious bookmonger points the adventurers to what appears to be an abandoned warehouse district between Phlan and the ruins of Zhentil Keep. Once there, a dragonborn bard, Krenez, reveals that the attack on Phlan was not an isolated incident, with several other similar events taking place in cities across the Moonsea, perhaps even beyond if rumors are true. Krenez, supported by several factions and governments around the region, means to move against a group of bandits and pirates known as the Ebon Tide, who have been linked to the attacks. The characters are sent to the ruins of Zhentil Keep to parlay with the leader of the Ebon Tide, a warlord known as the Blackwind, or to defeat him if necessary.

After the Blackwind's forces have been neutralized, by force or by treaty, a Zhentarim officer reveals himself, along with a small army of soldiers. They are scouring the ruins of the city and beyond, searching for objects of power which may be the secret to controlling the ominous undead that are rumored to be reaching out from the crumbling ruins. Since the Ebon Tide is no longer suspect in the necromantic attacks, the Zhentarim believe the liches that were once imprisoned below the Keep may be to blame. Marzellus Marshward guides the adventurers to find the objects that may put an end to the attacks. Travelling through the ruins and across the open sea, the characters encounter both friends and fiends, acquiring the items they have been sent to retrieve. Delivering them to Marzellus, the Zhentarim reveals his true colors, however, and using the power of the objects, raises a terrible spire of black in the center of the northern Keep.

The forces of the Moonsea, factions, governments, and perhaps even the Ebon Tide, join together to stamp down the efforts of Marzellus Marshward, now revealed to be the mastermind behind the attacks around the region. Between them and the newly minted Spire of Zhentil Keep stands an army of undead the region has not seen since the days of Aesperus, a lich king of considerable power that once held dominion over the city of Thentia. The adventurers are chosen as a group that will attempt to enter the Spire, seeking out the necromancer and putting an end to

his plots. That will be easier said than done, however, as the interior of the Spire is an ever-changing nightmare summoned from the mind of a mad man. Somewhere within the Spire, that mad man works foul magic with plans unknown to the heroes or those who battle the undead army outside. If he succeeds, he shall bring war to two planes, and uncountable innocents will perish.

RUNNING THE ADVENTURE

To run this adventure, you need the D&D 5th edition core rulebooks, including the *Player's Handbook*, the *Dungeon Master's Guide*, and the *Monster Manual*.

The *Monster Manual* contains the stat blocks for many of the creatures found in this adventure. Those that do not appear in the *Monster Manual* are included in Appendix. Monsters & NPCs. If a creature or person's name appears in **bold** type, it is a visual cue for you to find the affiliated stat block in the *Monster Manual*, unless the text instead refers you to the monster appendix in this book.

Spells and equipment in this adventure are described in the *Player's Handbook*. Magic items are described in the *Dungeon Master's Guide*, though flavor descriptions may be included in this book.



Text meant to be read aloud or paraphrased will appear in a box like this one. This text is suggested, but you are empowered as the Dungeon Master to change it as you see fit!

REWARDS

For encounters with combat, award standard experience points for defeated foes. Award the same experience for encounters overcome with quick and creative thinking, as not all groups will solve problems with combat. Non-combat encounters have experience points provided with their entries.

ADVENTURE HOOKS

Any of the following hooks may justify the party's presence in Phlan during the start of the adventure.

RECLAMATION DAY

The city's freedom from the Maimed Virulence is a big deal, and people have traveled from distant lands to partake in the first annual Reclamation Day festival.

AGAINST THE EBON TIDE

Rumors of bandits and pirates running rampant across the Moonsea region have spread far and wide, luring bounty hunters and adventurers to the area seeking fame and fortune by putting an end to the Ebon Tide's antics.

FACTION REQUESTS

While the city of Phlan is free from Vorgansharax and the Cult of the Dragon, things are never truly at peace in much of the Moonsea region. Faction requests for their agents to attend the festival, and keep an eye out for odd occurrences, would be a viable reason for a character to be in the city. As the adventure progresses, characters who are affiliated with certain factions may receive additional information and quests.





EPISODE I
BINDER'S TORMENT

PART I. RECLAMATION DAY

The adventure begins with the group walking the crowded streets of Phlan. They may take part in one or more of the competitions occurring in the city, leading up to the final event of the day, the Great Race.

I. A DAY OF FESTIVITIES

The day is bright and warm, only a few wispy clouds visible in the blue sky. Crowds bustle in the streets of Phlan, everyone trying to see as much of the festival as they can. Citizens of the Moonsea region rub elbows with exotic foreigners, and merchants from across Faerun hawk their wares as various games of skill and fun take place.

These games and competitions are meant to be short roleplaying opportunities, with ability checks determining the outcome if necessary.

GENERAL FEATURES

Terrain. The cobbled streets of Phlan are mostly repaired since the fall of the Maimed Virulence. However, some areas of the city are still under construction, and the throngs of people make moving quickly through the city difficult.

Light. The clear sky makes for bright light across the city.

Sound. Shrieks of joy and laughter from children and adults alike fill the air. Good-hearted shouts encourage those taking part in competitions, and raucous insults spill out from those taking part in the Sharpest Barb contest.

Smell. Pleasant scents of foods and flowers mix with the odors of people (washed and unwashed) as they mingle throughout the city.

The air thrums with excitement as you move through the crowded streets of Phlan. Children shriek with delight as magicians make fantastic creatures appear in the air, and crowds cheer at those taking part in feats of strength and cunning. Ahead you see a large billboard covered in brightly colored papers announcing the day's events.

The billboard reveals sponsored events going on throughout the city during Reclamation Day. Many events have prizes donated by sponsors, as seen below. Allow the characters to take part in as many of the events as time allows, ideally one each, but also keep the game moving for all the players. **(Player Handout 1.)**

THE SHARPEST BARB

An insult contest being sponsored by the Laughing Goblin tavern. The grand prize winner receives a free beer (no, no wine you flower-sniffing cream puff!) every day for one year, and a trophy made from one of the Maimed Virulence's teeth. Participants make Intimidate (CHA) or Performance (CHA) checks against one another. Each may make three insults, with the highest check winning. Whomever has the best winning insults at the end takes home the prize. If only one player is participating, they go up against Flarg Toegnasher, a half-orc with an amazing wit. The DM rolls for Flarg, who has a +5 bonus to his rolls.

Alternatively, the DM may judge insults between players without an ability check. Players not participating could judge insults as well.

TUG-O-WAR

A team-based event, where the winning group receives free armor mending for the next six months by Brice Vang. Competing teams make three group Athletics (STR) checks against the DM's roll. The highest rolling team pulls the lowest rolling team forward one spot. A team must pull their opponent forward three spots in order to win. If a team that has been pulled forward wins a subsequent round, they pull their opponent forward, and move back one spot as well. A roll of 1 by a team means they lose their balance and are pulled forward two spots.

JOUSTING

A three-round mounted combat skill competition, sponsored by Alero the Smithy. Participants attempt to catch rings on their lance, with varying degrees of difficulty. Three sets of four rings, differing in width from palm size to the size of a coin, are placed along a track where contestants ride their horses, or a horse supplied for them for the competition. Each round, have the player make three attack rolls (one for each set of rings) to determine the number of points they accrue.

Attack Roll	Points
10 & below	0
11-14	1
15-17	2
18-20	3
20 & above	4

The highest NPC scores 24 points. A player that beats that score wins. If multiple players participate, the highest scoring player wins. The prize for the competition is a voucher worth 100 gp at Alero's, where they can buy or repair weapons.

BULLSEYE

Archery and ranged attack contest sponsored by House Jannarsk. The winner receives a voucher that can be redeemed at the House Jannarsk merchant compound for 100 gp worth of goods (common goods available from the Player's Handbook). Enchanted bullseye targets float around in a random pattern through a small structure made of hay bails. Participants get three shots, with the highest score winning. If only one player participates, then an NPC has a high score of 8, which the player must beat to win.

Attack Roll	Points
10 & below	0
11-14	1
15-17	2
18-20	3
20 & above	4



SMALL BATCH BREW

For the brewers of ale, wine, or mead, the winner of this contest gets their brew put on tap at the Velvet Doublet festhall for one month, and receives fifty percent of sales over that time. The brewer will have made their concoction in advance, and will supply the judges with a few bottles to sample. Competitors describe the brew they created, then roll a Wisdom check. If they are proficient with a brewer's kit, they may add their proficiency bonus. A roll of 18 or better means their brew made it into the finals, when they should roll their Wisdom check one more time. The DM should roll a d20 and compare it to the player's rolls. Whomever scores the highest wins the competition, gaining 250 gp in one month's time.

Some players may have received the Brewer's Guild Membership certificate from playing a previous Adventurers League module. If so, they may add a +3 modifier to their check for this competition.

THE GRAND ILLUSION CONTEST

Part illusion show, part story telling, this contest is for spell casters who have a flair for the dramatic. Participants conjure illusions and tell a tale to go along with it. The DM may choose who wins, if the player describes the visual aspect and tells their tale. Or a Performance (CHA) check can be rolled to determine the outcome. Sponsored by Denlor's Tower, the winner receives spell scrolls equivalent to 4 levels of wizard spells (four 1st level, two 2nd level, one 4th level, etc).

GRANNY SMYTHE'S PIE BAKING CONTEST

Have the player describe the type of pie they are making. A character may make either a Performance (Charisma) or Cook's Utensils check to see how their pie stacks up. If they are trained in both, they may double their proficiency bonus. If the pie seems out of the ordinary and delicious, they may roll a Performance (Charisma) check at advantage. If the pie sounds revolting (rat tail pie, for example), the player rolls their Performance check at disadvantage. A roll over 18 means they beat the other bakers. If more than one player is partaking, and both roll over 18, have a follow-up roll determine who wins, with the highest roll taking home the glory.

The winner eats free for one year at the Cracked Crown Inn, the contest's sponsor.

BASILISK DOG EATING CONTEST

This is a competition of fortitude; basilisk dogs do not taste like chicken. They are revolting, and whoever can eat the most in 5 rounds will be declared the Basilisk Dog King! Players participating in the contest start the first round with a Constitution saving throw, DC 13. For each subsequent round, if they do not fail, the challenge increases in difficulty.

Round	Die Roll	DC
2	Normal	15
3	Normal	17
4	Disadvantage	17
5	Disadvantage	19

On a saving throw resulting in a 1 or lower, the competitor is turned to stone for 1d4 rounds.

The DM should roll as well, to determine if any NPCs can keep up with the players involved. One roll for a group of NPCs is fine, just describe some of the participants getting sick and being disqualified, or giving up after the first or second round, as those of lower fortitude are weaned out. If all but one character fail before the final round, the last character standing wins.

Nat Wyler's Bell is sponsoring the event, and gives the winner a voucher to stay at the inn for one month, free of charge.

NOTHING HERE LOOKS FUN

The characters do not need to participate in any of the events. If they so choose, they can even explain another event or activity they do partake in, such as playing music for tips, spreading the word of their deity by providing spell services or labor to those who need it, or hosting their own vendor booth, selling their wares.

REWARDS

A character who participates in one of the day's competitions or roleplays their own activities during the festivity, is granted 500 experience points.



2. SOMETHING IS IN THE FOG!

When the characters are finished participating in the competitions, they find themselves in the crowd, watching the oncoming Reclamation Parade.

Laughter and good-hearted jibes fill the air as you watch the Reclamation Parade. Passing by in the street is a gaggle of children dressed in fake armor and robes done up dramatically to appear as if they were wizards. Several of them carry poles, on top of which are wooden puppets of knights riding griffons. The children wielding these poles cause the griffons to swoop in toward a green dragon. Though the dragon is obviously made of fabric and is worn as a costume, great care was taken to make it realistic looking. The actor within the costume growls menacingly, and emits a cloud of illusionary gas from the mouth of the dragon. The children shriek and giggle in surprise, but then press their attack again, pushing the dragon ever onward along the parade route.

The crowd lining the street cheers as the likeness of the Maimed Virulence grows ever closer to defeat, and the parade moves into a small square beyond, where vendors and festivity-goers alike pause to cheer on the child army.

As the dragon enters the square, a dark fog seems to appear from nowhere, then expands quickly to consume the square and those in it. The dragon and the first few children disappear, and those within the fog begin to scream.

As the Reclamation Parade is suddenly interrupted by the swelling fog, screams of those within the fog are heard. The children that were at the edge of the square dash back out of the fog into the crush of the waiting crowd. The actor dressed as the dragon does not reappear.

GENERAL FEATURES

Terrain. The street in this area of Phlan is broken and uneven. Characters moving through it in the fog may trip on unseen obstacles (see below). Small food shops and a flower vendor have set up in the square, and a bonfire roasts a boar. Three long tables have been set up for dining in the plaza.

Light. A heavy grey fog fills the area, reaching up 30 feet into the sky. Sunlight is heavily obscured, and vision is reduced to 5 to 10 feet in much of the area. Shadowy figures can be seen as the group moves through the fog.

Sound. Shouts and cries of, "Where are you? I can't see you!" are suddenly replaced with screams of terror and pain. "There's something in the fog!" and "It's biting me, help me!! AAAAAAAGH!" pierce through the fog until it dissipates.

Smell. A scent of rot hangs heavily in the fog, and lingers for several minutes after it disappears.

Nineteen **commoners** and four **guards** were in the fog, but were unaffected by its magic. Several other citizens and two guards were not so lucky. They were transformed into the following undead, which begin lashing out at the living three rounds after the fog appears: Five **skeletons**, a **vampire spawn**, a **wraith** (the costumed dragon), and two **wights** (former guards).

As the first person moves into the fog, near where the costumed dragon was last seen, read or paraphrase the following.

Through the gloom of the fog, cries of terror ring out. Up ahead, you notice the dragon standing just within the obscuring mist, swaying slightly as if dazed. It turns toward you, and you see wisps of black smoke leaking from its seams. With a ghastly roar, it leaps towards you!

The fog provides cover from the sunlight to those undead that are within it. The skeletons and the vampire spawn lash out at their former friends and fellow citizens. If the PCs are in the fog, the remaining undead will focus on them, their life energies drawing them. If the PCs do not enter the fog, all of the undead will attack the remaining commoners and guards. If no help comes, the undead kill four commoners and one guard each round until they are all dead, after which the fog dissipates and the undead move out into the crowds, or into a nearby indoor business (as is the case for the vampire spawn).

Effects such as gust of wind can move the fog in the spell's area of effect, though dispel magic does not affect it. Creatures in the fog are affected by gust of wind as usual, even if the caster cannot see them. The vampire spawn will attempt to move into the fog if it is exposed, or into the nearest building that it can enter (such as a building, or even the well).

Movement through the area may prove difficult. During a turn where a PC moves, have them make a DC 12 Dexterity saving throw. Those with a passive Perception of 14 or higher may roll with advantage. On a failed save, the PC moves only half their movement, then trips on an uprooted cobblestone and falls prone.

After the battle, a small group of witnesses gather around a pendant hanging from a staff driven into the ground near the center of the small square. The pendant is made of black rock, and carved in the likeness of a cresting wave. Many curses can be heard from the crowd, as people lay blame for the strange attack on the Ebon Tide.

ADJUSTING THE ENCOUNTER

These adjustments are not cumulative, and do not alter the number of commoners and guards in the fog.

- **Very Weak:** Remove the **vampire spawn**.
- **Weak:** Remove one **wight**.
- **Strong:** Add two **wights**.
- **Very Strong:** Add one **wraith**.

REWARDS

If the adventurers are able to save at least half of the people in the area, they gain 1500 experience points. Grant them an extra 100 experience points per person saved over half. They also gain the **Heroes of Reclamation Day** story award. However, if over half or all of the commoners and guards die, and a character did not enter the mist or was otherwise cowardly, that character gains the **Yellow-Bellied Cowards!** story award.





□ EQUALS 5 FEET



**SOMETHING IS
IN THE FOG!**

3. BARDIC INSPIRATION

In the chaos that follows the battle with the undead, a bent and aged chapbook merchant waddles up to the group of adventurers and presses a well worn copy of “Bardic Inspiration : Tales of a Band of Minstrels” into the hand of one of the PCs. He winks and says in a voice younger than one would expect, “You’ve earned this.” Then he is gone, vanished as though he was never there.

If the group failed to save at least half the citizens, the merchant still passes the book along to them, but says instead, “You lot could have done better out there...but there’s hope for you yet!” He then winks and disappears.

The book, written and published by Verthisathurgiesh Krenez, is bound in simple brown leather, the title and author stamped onto the cover. When opened, a glyph on the front inner cover activates, playing a song. Those who are musically inclined may recognize the sound of a bone flute. On a DC 12 History check, a character has heard the tune before, possibly even performed by Krenez, whose wanderings took him far and wide. When the cover is closed, the song ends, and restarts if the book is opened again. Once the song ends, it will start again after a few moments, blessing the reader with an ongoing soundtrack. Characters who make a DC 12 History check know that dragonborn write their clan name before their given name, so the author goes by Krenez. Dragonborn characters succeed automatically on this check. PCs who are members of the Harpers feel their harp pins vibrate slightly in time with the music. On a DC 12 Perception check, a Harper notices the faction’s symbol worked intricately into the glyph on the inside cover.

While the story of Krenez and his band of bards is both comedic (there are many antics described by the bard about his troupe of minstrels and their attempts to make it big in show business) and tragic (the dragonborn carried the corpses of two of his band members hundreds of miles through the wilderness, back to Waterdeep, where it was too late to return their souls to their bodies), it is on newly added pages, stitched into the center of the book, that the adventurers will find the clue that leads them on. On parchment much fresher, a note has been scrawled in a languid handwriting.



“Receiving this book, you have made some great show of strength or aptitude. We need more of that. Please visit me at my bindery, near the coast east of the ruins of Zhentil Keep. We have much to discuss. –K”

The following page has a decent map of the Moonsea region, with all major and minor towns marked. Next to a symbol of a book that is marked east of the ruins of Zhentil Keep, a phrase is written in Draconic and phonetically in Common, “Shaan Zu’u.” Those who understand draconic may translate it to roughly mean, “Inspire Me.”

RUMORS & INFORMATION

Asking around Phlan, a DC 15 Investigation check will reveal the following about the bindery.

- A dragonborn bard took up residence in an abandoned warehouse district a few miles from Zhentil Keep.
- While the area around Zhentil Keep is dangerous, the bard and his workers have managed to stay below the Ebon Tide’s notice.
- It is rumored that some magic guards the bindery, though what that magic is, no one can say for certain.
- Stay away from the northern ruins of Zhentil Keep. While the Ebon Tide may have claimed the south ruins, the undead still dominate what is left of the city north of the River Tesh.



PART 2. THE BINDER

The adventurers arrive at the spot where the bindery should be located, a day and a half away from Phlan.

I. FINDING THE BINDERY

The violence of the threatening storm never breaks, though the clouds linger and the occasional rumble of thunder can be heard.

GENERAL FEATURES

Terrain. The shoreline of the Moonsea sits quietly less than a quarter of a mile away. Flat ground pervades, with small groupings of trees appearing in almost planned intervals.

Light. The clouds remain and the sun stays hidden.

Sound. In the distance, lapping waves can be heard on the shore. A gull cries out every so often, seemingly seeking its flock.

Smell. The saltwater of the Moonsea is obvious in the air. Traces of a sulphuric scent linger here and there.

Though the group stands near where they believe the book symbol to mark the location of the Waypoint Bindery, they see nothing to show there are even ruins of buildings in the area. If one of them speaks, “Shaan Zu’u” aloud, any ally within 30 feet can suddenly see the buildings of the warehouse district, a veil suddenly lifted. The magic that shrouds this place keeps passers-by from coming too close to run into a building, their path diverted as though they meant to go a different direction. A creature with True Sight can see through the guarding illusion, though they cannot approach the buildings until they speak the pass phrase aloud or are affected by hearing it spoken. See invisibility does not reveal the buildings, as it is an illusion of something else placed over the area, and not a spell making the buildings invisible.

Along with the bindery, a building that has seen better days, but has obviously been undergoing repairs, what appears to be a papermill sits in the small gathering of buildings, down close to the water’s edge. It is from this building that the stench of sulphur is emitting, an unfortunate odor of the paper creation process.

Characters curious about the Waypoint Bindery and its location may make a DC 15 History (Intelligence) check. Those who succeed believe this area was once a small settlement known as Stillmere, founded almost a century ago by freefolk of the region. After numerous attacks by orcs, goblins, and even a giant, not to mention the oppressive presence of the Zhentarim, the residents of Stillmere abandoned the town, which was thought to have long since been claimed by the ravages of time.

2. MEETING THE BINDER

Once they near the bindery, an alarm spell, set to go off if someone breaches the protective illusion, alerts those inside to the characters’ presence.

GENERAL FEATURES

Terrain. The old warehouse has been crammed full of books, and hand-worked printing presses. Navigating the maze of shelves, stacks of books, and people could be a puzzle

itself, should a quick retreat be necessary.

Light. Dim but well placed covered lamps light the inside of the building.

Sound. The bustle of a workplace pervades the building, as well as hushed but jovial speech between co-workers of the bindery.

Smell. Parchment and ink, the cold iron smell of the printing presses.



Nearing the bindery, a dragonborn steps out of the door, wiping his darkly stained hands on an equally stained rag. “Welcome, friends, I’m so glad you could make it. I take it you are fans of my novel.” He grins wryly at you, still blocking the door into the building.



KRENEZ

While Krenez had no forewarning of the adventurers’ arrival, they are not the first group to have been given such a book. They must only show him the copy of Bardic Inspiration to confirm that they were invited to meet him. Once they do so, he visibly relaxes and invites them inside.

There are seven workers currently bustling around the bindery. While they nod at the adventurers and smile, perceptive PCs will note that each one is armed, and has the look of an ex-adventurer. The NPCs are listed below. Combat is not expected in this part of the adventure, so the NPCs are not listed in the Appendix. Their NPC type is **bolded** in their description however, in case things turn out for the worse. They are not wearing their armor when the players enter the bindery.



INTERESTING BEDFELLOWS

The following information about the NPCs in the Waypoint Bindery is for DM use, and is not necessary to pass along to the players. It may be useful if the characters interact with the Bindery agents, but should not be read to the players in the interest of time.

- **Darr the Widowmaker:** a former **gladiator** from the blood ring of Hillsfar. The human's dark skin does not hide the obvious scars of battle he wears.
- **Chenoh Goodwater:** Gond worshipping halfling **master thief**, who seems to be hard at work on some kind of machine. It seems to automate the printing process, but when turned on, it squeals and belches smoke, much to Chenoh's frustration.
- **Erys Bethil:** A **champion** who used to be a member of the Hawks in Mulmaster. Erys retired as she reached middle age, unhappy with the political climate in the city, and was invited by Krenez to join his small group of go-betweens.
- **Minain Firebeard:** A young dwarf recently conscripted by the Lords' Alliance to be a liaison at the bindery. Minain's excitement at being a part of the intrigues of the great wide world is hard to contain. The **scout** is more than happy to meet another member of the Lords' Alliance, and will pass along the information that his faction is very interested in conscribing the Blackwind and his Ebon Tide into service. (See Faction Assignment : Lords' Alliance.)
- **Karinn Tragidore:** Human female **illusionist**, she wears a robe with the symbol of the Zhentarim proudly displayed. Karrin is the Zhentarim representative stationed at the bindery, and she is loyal to both her faction and to Krenez. She does have information that she has not shared with the dragonborn, however. If another Zhentarim member is in the PC's group, she will attempt to share this information with them privately. She knows that a Zhentarim spy has infiltrated the Ebon Tide, and is sending information back to Darkhold. She does not know who the spy is, but feels confident that should the party run into too much trouble in the Keep, the Zhentarim will reveal himself to help them. She also mentions that the spy was put in place to attempt to bring the Blackwind and his growing army back into the fold of the Zhentarim. So far he has not succeeded, but perhaps with the PC's help... (See Faction Assignment : Zhentarim)
- **Serie Mithrime:** The half elf **acolyte** hails from Waterdeep, where she previously worked in another bindery. She was instrumental in setting up the bindery, helping Krenez to learn the ins and outs of book printing. Serie has loose ties with the Emerald Enclave, having done much of their printing in the Waterdeep area. While she is not a member of the faction, she delivers messages for them while at the bindery, and knows how to contact them in times of need.
- **Elres Larke:** An aged human with thinning and wispy white hair, Elres was a former **knight** in service to Cormyr. These days, he spends more time reciting tales of yore than he does swinging a sword, though he is far from incapable of defending himself. Elres is the Order of the Gauntlet's permanent liaison at the bindery.

FACTION ASSIGNMENT : LORDS' ALLIANCE

The Lords' Alliance sees the value of the Ebon Tide, and of their position in the ruins of Zhentil Keep. Their banditry must end, however. If a character is a member of the Lords' Alliance, Minain Firebeard tells them that the faction is willing to conscribe the Blackwind and his Ebon Tide into service. The character is given a writ that states the Lords' Alliance's offer, which includes full citizenship at any city in the Moonsea region, a steady income for every member of the Ebon Tide, and even housing at their port of choice.

FACTION ASSIGNMENT : ZHENTARIM

The Zhentarim know of the Blackwind's past, and his previous service to the faction. They also understand that he has built a force to be reckoned with in the Ebon Tide, and hope to draw him back into their ranks, thereby conscribing his men as well. If a character is a member of the Zhentarim, Karrin Tragidore passes a sealed envelope to them in private. The letter within details the Zhentarim's offer to the Blackwind and his army. The Zhentarim require that the Blackwind returns with at least half of his troops to Darkhold, though the other half may remain at Zhentil Keep to maintain their hold of the ruins.

The bindery itself is more than it appears. While Krenez does publish his and others' books here, the building acts as a waypoint for a growing network of information and goods exchange. The Harpers use it frequently, but so do other factions in the area. Krenez does not stand for fighting in his establishment, even between enemy factions.

Krenez explains the situation, as he understands it.

- The Ebon Tide is a growing organization in the Moonsea region, and if left unchecked, they could prove to be quite detrimental to many in the area.
- People that he is affiliated with have put out a call for those willing to confront the Blackwind and his group of mercenaries, and drive them from the ruins of Zhentil Keep, either by force or brokered deal. However, the Blackwind must be confronted about the mystical attack on Phlan, and proven to not have been involved. If he is responsible, he and his followers must be taken into custody, or otherwise...removed.
- If a Harper asks if their organization is involved with this movement, Krenez will reveal that they are, but only after they have proven their own membership to the faction.
- He will reveal that the Order of the Gauntlet and the Lords Alliance are also involved, if members of those factions inquire.
- He states that though Darkhold has seemed quite busy of late, no request for aid has been formerly returned by the Zhentarim. "Curious, don't you think, that the Zhents don't mind this rabble running rampant in their old stomping grounds."



The PCs are informed that the collection of factions, as well as some other people in positions of power in the region, have offered a reward of 2000 gold pieces to those who can remove the Ebon Tide threat. If the PCs seek more funding, Krenez will agree to increase the reward to 3000 gold pieces, using his own money. They should give very good reasons as to why they deserve so much. Krenez is willing to help them out, but isn't gullible. Potential reasons that the dragonborn would supply additional funding might include the characters needing to purchase goods with which to bribe or entertain the Blackwind or his guards, the need to purchase expensive spell components for magic that may sway the warlord, or drive him out if necessary.

After discussing the problem of the Ebon Tide, Krenez reveals:



"I actually met the Blackwind once, many years ago. He went by a different name then, and was a Zhentarim, but I didn't hold it against him. The man had such presence... he would have made a great performer. But that was a different time, and these troubled days seem to be turning good-minded people to bad deeds."

If pressed, Krenez will reveal the Blackwind's name, as he knew it before, as Ezechiel Irnestul. The meeting was in Waterdeep, and was purely by chance, as they were both attending a festival and happened to sit next to one another during a performance. Conversation struck up, and Krenez got the feeling Ezechiel was meant for great things...but he never imagined that man would become the Blackwind, leader of the Ebon Tide.

If the PCs ask Krenez about the chapbook merchant, he asks them to describe the man to him. He nods and says:



"That was probably Sharl. Mask smiles a little too much upon that one, if you ask me, and the man wears a different face every time I see him." After a ponderous moment, he includes, "I'm not even sure Sharl is his real name, for that matter. But he's proved helpful in our efforts here, and I'd wager he'll continue to do so."

Krenez can also reveal that Sharl is responsible for the powerful illusion that cloaks the bindery and surrounding buildings from unwanted guests. It is not quite a spell, as such, but some bending of the Weave akin to magic, or perhaps the will of a god.

All of those who work or are stationed at the bindery have seen members of the Ebon Tide. Should the characters ask for disguises, Krenez and Karinn Tragidore could help to fashion robes and cloaks that may help them pass as low ranking members of the Ebon Tide. The binders have not seen the Ebon Tide amulets, however, and cannot create new ones to complete the disguise. If the adventurers have the amulet from the attack on Phlan, they could attempt to replicate it, though it would not pass a close inspection due to the Phlan amulet being a forgery. From a distance, these disguises can give a player advantage on Deception checks while pretending to be a member of the Ebon Tide. During

a face-to-face confrontation, however, a member of the Ebon Tide would notice the fraud within a few rounds.

If the characters ask Krenez or the other workers at the bindery about the northern ruins of Zhentil Keep, they can supply the following information.

- The undead infestation of the ruins is not a rumor, they have seen it themselves. Though it is many miles away, they have had to deal with roaming undead that have made their way out of the ruins.
- They have seen other adventurers enter the ruins, but none have ever passed by to share stories of their success.
- There is a rumor that the power of the undead has been spreading out from the Keep. Tales have made their way to the bindery of a pirate crew returned to a dark semblance of life. If it is true, it is yet another threat on the open waters of the Moonsea.
- An old tale tells of liches that were once wizard lords of Zhentil Keep in life. After delving deeper into their magics, these wizards took steps to become powerful undead, who were trapped beneath Zhentil Keep long ago after they went insane.
- It was said that the liches would remain in containment below Zhentil Keep as long as a Lord of Zhentil Keep resided within the city. It has been many years since such a Lord lived in the Keep, however.



PART 3. EBON TIDE AMBUSH

Zhentil Keep is half a day's travel from the bindery. While traveling west from the bindery, the adventurers are set upon by an Ebon Tide ambush. The sky threatens rain as dark clouds roil.

GENERAL FEATURES

Terrain. Mostly even plains stretch out to the east, west, and north. To the south, the Moonsea can be seen in the distance. Thick copses of trees are spread out along the way.

Light. During the day, the sun has been blocked by dark thunderclouds, making the scene dreary and low-lit. At night, a profound darkness covers the land as moon and stars are blocked from view. The clouds seem so low, one could almost reach up and touch them.

Sound. Rolling thunder creates an ongoing rumble, though lightning seems to be contained within the dark clouds.

Smell. Ozone and the scent of rain promise for a thunderstorm.

As the group comes within 150 feet of it, a flash of blue fire goes up into the sky from near the edge of the tree line. A Perception (Wisdom) check of DC 15 will reveal to a character that they are standing near stones marked with blue paint on one side that is visible to the forest. Four **archers** then begin firing from the cover of the trees (DC 20 Perception (Wis) check to see the archers, who have three-quarter cover while they are up in the trees). At the end of the first combat round, any character with a passive Perception of 15 or higher notices figures soaring into the battle from the sky, breaking cover from the low-lying clouds. A **knight** and a **diviner** ride a double-saddled **wyvern**, while a **war priest** rides another wyvern solo.

TACTICS

Both wyverns drop small boulders on the second round of combat. The DM picks a point on the map to target, and any creatures within 5 feet of that point must make a DC 17 Dexterity saving throw, or take 10 (3d6) bludgeoning damage as the boulder crash into them.

The knight guides his stubborn wyvern mount, while the war priest's mount is better trained for combat and can make its own movements. Both wyverns attempt to stay at least 60 ft from the PCs, or do strafing runs to get closer for their riders to attack and then move away. The wyverns do not attack while the casters are alive, and the knight uses his action to guide his mount. If the casters perish and the wyverns are still alive, the war priest's wyvern will engage in melee combat with the PCs, while the knight and his wyvern will retreat. If the knight and his wyvern succeed in their retreat, they fly to Zhentil Keep to warn the Ebon Tide of the adventurers nearby. If the knight is killed, but the wyvern escapes, it cannot tell the Ebon Tide specifics, but the encampment will be on guard for invasion.

The archers continue to fire upon the PCs from the cover of the trees. The war priest and the diviner will make ranged spell attacks at the party until at least one of them collapses.

Then the diviner will cast mass suggestion on the group, and tell them to surrender. They will

continue to attack any who stand firm against the suggestion until all the PCs have fallen.

Should all the PCs fall in combat, the war priest will cast spare the dying on any who need it, as the PCs are stripped of their gear and put in restraints (escape DC 17). In addition to metal manacles that all PCs will be shackled with, casters' hands are bound so they cannot use them for spells, and metal harnesses with wooden mouth gags are placed on their heads. These prisoners are worth much on the slave market, and their gear will fetch good coin. The ambushers will attempt to not outright kill any of the characters, though they will not put themselves into harm's way to stop them from dying.

ADJUSTING THE ENCOUNTER

These adjustments are not cumulative.

- **Very Weak:** Remove the **knight** and two **archers**. Reduce the **wyverns'** hit points to 80 each. The wyverns do not hurl rocks, but swoop in to drop nets (see Variant Tactics).
- **Weak:** Remove two **archers**.
- **Strong:** Increase the **wyverns'** hit points to 150 each.
- **Very Strong:** Increase the **wyvern's** hit points to 130 each. The knight's wyvern is trained and does not need to be commanded by the knight. The **knight** hurls rocks stored on the saddle of the wyvern. He may make two rock attacks as an action, or he may make a single heavy cross-bow attack.

Thrown Rock. Ranged Weapon Attack. +2 to hit, range 30/60, one target. Hit: 4 (1d8) bludgeoning damage.

Each of the members of the ambush wears a carved stone on a leather strap around their necks. The stone is shaped from obsidian, and resembles a cresting wave. A DC 12 Perception check notes that it looks vaguely different from the similar stone found at the attack in Phlan. Those who roll a 15 or higher realize that the carving of those from the ambush is definitely different from the stone from Phlan, which was probably a forgery. The stones do not appear to be worth anything, but are used as identifiers for the Ebon Tide.

If they search the field they were ambushed in, they note that stones are marked with red and green, similar to the blue painted stones. They can determine that colored signal flares were used to mark where targets were for the wyverns to drop from the clouds and attack.

TREASURE

The ambushers carry a handful of gems between them, worth a total of 50 gold pieces. Two of the archers carry sets of flares, which can shoot a bolt of colored, non-damaging flame up to 120 feet. Each set has a red and a green flare left, with only a single blue flare left in one set. The diviner carries his spellbook with the following spells:

- 1st level: *detect magic, feather fall, mage armor*
- 2nd level: *detect thoughts, locate object, scorching ray*
- 3rd level: *clairvoyance, fly, fireball*
- 4th level: *arcane eye, ice storm, stoneskin*
- 5th level: *Rary's telepathic bond, scrying*
- 6th level: *mass suggestion, true seeing*
- 7th level: *delayed blast fireball, teleport*
- 8th level: *maze*



VARIANT TACTICS

If you choose, the wyvern riders may throw nets to attempt to capture the characters, instead of smashing them with boulders. This may work well with Very Weak parties, though it does force the wyverns to get in much closer.

Also, you could alter the diviner to have sleep prepared, and not delayed blast fireball (or another spell), which the wizard could cast at a higher level to attempt to remove characters from the battle.



PART 4. AGAINST THE TIDE

The adventurers make their way into the southern ruins of Zhentil Keep to face off against the Blackwind. The manner in which the group enters the ruins may vary, depending on how the Ebon Tide Ambush played out, and their own plans (if arriving of their own volition).

GENERAL FEATURES

Terrain. Most of the southern area of Zhentil Keep lies in ruins. This provides ample opportunities for cover, though construction can be seen as the Ebon Tide works to rebuild.

Light. During the day, the ruins are dimly lit by a sun hidden behind dark clouds. At night, torches are lit throughout the ruins, providing dim light and casting long shadows.

Sound. Though the storm clouds remain, only the occasional rumble of thunder can be heard. Voices echo through the ruins as members of the Ebon Tide go about their daily business.

Smell. The scent of campfires lingers constantly, and the occasional whiff of fresh cut timber can be noticed. If the PCs pass near the stables, the smell of hay and dung is strong. Unwashed bodies emit a pungent odor if they happen by the slave pens.

Inhabitants. Over 400 members of the Ebon Tide are garrisoned in the southern ruins of Zhentil Keep. As a general reference, there are around 50 **commoners**, 35 **scouts**, 100 **knights**, 25 **war priests**, 25 **master thieves**, 3 **necromancers**, 25 **champions**, 20 **diviners**, 7 **conjurers**, 10 **enchanters**, 50 **archers**, 15 **swashbucklers**, 10 **blackguards**, 4 **abjurers**, 10 **apprentice wizards**, 2 **transmuters**, 5 **warlocks of the Fiend**, 3 **warlocks of the Great Old One**, and 1 **warlord**. The Ebon Tide is not a force to be taken head on by a small adventuring party.

I. ENTERING THE RUINS

The air is charged as dark clouds glare down from the sky. Depending on how the PCs arrive at the ruins of Zhentil Keep, play out one of the following scenarios.

CAPTURED!

If the adventurers were captured by the Ebon Tide ambush, they are put into holding cells in the slave pens. They awaken to the horrid scent of unwashed bodies and humanoid waste. An undercover Zhentarim scout named Jamie Yolund frees them, and can lead them to their gear, and then through the maze of the ruins to the Blackwind. Jamie then melts into the shadows, returning to his post before he is found out.

SNEAKING IN...

If the adventurers defeated the Ebon Tide ambush, they can sneak in to the ruins through the crumbling walls. They must succeed on two group DC 14 Stealth (Dexterity) checks to make it through the ruins to the Blackwind. A failure means they catch the attention of a patrol of Ebon Tide made up of two knights and three shadow mastiffs. If the battle goes poorly for the guards, they will attempt to flee to summon help, possibly forcing the characters to retreat as the full encampment is made aware of the intruders.

FOREWARNED IS FOREARMED

If the adventurers defeated the Ebon Tide, but one wyvern rider managed to escape, the guard duty has been doubled, and the group must succeed on four group DC 18 Stealth (Dexterity) checks to make it through the ruins to the Blackwind. If they are noticed, the guards (the same patrol type as listed in Sneaking In...) do not attack, but rather say, "We were told you were coming. The Blackwind wishes to speak with you." If the characters do not follow the guards, but choose to attack, the guards will attempt to alert the rest of the encampment.

2. THE BLACKWIND

The adventurers have found Ezechiel Irnestul, the Blackwind. He and his entourage are in a building that might have once been a temple, but now has almost no roof. How they deal with him is up to them.

While the roof of the building is gone, the walls are sturdy and have remained mostly intact. They reach up 15 feet, and are wide enough for the archers to walk upon. The back part of the building once had a glass dome, which has long since shattered. The building has been cleared of debris.



His armor gleaming, a powerful looking man walks around a wide table, making gestures at different pins stuck into a map that covers the entire top of the table and then spills over its edges. Surrounding the table, other members of the Ebon Tide nod as the warlord talks about his steps to clear out the undead from Zhentil Keep.

Ezechiel is accompanied by **Risan Thiayiss**, **Erorm Perrarm**, and **Omelei Criet** and her three **shadow mastiffs** (one is a **shadow mastiff alpha**). Five **archers** walk the broken walls that surround the room, which has no roof.

If confronted about the necromantic attack in Phlan, the Blackwind knows nothing of the event, nor had anything to do with it. To the best of his knowledge, none of his followers were involved, either. If the players have the pendant found at the scene of the attack, Ezechiel can point out that it is a fake, and will show his own amulet as comparison. Insight (Wisdom) checks show that he is telling the truth, and if a character rolls a DC 13 or higher, they notice that the Blackwind seems disturbed by the news of such an attack.

If a battle ensues, and it goes against the Blackwind and his allies, an archer will attempt to warn the encampment. A **war priest**, a **diviner**, and seven **knights** are nearby and can arrive within five rounds if they are warned.

True to his nature, Risan may use the battle to his benefit (See Appendix: Dramatix Personae for more information). Should the players weaken the Blackwind, the wizard may take the opportunity to assassinate his leader, either by his own hand or ordering either Omelei or Erorm to do it. He may even attempt to convince the adventurers to help him overthrow Ezechiel. The characters are witnesses to his deceit, however; they cannot be allowed to leave the room alive.



ADJUSTING THE ENCOUNTER

These adjustments are not cumulative.

- **Very Weak:** Remove the archers, Omelei and her shadow mastiffs, and reduce Ezechiel's hit points to 135. Ezechiel may make only 1 Legendary Action.
- **Weak:** Remove the archers, reduce Ezechiel's hit points to 180, and reduce Erorm's hit points to 100. Ezechiel may make only 2 Legendary Actions.
- **Strong:** Add two knights.
- **Very Strong:** Add two knights. Increase Ezechiel's hit points to 285.

Should the characters arrive escorted by guards (as in the Forewarned is Forearmed scenario), the Blackwind stops speaking to his officers, turning his attention to the newcomers. As valuable as slaves are, these characters would make powerful allies. Ezechiel will attempt to sway them to his side, even offering them positions in his Ebon Tide.

BARGAINING WITH THE BLACKWIND

Despite his unscrupulous methods, Ezechiel Irnestul wants what is best for himself and his followers. Players who have been empowered by city or faction have the ability to bargain with the warlord, and can offer him considerable boons for the Ebon Tide. Any empowered character can make offers that would give Ezechiel a wealthy lifestyle, allegiant to faction or city, with his followers set up to live modest to comfortable lifestyles (see the Player's Handbook, page 157, for Lifestyles). While Ezechiel would be stationed within the Moonsea, his men may be split up if the Lords' Alliance gains his allegiance, as they send the new faction members across the face of Faerun on faction business. Allegiance by the Blackwind to a city might secure the ability to keep his follow-

ers together. The characters may make use of these tactics, as Ezechiel has followers he would wish to remain close, while others he knows he would be better to have sent far away. He has suspicions that Risan Thiayiss might not have the best intentions any longer.

If talks stall, players may use Persuasion (Charisma) checks, DC 15, to move things along. Use of Deception or Intimidation checks warrant failures increasing further Charisma checks to be at higher difficulty, with DCs rising +2 per failure. Once the DC reaches above 19, the Blackwind has had enough of these intruders, and moves to put them down.

If the characters convince Ezechiel to leave the ruins of Zhentil Keep peacefully, or to join either the Zhentarim or the Lords' Alliance, Risan escorts them to the gate of the city. If their efforts fail, but they do not attack, the Blackwind tells them they are free to return to their city with his answer. Risan has other plans, of course. The characters earn the An Ally In the Ebon Tide story award. Proceed to 3. Not My Ebon Tide!

If the characters battled and defeated the Blackwind and his cronies, proceed to Part 5, Zhentarim in the Shadows, Success!. Should the party fall to the might of the Ebon Tide, they are placed once again in chains. Continue to Part 5, Zhentarim in the Shadows, Or Defeat?.

TREASURE

Risan carries a *wand of the war mage* +2. He also has three diamonds in a pouch, each worth 100 gp. Omelei wears a golden torque worth 200 gp, and has a *spell scroll of banishment*. Erorm carries two *potions of greater healing*, and has a wicked looking kris dagger, an onyx set in its pommel, worth 100 gp. Ezechiel carries a *potion of speed* and a *potion of superior healing*. In a pouch, he carries a set of three 6-sided dice made from emeralds worth 100 gp each.



3. NOT MY EBON TIDE!

Run this section only if the characters came to an agreement with the Blackwind, and did not do battle with him and his followers.

Risan and his cohorts turn on the adventurers, despite the Blackwind's agreement to leave Zhentil Keep. They hope that once the adventurers are dead, Ezechiel will change his mind, or they will have to remove him as well and take his place as leaders of the Ebon Tide.

Risan Thiayiss is accompanied by Erorm Perram, Omelei Criet, and the conjurer's three shadow mastiffs (one is a shadow mastiff alpha). They lead the group into a narrow ruin, where a war priest and two archers hide on the second story rooftops, keeping to the shadows. Four knights move in to flank the battle on the second round.

The side alleys have been blocked by rubble which acts as difficult terrain, and requires a DC 15 Athletics (Strength) check to climb over.

ADJUSTING THE ENCOUNTER

These adjustments are not cumulative.

- **Very Weak:** Remove Erorm and the war priest.
- **Weak:** Remove the archers and war priest.
- **Strong:** Increase Risan's hit points to 96, Omelei's to 64, and the shadow mastiffs' to 48 each.
- **Very Strong:** Increase Risan's hit points to 108, Omelei's to 64, Erorm's to 200, and the war priest's to 135.

TREASURE

Risan carries a *wand of the war mage* +2. He also has three diamonds in a pouch, each worth 100 gp. Omelei wears a golden torque worth 200 gp, and has a *spell scroll of banishment*. Erorm carries two *potions of greater healing*, and has a wicked looking kris dagger, an onyx set in its pommel, worth 100 gp. The war priest carries a pouch with emeralds in it, worth 300 gp total, and a *potion of superior healing*. If the war priest was removed while adjusting the encounter, his treasure is found on Risan.



PART 5. ZHENTARIM IN THE SHADOWS

SUCCESS!

After defeating the Ebon Tide (either the Blackwind or Risan and their compatriots), another presence steps out from the darkest shadows of the ruins.



“Wonderful, wonderful!” The sound of clapping draws your attention to a brightly handsome human in black leather armor, his cloak emblazoned with the sigil of the Zhentarim. Two guards move out of the shadows to flank him, eyeing the ruins for would-be attackers, and you notice more move in the shadows beyond them.

“I am Marzellus Marshward, and I have a proposition for you.” The man flashes a winning smile, a glint in his eye.

Marshward and his fellow Zhentarim were sent to deal with the Ebon Tide problem, and he is grateful to the adventurers for the impact they’ve had on the issue. He and his soldiers will complete the process of removing the Ebon Tide from Zhentil Keep if necessary. Without the Blackwind, the Ebon Tide flee readily from the invading Zhentarim forces.

OR DEFEAT?

If the group was defeated by the Blackwind and his Ebon Tide, the characters awaken in the slave pens without their gear, bound and hobbled to keep them from casting spells. Sounds of battle can be heard all around them, and they catch sight of what appear to be Zhentarim soldiers fighting with the Ebon Tide. While they were unconscious, Risan attacked and defeated Ezechiel with the help of Omelei and Erorm. Bad timing has sealed Risan’s fate, however, as Marzellus Marshward and his army of Zhentarim arrived immediately thereafter and slew them. The characters awaken to the Ebon Tide being routed from the ruins of Zhentil Keep. Marzellus and several Zhentarim soldiers approach their slave pen.



A brightly handsome human in black leather armor approaches, his cloak emblazoned with the sigil of the Zhentarim. Several soldiers move out to flank him, and he motions for one to unlock your prison door.

“I was hoping for more out of you lot. So it goes, I believe you shall still prove useful.”

The man flashes a winning smile, a glint in his eye, as your gear is thrown at your feet.

“I am Marzellus Marshward, and I have a proposition for you.”





EPISODE 2
ZHENTARIM'S LAMENT

PART I. ZHENT'S INTENT

The group meets Marzellus Marshward. If they played through the events of Ebon's Tide, this follows immediately after they completed that adventure. If they have not, they have been requested to speak with Marshward in order to help stop a dark force that may be lingering in the ruins of Zhentil Keep.

GENERAL FEATURES

Terrain. The ruins of Zhentil Keep are strewn with rubble, though some of the streets have been cleared.

Light. The day is overcast, though the threat of rain seems to have blown over.

Sound. Soldiers setting up camp, good-hearted jibes between comrades.

Smell. The scent of cooking fires being started up, roasted rabbit and fowl cooking slowly.

A handsome man, still in his prime and wearing leather armor and a cloak bearing the sigil of the Zhentarim, stands before you, flanked by several Zhentarim guards. In the distance, you can hear the sounds of battle in the southern ruins of Zhentil Keep. The Zhentarim officer looks uninterested in the fighting going on out of view, but stares at you intently. "Yes," he says, "you will have to do."

Marzellus Marshward introduces himself to the adventurers, and asks that the adventurers do the same. If they took part in part one of this trilogy, Binder's Torment, he thanks them for their part in the beginning of the downfall of the Ebon Tide. He tells them that Zhentarim forces now move against the fledgling organization, and will have them routed or enlisted within hours, now that the head of the group, the Blackwind, has been removed.

If the characters convinced the Blackwind to re-enlist with the Zhentarim, join the Lords' Alliance, or otherwise abandon the ruins of Zhentil Keep, the sounds of battle are between the Zhentarim soldiers and those members of the Ebon Tide who stood with Risan, who betrayed the Blackwind at the end of Binder's Torment and attacked the adventurers.

Marshward tells the group that the Zhentarim were sent here not only to remove the Ebon Tide, but also to investigate disturbing rumors that a dark force has been building in the area. Several attacks have been made around the Moonsea, a release of a strange fog that transformed living beings into undead. Those undead then attacked their friends and neighbors, and had to be destroyed. If the players took part in Binder's Torment, this story is known to them, as they helped to fight off the undead that were created in such an attack on Phlan.

Scouts in the area have reported that ruins in the northern part of Zhentil Keep have been ransacked recently. Marshward, a historian of Zhentil Keep and the Zhentarim, fears that whomever is digging into the burnt earth of the ruins may be seeking objects of power from long ago. He tells the characters the following:

- Hundreds of years ago, Zhentilar mages, grown old and without heirs, descended beneath Zhentil Keep and learned the secrets of unlife. Those mages gave their souls to become lichens, powerful undead mages.
- While the mages continued to hold their positions of power in the Keep, time wore on their minds. In 882 DR, events that would come to be known as the Night Plague began to terrorize the citizens of Zhentil Keep. The lichens, now mad, began to roam the streets at night, kidnapping and murdering those they found, using many in horrid experiments deep under the surface of the Keep.
- The lichens were finally driven back underground and locked there. Legend says that the bonds that held the lichens would remain as long as a single lord of the Zhentarim still resided in Zhentil Keep. That time has long since passed.
- Now, whether it be those lichens, or some other creature, someone has been seeking out something in the ruins of the Keep. Marshward believes those items are the phylacteries of the lichens, which were hidden away after they were entombed.
- If the lichens, or someone else, recovers those phylacteries, they could harness vast powers. Marshward fears that those responsible for the attacks around the Moonsea are the same as those seeking the phylacteries. The attacks have been relatively small, even with the loss of life that has occurred. With such a bolstered power, those attacks could be many times larger, perhaps large enough to cover an entire city.
- While Marshward and his men secure the southern ruins and seek more information, he would like the adventurers to find and recover three objects that are in his records, if they have not been stolen already. One lies beneath the ruins of the Tower High, once home to the archmage Manshoun, founder of the Zhentarim. Another is rumored to be hidden away in a graveyard in the western side of the city. Finally, one was said to be lost to the waters of the Moonsea. Rumors of a ghostly pirate ship sailing those waters has Marshward wondering if the phylactery is involved.

If an adventurer is a member of the Zhentarim faction, Marshward hands them a sealed scroll (Player Handout: Zhent's Orders).

SECRET MISSION: THE ZHENTARIM

An old ally of the Zhentarim has been seen around the ruins of Zhentil Keep. The beholder, Xarunxaxx, has come out of hiding and appears to be seeking something. Zhentarim members are requested to make contact with Xarunxaxx and help him find what he's looking for. In exchange for their service, the beholder is requested to report to Zhentarim leaders in Darkhold.

The Player Handout, Zhent's Orders, indicates that the characters should seek out an EYE TYRANT, another name for a beholder. This can be deduced by the players noticing the letters in the handout that have been capitalized that otherwise would not be.

Marshward knows those not in the Zhentarim have no reason to trust him or do as he asks. He appeals to their hopefully good nature to do what is needed to protect the innocent of the Moonsea region. In addition, he can offer them a reward, gems worth 1000 gp, if they should succeed.

If the characters question Marshward on why they should trust a Zhent, read or paraphrase the following:

Marzellus stares you down for a moment, his face inscrutable, and then nods. "Yes, it is true that the Zhentarim have long been a shadowy network of spies and cutthroats. In recent times, however, we have stood shoulder to shoulder with the rest of Faerun as we lay down our lives to protect it. All we ask is for a bit of return on that investment of trust and support. We ask that you now trust us, before it is too late. It is well past time we Zhentarim cleaned up the messes of our predecessors."

If questioned about the lack of Zhentarim involvement in dealing with the Ebon Tide problem, Marshward explains it away that his assignment to locate the phylacteries or those seeking them out was considered more pressing at this time.

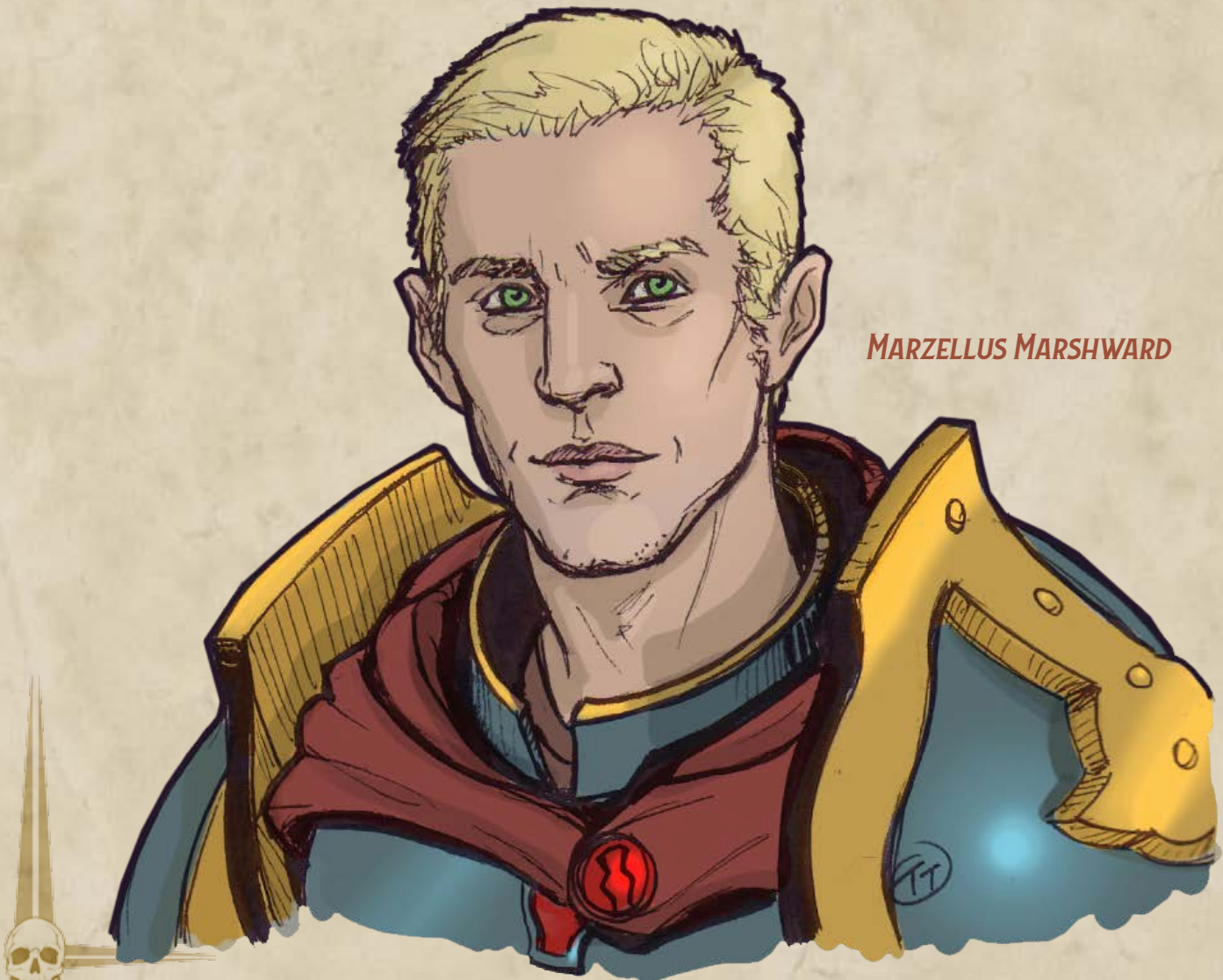
Characters attempting to discern if Marshward is lying find that he is telling the truth.

The DM may choose in what order to run Parts 2 through 4, or may explain to the players where their objectives are located, and let them choose which to obtain first.

The Tower High. It is likely that the former leader of the Zhentarim, Manshooon, secreted away at least one of these objects in his stronghold, the Tower High. Though the Tower no longer stands, it is likely the item they will be seeking is somewhere within the ruins. (Part 2. The Tower High)

The Crypt of Lysator Umbrich. A powerful wizard and high-ranking member of the Zhentarim, Lysator Umbrich was interred in a mausoleum in one of the graveyards within the northern part of the city. Marzellus has heard rumor that the wizard was not liked by all his fellows, as he had an odd sense of humor. (Part 3. Unexpected Fellows)

On the Open Sea. Stories of a crew of the undead sailing the Moonsea, pirating and destroying all in their wake, have reached Marzellus and the Zhentarim. Divinations have revealed that one of these objects of power may be involved in the reanimation of the marauders. Supplying the adventurers with a ship and a small crew, Marzellus sends them out to sea, near the location the ghost ship was last seen. (Part 4. A Sailor's Unlife)



PART 2. THE TOWER HIGH

The adventurers have traveled through the northern ruins of Zhentil Keep. Due to the time limit of this adventure, there are no encounters as they move through the city, though describe seeing shadows moving just at the edge of their vision, or seeing one or more skeletons walking in the distance.

I. THE RUINS OF THE TOWER HIGH

Seeking an object of power, the adventurers come to the ruins of the Tower High, former home of the Zhentarim's founder, Manshoon.

GENERAL FEATURES

Terrain. Rubble and shattered timbers cover the ground floor of what remains of the Tower High. This makes much of the area difficult terrain, as adventurers climb over and through the ruins.

Light. The sun shines, but goes behind some fast moving clouds from time to time. This causes hard shadows to become diffused while the sun hides, only to return a moment later. If the group arrives at night, the ruins are in total darkness, only starlight and a sliver of moon lending any natural lighting to the city.

Sound. Day or night, the northern ruins of Zhentil Keep are often quiet. Every so often, the adventurers may hear a wild dog barking, or inhuman snarling sounds in the distance. While on the surface, one might hear melancholy singing, or voices that apparently have no source.

Smell. The city has long since sat empty of civilization. The scent of dust and rock plug a creature's nose.



Crumbled walls surround a ruined courtyard. Signs that three towers once stood are apparent, though none of the remaining tower walls stand more than 20 feet high. The Tower High was once the tallest of these structures; now it is only rubble.

The ground floor of the Tower High is covered in shattered rock and rotting wood. A DC 13 Perception (Wisdom) check reveals a staircase that descends into the ground along the curve of the tower. However, it is choked with rock a few yards from the surface. Those who go looking through the other ground level rubble find a perfect cube of rock, 10 feet wide, sitting near an also perfect square hole in the ground. They may also find the cube and hole in the ground if they enter through the north side of the tower's crumbling wall, which offers plenty of areas to crawl over or through.

Looking in, they find a staircase winds down into the darkness. The staircase begins 25 feet below the surface, so the players must find a way to climb down to it. A short drop without a rope will cause 11 (2d10) points of bludgeoning damage. The staircase goes in a spiral, leading the group 50 feet under the ground. An iron-bound oak door stands at the end of the staircase. Arcane writing, all glyphs of warding, surround the door. The door, however, is open slightly, and the glyphs appear inert.

2. TROPHY HALLWAYS

Descending the staircase from the ground floor of the Tower High, the adventurers find themselves 50 feet under the surface, entering a massive hallway.

GENERAL FEATURES

Terrain. The open hallway is even and smooth, with a long carpet laid down the center.

Light. Bright light emanates from the magical torches that illuminate the hallway whenever a creature enters.

Sound. Except the sounds of a man talking to himself as the group nears the end of the hallway, the trophy room is quiet as a crypt. The magical torches make no sound, nor do they give off heat.

Smell. The air is dry, and though there should be dust, the room is free of such. There is a lack of smells other than what the party brings with them.



A grand hallway, thirty-five feet wide, stretches off into the distance. As you enter, torches on either side of the door light themselves with a brilliant flame. More torches, spaced every twenty feet along the hallway, light in succession, illuminating the length of the room. At the far end, about one hundred and fifty feet away, another door stands open slightly. Between you and the door, trophies grand and grisly line the walls.

This hallway is decorated with trophies taken by Manshoon. Some are bones, some are weapons, and some are small, personal effects such as a wooden pipe, or another wizard's hat. The largest of these trophies is the skull of a black dragon, which sits in the center of the right wall of the hallway. Across from it is the wooden pipe, as though that item had equal importance. Collecting the trophies to sell, the players can garner enough items to equal 500 gp. The black dragon skull can be sold for 1000 gp, though they must find a way to get the large object through the medium-sized door and up the 5 ft wide staircase, as squeezing it through will damage it and render it worthless.

If someone should remove a torch from its bracket, it goes out. It lights again upon being inserted back into its bracket, but will not light again otherwise.

The door at the far end of the hallway is almost identical in build to the one the group enters through, and also has magical glyphs of warding carved around it. As before, these glyphs seem to be inert. A DC 13 Perception (Wisdom) check at the door allows a character to hear someone muttering to themselves on the other side of the door. "No no no, that isn't it. Interesting, but nothing that grand. Hmmm..."





THE RUINS OF THE TOWER HIGH



3. LIBRARY

The adventurers enter a long lost library of Manshoon, and meet Tirrodu.

GENERAL FEATURES

Terrain. The room is mostly open, but for some leather chairs and side tables arranged on the west side of the room.

Light. Soundless and heatless globes of light illuminate this room comfortably. The light is not too bright, but perfect to read by.

Sound. Except for noises made by the group or Tirrodu, this room is absolutely silent.

Smell. The scent of old books fills this room.

The room beyond is warmly lit by glowing lamps spaced evenly on the walls. They do not seem to be of flame, but rather a small hovering ball of light. Shelves of books cover every other inch of the walls, and several comfortable looking leather chairs sit around the room, with fine wood reading tables for convenience. A man, rusty red hair done up in convoluted braids and a beard to match, stands against the wall to the right. Leaning against it, his dark purple robes seem to flow slightly, though there is no wind. Not looking up from his book, his musical voice reverberates around the room, "Yes, welcome, do come in. Care to lend me a hand?"

TIRRODU



The man's name is Tirrodu, and he is an **arcanaloth** in disguise. The fiend has no intention of cause violence, however. He is simply searching this long-lost library for spells and knowledge he has not already collected. He has found a secret door in the library, which he is happy to point out if the group wants to help him. It is warded against outsiders, as well as several other types of creatures, and the arrival of the adventurers is quite fortuitous for him.

He offers the adventurers a trade. For their service, a simple jaunt through the secret door and retrieval of what they may find beyond, he will give them a tome he has been carrying with him for quite some time. "It's done me as much good as it can, but I believe one of you might find it useful." The book is a *tome of leadership and influence*, and he will give it to them upon their return from the room beyond, whether their search ends in the spell he has been searching for or not. He seeks Manshoon's secret spell for creating clones, a version of the spell that the archmage alone has ever managed to create. While the arcanaloth has no intention of cloning himself, the knowledge is worth the endeavor.

If the group attacks the arcanaloth, he will sigh and shake his head, obviously disappointed with these lesser creatures. He then casts *dimension door* and leaves. If stopped, via *counterspell* or other means, he will refuse to fight and will attempt to flee via magic or running. Murdering Tirrodu does not award experience points.

This will leave the search for the secret door to the adventurers. It can be found on a DC 20 Perception (Wisdom) or Investigation (Intelligence) check. The runes around it are invisible, but can be seen with *see invisibility*, *detect magic*, or *truesight*. The door is trapped, which can be noticed on a separate DC 20 Investigation (Intelligence) check. The magical glyph causes the room to be filled with *cloudkill*. It can be removed by *dispel magic*, with a spellcaster ability check of DC 20. The glyph resets after being set off.

While the room is filled with many books, only a few are uncommon enough to be worth anything. Those dozen books, which can be singled out by spending at least an hour searching through the room and a successful DC 17 History (Intelligence) check, can be sold for 500 gp. If the group attempts to carry out all of the books, there are hundreds of tomes. Reward creative ways of carrying out the tomes, or simply the time that it would take to do so. They can sell the entire collection for 600 gp (including the dozen rare tomes). None of the tomes hold magical secrets of spells, though many are on magical theory and the nature of the Weave.

Hidden in a secret compartment in one of the reading tables is another tome, its cover a series of hinged pieces of quartz crystal. If the group agrees to help

Tirrodu, and return with their findings from the hidden library, the arcanaloth will tell them that he found it earlier, and they may be interested in it. If Tirrodu is gone, they must succeed on a DC 15 Perception (Wisdom) check to notice the secret compartment if they are searching the tables.

The compartment is latched but not locked, and can be opened easily enough once found. This book is the object they seek, and emits a chaotic swirl of auras if viewed with *detect magic*. It does not appear to have a purpose however, if a spell such as *identify* is cast upon it.



4. HIDDEN LIBRARY

The group has found the hidden library, and its guarded contents.

GENERAL FEATURES

Terrain. The room is free of obstacles, except for a single leather chair and a small table.

Light. The room is adequately lit to read comfortably. The warm light emits from the ceiling, and bathes everything below it in soft illumination.

Sound. The room is completely silent, though at times, Tirrodu will ask how things are going while he waits in the main library.

Smell. While not as strong as the main library, the scent of old books lingers here. There is also the odd scent of sweet candies on the air.

Ambient light warmly illuminates this small room, which has only a handful of books though shelves cover the entirety of the walls. A single leather chair sits in the center of the room with a side table upon which rests a wand and pouches of leather.

Though they must be ancient, the components seem to be useable still. The light is coming from the ceiling, which appears to be enchanted to provide constant illumination.

The wand is enchanted to work in this room only, and can be used to draw books from their shelves to the person seated in the leather chair. It does not work outside of this room, though its magic is not dispelled if removed.

A secret door is hidden behind a bookshelf, and can be spotted on a DC 17 Perception (Wisdom) check. The bookshelf itself is trapped, rigged to fall on someone trying to open it if they do not disarm the trap. The trap is found on a DC 13 Investigation (Intelligence) check, and can be disarmed with a DC 13 thieves' tools check. On a failed check, or if the bookcase is moved (it pulls away from the wall and then slides to the left) without disarming the trap, anyone 10 feet directly in front of it must succeed on a DC 13 Dexterity saving throw or take 10 (3d6) bludgeoning damage as they are struck by the falling bookcase.

The door behind it is also trapped, as well as being locked. The lock can be picked on a DC 15 thieves' tools check. The trap can be found on a DC 17 Investigation (Intelligence) check, and disabled with a DC 17 thieves' tools check. A small wire is connected to the bottom of the door, and will pull open gas canisters hidden in the frame of the door when the door is opened. The gas fills the small hidden library and the secret chamber beyond. At the start of their turn, anyone in these areas takes 23 (5d8) poison damage on a failed DC 13 Constitution saving throw, or half as much on a successful one. The gas lingers for one minute, then becomes inert and fades away. Creatures who hold their breath or don't need to breathe aren't affected by this gas.

In the small alcove beyond the hidden door stands what appears to be the perfectly preserved body of a dark haired human male. It wears robes that were in fashion over a hundred years ago, and a signet ring that shows the seal of the Zhentarim from around that same time period. This is a clone of Manshoun, though it was never activated. It is warded against someone other than

Manshoun from touching it, however. If touched by another creature, it quickly begins to rot, a blackening and crumbling of its flesh, and then falling into what looks like ash. Anyone standing in the small alcove must succeed on a DC 15 Dexterity saving throw to jump away as it crumbles and exudes noxious gases. On a failed save, the creature suffers 13 (3d8) necrotic damage and must make a DC 15 Constitution saving throw or gain one level of exhaustion.

In a small, carved niche near the body is a crystal bowl shaped like an egg. Under its lid is a handful of what appears to be candy. These are specially prepared treats, however, and have been magically imbued. Their effects can be learned through an identify spell, or with a DC 14 Arcana (Intelligence) check. The candies that act as spell scrolls act similar to a potion, where it has a one-time use, but the spell itself cannot be learned from the candy as one would from a scroll.

- Three light blue candies that taste of winter mint. These act as *potions of superior healing*.
- One orange and white swirled candy that tastes of orange cr me, and acts as fox's cunning, as per the *spell scroll of enhance ability*.
- One black candy that tastes of anise that acts as bear's endurance, as per the *spell scroll of enhance ability*.
- One yellow candy that tastes of lemon and sugar, which acts as eagle's splendor, as per the *spell scroll of enhance ability*.

REWARDS

If the players locate the secret room behind the bookshelf, and enter it without setting off the traps, award them 500 experience points each.

One minute after the group enters the hidden library, a glyph, hidden in the magic of the ceiling, is activated.



Your ears suddenly pop as from pressure at a high altitude, and the room's temperature drops significantly. In small clouds of purple smoke, three darkly skinned creatures appear amongst you. Four-armed and powerfully built, they turn their oddly wolfish faces toward you, growling in unbridled hatred. As one, they leap for your throats.

The creatures summoned by the glyph are **draegloth**, creatures given to Manshoun by an entourage of drow who once came seeking the archmage's services. Locked away in pocket dimensions within the hidden library, they attack without mercy, though they cannot leave the confines of the hidden library. Once their foes are defeated or fled, they disappear, returning to the pocket dimension they were summoned from.

Summoning and conjuring spells that summon beings from other dimensions or planes will not work while inside the hidden library and hallway leading up to it.



ADJUSTING THE ENCOUNTER

These adjustments are not cumulative.

- **Very Weak:** Reduce each **draegloth's** hit points to 91 and remove the Multiattack action.
- **Weak:** Reduce each **draegloth's** hit points to 91.
- **Strong:** Increase each **draegloth's** hit points to 182.
- **Very Strong:** Adjust as Strong, and an invisible wall of force activates in the doorway, blocking entrance or exit. It can be removed with dispel magic, spellcaster ability check of DC 17. This may split the party, and will keep any ranged combatants from getting too far away.

TREASURE

The magic candies from the hidden alcove are detailed above. The crystal bowl is worth 100 gp.

If the group takes the books to sell, they can find a buyer who will give them 1500 gp for the collection.

REWARDS

The ten books that are left in this room are all written by Manshoon and delve deeply into odd magical theories. The spell that Tirrodu seeks is not present, a mystery the arcanaloth must continue to try to unravel. However, three spell scrolls have been wedged into the books. Those scrolls are programmed illusion, forcecage, and simulacrum. In addition, a wizard or other arcane spellcaster may study the books as a downtime reward to learn more about the nature of magic. If the group decides to keep the books instead of selling them, arcane casters gain the **Nature of the Weave** story award.

DMs who do not wish to award senseless violence against NPCs that have not provoked it may well not allow the players to receive the *tome of leadership and influence* if they attacked Tirrodu. That is completely within your right. Overly kind DMs may want their players to gain the magical tome despite their violent ways, at which point it could be found as one of the books shelved in the hidden library.

If the players retrieved the scrolls from the hidden library and returned them for Tirrodu to peruse, grant them 1000 experience points each. If they attacked Tirrodu, they do not gain this non-combat experience.



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PART 3. UNEXPECTED FELLOWS

The adventurers enter what still remains of an ancient graveyard in the northern ruins of Zhentil Keep. There, they encounter a small group of what may be unexpected allies, at least temporarily.

I. STRANGE ALLIES

Searching for signs of a crypt that may hold a powerful magic item, the group makes its way through the cemetery. As they wander, they see a small group of creatures speaking to one another.

GENERAL FEATURES

Terrain. The cemetery is mostly in shambles, with headstones, stone rubble, and dead trees flung about as though a storm raged through the area.

Light. During the day, the sun dances in and out of some fast-moving clouds. Hard shadows that appear when the sun is out diffuse suddenly as it hides in cloud cover, then jump back into sharp focus. If it is night, only stars and a sliver of a moon offer any light to see by.

Sound. Distant voices can be heard, and every so often, music will blow in on a gentle breeze. These sounds don't appear to have a source. Scraping of something sharp against stone will split through the graveyard from time to time.

Smell. Dead foliage and rot, dust, and piles of rock and ruins offer up their scents to those passing through.



Through the ever-present gloom, you notice a group of robed figures near a crumbling ruin of a crypt. They seem to be conversing with another creature, a mass of flesh that floats above the ground, writhing stalks sprouting from the top of it. Small eyes peer around from those stalks, while one central eye on the orb of its body looks ponderously at those speaking to it.

The group may be quick to attack the creatures ahead of them, or they may avoid them entirely. Some may even attempt communication, especially if one is a Zhentarim faction member and received their secret mission.

The floating orb of eyes is an ancient **beholder** named Xarunxaxx. He is in conversation with three **mind flayers** from the Underdark who have come here seeking a rumored magic item. Two of the **mind flayers** guard the third, who is an **alhoon**, and does the bulk of the speaking with Xarunxaxx. The alhoon is named Udruaq, though the living mind flayers do not reveal their names.





XARUNXAXX

If the adventurers attempt to approach stealthily, without magic to hide them, the beholder spots them when they get within 120 ft.



“Ah,” the beholder says loudly, “We have unexpected guests coming to join us.” The beholder turns to face you, but its mouth seems to be turned in a wry smile. The robed figures seem to glance about, but do not seem overly worried.

Xarunxaxx is not concerned about the group until they attack, at which time he and the mind flayers will unleash their full killing abilities upon the group. If reduced to half his hit points, Udruaq will plane shift away.

If they decide to approach peacefully, however, the creatures do not attack immediately. As the adventurers near the beholder, they notice how old the creature is. Dry cracks appear on its skin, and it is missing several teeth. The mind flayers remain hooded, though a DC 15 Perception check may catch gray-colored flesh on their hands as Udruaq gestures, or the occasional movement of a face tentacle from the shadows of his hood.

The mindflayers are seeking an object of power, a small statue, that was said to have been hidden within Zhentil Keep after 1368 DR, an object that has the power to repel enemies for a time. Deep in the Underdark, they have been at war with the phaerimm, creatures more alien than the mind flayers, and they have been hard pressed to hold their defenses. The phaerimm will overrun them soon, and the rumored magic item may give them the advantage they need to turn the phaerimm back.

Xarunxaxx knows where the object is hidden, and was negotiating with the mindflayers to have it retrieved for them. The beholder is most appreciative of the timing that brought him a group of adventurers to do the work for him. In return, Udruaq has brewed up a very potent potion of longevity for the beholder, which will make Xarunxaxx 50 years younger. The beholder and mind flayers are both very honest in their dealings with the adventurers, mostly because they are both desperate to gain what they will from their bargain. However, if the group turns on them, they will respond with violence immediately. If reduced to half his hit points, Udruaq will plane shift away, but will remember the group’s treachery, earning them an eternal enemy.

If asked about a lich’s phylactery or a similar object of power hidden in the graveyard, Xarunxaxx will share information with them if they have agreed to help him retrieve the statue he needs. The phylactery was hidden away in the same crypt as the statue, the last resting place of a powerful mage of the Zhentarim. He warns them that the crypt is bound to be warded by magic, and possibly other fearful creatures. He then tells them where the crypt is located, though it may be hidden with illusory spells. If persuaded (DC 17 Charisma check), Xarunxaxx may accompany the adventurers through the graveyard, and could possibly remove the illusion that hides the crypt with his antimagic cone.

Xarunxaxx knew the mage, Lysator, when he was much younger. Due to an odd level of respect (coming from a beholder), and not a small amount of paranoid fear, Xarunxaxx will not enter the crypt. Of course, he probably won’t reveal the truth of his fear, and will make any other excuse possible before showing that level of weakness to these minions.

If the adventurers bypass the beholder and the mind flayers completely, they spend hours looking for the crypt. Using detect magic, they are able to speed the search up as they can see the auras of the enchantments placed upon the crypt. They still need to see through the illusion protecting it, however. Without the aid of magic, a DC 20 Perception (Wisdom) check or a passive 15 Arcana (Intelligence) will allow the group to sense there is something weird about that crypt right over there.



TREASURE

If the adventurers agree to retrieve the statue for Xarunxaxx, he offers to reward them grandly. Obviously, his information should be worth their service, but when they return, he will grant them a worldly boon: a pouch of ruby dust worth 1,500 gp.

2. CRYPT OF LYSATOR UMBRICH

The group arrives at the final resting place of a powerful Zhentarim mage.

The crypt that lies in ruins before you is supposed to hold and be defended by powerful magic, but as far as you can tell, it wouldn't even keep out a swarm of bats. Stone has crumbled, the ceiling collapsed, and blackened vines have overtaken the structure.

What the adventurers see is, of course, an illusion. Anyone with truesight can see through the cloaking magic. Interacting with the ruins grants a character a DC 17 Investigation (Intelligence) check to see through the illusion. The illusion can be removed by dispel magic with a DC 17 spellcaster ability check.

Once revealed, the crypt still remains resplendent, seemingly not affected by the rot of the city around it. The door is locked and trapped. A magical glyph, carved into the tumbler within the lock itself, activates if the door is unlocked with anything except its key, which the characters do not possess. While the trap cannot be seen with an Investigation check, it does radiate with transmutation magic if detect magic is used. Dispel magic can deactivate the glyph on a DC 17 spellcaster ability check, as can a DC 17 thieves' tools check. If the trap is activated, the creature unlocking the door must succeed on a DC 18 Constitution save or be transmuted into a mass of floating bubbles, vaguely in the shape of their original form for 1d4 minutes. The bubble creature cannot speak or act upon the physical world other than to touch things and leave behind a disturbing residue. It can move at a rate of 10 ft per round, and cannot Dash. A strong wind can move it as though it were a leaf.

REWARDS

If the players locate the cloaked crypt and enter it without setting off the glyph trap, award them 500 experience points each.



3. INSIDE THE CRYPT

Gaining access to the crypt of Lysator, the group seeks their goal.

GENERAL FEATURES

Terrain. The crypt is free of debris. The ceiling is 15 feet high.

Light. The interior of the crypt is dark and has no sources of light.

The crypt remains clean despite the years and the destruction of Zhentil Keep. The walls are covered in tapestries which seemingly detail some of the greatest practical jokes played by Lysator. There is one where he caused a ranking officer of the Zhentarim to become a reverse centaur (let the players believe what they want for what that looks like). And here is a depiction of his birthday gift that caused a beholder's eye-stalks to turn to flowers. A DC 13 Perception (Wisdom) check allows a character to note that the beholder on the tapestry looks strikingly like a younger version of Xarunxaxx. In the center of the chamber, surrounded by memories of his life, lies the sarcophagus of Lysator himself, the lid carved to be a quite realistic likeness of the mage himself.

Searching the crypt, the players can spot a secret compartment on a DC 13 Investigation (Intelligence) check. It also is magically trapped, which can be removed with a DC 18 dispel magic, or can be deactivated for one minute with a DC 18 Arcana (Intelligence) check. If a player opens the panel without removing the trap, they must succeed on a DC 18 Charisma saving throw, or their skin becomes a bright blue. Whenever they take a long rest, the color shifts to a different hue; red, yellow, purple, gold, etc. This effect is permanent, though it can be ended with a remove curse spell.

REWARDS

If the players spot the trap and remove it, award them 500 experience points each.

Inside the secret compartment are several objects (a short sword, a vase, a crystal amulet, a statue of some tentacled creature that also has 10 legs, and a spellbook), all of which appear magical if viewed with detect magic. Some radiate transmutation, while others show auras of necromancy, evocation, and conjuration. All of them are fake, however, and turn into dung one hour after being removed from the crypt. If players take the time to cast identify on any of the objects, feel free to make them seem as grand as you want, such as a +3 flametongue short sword, or as simple as a statue that causes your room to smell like daisies when activated. Attempts to read the spellbook, even with truesight or comprehend languages fail. A DC 18 Intelligence check will reveal that the words in the book are just made up gobbledygook. These items are, again, ruses to throw off would-be tomb robbers.

The lid of the sarcophagus is trapped with magic. Detect magic reveals the trap, or a DC 20 Investigation (Intelligence) check. The trap cannot be removed except by magic, such as dispel magic with a DC 20 spellcaster ability check. If the lid of the sarcophagus is moved without removing the trap, the trap is sprung. Anyone standing inside the crypt must make a DC 17 Strength saving throw as the ceiling temporarily disap-

pears and they are launched 50 feet up and out of the building. They land 20 feet from the building in a random direction and take 30 (5d10) bludgeoning damage. This trap resets after it is activated if the sarcophagus is closed.

REWARDS

If the players spot the trap and remove it, award them 500 experience points each.

Inside is the supposed body of Lysator, garbed in fine robes worth 100 gp. Assorted gold rings and amulets adorn the body, worth 150 gp.

This body is not truly that of Lysator, however, and is just there to be plundered should a tomb robber have made it this far. A DC 17 Investigation (Intelligence) check reveals that the bottom of the sarcophagus is false. A DC 15 Investigation (Intelligence) search for how to open it will reveal that it can be slid sideways, though it disappears into the side of the sarcophagus, and does not stick out the other side as might be expected. Beneath the false bottom is a pit that appears to be deeper than any in the party may see. This is an optical illusion, as the black-colored portal that takes up the space just gives the look of a pit. Detect magic reveals the presence of the magic that powers the portal. It can be targeted with dispel magic with a DC 25 spellcaster ability check, though the group will then lose access to the treasure beyond forever.

Of course, Lysator's legacy would not be complete if this portal wasn't tricky in some way. Those who drop down through the portal are transported to a small pocket dimension, where his true body lies in rest. However, they must succeed on a DC 17 Charisma saving throw, or lose all of their hair. All of it. This effect does not reverse when they leave the room beyond, and is permanent. It may be ended by the remove curse spell, at which point, their hair will begin growing at a normal rate once again.



REWARDS

If the players find the false bottom of the sarcophagus and descend into the portal, award them 500 experience points each.

4. BURIED AMONGST THE HEAVENS

Galaxies swirl about this pocket dimension, which holds the remains of Lysator.

GENERAL FEATURES

Terrain. The floor is free of debris.

Light. Starlight from the constellations around the room bathes the room in ambient light.

Sound. A low, constant hum is present. A character who is musically inclined may recognize faint shifts in the hum which may be intentional, as though some song were being played in notes drawn out into minutes, hours, even days.

Smell. Though the source cannot be located, this room smells oddly of green apples.



Stars and masses of colored gases, planets being born, living, and dying, and other unknown sights of the heavens swirl about you as you fall unknown distances. As you gently land, you find yourself on a platform of what appears to be colored glass, its mostly transparent purple allowing you to see more movements of the cosmos below you. You note that some of the constellations that move about the room disturbingly resemble warriors and thieves screaming in horror. Set into the center of the glass disc below you appears to be another sarcophagus sunken into the floor. The body of a simply robed mage rests peacefully beneath a glass lid.

This pocket dimension was crafted by Lysator in preparation for his eventual demise. While the stars and other celestial events are not real, they do mimic the movement of the actual skies if one could look deeply into the cosmos. The effect on a viewer is quite real, however. Upon entering the room, any creature that relies on sight must make a DC 12 Constitution saving throw. On a failure, they act at disadvantage on all initiative rolls, ability checks, saving throws, and attack rolls while in this room. They may repeat this saving throw, at disadvantage, at the end of their turn to end the effect.

Placed within his robes, Lysator was buried with the objects that the players are seeking. A DC 13 Investigation (Intelligence) check reveals a seam around the lid of the sarcophagus in the floor. Using a crowbar, it can be lifted with a DC 15 Strength check. This, however, activates the guardians of the room.



As the glass lid rises up, screams erupt from the writhing cosmos around you. Stars seem to grow closer, then move toward you. Those constellations of warriors have come to life, and move to defend their charge.



Two **star golems** appear to pull free of the fantastic scene surrounding the room, then move to attack the closest creatures. While they do not differentiate targets initially, if attacked with magical weapons or spells, they will switch targets to focus on those dealing the most damage first. They begin using their Flare lair action at the start of the second round of combat.

On initiative count of 20 (losing ties), starting on the first round of combat, all trespassers into the star crypt must succeed on a DC 15 Charisma saving throw, or start to fade away into a constellation-like pattern. On a success, a character withstands the magic. Three successes render a creature immune to the effect, and any failures rendering the creature partially faded are nullified. On the third failure, a creature fades away completely, replaced by dots of light and faint lines connecting them, much like a constellation is drawn. Only a ghostly visage of their former self reappears as they become one with the scene surrounding the platform. They are considered to be petrified, similar to a flesh to stone spell, and magic that can free them from such a spell can be used to reverse their condition.

Characters cannot step off the platform. Reaching out over the edge of the platform meets with resistance, as though something solid were keeping them from plummeting into the celestial void before them.

As long as the star golems are not active, or are destroyed, a creature only has to stand in the center of the glass disc and think about leaving to be lifted up by unseen forces and returned to the crypt. They are ejected unceremoniously out of the stone sarcophagus, but take no damage upon landing.

ADJUSTING THE ENCOUNTER

These adjustments are not cumulative.

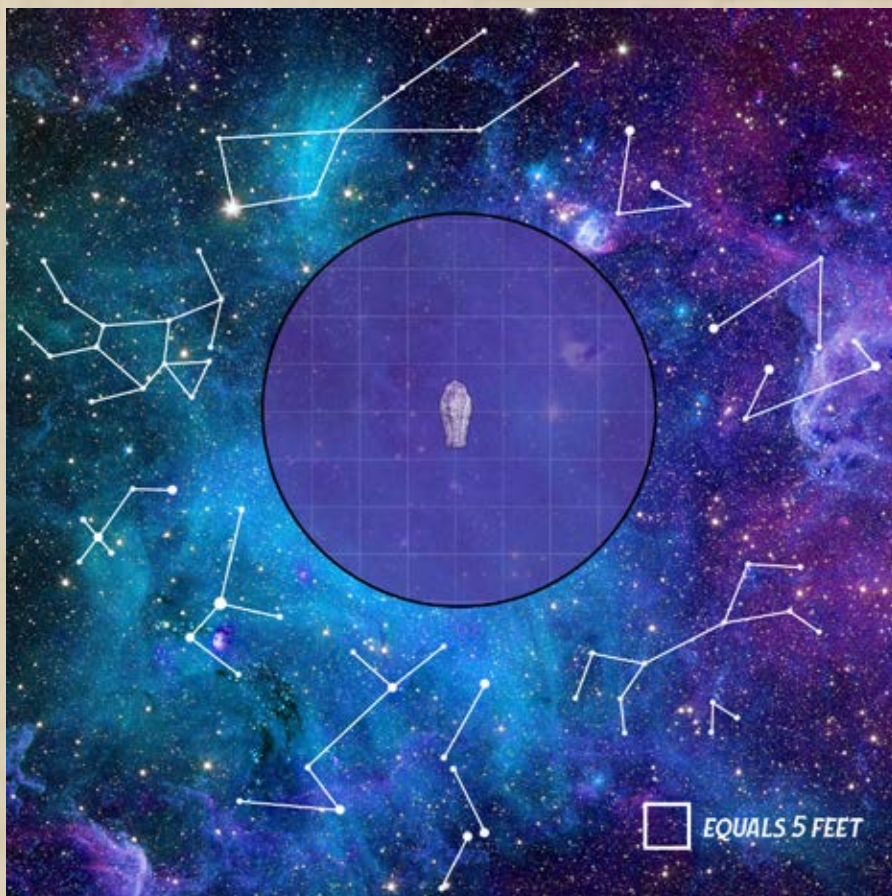
- **Very Weak:** Reduce each **star golem's** hit points to 115 and remove the Multiattack action. Reduce the Charisma saving throw DC to 12.
- **Weak:** Reduce each **star golem's** hit points to 115.
- **Strong:** Increase each **star golem's** hit points to 235.
- **Very Strong:** Add one **star golem**. Increase the Charisma saving throw DC to 17.

REWARDS

Lysator was interred with surprisingly little in the way of earthly goods. The statue of antipathy and a rather rough carving of a horse are all that reside with his body. The carving is the object the group seeks, however, and emits strong magical auras of all types if viewed with detect magic. The carving's purpose is a mystery, however, as spells such as identify reveal nothing.

If the players return to Xarunxaxx and give him the *statue of antipathy*, award them 1000 experience points each. If they attack the beholder or the mind flayers, they do not gain this non-combat experience.

Star golems appear as an arrangement of bright points of light, with faint rays of light connecting them to form what appears to be a constellation. A vague and dim outline gives the constellation features of whatever the constellation represents. This is often a warrior or some fantastic beast, but can even be objects such as a cup.



PART 4. A SAILOR'S UNLIFE

To search the Moonsea, the group is given access to a brigantine named *Lucky Hound*. The ship belongs to a crew of Ebon Tide who have taken on with the Zhentarim, and is captained by a raven-haired half-elf woman that goes by the name of Flicker. There are eight other crewmembers; four human females, a halfling male, two male gnome identical twins, and a tiefling male.

After a few hours of searching the surface of the Moonsea, the adventurers' quarry finds them.

GENERAL FEATURES

Terrain. The deck of the *Lucky Hound* is open but for the movement of sailors going about their duties. The surface of the water is choppy, but the swells are low.

Light. The sun slips in and out of view as clouds move across the sky.

Sound. The waves slapping against the hull of the ship, sailors shouting orders.

Smell. The salt of the sea, fish in buckets on the deck of the ship.

Fog covers the waters around you as you scan what you can see of the horizon for other ships. The small crew moves tensely but efficiently on the deck, prepping for any situation. From the stern, a cry of alarm goes up. As you turn, a blackened frigate, its sails tattered and lifeless, glides up from below the surface of the water on the port of your brigantine. Its decks are manned by bodies free of or losing their flesh, and skulls grin back at you across the gap between your ships. A man wearing a tricorne hat and most of his skin steps forward and looks over your ship. With a smile he raises his hand. "Fire." Booms deafen you as your ship shudders from multiple impacts.

The *Purdy Gurdy* was a war frigate, and sank decades ago. It is now crewed by nine **skeleton pirates** and a **dread pirate** captain.

The undead pirates aren't there to take prisoners, they are there to sink ships and take booty. Their frigate may well overpower the character's brigantine, and the magic repelling nature of the frigate is only one more strike against the group. Time is of the essence in this battle.

If a character is looking at the ghost frigate for weak spots or clues, have them roll a Perception (Wisdom) check. On a 12, they notice not only the gaping holes that probably sunk the frigate originally, but they can see through the frigate itself in waves. On an 18, they notice the masthead of the frigate, a mermaid whose hair seems to be flowing in unseen currents, has a faint glow about its head.

In truth, the hair of the mermaid is kelp and other seaweed and mosses. Magic is making it move, just as it is animating the ship and its crew. Stuck in the seaweed of the mermaid's mane is a crystal amulet, its sickly green glow causing the face of the mermaid to be illuminated. If the amulet can be freed of the mermaid's hair, its magic over the ship is broken. The crew fall lifeless to the deck, and the frigate quickly solidifies and takes on water, sinking in a matter of moments.

However, the ship isn't incapable of defending itself. If a living creature attempts to remove the amulet, the mermaid masthead moves to attack it. Its kelp hair lashes out with a +8 to hit. On a successful hit, the target is grappled and restrained. The masthead can grapple up to five Medium creatures in this manner. It can grapple two Small or Tiny creatures for each Medium creature it could grapple, or one Large creature for every two Medium creatures. It cannot grapple Huge or Gargantuan creatures. On an Initiative count of 20 (losing ties), the masthead can make two slam attacks against a grappled creature. It strikes the target with advantage, with a +8 to hit. On a successful hit, it deals 14 (2d8+5) bludgeoning damage. A grappled creature may take an action to attempt to break free on a DC 17 Acrobatics (Dexterity) or Athletics (Strength) check.

Spells that target the *Purdy Gurdy* or her crew have a chance to reflect back at their caster, or simply dissipate. When a spell would affect the ship or her crew, roll a d6.

d6	Effect
1-2	The spell functions as usual.
3-4	The spell reflects back at the caster.
5-6	The spell activates, then does nothing.

The amulet woven into the masthead's hair is the cause of this odd wild magic.

ADJUSTING THE ENCOUNTER

These adjustments are not cumulative.

- **Very Weak:** Remove the **dread pirate's** destructive wave spell slots. Its multiattack is reduced from three attacks to two. Its Hellfire Orb ability deals 14 (4d6) fire and 14 (4d6) necrotic. Reduce its hit points to 108.
- **Weak:** Remove the **dread pirate's** destructive wave spell slots. Its multiattack is reduced from three attacks to two. Reduce its hit points to 108.
- **Strong:** Increase the **dread pirate's** hit points to 180. Spells cast at the dread pirate directly either reflect back on the caster or fail (50% of each). This does not include area of effect spells.
- **Very Strong:** Increase the **dread pirate's** hit points to 180. It has 2 daily uses of Hellfire Orb instead of one. Spells cast at the dread pirate directly either reflect back on the caster or fail (50% of each). This does not include area of effect spells.

TACTICS

As the *Purdy Gurdy* fires its first volley into the *Lucky Hound*, combat begins. The first round of cannon fire damages the brigantine, but does not disable it. Flicker orders the *Lucky Hound* away, but the frigate is unnaturally quick and catches up and maintains its position along the port side of the brigantine. The cannons begin reloading themselves, as though an unseen force is working them.

The dread pirate remains on the *Purdy Gurdy*, though four of the skeleton pirates will attempt to cross onto the *Lucky Hound* by using hooked ladders to attach to the brigantine and then climb over. The ladders can span 20 foot gaps, and quick thinking by the characters



may keep skeletons from making it to the deck of the brigantine. The remaining skeleton pirates will fire their bows from the *Purdy Gurdy*.

The crew of the *Purdy Gurdy* focus on the characters, recognizing their threat. If the adventurers fall, the skeleton crew then sets to work on the crew of the brigantine.

On initiative count of 20 (losing ties) on the third round, the *Purdy Gurdy* opens fire again. This disables the brigantine, which does not have its own cannons, but was built for outrunning warships like the *Purdy Gurdy*. The brigantine now can move at half speed, and is taking on water.

It takes the frigate until initiative count of 20 (losing ties) on the seventh round of combat to fire again. This will cripple the *Lucky Hound*, which begins sinking. If the adventurers and crew survive the battle, they'll have to use bits of wreckage to float and swim to shore, a laborious endeavor that takes two hours. For each 30 minutes spent swimming, have

the characters make DC 13 Constitution saving throws. On a failure, they gain a level of exhaustion.

If adventurers take the battle to the deck of the *Purdy Gurdy*, the skeleton crew and captain focus on those characters rather than firing at the other ship.

TREASURE

The captain's scimitar is of remarkable craftsmanship, and is worth 100 gold pieces.



THE PUPPY GURDY

PORT

BOW



STERN



STARBOARD

The Lucky Howard

□ EQUALS 5 FEET

PART 5. NECROMANCER REVEALED

Their tasks complete, the group returns to Marzellus Marshward.

Depending on which area the players did last, the Zhentarim will meet them nearby. This will be the docks if they took care of the ghost ship on the Moonsea last, or at the southeast gate of the northern ruins of the city.



Marzellus Marshward smiles gratefully as you deliver the objects of power. "Grand work, friends. Grand work. So many threats now removed." You notice as several other charms clink together on chains around his neck.

He tosses you a pouch, then pauses momentarily, staring off toward the northern ruins. Finally he turns to you and smiles once again, this time with a hint of malice. "For your service, I give you this chance to flee. Run along, little sheep. Run along."

The ground begins to shake violently, and you hear shouts of alarm as the Zhentarim soldiers are knocked from their feet. Beyond the crumbling walls of the northern Keep, you see gray mist billow dozens of feet into the air, then hundreds. From the center of the city, a massive black shard rises from the cloud, up and up and up.

As the gray fog nears its peak, it breaks and the wave of dark energy rushes outward toward the edges of the city. Toward you!

Marshward appears to still be standing before the characters, staring intently at them. However, he is long gone, and this being before them is the result of a simulacrum spell. A character with a passive Perception of 18 or more will have noticed a split second where Marshward seemed to blink in and out, the moment where he and the simulacrum swapped places. The true Marshward is now in the rising tower of obsidian in the center of Zhentil Keep.

If attacked, the simulacrum will simply stand there and let itself be hit, staring intently at the group, and will fall apart into ice and snow after only a few strikes.

The gray cloud takes one minute to reach the group, wherever they started the encounter. Their best chance is to flee immediately from the incoming fog, which they should recognize as the same stuff that was released in Phlan, but on a much larger scale. If they have not fled within five rounds, they won't be able to outrun the cloud. However, they may try jumping into the water, either the Moonsea, or the River Tesh. This will block the effect of the fog, as long as they stay low in the water as they swim away. A DC 13 Nature (Intelligence) or Arcana (Intelligence) check might reveal this to characters who don't think of it themselves. If the group refuses to move, they will be caught in the fog. This may prove to be deadly, as they must succeed on a DC 18 Constitution saving throw, or be overcome by the power of the cloud. On that round, they fall to the ground choking and incapacitated. Greater restoration or remove curse will halt the effect if cast on an effected character this round. On the second round, the character dies, only to rise the following round as one of the following undead:

d6 Roll

- 1
- 2
- 3
- 4
- 5
- 6

Undead Type

- Skeleton
- Zombie
- Wight
- Vampire Spawn
- Wraith
- Poltergeist

During this time, the Zhentarim army and those Ebon Tide that remained in the ruins are also being affected by the magical fog. Hundreds are falling, only to rise again as undead. Howls of pain rise from the ruins as former compatriots turn on one another, the undead now killing those who managed to shrug off the effect of the fog.

REWARDS

If the players return the objects of power to Marzellus, award them 1000 experience points each. The pouch he tossed them before swapping places with this simulacrum has their monetary reward. He has no need for gems to carry on the next step of his plan.

BUT WE DON'T TRUST THAT GUY...

If the players decide to not return the items of power to Marzellus, don't force them to. Ask them where they would like to take them instead. Some options may be their faction leaders, or Krenez at the waypoint bindery from the first part of this trilogy. They may choose to hold on to them, and not give them to anyone.

Unfortunately, Marshward has spies and minions across the Moonsea, many of which are ingrained in other factions. Within days, the objects disappear as they are tracked down by those loyal to Marshward. The characters may end up with warrants for their heads, claiming theft of property rightfully belonging to Marshward or the Zhentarim. It is only after his treachery that Marshward's true intentions are revealed. Until then, he is a high-ranking officer of the Zhentarim, and holds a good deal of sway.

Marshward's plans also do not hinge upon only the objects he's hired the adventurers to find. While they are out searching for those objects, he and his Zhentarim soldiers are scouring the ruins of Zhentil Keep for other items that will allow him to carry on with his plans.





EPISODE 3
NECROMANCER'S ASCENT

PART I. IN A BIND

Having fled the killing fog of the necromancer, the group rallies at the Waypoint Bindery.

If the group does not think to return to speak with Krenez about the events, messages sent from either their factions or from the bard himself can guide them there.

GENERAL FEATURES

Terrain. The interior of the bindery is a clutter of machinery, loose papers, stacks of books, and ink stains.

Light. Only a few oil lamps have been lit, the dark atmosphere mirrored in the workers expressions.

Sound. Several conversations are going on at once, and even in hushed tones, the babble can be distracting.

Smell. Ink and parchment.

The founder of the Waypoint Bindery, a dragonborn named Krenez, sits listening to the commotion of those in attendance. The bindery is a meeting place for members of all the allied factions, and each has their opinion of what has occurred in Zhentil Keep. He listlessly tunes his lute while the more vocal attendees argue as to what should be done about the necromancer. When the cacophony of voices begins to grow overly heated, he strums out a few quick notes on his instrument, gaining the attention of the room.

“We all know this was not foreseen, not by any of us.” With a meaningful glance, Krenez looks at the Zhentarim representative in the room, a human woman in a black silk robe worked with deep purple gems. She nods in return, but does not speak, her expression troubled.

“Karrin knew nothing more than any of us did, and I doubt her fellow Zhents knew much more than that. What this necromancer has done is a hideous crime upon the living, and the Zhentarim lost much when that damnable spire grew up from nothing. Being unable to undo it at this point, we must work...together...to undermine Marshward’s dastardly plan, whatever it may be.” The dragonborn bard looks back to his lute, where his expert fingers tap out an inspiring tune, then nods, opening the conversation once again.

Krenez and the workers of the Waypoint can offer the following information:

- Each faction has sent what troops or forces they could muster in such a short time. Those forces are gathering around the ruins of Zhentil Keep, hoping to keep the horde of undead trapped within, for now.
- Those adventurers who are members of a faction are being requested to join the effort to storm the Zhentil Spire, as the tower of blackened rock and crystal that erupted from the center of the Keep has come to be called.
- Adventurers who owe no allegiance to any lord or faction are being called on to raise their swords and magic against the necromancer, for his dark plans seem to be bent toward spreading a plague of the undead across the Moonsea.
- No one seems to know why Marzellus Marshward turned on his compatriots and raised the Spire.
- Raising the Spire, Marzellus released

a terrible fog upon those who were camped in the ruins. Many lost their lives, only to rise again as undead minions, slaves to the necromancer.

- This fog is very similar to that used in several attacks around the Moonsea, the first of which took place in Phlan on Reclamation Day. The scale of the fog that rolled out of Zhentil Spire is enormous, however, affecting all those within the walls of the city, not just those within a few hundred feet as happened in other towns.
- If the adventurers made an alliance with the Blackwind in part 1 of this trilogy, Binder’s Torment, he and his small army have moved to help the forces do battle against the undead.
- Karrin Tragidore, the Waypoint’s Zhentarim representative, received reports that hundreds of Zhentarim soldiers and mages were transformed into undead by the necrotic fog. Only a handful escaped, a sign that this fog is vastly more powerful than what was released in towns around the Moonsea. Those smaller events, it is now believed, were just experiments by Marshward to see how well his killing fog worked. The Spire, it seems, is capable of creating something stronger, as well as a vastly larger amount of it.
- Karrin, Krenez, Serie, Elres, and Dar the Widomaker will be traveling to Zhentil Keep to join the forces there, while the other workers of the Waypoint Bindery remain behind to protect it.
- Serie Mithrime, the Waypoint’s contact for the Emerald Enclave, has a message for members of the Enclave. (See Faction Assignment : Emerald Enclave.)
- Elres Larke needs to speak with any members of the Order of the Gauntlet, as word has reached him that they must be on the lookout for something...or someone...when they enter the Spire. (See Faction Assignment : Order of the Gauntlet.)

Krenez managed to scrounge up three potions of greater healing. While he wishes he could stockpile them at the Waypoint for emergencies, he gives them to the party and wishes them the best of luck, the bard will meet them on the battlefield.



FACTION ASSIGNMENT : ORDER OF THE GAUNTLET

Before the fall of Zhentil Keep, Sir Doran Parzifel was a member of the Order of the Gauntlet, buried deep undercover within the ranks of the Zhentarim. He fed information to the Order during his long tenure as a spy, and even helped to defend the Keep against an invading army of orcs, dragons, and giants. When he fell during that battle, he was interred with honor within a crypt beneath the Keep. The Order has long sought his body, to return it to his family's crypt in the Sumer Hills. With the raising of the Zhentil Spire, the Order is concerned not only with the necromancer, but that Parzifel's body may have risen as one of the undead. Order of the Gauntlet faction members are charged with finding the knight, and if he walks as one of the undead, returning him to his everlasting rest. In addition, they are to bring his remains to the bindery east of the Keep, so that Order members may take them on to the Sumer Hills. (See Appendix: Zhentil Spire Encounters, The Darkened Knight.)

FACTION ASSIGNMENT : EMERALD ENCLAVE

Long ago, members of the Emerald Enclave summoned forth an elemental of terrible power to stop the Zhentarim from encroaching on treasured forests. The elemental stopped the Zhentarim, but the loss of life was too great, and the Emerald Enclave chose to never summon forth such a being again, and the materials for the ritual of summoning were hidden across the face of Faerun. Now, however, that summoning must take place again, to help stem the tide of undead flowing out from the Zhentil Spire. Emerald Enclave members (or those outside the fact who may be entrusted with this vital mission) must travel to the ruins of Yulash to find and take up the part of the summoning ritual that was hidden there. The object lies beneath the Weeping Tree, though what guardians have been left behind, no one knows. Once found, take the object to the ruins of Zhentil Keep, where armies of the living are preparing to do battle with those of the necromancer.

PART 2. TO YULASH

(EMERALD ENCLAVE / BONUS OBJECTIVE)

The adventurers head to Yulash to uncover a powerful secret.

I. THE WEEPING TREE

The adventurers seek a hidden chamber which is said to lay beneath the Weeping Tree.

GENERAL FEATURES

Terrain. The streets of the ruined town are mostly free of rubble, allowing the characters to move easily.

Light. The sun shines down brightly, giving full illumination to those walking through the ruins of Yulash. To the north, dark clouds are forming.

Sound. Birds singing, and the chittering of wildlife that have taken up residence in some of the ruined buildings.

Smell. The scent of wildflowers can be caught on the slight breeze from time to time.

Walking through the ruins of Yulash, the characters spot a massive willow, its leaves and branches sparkling in the sunlight. As they draw closer, they notice a pool of shallow water around the tree, as rivulets of water drip from the tree's leaves.

Searching the pool, they discover a hatch below the surface on a successful DC 15 Perception check. The hatch is old, but sturdy, and has a pull ring worked with engravings of leaves. A DC 17 Athletics (Strength) check is required to slide the hatch open, revealing a steep staircase descending into the earth. Water drains slowly into the hole, but not enough to flood the chamber below.

When the characters reach the bottom of the old stone staircase, read or paraphrase the following:

A small hexagonal chamber of worked stone and earth holds a small altar in its center. The altar is worked with antiquated symbols of Mielikki, Eldath, and Silvanus. Each wall has a rune embossed on its stone, roots trailing down through cracks in the ceiling and across the stonework. One wall, near the entrance, seems to have been smashed in, revealing only dirt behind it.

In addition to the obvious markings, the altar has a phrase in Druidic inscribed around it. Those who can understand it read, "For what do we freely yield up godly power, so as to toil and work and serve?"

The words on the walls are written in different languages; "Honor" in Dwarven (which is upon the smashed in wall), "Balance" in Primordial, "Protection" in Giant, "Love" in Han (a script from Kara-Tur), "Family" in Celestial, and "Respect" in Espruar (once the tongue of the moon elves).

While none of these answers is necessarily wrong, the one that the builders of this reliquary were holding most true is "Balance".

If the characters investigate the walls, they will notice each of them is its own structure, and sounds hollow when knocked upon. To gain entrance, the wall must be bashed open, or magical means of entering may be used. However, attempting to gain entry to any of the walls other than Balance causes the ceiling of the room to collapse. Characters within the chamber take 35 (10d6) bludgeoning damage, or half as much on a successful DC 16 Strength saving throw. Those who fail are pinned beneath the debris, and are considered restrained. They can work their way free with a DC 16 Dexterity or Athletics (Strength) check, or those not pinned can dig them out. This collapse can only be triggered once.

Beyond the Balance wall is a 10-foot wide corridor that goes down at a gentle decline for almost 200 feet, and ends in an open doorway.



2. THE CHAMBER OF HE'TLIK

The characters have gained access to the reliquary that holds a fragment of the Emerald Enclaves ritual. Now, they only need to retrieve it...and survive its guardians.

GENERAL FEATURES

Terrain. The floor is dusty, but clear of hazards.

Ceiling. The domed ceiling reaches 40 feet above the center of the room.

Light. No light reaches this chamber but that which the adventurers bring.

Sound. The chamber is very quiet, though a soft hiss may be heard every so often. Maybe it's just the characters' imaginations...

Smell. Dust and the odd scent of ozone, the scent of a storm just before it breaks.

When the adventurers enter the chamber, read or paraphrase the following:



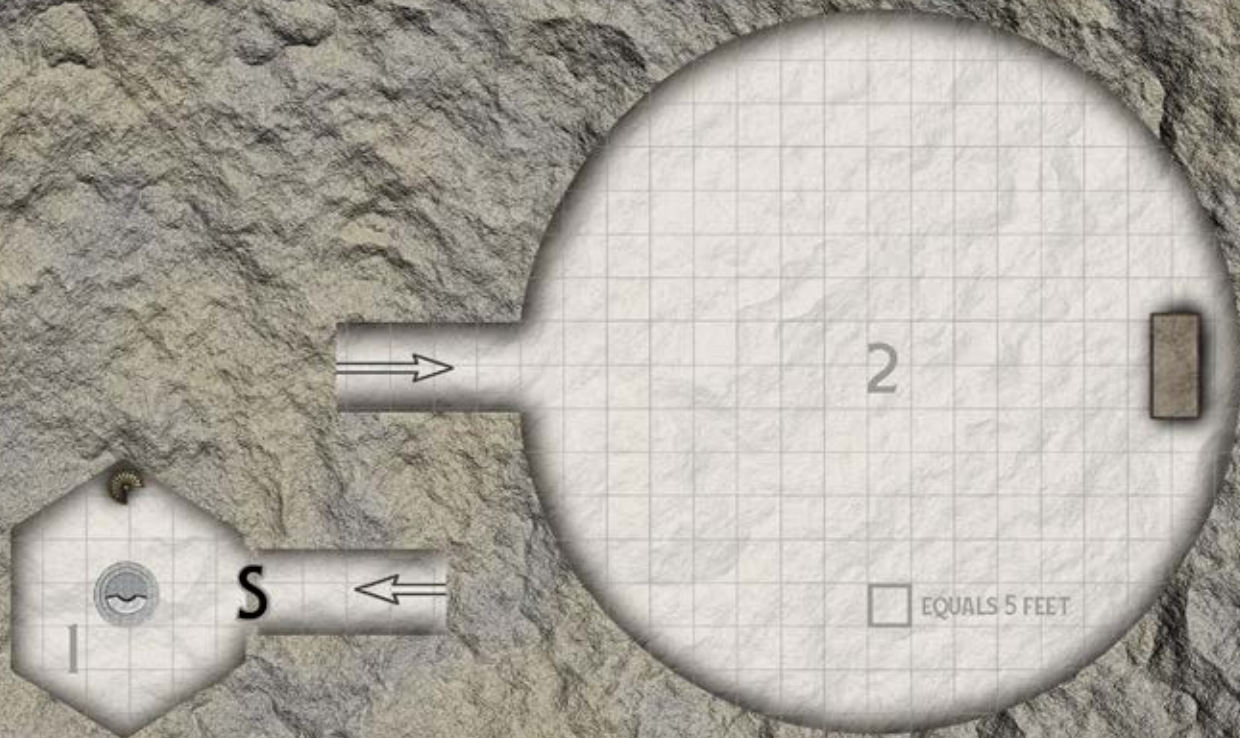
A large, domed chamber lies beyond the doorway. As you enter, your heart skips a beat as you notice the massive serpent heads to either side of the entrance, their gaping maws poised to strike. It is only after a moment of panic that you realize they are only stone. Their bodies seem to wrap the chamber within their coils, guarding what lies within.

An altar lies on the far side of the room. Upon it sits an object wrapped in thin leather. Once unwrapped, the characters discover a large bird feather which seems to build up a static charge as it is handled, softly glowing arcs of electricity popping across it from time to time. The thin leather wrapping has fragments of writing on it, as though it once was part of a larger piece. The writing seems to be in Druidic, but is unintelligible because of its incompleteness.

The ritual fragment is held in place with magic, so using effects such as mage hand will not gain the adventurers this prize. To claim the leather bundle, an offering to one of the gods of nature must be placed on the altar next to it. This may be a pouch of seeds, or an offering of food and water. Gold and gems do not seem to have any effect. A DC 12 History (Intelligence) or Religion (Intelligence) check allows a character to understand this is an offering altar, often used to give some small token as a sign of homage to the god or gods in question.

Once the leather wrapping is touched, the two **lightning serpents** spring to life. They slither around the domed wall, and move into the room from either side of the door, their bodies crossing and covering the escape route.





RUNNING THE LIGHTNING SERPENTS

The constructs that guard the chamber are massive, reaching almost 500 feet in length. Keep this in mind while running the guardians, as they will slither off the wall in order to attack intruders. The bulk of their length remains coiled around the room, however, and the creatures are only 10 feet wide. Rather than using a gargantuan token or miniature on a battle map, use several large tokens to map out the length of the serpent that has moved away from the wall. In addition, a serpent may raise its head up to any point in the room, allowing it to move and attack creatures that are flying or hovering above the floor.

Technically, the chamber is 20 feet wider than shown on the map, due to the width of the serpents coiled against the wall. However, the serpents will never move enough of their bulk from the walls to make a difference to the effective size of the room.

Attacks of opportunity may only be made upon creatures moving out of the lightning serpent's Bite attack range. Creatures that are further than 10 feet from the serpent's head that would usually provoke an attack of opportunity by moving away from its body do not provoke such an attack.

ADJUSTING THE ENCOUNTER

These adjustments are not cumulative.

- **Very Weak:** Remove the **lightning serpent's** multiattack and swallow abilities. Its breath weapon recharges on a 6.
- **Weak:** Remove the **lightning serpent's** multiattack.
- **Strong:** The **lightning serpent's** multiattack now has two bite attacks and one constrict or crush attack.
- **Very Strong:** As Strong, and the **lightning serpent** can swallow a total of two creatures (on different rounds), and the first to be swallowed must spend 30 feet of movement to escape. If forced to regurgitate a swallowed creature, and it has swallowed two, it only spits up the second creature swallowed. It can be forced to regurgitate the remaining creature afterwards.



PART 3. THROUGH THE DARKNESS

An immense army of undead stands between the adventurers and the Zhentil Spire. The group is not without allies, however, who may make the difference in getting to the Spire or certain death.

GENERAL FEATURES

Terrain. Rubble is strewn about the ruins of Zhentil Keep. Toppled buildings, downed trees, and the occasional misplaced tombstone litter the ground, making for hard going. And that isn't taking into account the countless undead.

Light. It is as though the sun and stars have abandoned the world, as black clouds roil overhead. The area is dimly lit, which may be for the better to those viewing the horrid creatures they now face.

Sound. Shrieks and moans from unintelligent undead, and yells of derision from those undead who retained the ability to speak. Allies shout to one another, bolstering their wills against their enemy.

Smell. Rot and ruin as the undead army seems to breathe corruption across the battlefield. To make it worse, those black clouds smell of dark and oily rain, as though a storm is about to break.

The Spire. The magic infused into the Spire blocks scrying and teleportation magic. Creatures attempting to teleport into or out of the Spire must make a DC 18 spellcaster check. Those that fail suffer 32 (8d8) psychic damage and the spell fails. Those that pass the check take half damage, and the spell succeeds. Within the Spire, teleportation magic works as long as a character is not attempting to pass through walls or structures of the Spire. For example, misty step will not call for a spellcaster check if the teleportation will not take a character through a physical portion of the Spire.

Non-teleportation abilities, such as an earth elemental's earth glide, do not allow a creature to pass through the magical stone of the Spire.

Spells such as passwall will work within the Spire, but require a DC 18 spellcaster check. On a failure, the spell does nothing.

The characters arrive to join the army that surrounds the Zhentil Spire. As they move through the gathered allies, read or paraphrase the following:

The Zhentil Spire, a massive shard of black crystal and rock, thrusts hundreds of feet skyward. Between you and it wanders a horde of countless undead. The mortal army around you stands defiant, but what they have in gusto, they lack in numbers. Shouts of alarm go up, and you turn your gaze toward the tower just in time to see the skeleton of a dragon of immense size break free of the clouds that wrap around the Spire. Flames belch from its massive maw, and waves of fear ripple across those who count themselves amongst the living. As it circles around the tower, disappearing back into the clouds, you notice other...things...moving within those gray formations.

The group is guided to the front of the allied army, where they notice Krenez and Karrin from the Waypoint Bindery, near what appears to be an area of tents, a bivouac for the army commanders. Krenez waves to them, then turns to shout words of inspiration to a group of soldiers that he appears to be preparing for battle. Karrin approaches them and tells them that someone must make it through to the Spire. Attempts to enter the tower via magic have been rebuked, sometimes with deadly consequences to those attempting the shortcut. She warns the group that flying undead, such as the dragon, specters, and wraiths have been spotted, so flying over the army of undead is no safe bet either. If they make it across, it will be up to the adventurers to enter the tower and locate Marzellus Marshward, and end his deadly machinations. A small gate at the base of the tower seems to be the only entrance, and the adventurers should make for it as quickly as possible.

Karrin gives the adventurers three potions of superior healing and a potion of vitality, then wishes them luck, "Tymora smile on ye." She grimly walks back to Krenez's side and prepares for battle.

Nearby, a ritual appears to be starting up. Read or paraphrase the following:

Robed figures, druids and clerics of Eldath, Mielikki, Silvanus and Chauntea, gather around a huge stone slab. Several pieces of torn leather have been arranged on the makeshift altar, and chanting goes up from those who have encircled it. Great wails go up from the undead army, and everyone braces their defenses, knowing battle is upon them. With a groan and a crack, the earth between the army shifts, buckles, then erupts as something crawls upward. A mammoth form made of earth and rock, but wreathed in lightning and fire, bellows at the sky.

Shouts of alarm go up, as your allies are shaken by the presence of this new creature, but those surrounding the stone slab bend their will, physically leaning forward to brace themselves, and command the elemental to attack the undead army. Ponderously, it turns to face hordes of skeletons, zombies, wraiths, and scores of other creatures of the dark. Step by step, its momentum builds as it strides toward them, then breaks upon their ranks. Shouts go up from your allies as they rush to join the elemental. The battle has been joined.

RUNNING THE ENCOUNTER

Rather than running a massive combat, this rush for the tower is broken down into a series of five group attack rolls, as well as a series of five attack rolls against the group. Average the Armor Class of the group (for example, if there are five characters with AC's of 13, 14, 15, 15, and 19, the group's average Armor Class would be 15). For each of the five group attack rolls, roll against the group's average Armor Class with a +5 attack bonus. If you hit, each member of the group is dealt 15 points of damage. To push through, the group must make a group attack roll. Have one designated player make a single attack roll (melee, ranged, or spell attack), with the target AC of 14 for the group to push on. If the group is not successful,



they must take another turn to attempt to push through, and the DM rolls another round of attacks against them.

On a critical roll by the DM against the group, each character is dealt 15 damage, and they must succeed on a DC13 Constitution saving throw or have their maximum hit points reduced by the damage taken. This reflects the group being attacked by life draining undead.

If the players roll a critical, count it as an automatic success, and they gain two movements forward in their rush for the Spire.

The damage taken and the attack rolls by the group are just a simplification to speed up this mass combat. Describe these rolls and movements as you see fit. For example, if you roll a critical hit against the group, a swarm of wraiths has joined the countless ranks of skeletons that fight against the adventurers. They fly in unexpectedly, swiping at the characters with their icy claws, dealing the necrotic damage that could potentially reduce their maximum hit points.

The allied army grants an additional benefit to the party. Once per round, on a successful attack against the characters, they may choose to have their allies take the damage instead. This ability may be used twice. If the Ebon Tide is a part of the attacking army, the players gain one extra use of this ability. Reflect this in your descriptions as brave allies move to intercept a group of ogre zombies, deflecting the attack from the characters and giving them the chance to make those soldiers' sacrifice mean something. Be creative with your descriptions, and have fun with it!

Those witnessing the utter destruction wrought by the Emerald Enclave's summoned elemental may decide to just sit back and let it mop up the army before proceeding. If so, read or paraphrase the following:

As you watch from a safe distance, the Emerald Enclave's elemental wreaks havoc through the undead army. Cheers go up from your allies, already celebrating an impending victory. Those shouts suddenly turn to cries of dismay as the Spire begins to belch forth dark gray mists. Those amongst the living on the battlefield begin to scream, and disappear under the rolling fog, which stops shortly before it reaches those of you in the back. As the cries for help begin to fade, so too does the fog. Standing amidst a newly replenished army of undead is the smoking husk of the elemental, which quickly begins to crumble into dust. The druids that summoned it cry out in dismay and horror, their unstoppable creation rendered impotent.

Waiting has cost the adventurers not only their most powerful weapon against the undead, but the lives of many of their allies. Attempting to break through the undead army now means they have only one use of the damage blocking ability granted by their allies. The Ebon Tide still grants one additional use as well.

When the characters arrive at the gated entrance to the Spire, read or paraphrase the following:

The black gate stands before you, and undead still move to intercept you. Glancing back, the view of the battle is fearsome, a sight to make even the hardiest of soldiers blanch. It is only a matter of time before the living fall to the undead. You must make haste, and pray that Tymora favors you this day.

The gate itself is a massive thing, over 40 feet wide and 30 feet tall. Made of blackened iron, it is probably too heavy to lift for any of the characters. There is a smaller, hinged door within the main gate, however. It is locked, but can be opened with a successful DC 16 Thieves' Tools check, or can be forced open with a DC 20 Strength check.

REWARDS

If the characters make it to the black gate without using all of their ally damage absorption options (at least one remaining), grant them 1,000 experience points each. If they have used all of their ally damage absorption, grant them 500 experience points each, instead.



PART 4. WITHIN THE SPIRE

GENERAL FEATURES

Terrain. Most of the areas in the tower are smooth and easy to pass through. Some areas may have some debris built up from the tower's formation, though much of the material was used to form walls, stairs, and other parts of the tower itself.

Walls. The walls of the tower are made of blackened stone and smoky crystal. The crystal is mostly opaque, though areas that are more transparent allow a viewer to see pieces of ruined buildings, tombstones and sarcophagi, and the skulls, skeletons, and somewhat fresher corpses of those creatures that have been buried within Zhentil Keep over the centuries. Some of these creatures are non-humanoid, as wars with giants and dragons have been waged in the past. These bodies were buried or sold off to alchemists and wizards, so the bones remained within the city. Now they help to fortify the Spire.

Ceiling. Unless mentioned otherwise in area descriptions, ceilings are 15 feet high.

Light. Except noted otherwise, nothing illuminates much of the interior of the tower.

Sound. Each area may have its own sounds, though the tower in general is mostly quiet. The slight shifting of rock and crystal may be heard from time to time, as well as the scampering of vermin.

Smell. Much of the tower smells of freshly cut stone, dust, and decay.

The Spire. The magic infused into the Spire blocks scrying and teleportation magic. Creatures attempting to teleport into or out of the Spire must make a DC 18 spellcaster check. Those that fail suffer 32 (8d8) psychic damage and the spell fails. Those that pass the check take half damage, and the spell succeeds. Within the Spire, teleportation magic works as long as a character is not attempting to pass through walls or structures of the Spire. For example, misty step will not call for a spellcaster check if the teleportation will not take a character through a physical portion of the Spire.

Non-teleportation abilities, such as an earth elemental's earth glide, do not allow a creature to pass through the magical stone of the Spire.

Spells such as passwall will work within the Spire, but require a DC 18 spellcaster check. On a failure, the spell does nothing.

Regional Effects. The area within five miles of the Zhentil Spire has been saturated with necromantic energies for days, and the effect seems to be spreading. At the time of this adventure, these effects are in play.

- Undead that have been raised by the dark fog created by Marzellus Marshward come into existence under the control of the necromancer. Those who existed prior to the raising of the Spire, but were exposed to the dark fog, may not have fallen under his command, getting a DC 18 Wisdom saving throw to remain free of his influence.
- If exposed to the dark fog, a living creature must succeed on a DC 18 Constitution check, or be overcome by the power of the cloud. On that round, they fall to the ground choking and incapacitated. Greater restoration or remove curse will halt the effect if cast on

an affected character this round. On the second round, the character dies, only to rise the following round as one of the following undead:

d6 Roll	Undead Type
1	Skeleton
2	Zombie
3	Wight
4	Vampire Spawn
5	Wraith
6	Poltergeist

Zhentil Spire, as it has been dubbed by those outside it, was created from the twisted mind of Marzellus Marshward, using the power stored within the lich phylacteries garnered from around Zhentil Keep. The layout of the Spire reflects Marshward's grim mind, and doorways are magical portals that may lead to any other part of the Spire, or to nowhere at all.

Note that rooms are accessed through magic portals, which can move the group to whichever encounters you have chosen. To reflect the madness that created the Spire, these rooms do not have to be physically next to one another; the first room may wind up being near the pinnacle of the Spire, and the final showdown might be closer to the bottom or the center, or right next to (but inaccessible from) the first room the party enters. Creative players who may attempt to bypass rooms by using magic or other means to pass through walls may end up walking out of the top of the Spire, several hundred feet from the ground. Use your judgment, and award creativity, but keep the party from jumping too far off the tracks.

In addition, the doorways do not always lead back to the room a person came from. Use your best judgment of your available time when using this feature, as it has the potential to split the party if someone runs back through a door, then tries to run back through again to return to their party.

If you are running a 4-hour time slot, you cannot run all of the encounters listed for the tower. Run those that you must, either for faction assignments, or for encounters marked Required. Fill in the extra time with encounters as necessary, or play through all of the encounters if you are not running on a time limit. Please note that running more than the 4-hour encounter does not increase experience gained beyond the maximum allowed for this adventure.

In addition to these encounters, trapped rooms are presented in the Appendix.

Encounters and trapped rooms are marked as Long or Short. Depending on faction assignments, which are both considered Long, you may have time for only Short encounters if both factions are involved within your group.

TREASURE

If you choose to not include the Darkened Knight encounter in Appendix: Zhentil Spire Encounters, the group is able to find a *spellguard shield* in another encounter of your choice.



NECROMANCER SHOWDOWN

The adventurers have delved through the shifting portals of Zhentil Spire, and have at last come to the lair of the necromancer, Marzellus Marshward.

Note that Marzellus Marshward is a powerful NPC, and has many abilities at his disposal. It is strongly suggested you review his abilities before running this adventure, to reduce downtime during the final showdown.

GENERAL FEATURES

Terrain. The grate floor is even. The walls are made of steel, while the ceiling is made of the same black rock and crystal as the rest of the Spire.

Ceiling. The ceiling is 20 feet high at its apex.

Light. The room is lit by torches spaced around the room, though is plunged into darkness if the torches are extinguished.

Sound. Shrieks and moans for help from living prisoners shackled in the room. Chains clattering together.

Smell. Blood and sweat reek in this chamber, as prisoners dangle from their restraints. A strong scent of rotting flesh hangs heavily in the air.

The adventurers find themselves exiting a portal doorway only to find a winding staircase that leads upward. As they listen, they can hear a strong voice calling out in a chant, while what sounds like a hurricane blows overhead. Strong winds blow down the staircase, but do not hinder them from ascending. When they enter the room above, read or paraphrase the following:

Exiting the stairwell, you find yourself in a large circular room, six triangular alcoves spaced evenly around its edge. In each alcove is a human, blood and sweat dripping off of their almost naked forms. Odd machinery holds them suspended, while tubes sticking out of their arms and chests slowly drain them of blood and life force.

Near the center of the room, Marzellus Marshward shrieks a final guttural phrase, then looks madly into the grate flooring between you. Blinding lights, blue and white and green, flare up from beneath the floor, and those held captive in the alcoves scream in pain, their essences feeding this dark magic. When the light fades, swirling motions of light and liquid are apparent a few feet down from where a large hole has melted away in the floor.

The necromancer cackles and looks at you, and with a flick of his wrist, begins summoning dark energies.

Marzellus Marshward has completed the next step in his mad plan to do battle against Mount Celestia; he has created a magical portal between his tower and that plane. This room is located near the base of the tower, and the hinged walls, steel sheets almost three feet thick, can be shifted to allow access to tunnels that lead out to the vents that spew forth the necromancer's killing fog. It is through these tunnels that Marzellus plans to lead his undead army, plunging them through the portal and into the plane of Mount Celestia. (The portal itself has been created, but is not accessible yet, unless the DM wishes to use the Optional Tactics listed below.)

However, now he has nosy adventurers to deal with. He

and two **shades** waste no time in attempting to snuff out the characters' life forces, and adding them to the ranks of the necromancer's army.

Characters can attempt to free the captives in the alcoves, which will reduce the necromancer's ability to use Chill Harvest. While the captives are immobilized by the devices holding them, they are not locked in. A DC 13 Intelligence check grants a character the understanding of how the devices restrain a captive, allowing them to use an action to free one captive from their bonds. The bonds holding a captive may also be forced open with a DC 15 Strength check.

ADJUSTING THE ENCOUNTER

These adjustments are not cumulative.

- **Very Weak:** Replace the **shades** with **poltergeists**. **Marzellus** has only one Legendary Action. There are only 3 glyphs of counterspell in the room.
- **Weak:** Replace the **shades** with **poltergeists**. There are only 6 glyphs of counterspell in the room.
- **Strong:** Add one **shade**.
- **Very Strong:** Add one **shade**. **Marzellus** has access to one 8th level spell slot, though no 8th level spell. The glyphs of counterspell in the room are cast at 8th level.

TACTICS

The shades will focus on tossing characters around. At least one shade per round will hold its reaction to use a counterspell glyph (see below) instead of making an attack of opportunity.

Marzellus Marshward is a necromancer, but he is not frail. He has spent his time in the Zhentarim learning the ways of combat, both magical and physical. He aims to take out those who have the largest amount of offensive magic first, usually other wizards, sorcerers, or warlocks, leaving the shades to keep the melee combatants out of his way. If pressed into melee, he will use his Lair Action to break out of the melee if possible. Once the large damage dealers are taken care of, he will focus on whittling down (or outright killing) the thicker members of the party.

Marzellus keeps his counterspells handy to stop pesky magic wielders. In addition there are nine glyphs set up around the room, which can be set off via a command word by either Marzellus or the shades as a reaction. These glyphs are set up with counterspell cast at 7th-level. Once used, a glyph expires.

If defeated, Marzellus screams in rage and appears to break into a million floating shards, which fade into nothing.

OPTIONAL TACTIC

DM's should be aware that this tactic will remove players from the combat. While they will have the chance to continue roleplaying on their turns, they will no longer be part of the fight. It is not recommended to use this tactic if the DM feels the group will become bored with their options. Keep the game moving and fun!

If Marzellus seems to be in imminent danger from a character, they will hold their actions to attempt to throw the character into the portal. If this happens to a character, read or paraphrase the follow the first time a character is thrown through the portal:



Terrible cold grips you as you fall past the grate floor and into the pool of light and liquid. Your flesh and bones seem to turn to ice, and the contents of your stomach try to make a quick escape back the way you came.

Abruptly, you come to a sudden, jarring stop. Warmth floods back into your body, and you realize you are lying on stone. Standing up and brushing off, you see a vast sea far below you, your own vantage point in a range of picturesque mountains allowing you to see for miles. Golden light from not one, but two suns shines down on you. You realize you are far, far from home.

Fortunately for characters tossed through the portal, they have arrived in Celestia, a beautiful and peaceful plane, and one where they should be able to find a powerful creature that has the ability to send them back to their home plane. Unfortunately, unless they have the ability to shift themselves home on their own, they probably won't return in time to be of much use against Marzellus in this climactic battle.

Continue to include any planarly dislocated characters in the role playing, as they possibly look for a way home, make their way up or down the mountain they have arrived on, or

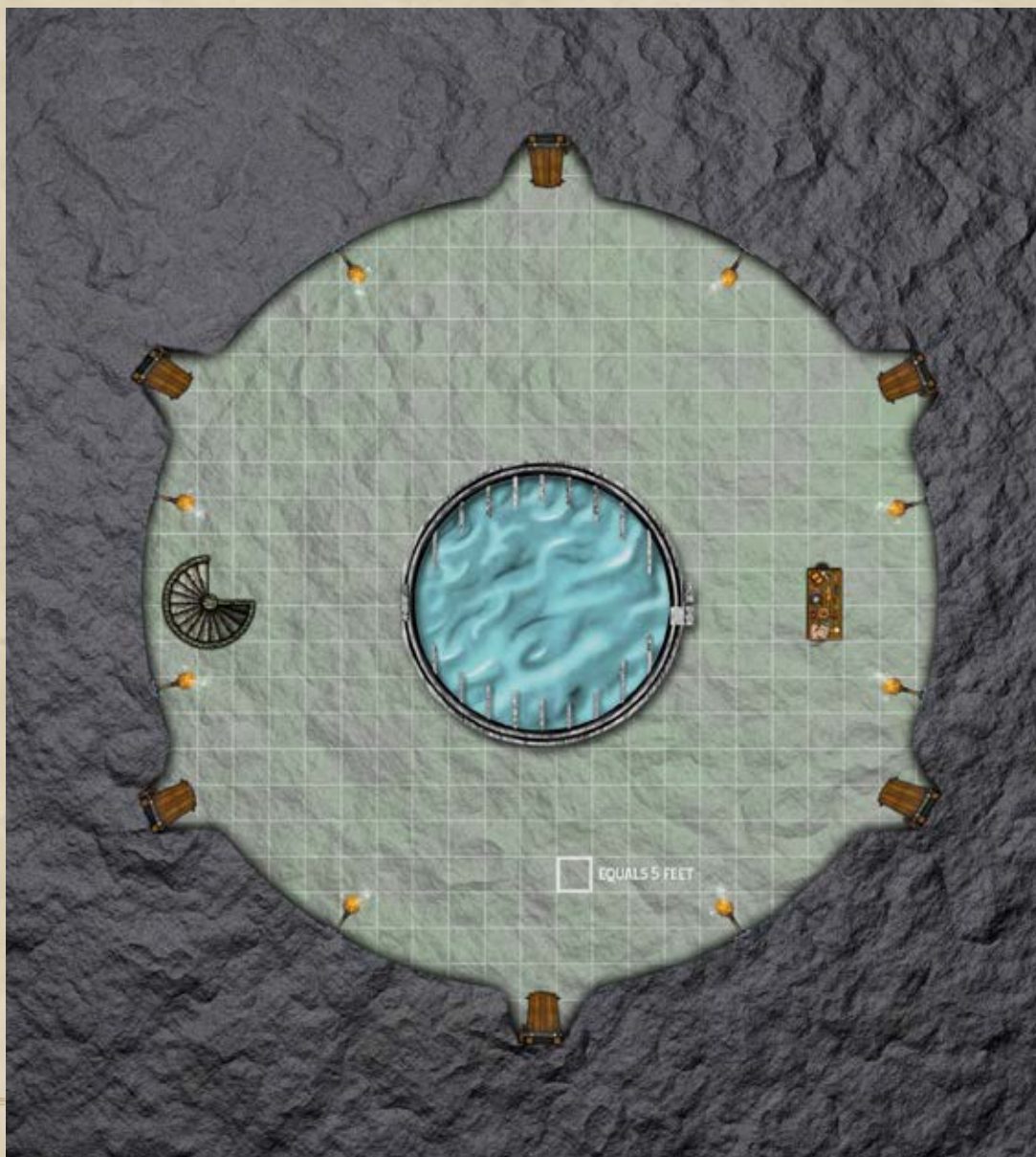
do other actions. Once the battle is completed, explain how they find a kind old man who seems to radiate a calm, golden light. After exchanging stories, the man, who calls himself Mykiel, will be more than happy to send them back to their home plane, ideally somewhere close to the rest of the party.

If he should be forced through the portal into Celestia, it definitely makes Marzellus angry. However, he has access to the plane shift spell, though he will have to perform a long rest before preparing it. By that time, the battle will be over back at the Spire. He has accomplished his current goal however, and will shift back to Toril and remain out of sight, for the time being.

In the event that all characters are thrown into the portal, don't fret. The battle raging outside the Zhentil Spire will work itself out, and Marzellus Marshward will disappear for a time. Allow the players to be teleported home by that kind old man that glows with golden light, and move on to the conclusion of the game.

TREASURE

A leather satchel drops to the ground as Marzellus fades away. Within, the characters find a spell scroll of contingency, a spell scroll of circle of death, three black pearls worth 500 gp each, and a vial of graveyard dirt.



PART 5. ALL'S WELL THAT ENDS...

The necromancer, Marzellus Marshward, has been defeated. The Zhentil Spire still stands, however, and the undead that occupy the area are still active. While the heroes prevailed, there will still be repercussions of Marshward's actions for years to come.

GENERAL FEATURES

Terrain. Between the rubble and countless bodies of their allies and enemies, the characters have a slow walk through the battlefield.

Light. The sun peeks only slightly through the dark clouds above, which seem to be slowly giving up their hold on the day.

Sound. After the cacophony of battle earlier, the battlefield is unsettlingly quiet. The occasional caw of a crow, or the haunting wail of a remaining (or newly created) ghost rings out.

Smell. The battlefield is a bouquet of rot, ruin, and blood. The smell of burning flesh, both undead and recently alive, is pungent in the air.

After the adventurers defeat Marzellus Marshward, they discover that the walls of his chamber can be shifted, allowing them to escape the Spire. Read or paraphrase the following:

Emerging from a vent at the base of the Spire, the scene before you is of utter devastation. Bodies litter the ruins of Zhentil Keep, some the destroyed forms of the undead, but many more the recently living corpses of your allies. The battle has taken a massive toll, but it has given you the opportunity you needed to find and defeat the necromancer. As you walk through the carnage, you see shuffling undead in the distance, and know that this is a fight that is not yet finished.

Ahead, a weary dragonborn minstrel rests heavily against a slab of stone. He plucks fruitlessly at the two unbroken strings on his lute. Krenez looks up and nods to you, a wry smile crossing his draconic face. "Looks like Sharl was right about you. He's always been a good recruiter, but I think his endeavor paid off tri-fold this time."

The remnants of the Moonsea's forces move slowly off from the ruins of Zhentil Keep. The black Spire still stands, and undead still seem to be drawn to it. The body of the necromancer, Marzellus Marshward, disappeared after his apparent death, and the phylacteries he had obtained are still missing. And that strange portal is still there, swirling with light and liquid.

The adventurers can rest, knowing their heroic actions saved countless lives, but Krenez tells them to be ever vigilant, as they may be needed once more if Marshward turns up again.

Characters receive the **You've Got a Friend In Me** story award for successfully vanquishing the necromancer.



APPENDIX: DRAMATIS PERSONAE

The following NPCs and locations feature prominently in this adventure.

Verthisathurgiesh Krenez (VAIRT-hiss-ATH-urg-EE-esh KREH-nezz). A white dragonborn bard and former adventurer. After the band of minstrels he traveled with met a grisly ending, Krenez began to take his role as a Harper more seriously. Years passed, and he settled in the Moonsea region, opening a book bindery in an abandoned warehouse district between the ruins of Zhentil Keep and Phlan. The Waypoint Bindery acts as a safehouse and meeting point for members of the Harpers, as well as members of other factions in the area. Note that Verthisathurgiesh is his dragonborn clan, while Krenez is his name.

Ezechiel Irnestul (EH-zeek-EE-el EARN-eh-STULL). Ezechiel Irnestul is a handsome man nearing middle age, marked by scars from numerous battles. Years of service in the Zhentarim honed Ezechiel's skills as a warrior and as an effective leader. During this time, his contempt for the modern day inefficiency of the faction grew. Ezechiel resigned his commission as a Zhentarim officer, and traveled the lands of Faerun for many years. He took on the moniker of the Blackwind, and began to organize a new faction, an army that he hoped would be able to retake Zhentil Keep from the undead that now infest it. An army that would spread out from Zhentil Keep and dominate the Moonsea region and beyond.

Risan Thiayiss (REE-zahn THEE-yay-ISS). Risan is a wiry young human man, whose short cropped hair and mannerisms allude to a strict military upbringing. Schooled in magic and entering into service with the Zhentarim, he was removed from his status as an officer within a few years due to insubordination. Approached by Ezechiel due to his dissatisfaction with the Zhentarim, Risan was key in helping the Blackwind to build up the Ebon Tide. Now, however, he looks to Ezechiel's position of power with covetous eyes, and waits for the day he may usurp the Blackwind and take the Ebon Tide for his own.

Omelei Criet (OHM-eh-LAY KREE-yet). Omelei's fiery red hair spills over her shoulders. While not excessively attractive, her intensity cannot be missed. Found by Risan as an apprentice to the Brotherhood in Mulmaster, Omelei was convinced by the wizard to abandon the city of her birth to join him and the Ebon Tide. She is fiercely loyal to Risan, who has taught her much in the ways of magic and the world, she helps his machinations to rise to replace the Blackwind as leader of the Ebon Tide.

Erorm Perrarm (EE-roarm PEAR-rarm). A heavily scarred man with a ruddy complexion and dark hair, Erorm Perrarm is probably the most unhinged member of the Ebon Tide, though his prowess in battle has kept Ezechiel from exiling him. Erorm was once a paladin of Loviatar, Mistress of Pain. He fell from his position when his bloodlust caused him to begin taking lives instead of only inflicting pain for his goddess. Indoctrinated into the Ebon Tide by

Ezechiel, the Blackwind now regrets bringing the fallen paladin into the fold. Erorm's mind is unhinged, and will likely be a liability for the Ebon Tide some day.

Marzellus Marshward (MAHR-zell-US MARSH-ward). A high ranking officer of the Zhentarim, Marzellus appears to be a human male in his mid-thirties. He is rarely seen without his blackened and worked leather armor, his hooded cloak worked with the symbol of the Zhentarim. His own machinations have taken him beyond that organization, however, as he plots a war with the realm of Celestia. Revealed as an aasimar during the final encounter within the Spire, who knows what other secrets the necromancer has hidden.

Xarunxaxx (ZAH-roon-ZACKS). An aging beholder seeking ways to turn back the clock so he may live longer.

Udruaq (OOD-roo-ACK). A mind flayer alhoon who has given himself to undeath to help his people fight against the phaerimm that invade their Underdark home.

Lysator Umbrich (LIE-sah-TORE UHM-brick). A now-dead mage, Lysator was once a powerful member of the Zhentarim. He was well known for his practical jokes, but he was trusted with some of the most important secrets and objects of power the Zhentarim had.

Tirrodu (TEER-oh-DOO). A plane-hopping arcanaloth, he has come to Faerun seeking long-lost knowledge from the library of the archmage, Manshoon.

Dar the Widwomaker (DAHR). A human male of incredible physique, Dar was once a gladiator in the blood ring of Hillsfar. His dark skin does not hide the scars he received there.

Doran Parzifel (DOR-ahn PARZ-eh-FEL). A knight of the Order of the Gauntlet, Doran fell in battle at Zhentil Keep. He was interred there as a hero, for he had been a spy hidden deep within their ranks for many years, and the Zhentarim had no clue that he was leaking information to the Gauntlet the whole time.

Elres Larke (EL-raze LARK). An aging human male with thinning white hair, Elres was once a knight in service to Corymyr. He now spends his "retirement days" acting as the Order of the Gauntlet's liaison at the Waypoint Bindery.

Serie Mithrime (SEAR-ee MITH-rime). A half-elf acolyte that hails from Waterdeep, Serie is the Waypoint's contact for the Emerald Enclave.



APPENDIX: MONSTERS & NPCs

Alhoon

Medium undead, lawful evil

Armor Class 15 (natural armor)

Hit Points 120 (16d8 + 48)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	12 (+1)	16 (+1)	19 (+4)	17 (+3)	17 (+3)

Saving Throws Con +7, Int +8, Wis +6, Cha +7

Skills Arcana +8, Deception +7, History +8 Insight +7, Perception +7, Stealth +5

Damage Resistances cold, lightning, necrotic

Damage Immunities poison; bludgeoning, piercing, and slashing from nonmagical attacks.

Condition Immunities charmed, exhaustion, frightened, paralyzed, poisoned

Senses truesight 120 ft, passive Perception 17

Languages Deep Speech, Undercommon, telepathy 120 ft

Challenge Rating 10 (5,900 XP)

Magic Resistance. The mind flayer has advantage on saving throws against spells and other magical effects.

Innate Spellcasting (Psionics). The mind flayer's innate spellcasting ability is Intelligence (spell save DC 16). It can innately cast the following spells, requiring no components. At will: detect thoughts, levitate

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

Spellcasting. The alhoon is a 12th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 16, +8 to hit with spell attacks). The alhoon has the following wizard spells prepared:

Cantrips (at will): *chill touch*, *dancing lights*, *mage hand*, *prestidigitation*, *shocking grasp*

1st level (4 slots): *detect magic*, *disguise self*, *magic missile*, *shield*

2nd level (3 slots): *invisibility*, *mirror image*, *scorching ray*

3rd level (3 slots): *counterspell*, *fly*, *lightning bolt*

4th level (3 slots): *confusion*, *Evard's black tentacles*, *phantasmal killer*

5th level (2 slots): *modify memory*, *wall of force*

6th level (1 slots): *disintegrate*, *globe of invulnerability*

Turn Resistance. The alhoon has advantage on saving throws against any effect that turns undead.

Actions

Chilling Grasp. *Melee Spell Attack:* +8 to hit, reach 5 ft., one creature. *Hit:* 10 (3d6) cold damage.

Mind Blast (Recharge 5-6). The alhoon magically emits psychic energy in a 60-foot cone. Each creature in that area must succeed on a DC 16 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.

Archer

Medium humanoid (human), neutral

Armor Class 16 (studded leather)

Hit Points 75 (10d8 + 30)

Speed 30 ft.

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

Skills Acrobatics +6, Perception +5

Senses passive Perception 15

Languages Common

Challenge Rating 3 (700 XP)

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

Actions

Multiattack. The archer makes two attacks with its longbow.

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

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



Death Tyrant

Large undead, lawful evil

Armor Class 19 (natural armor)

Hit Points 187 (25d10 + 50)

Speed 0 ft., fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	14 (+2)	19 (+4)	15 (+2)	19 (+4)

Saving Throws Str +5, Con +7, Int +9, Wis +7, Cha +9

Skills Perception +12

Damage Immunities poison

Condition Immunities charmed, exhaustion, paralyzed, petrified, poisoned, prone

Senses darkvision 120 ft, passive Perception 22

Languages Deep Speech, Undercommon

Challenge Rating 14 (11,500 XP)

Negative Energy Cone. The death tyrant's central eye emits an invisible, magical 150-foot cone of negative energy. At the start of each of its turns, the tyrant decides which way the cone faces and whether the cone is active.

Any creature in that area can't regain hit points, any humanoid that dies there becomes a zombie under the tyrant's command. The dead humanoid retains its place in the initiative order and animates at the start of its next turn, provided that the body hasn't been completely destroyed.

Actions

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target.
Hit: 14 (4d6) piercing damage.

Eye Rays. The death tyrant shoots three of the following magical eye rays at random (re-roll duplicates), choosing one to three targets it can see within 120 feet of it.

1. Charm Ray. The targeted creature must succeed on a DC 17 Wisdom saving throw or be charmed by the death tyrant for 1 hour, or until the beholder harms the creature.

2. Paralyzing Ray. The targeted creature must succeed on a DC 17 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 targeted creature must succeed on a DC 17 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.

4. Slowing Ray. The targeted creature must succeed on a DC 17 Dexterity saving throw. On a failed save, the target's 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. Enervation Ray. The targeted creature must make a DC 17 Constitution saving throw, taking 36 (8d8) necrotic damage on a failed save, or half as much on a successful one.

6. Telekinetic Ray. If the target is a creature, it must succeed on a DC 17 Strength saving throw or the beholder moves it up to 30 feet in any direction. It is

restrained by the ray's telekinetic grip until the start of the beholder's next turn or until the beholder is incapacitated.

If the target is an object weighing 300 pounds or less that isn't being worn or carried, it is moved up to 30 feet in any direction. The beholder can also exert fine control on objects with this ray, such as manipulating a simple tool or opening a door or a container.

7. Sleep Ray. The targeted creature must succeed on a DC 17 Wisdom saving throw or fall asleep and remain unconscious for 1 minute. The target awakens if it takes damage or another creature takes an action to wake it. This ray has no effect on constructs and undead.

8. Petrification Ray. The targeted creature must make a DC 17 Dexterity saving throw. On a failed save, the creature begins to turn to stone and is restrained. It must repeat the saving throw at the end of its next turn. On a success, the effect ends. On a failure, the creature is petrified until freed by the greater restoration spell or other magic.

9. Disintegration Ray. If the target is a creature, it must succeed on a DC 17 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 object or creation of magical force, this ray disintegrates a 10-foot cube of it.

10. Death Ray. The targeted creature must succeed on a DC 17 Dexterity saving throw or take 55 (10d10) necrotic damage. The target dies if the damage reduces it to 0 hit points.

Legendary Actions

The death tyrant can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. The tyrant regains spent legendary actions at the start of his turn.

Eye Ray. The death tyrant uses one random eye ray.



Diviner

Medium humanoid (human), neutral

Armor Class 12 (15 with mage armor)

Hit Points 67 (15d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
9 (-1)	14 (+2)	11 (+0)	18 (-4)	12 (+1)	11 (+0)

Saving Throws Int+7, Wis +4

Skills Arcana +7, History +7

Senses passive Perception 11

Languages Common, Draconic, Giant, Primordial

Challenge Rating 8 (3,900 XP)

Spellcasting. The diviner is a 15th-level spellcaster. His spellcasting ability is Intelligence (spell save DC 15, +7 to hit with spell attacks). He has the following wizard spells prepared:

Cantrips (at will): *fire bolt*, *light*, *mage hand*, *message*, *true strike*

1st level (4 slots): *detect magic**, *feather fall*, *mage armor*

2nd level (3 slots): *detect thoughts**, *locate object**, *scorching ray*

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

4th level (3 slots): *arcane eye**, *ice storm*, *stoneskin*

5th level (2 slots): *Rary's telepathic bond**, *screaming**

6th level (1 slot): *mass suggestion*, *true seeing**

7th level (1 slot): *delayed blast fireball*, *teleport*

8th level (1 slot): *maze*

*Divination spell of 1st level or higher

Portent (Recharges after the diviner casts a Divination

spell of 1st level or higher). When the diviner or a creature it can see makes an attack roll, a saving throw, or an ability check, the diviner can roll a d20 and choose to use this roll in place of the attack roll, saving throw, or ability check.

Actions

Quarterstaff. *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.



Draegloth

Large fiend (demon), chaotic evil

Armor Class 15 (natural armor)

Hit Points 123 (13d10 + 52)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	15 (+2)	18 (+4)	13 (+1)	11 (+0)	11 (+0)

Skills Perception +3, Stealth +5

Damage Resistances cold, fire, lightning

Damage Immunities poison

Condition Immunities poisoned

Senses darkvision 120 ft, passive Perception 153

Languages Abyssal, Elvish, Undercommon

Challenge Rating 7 (2,900 XP)

Fey Ancestry. The draegloth has advantage on saving throws against being charmed, and magic can't put it to sleep.

Innate Spellcasting. The draegloth's innate spellcasting ability is Charisma (spell save DC 11). It can innately cast the following spells, requiring no components.

At will: darkness

1/level each: *confusion*, *dancing lights*, *faerie fire*

Actions

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

Bite. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target.

Hit: 16 (2d10 + 5) piercing damage.

Claws. *Melee Weapon Attack:* +8 to hit, reach 10 ft., one target.

Hit: 16 (2d10 + 5) slashing damage.



Dread Pirate

Medium undead, neutral evil

Armor Class 17 (studded leather)

Hit Points 153 (18d8 + 72)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	20 (+5)	19 (+4)	14 (+2)	16 (+3)	18 (+4)

Saving Throws Dex +10, Wis +8, Cha +9

Damage Immunities necrotic, poison

Condition Immunities exhaustion, frightened, poisoned

Senses darkvision 120 ft, passive Perception 13

Languages Common

Challenge Rating 16 (15,000 XP)

Magic Resistance. The dread pirate has advantage of saving throws against spells and other magical effects.

Marshal Undead. Unless the dread pirate is incapacitated, it and undead creatures of its choice within 60 feet of it have advantage on saving throws against features that turn undead.

Spellcasting. The dread pirate is a 17th-level spellcaster. Its spellcasting ability is Charisma (spell save DC 17, +9 to hit with spell attacks). He has the following paladin spells prepared:

1st level (4 slots): *command*, *compelled duel*, *searing smite*

2nd level (3 slots): *hold person*, *magic weapon*

3rd level (3 slots): *dispel magic*, *elemental weapon*

4th level (2 slots): *destructive wave* (necrotic)

Actions

Multiattack. The dread pirate makes three scimitar attacks.

Scimitar. *Melee Weapon Attack:* +10 to hit, reach 5 ft., one target(s). *Hit:* 8 (1d6 + 5) slashing damage.

Hellfrost Orb (1/day). The dread pirate hurls a magical ball of dark energy that explodes at a point it can see within 120 feet of it. Each creature in a 20-foot-radius sphere centered on that point must make a DC 17 Dexterity saving throw. The sphere spreads around corners. A creature takes 31 (9d6) cold damage and 31 (9d6) necrotic damage on a failed save, or half as much on a successful one.

Reactions

Parry. The dread pirate adds 5 to its AC against one melee attack that would hit it. To do so, the dread pirate must see the attacker and be wielding a melee weapon.

Erorm Perram (Blackguard)

Medium humanoid (human), neutral evil

Armor Class 18 (plate)

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 Common

Challenge Rating 8 (3,900 XP)

Spellcasting. Erorm is a 10th-level spellcaster. His spellcasting ability is Charisma (spell save DC 13, +5 to hit with spell attacks). He 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. Erorm makes three attacks with his glaive or 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:* 5 (1d6 + 2) piercing damage.

Dreadful Aspect (Recharges after a Short or Long Rest).

Erorm 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 Erorm, the target can repeat the saving throw, ending the effect on itself on a success.





Ezechiel Irnestul (Warlord)

Medium humanoid (human), neutral evil

Armor Class 18 (plate)

Hit Points 229 (27d8 + 108)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	16 (+3)	18 (+4)	12 (+1)	12 (+1)	18 (+4)

Saving Throws Str +9, Dex +7, Con +8

Skills Athletics +9, Intimidation +8, Perception +5, Persuasion +8

Senses passive Perception 15

Languages Common, Orcish

Challenge Rating 12 (8,400 XP)

Indomitable (3/day). Ezechiel can reroll a saving throw he fails, and must use the new roll.

Survivor. Ezechiel regains 10 hit points at the start of his turn if he has at least 1 hit point but fewer than half his hit point maximum.

Actions

Multiattack. Ezechiel makes two weapon attacks.

Greatsword. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. *Hit:* 12 (2d6 + 5) slashing damage.

Shortbow. *Ranged Weapon Attack:* +7 to hit, range 80/320 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage.

Legendary Actions

Ezechiel can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. Ezechiel regains spent legendary actions at the start of his turn.

Weapon Attack. Ezechiel makes a weapon attack.

Command Ally. Ezechiel targets one ally he can see within 30 feet of himself. If the target can see and hear the warlord, the target can make one weapon attack as a reaction and gains advantage on the attack roll.

Frighten Foe (Costs 2 Actions). Ezechiel targets one enemy he can see within 30 feet of himself. If the target can see and hear him, the target must succeed on a DC 16 Wisdom saving throw or be frightened until the end of the warlord's next turn.

Lightning Serpent

Gargantuan construct, neutral

Armor Class 17 (natural armor)

Hit Points 168 (16d12 + 64)

Speed 50 ft, climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
23 (+6)	16 (+3)	18 (+4)	7 (-2)	14 (+2)	12 (+1)

Skills Perception +6, Stealth +7

Damage Immunities lightning, poison, psychic; bludgeoning, piercing, and slashing from nonmagical weapons that aren't adamantite

Condition Immunities charmed, exhaustion, frightened, paralyzed, petrified, poisoned, prone

Senses darkvision 90 ft., Passive Perception 16

Languages -

Challenge Rating 12 (8,400 XP)

Immutable Form. The lightning serpent is immune to any spell or effect that would alter its form.

Magic Resistance. The lightning serpent has advantage on saving throws against spells and other magical effects.

Magic Weapons. The lightning serpent's weapon attacks are magical.

Actions

Multiattack. The lightning serpent makes two attacks: one with its bite and one to constrict or crush.

Bite. *Melee Weapon Attack:* +10 to hit, reach 10 ft., one target. *Hit:* 22 (3d10 + 6) piercing damage.

Constrict. *Melee Weapon Attack:* +10 to hit, reach 5 ft., one Huge or smaller creature. *Hit:* 17 (2d10 + 6) bludgeoning damage plus 17 (2d10 + 6) lightning damage. The target is grappled (escape DC 16) if the lightning serpent isn't already constricting a creature, and the target is restrained until this grapple ends.

Crush. *Melee Weapon Attack:* +10 to hit, reach 5 ft., one target. *Hit:* 22 (3d10 + 6) bludgeoning damage, and the target must succeed on a DC 16 Strength saving throw or be knocked prone.

Lightning Breath (Recharge 5-6). The lightning serpent exhales a line of lightning that is 20 feet long and 5 feet wide. Each creature in that line must make a DC 16 Dexterity saving throw, taking 66 (12d10) lightning damage on a failed save, or half as much damage on a successful one.

Swallow. The lightning serpent makes one bite attack against a Medium or smaller target it is grappling. If the attack hits, the target is also swallowed, and the grapple ends. While swallowed, the target is blinded and restrained, it has total cover against attacks and other effects outside the lightning serpent, and it takes 21 (6d6) lightning damage at the start of each of the lightning serpent's turns. A lightning serpent can have only one creature swallowed at a time.

If the lightning serpent takes 30 damage or more on a single turn from the swallowed creature, the lightning serpent must succeed on a DC 14 Constitution saving throw at the end of that turn or regurgitate



the creature, which falls prone in a space within 10 feet of the lightning serpent. If the lightning serpent dies, a swallowed creature is no longer restrained or taking damage from it and can escape from the corpse by using 15 feet of movement, exiting prone.

Marzellus Marshward

Medium humanoid (fallen aasimar), chaotic evil

Armor Class 16 (breastplate)

Hit Points 109 (20d8 + 19)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	14 (+2)	12 (+1)	18 (+4)	12 (+1)	14 (+2)

Saving Throws Int +10, Wis +7

Skills Arcana +10, History +10

Damage Resistances necrotic, radiant

Senses darkvision 60 ft., passive Perception 11

Languages Common, Celestial, Draconic, Abyssal

Challenge Rating 14 (11,500 XP)

Command Undead. As an action, Marzellus can choose one undead that he can see within 60 feet of himself. That creature must make a DC 15 Charisma saving throw, or becomes friendly to Marzellus and obeys his commands until he uses this feature again. If it succeeds, the creature is unaffected and cannot be targeted by this feature again.

Intelligent (8 or higher) undead have advantage of this saving throw. If the creature fails its saving throw and has an Intelligence of 12 or higher, it can repeat the saving throw at the end of every hour until it succeeds and breaks free.

Spellcasting. Marzellus is a 14th-level wizard and a 5th-level eldritch knight. His spellcasting ability is Intelligence (spell save DC 18, +10 to hit with spell attacks). He has the following wizard spells prepared:

Cantrips (at will): *blade ward*, *chill touch*, *fire bolt*, *friends*,

light, *mage hand*, *mending*, *message*, *shocking grasp*

1st level (4 slots): *false life**, *magic missile*, *ray of sickness**,
shield, *witch bolt*

2nd level (3 slots): *blindness/deafness**, *ray of enfeeblement**,
web

3rd level (3 slots): *animate dead**, *bestow curse**, *counterspell*,
*vampiric touch**

4th level (3 slots): *blight**, *dimension door*, *Evard's black tentacles*,
stoneskin

5th level (2 slots): *Bigby's hand*, *cloudkill*, *contagion**

6th level (1 slot): *circle of death**

7th level (1 slot): *finger of death**

*Necromancy spell of 1st level or higher

Grim Harvest (1/turn). When Marzellus kills a creature that is neither a construct nor undead with a spell of 1st level or higher, the necromancer regains hit points equal to twice the spell's level, or three times if it is a necromancy spell.

Weapon Bond. Marzellus is magically bonded to his scimitar. He cannot be disarmed of that weapon

unless he is incapacitated. If it is on the same plane of existence, he can summon the scimitar as a bonus action on his turn, causing it to appear instantly in his hand.

Actions

Multiattack. Marzellus makes two withering touch attacks, two scimitar attacks, or one of each.

Withering Touch. *Melee Spell Attack:* +10 to hit, reach 5 ft., one target. *Hit:* 5 (2d4) necrotic damage.

Scimitar. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 6 (1d6 + 2) slashing damage.

Necrotic Shroud (Once Per Day). Marzellus unleashes divine energy stored within himself, as his eyes become pools of darkness and two skeletal, ghostly, flightless wings sprout from his back. Creatures within 10 feet of him must succeed on a DC 16 Wisdom saving throw, or become frightened of him until the end of his next turn.

This transformation lasts for 1 minute or until Marzellus ends it as a bonus action. During this time, once on each of his turns, Marzellus may deal 16 extra necrotic damage to one target when he deals damage to it with an attack or a spell.

Healing Hands (Once Per Day). Marzellus can touch a creature and cause it to regain 16 hit points.

Legendary Actions

Marzellus can take three legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. Marzellus regains spent legendary actions at the start of his turn.

Withering Touch Attack. Marzellus makes a withering touch attack against an enemy within range.

Winged Attack. Marzellus' wings propel him forward up to 30 feet, and he makes a withering touch attack against an enemy within range at the end of the movement. This does not provoke an attack of opportunity.

Chill Harvest (Costs 2 Actions). Marzellus uses the chill touch cantrip on one of his captives held in the machinery on the walls of the chamber. The captive dies, and Marzellus regains 25 hit points.

Lair Actions (if applicable)

When fighting inside his lair, Marzellus can take lair actions. On initiative count 20 (losing initiative ties), Marzellus can take one lair action to cause one of the following effects:

- Any PCs or captives that are dead rise as wraiths under Marshward's command. The wraiths act on initiative count 10 (losing ties) each round.

- Necrotic energies slam into any PCs who are unconscious and have not stabilized. They must succeed on a DC 14 Constitution saving throw, or fail two death saving throws. If this kills the PC, Marzellus gains 25 temporary hit points.

- Marzellus casts a cantrip.



Omelei Criet (Conjurer)

Medium humanoid (human), neutral evil

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 Common, Abyssal, Goblin, Infernal

Challenge Rating 6 (2,300 XP)

Spellcasting. Omelei is a 9th-level spellcaster. Her spellcasting ability is Intelligence (spell save DC 14, +6 to hit with spell attacks). She has the following wizard spells prepared:

Cantrips (at will): *acid splash**, *mage hand**, *poison spray**, *prestidigitation*

1st level (4 slots): *mage armor*, *magic missile*, *unseen servant**

2nd level (3 slots): *cloud of daggers**, *misty step**, *web**

3rd level (3 slots): *fireball*, *stinking cloud**

4th level (3 slots): *Evard's black tentacles**, *stoneskin*

5th level (2 slots): *cloudkill**, *conjure elemental**

*Conjuration spell of 1st level or higher

Benign Transportation (Recharges after the conjurer casts a conjuration spell of 1st level or higher). As a bonus action, Omelei teleports up to 30 feet to an unoccupied space that she can see. If she instead chooses

a space within range that is occupied by a willing Small or Medium creature, they both teleport, swapping places.

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.

Omelei Criet, whose *stoneskin* spell has a curious visual effect.



Risan Thiayiss (Evoker)

Medium humanoid (human), neutral evil

Armor Class 12 (15 with mage armor)

Hit Points 66 (12d8 + 12)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
9 (-1)	14 (+2)	12 (+1)	17 (+3)	12 (+1)	11 (+0)

Saving Throws Int +7, Wis +5

Skills Arcana +7, History +7

Senses passive Perception 11

Languages Common, Elvish, Giant, Orcish

Challenge Rating 9 (5,000 XP)

Spellcasting. Risan is a 12th-level spellcaster. His spellcasting ability is Intelligence (spell save DC 15, +9 to hit with spell attacks). He has the following wizard spells prepared:

Cantrips (at will): *fire bolt**, *light**, *prestidigitation*, *ray of frost**

1st level (4 slots): *burning hands**, *mage armor*, *magic missile**

2nd level (3 slots): *mirror image*, *misty step*, *shatter**

3rd level (3 slots): *counterspell*, *fireball**, *lightning bolt**

4th level (3 slots): *ice storm**, *stoneskin*

5th level (2 slots): *Bigby's hand**, *cone of cold**

6th level (1 slot): *chain lightning**, *wall of ice**

*Evocation spell

Sculpt Spells. When Risan casts an evocation spell that targets other creatures he can see, he can choose up to 13 creatures. These creatures automatically save on their saving throws against the spell. If a successful save means a chosen creature would take half damage from the spell, it instead takes no damage from it.

Wand of the War Mage +2. The evoker makes use of a wand of the war mage +2, which increases his spellcasting attack bonus (included in his stats) and allows him to ignore half cover for spell attacks.

Actions

Quarterstaff. *Melee weapon attack:* +3 to hit, reach 5 ft., one target. *Hit:* 2 (1d6 - 1) bludgeoning damage, or 3 (1d8 - 1) bludgeoning damage if used with two hands.



Shade

Medium undead, chaotic evil

Armor Class 14

Hit Points 110 (22d8)

Speed 0 ft., fly 50 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
1 (-5)	19 (+4)	11 (+0)	10 (+0)	10 (+0)	17 (+3)

Damage Resistances acid, cold, fire, lightning, thunder; bludgeoning, piercing, and slashing from nonmagical weapons

Damage Immunities necrotic, poison

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 Rating 9 (5,000 XP)

Incorporeal Movement. The shade 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.

Invisible. The shade is invisible. For creatures that can see invisible or have true sight, a shade appears as a grouping of glowing lights that move about, seeming to momentarily coalesce into the outline of a human or other humanoid, then break apart again into separate lights.

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

Actions

Multiattack. The shade makes two forceful slam attacks.

Forceful Slam. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 17 (5d6) force damage.

Telekinetic Thrust. The shade targets a creature or unattended object within 30 feet of it. A creature must be medium or smaller to be affected by this magic, and an object can weigh up to 150 pounds.

If the target is a creature, the shade makes a Charisma check contested by the target's Strength check. If the shade wins the contest, it hurls the target up to 30 feet in any direction, including upward. If the target then comes into contact with a hard surface or heavy object, the target takes 1d6 damage per 10 feet moved.

If the target is an object that isn't being worn or carried, the shade hurls it up to 30 feet in any direction. The shade can use the object as a ranged weapon, attacking one creature along the object's path (+7 to hit) and deal 5 (2d4) bludgeoning damage on a hit.

Shadow of the Other

Large celestial, chaotic evil

Armor Class 19 (natural armor)

Hit Points 200 (16d10 + 112)

Speed 40 ft., fly 120 ft.

STR	DEX	CON	INT	WIS	CHA
24 (+7)	20 (+5)	24 (+7)	19 (+4)	22 (+6)	25 (+7)

Saving Throws Con +12, Wis +11, Cha +12

Skills Perception +11

Damage Resistances radiant; bludgeoning, piercing, and slashing from nonmagical weapons

Condition Immunities charmed, exhaustion, frightened

Senses truesight 120 ft., passive Perception 21

Languages all, telepathy 120 ft.

Challenge Rating 16 (15,000 XP)

Angelic Weapons. The shadow's weapon attacks are magical. When the shadow hits with any weapon, the weapon deals an extra 5d8 radiant damage (included in the attack)

Divine Awareness. The shadow knows if it hears a lie.

Innate Spellcasting. The shadow's spellcasting ability is Charisma (spell save DC 20). The shadow can innately cast the following spells, requiring no material components:

At will: *detect evil and good, invisibility* (self only)

3/day each: *blade barrier, dispel evil and good, flame strike, raise dead*

1/day each: *commune, control weather, insect plague*

Magic Resistance. The shadow has advantage on saving throws against spells and other magical effects.

Actions

Multiattack. The shadow makes two melee attacks.

Greatsword. *Melee Weapon Attack:* +12 to hit, reach 5 ft., one target. *Hit:* 21 (4d6 + 7) slashing damage plus 22 (5d8) radiant damage.

Healing Touch (4/Day). The shadow touches another creature. The target magically regains 30 (6d8 + 3) hit points and is freed from any curse, disease, poison, blindness, or deafness.



Skeleton Pirate

Medium undead, neutral evil

Armor Class 17 (leather armor)

Hit Points 66 (12d8 + 12)

Speed 30 ft.

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

Skills Acrobatics +8, Athletics +5, Persuasion +6

Damage Vulnerabilities bludgeoning

Damage Immunities poison

Condition Immunities exhaustion, poisoned

Senses darkvision 60 ft., passive Perception 10

Languages understands Common but can't speak

Challenge Rating 3 (700 XP)

Undead Nature. A skeleton pirate doesn't require air, food, drink, or sleep.

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

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

Actions

Multiattack. A skeleton pirate makes three attacks: one with a dagger and two with its rapier.

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

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

Light Crossbow. *Ranged Weapon Attack:* +6 to hit, range 80/320 ft., one target. *Hit:* 8 (1d8 + 4) piercing damage.

Star Golem

Large construct, unaligned

Armor Class 17 (natural armor)

Hit Points 178 (17d10 + 85)

Speed 30 ft, fly 30 ft

STR	DEX	CON	INT	WIS	CHA
22 (+6)	9 (-1)	20 (+5)	3 (-4)	11 (+0)	1 (-5)

Damage Immunities poison, psychic; bludgeoning, piercing, and slashing from nonmagical weapons that aren't adamantite

Condition Immunities charmed, exhaustion, frightened, paralyzed, petrified, poisoned

Senses darkvision 120 ft, passive Perception 10

Languages understands the languages of its creator but can't speak

Challenge Rating 10 (5,900 XP)

Immutable Form. The golem is immune to any spell effect or effect that would alter its form.

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:* +10 to hit, reach 5 ft., one target. *Hit:* 19 (3d8 + 6) bludgeoning damage.

Slow (Recharge 5-6). The golem targets one or more creatures it can see within 10 feet of it. Each target must make a DC 17 Wisdom saving throw against this magic. On a failed save, a target can't use reactions, its speed is halved, and it can't make more than one attack on its turn. In addition, the target can take either an action or a bonus action on its turn, but not both. These effects last for 1 minute. A target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Lair Actions

When fighting inside its lair with one or more other star golem, the star golem can take lair actions. On initiative count 20 (losing initiative ties), the golems can take one lair action to cause one of the following effects:

- Beams of light connect the star golems and grow to painful intensity. All creatures that can see must succeed on a DC 15 Constitution saving throw or be blinded for 1 minute. A creature who failed may repeat the save at the end of its turn, ending the effect on a successful save. Creatures who cannot see are immune to this effect. Creatures who use their reaction to cover their eyes make the saving throw at advantage. Simply closing their eyes does not give a creature protection from the effect.



War Priest

Medium humanoid (human), neutral evil

Armor Class 18 (plate)

Hit Points 117 (18d8 + 36)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	10 (+0)	14 (+2)	11 (-0)	17 (+3)	13 (+1)

Saving Throws Con +6, Wis +7

Skills Intimidation +5, Religion +4

Senses passive Perception 13

Languages Common, Goblin

Challenge Rating 9 (5,000 XP)

Spellcasting. The priest is a 9th-level spellcaster. His spellcasting ability is Wisdom (spell save DC 15, +7 to hit with spell attacks). He has the following cleric spells prepared:

Cantrips (at will): *light, mending, sacred flame, spare the dying*
1st level (4 slots): *divine favor, guiding bolt, healing word, shield of faith*

2nd level (3 slots): *lesser restoration, magic weapon, prayer of healing, silence, spiritual weapon*

3rd level (3 slots): *beacon of hope, crusader's mantle, dispel magic, revivify, spirit guardians, water walk*

4th level (3 slots): *banishment, freedom of movement, guardian of faith, stoneskin*

5th level (1 slot): *flame strike, mass cure wounds, hold monster*

Actions

Multiattack. The priest makes two melee attacks.

Maul. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target.

Hit: 10 (2d6 + 3) bludgeoning damage.

Reactions

Guided Strike (Recharges after a short or long rest). The priest grants a +10 bonus to an attack roll made by itself or another creature within 30 feet of it. The priest can make this choice after the roll is made but before it hits or misses.



APPENDIX. ZHENTIL SPIRE

ENCOUNTERS

For Adventurers League play, one Long or two Short encounters from this Appendix are required for the Episode 3 Rewards.

To extend play or add replay value, and to keep your players on their toes, you can include more encounters within the Zhentil Spire. For more information see Appendix. Adventurers League Rewards.

1. THE EMBRACING HALLWAYS

(SHORT)

Just one of the many trapped hallways that exist within the Spire, the adventurers have the luck to walk down this one.

GENERAL FEATURES

Terrain. The irregular hallway is cluttered with debris of rock, dirt, and bones.

Ceiling. The rough, black crystal ceiling is 10 feet high.

Light. No light is in this room, and it is pitch black unless characters bring light with them.

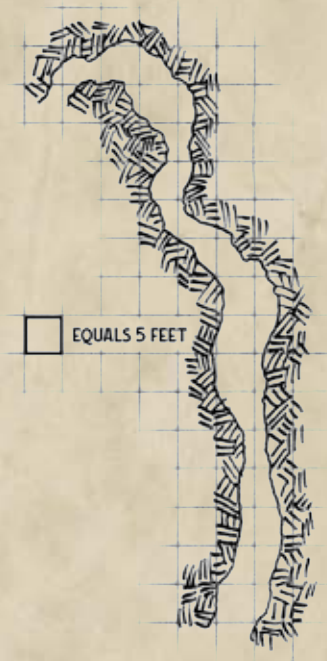
Sound. Quiet as a tomb, until the dead begin to move.

Smell. The faint scent of dust or dried corpses.

The danger of this hallway lies not in what lays upon the floor, but what awaits in the walls. The spirits of the dead have animated their bodies, mostly skeletons who have long ago lost their flesh, though some corpses are still wrapped in dried skin and flesh. They appear to float, completely still, within the crystal walls, faintly visible in the semi-opaque blackness.

As a creature walks through the hallway, a corpse may attempt to embrace them and pull them into the crystal wall. For each character, roll a d6 for each 20 feet they move down the hallway. On a 5 or 6, a pair of skeletal arms erupts from the wall, which seems to pool like liquid around the arms. The character being embraced must succeed on a DC 14 Strength saving throw, or be pulled into the crystal, which then solidifies around them. A successful Strength saving throw allows the character to escape the skeletal grasp.

A creature that is pulled into the wall begins to suffocate and cannot move, being completely encased in the smoky stone. A free creature may attempt to break the crystal away, either with weapons or by using mason's or smith's tools. A character may attack the crystal, which has an AC of 18. Dealing 50 points of damage will free a trapped creature. Characters using tools may make proficiency checks to attempt



to free a trapped creature. Two successful DC 15 proficiency checks allow them to chisel a creature free.

The undead trapped within the walls cannot move out of the crystal, and can only target creatures within 5 feet of it. They do not remain outside of the wall for longer than it takes to attempt to grab a creature and pull it into the stone, and so are not presented as combat encounters.

If a creature suffocates within the crystal walls, it reanimates as a wight and is released by the dark stone.

REWARDS

If the characters manage to make it through the area, and either not being trapped within the stone, or free anyone trapped before they suffocate to death, grant them 500 experience points each.

2. THE WINDING DARKNESS (SHORT)

This winding area is under the cover of a magical darkness. The walls themselves emanate darkness, and though it is a magical effect, it cannot be dispelled.

DM's Note: While this encounter is marked as Short, keep track of how long it is taking your group. Some players may take much longer to deal with the problem at hand than others. Feel free to offer them suggestions on how to overcome the obstacles once they have determined what those obstacles are, if the group is taking too long.

GENERAL FEATURES

Terrain. The floors in this area are free of debris, though other dangers lurk.

Ceiling. The uneven ceiling of black rock is 15 feet high.

Light. The entirety of this area is lightless, covered in magical darkness.

Sound. Every so often, the sound of grinding stone can be heard from above.

Smell. Dust and rock.



As you pass through the doorway, darkness envelops you. You can hear your party members nearby, but you cannot see them. Faint echoes of your movement bounce around you, disorienting you even further.



Characters with devil's sight, or other means to see through magical darkness are not hindered by the black permeating this area. Sources of light such as torches or magic do not provide any illumination, though torches burn and spells go off as normal. Even daylight does not banish the dark.

What's more, there are several traps laid throughout this room. Thin and fragile posts support areas of the ceiling. These posts are made of thin rock, as though parts of the ceiling reached up to hold up the top of the room, but are prone to breaking with only a little pressure. Even worse, tripwires are strung between some of these supports, which may bring down multiple sections of ceiling if a character runs into one.

As characters move through this room, if they do not feel about themselves cautiously, they may bump into one of these supports or stumble over one of the trip wires. Keep track of what path characters take, and how the players say they are proceeding. If a player moves through an area marked on the map with a support or tripwire, they may set it off. Any force, such as bumping into a column or something stronger, will cause the support to shatter, bringing down part of the ceiling. Any character within 10 feet of the shattering column takes 10 (3d6) bludgeoning damage, or half on a successful DC 15 Dexterity saving throw. When a tripwire is set off, it brings down both columns it is attached to, so any creatures within 10 feet of either column must make a saving throw. A tripwire can be found on a DC 20 Perception (Wisdom) check, either if a character is feeling about for it, or walking cautiously through and feeling the brush of the tripwire, but not walking through it. A character that finds a tripwire without setting it off may attempt to disarm it with a DC 16 Sleight of Hand (Dexterity) check. A character can find a support by feeling carefully ahead of themselves and moving cautiously. On a DC 12 Perception (Wisdom) check, they can successfully feel for a support without setting it off, once they know not to push or run into the columns.

Rock falling through the ceiling does not fill the chamber, but does create an area of difficult terrain to move over.

REWARDS

If the characters manage to make it through the area without setting off more than two of the traps, grant them 500 experience points each.

3. THE TRIPLE TRAPPED HALLWAY (SHORT)

Just one of the many trapped hallways that exist within the Spire, the adventurers have the luck to walk down this one.

GENERAL FEATURES

Terrain. The hallway is clear of debris.

Ceiling. The smooth, black stone ceiling is 20 feet high.

Light. No light is in this room, and it is pitch black unless characters bring light with them.

Sound. Quiet as a tomb.

Smell. The faint scent of dust or dried corpses.

This hallway is 10 feet wide and stretches 90 feet long. There is a tripwire at the halfway point down the hall, which can be spotted with a DC 16 Perception (Wisdom) check, as well as noticing dozens of pinhead sized holes in the walls on 15 feet of either side of the tripwire. A DC

16 Investigation (Intelligence) check reveals how to disable it, which can be done with a successful DC 16 Thieves' Tools check. Failure to disable it on the Thieve's Tools check sets the trap off. Once tripped, corpse dust ejects from the holes in the walls, filling the center 30 feet of the hallway. Creatures in the area of effect must succeed on a DC 16 Constitution saving throw or gain one level of exhaustion. Creatures that do not breathe are immune to this effect. The dust settles after one round and is no longer a threat.

The door opposite where the characters entered is made of oak and banded with iron. A DC 12 Perception (Wisdom) check reveals a nasty looking poison needle trap rigged to go off when someone turns the door handle. It can be disarmed with a DC 12 Thieves' Tools check, though failing the check does set the trap off. A creature that sets off the trap takes 1 point of piercing damage and must succeed on a DC 14 Constitution saving throw or take 11 (3d6) poison damage. The following round, the creature must succeed on another DC 14 Constitution saving throw or take another 11 (3d6) poison damage.

A DC 18 Perception (Wisdom) check will also reveal a second trap, a magical glyph on the door handle. If a character rolls a 20 or above on the Perception check, they also notice that the 10 foot by 10 foot section of ceiling above the door seems to be a slightly lighter shade of black than the rest of the ceiling. Detect magic reveals the presence of transmutation magic radiating from the door handle. The trap can be disarmed using dispel magic with a DC 18 spell caster ability check.

If a creature touches the door handle while it is still trapped, they are affected by the reverse gravity spell, launching them upwards through a false ceiling and then 20 feet beyond into a solid ceiling covered with black spikes. The creature can attempt to stop themselves from flying upward by succeeding on a DC 18 Dexterity check to keep a hold of the door handle, or another fixed object. Otherwise, they take 14 (4d6) bludgeoning from the collision with the ceiling, and 11 (3d6) piercing damage from the spikes. Immediately after the creature passes through the false ceiling, a sliding panel moves to cover the false ceiling, trapping them in a 10 foot wide, 10 foot long, and 20 foot high space. The sliding panel is also covered with spikes, and after colliding with the ceiling, the reverse gravity spell effect ends, dropping the character 20 feet onto the spiked panel where they take another 7 (2d6) bludgeoning damage and 11 (3d6) piercing damage.

The sliding panel can be opened with a successful DC 18 Athletics (Strength) check. If a character uses something to give them leverage, such as a crowbar, grant them advantage on the check.

REWARDS

For each trap avoided or deactivated, grant the players 200 experience points each.



4. THE INNER BAILEY (SHORT)

This uses the same room as the Long encounter, The Tyrant's Bailey. It is not recommended to run them both, unless you wish to confuse characters or build up tension. Alternately, you can use this room with traps removed or including your own ideas, as the twisted layout of the Spire lends itself to re-using identical rooms with different encounters.

GENERAL FEATURES

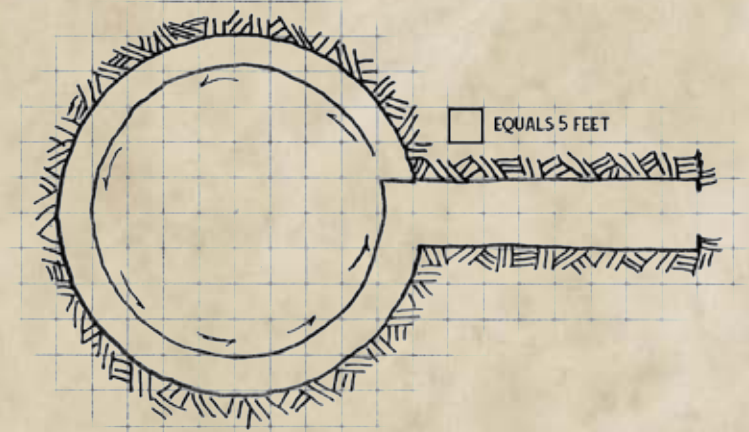
Terrain. The area is free of debris, and the ramp that winds around the outside edge of the room is steep, but not so as to make for difficult terrain. The ramp itself is barely 3 feet wide, making the walk up a nerve-wracking one.

Ceiling. The jagged ceiling of black rock is 130 feet from the floor.

Light. Faint blue light trickles down from an odd chandelier hanging 120 feet from the floor, illuminating the room dimly.

Sound. This room is deathly quiet, except for the sounds made by those passing through it.

Smell. A heavy scent of decay lingers in this room, mixed with earthy smells.



The trap itself is an enchantment set upon the carved doorway, and can be seen with detect magic. The warding can be removed with dispel magic, with a DC 16 spellcaster ability check. The trap does not cease to be once set off, but must recharge before being able to be triggered again. On Initiative count of 20 (losing ties), roll a d6. On a 5 or 6, the trap resets and can be triggered if a creature is within 25 feet of it.

When the trap is triggered the first time, read or paraphrase the following:

Nothing seems to adorn this vast chamber except the ramp that spirals around its outer edge, and a bone-white chandelier that emits a cold blue light far above. You can see the narrow ramp leads up to a small landing far above your heads.

The ramp leads up to a landing, 100 feet from the bottom of this chamber. The ramp itself takes 200 feet of movement to traverse, as it winds around the outside of the room. Characters who are halfway up the ramp are 50 feet from the floor; those who are one-quarter of the way up are 25 feet from the floor, etc.

When the characters reach the landing, read or paraphrase the following:

A forty-foot hallway stretches away from the open chamber and ends at a doorway that has been carved to resemble some twisted, ghoulish face. Dimly lit beyond, you see what looks like a room lined with shelves and strange apparatus. Glass beakers of colored fluids glint with reflected torchlight.

The image within the doorway is an illusion, and the doorway itself acts as a magical portal. Those who walk through it are whisked away to another part of the Spire. The exact destination is up to the DM, and should be based on what encounters remain.

When a creature moves 20 feet into the hallway from the upper landing, their proximity sets off a trap on the ghoulish carved doorway at the end of the hall, causing a blast of wind.

A sound like the sucking in of breath comes from the ghoulish face surrounding the doorway at the end of tunnel. Without warning, you are buffeted by intense winds that seem to blow from the mouth of the carving, pushing you back from the door...and closer to the drop off at the end of the tunnel!

Creatures who fail a DC 16 Strength checks against the gust of wind are pushed back from the door 15 feet, possibly forcing one or more off the edge of the landing. If the effect pushes a creature so they are more than 5 feet past the edge of the landing, they fall to the floor 100 feet below, taking 35 (10d6) bludgeoning damage. If the effect pushes them so they are within 5 feet from the edge of the landing (their square is adjacent to the landing's square), they may make a DC 16 Dexterity saving throw to catch themselves on the lip of the landing, and avoiding the fall to the bottom. A character who stops their fall may pull themselves up with a DC 10 Athletics (Strength) check as part of their movement on their turn, but may still have to contend with the gust of wind if it is still in effect. The trap's effect lasts for 1 minute each time it is activated, causing those in the area to repeat the DC 16 Strength saving throw at the start of their turn.

REWARDS

If the characters disable the gust of wind trap, or pass it before it resets for a second activation, grant them 500 experience points each.

TREASURE

Embedded in the black rock wall about halfway up the stairs is a gem-encrusted golden chalice worth 500 gp, its base and stem barely poking out of the stone. Characters can chisel the chalice free with a little work and the right tools. Do not grant this treasure if it has been found in the Tyrant's Bailey.



5. THE DROWNING ORB (SHORT)

Whatever portal door they walked through, it transported the characters into a terrible predicament. Water envelops them, threatening to drown them if they cannot find the exit in the dark.

GENERAL FEATURES

Terrain. The characters are completely submerged in water.

Ceiling. The stone orb holding the water is 65 feet wide.

Light. There is no light in this chamber, beyond what the adventurers brought with them. Torches are drowned out immediately on arrival.

Sound. Surprised grunts of panic from fellow adventurers. A deep and all-present grinding sound.

Smell. Dirty water.

As the characters enter this area, read or paraphrase the following:

Passing through the doorway, you are suddenly chilled by water that is all about you. You try to hold your breath, but the crushing pressure is almost too much. You must find your way out of this submerged chamber, or drown!

Characters appear in the center of the orb, clustered within 5 feet of each other.

If characters were relying on torches or lanterns, they are immediately thrust into darkness. Characters who can breathe underwater are fine, and speak or cast spells with verbal components as usual. Those who cannot breathe underwater are in for a rougher time. They begin drowning, and cannot cast spells that require verbal components.

The exit to this room moves about, as though the orb surrounding the water were rolling about. On Initiative count 20 (losing ties), the doorway moves 25 feet in a random direction. On Initiative count 10 (losing ties), the doorway moves another 25 feet in another direction.

The doorway is darker than the stone around it. If characters have light, or can see in the dark, they may notice the doorway with a successful DC 15 Perception (Wisdom) check.

REWARDS

If the characters escape this watery grave, with no characters drowning, grant them 500 experience points each.

6. PHANTASMAL HORROR (SHORT)

Something waits in the doorway ahead, though it may not be what the adventurers think it is.

GENERAL FEATURES

Terrain. Though dusty and littered with rocky detritus, the area is easy to maneuver through.

Ceiling. The ceiling is only 10 feet high in this corridor.

Light. There is no light in this corridor, beyond what the adventurers brought with them.

Sound. A faint sound of something scraping against rock, and the occasional rumbling from other parts of the Spire.

Smell. The air is dry and heavy with dust, but as the adventurers draw nearer to the end of the corridor, the stench of rotting meat becomes overpowering.

This corridor is 10 feet wide and 25 feet long. At either end are archways that seem identical, though the one the adventurers did not enter from reeks of rotting meat.

Characters who move toward the stinking doorway begin to feel a sense of being watched, and they begin to hear what sounds like breathing coming from the darkness of the portal.

When a creature comes within 10 feet of the doorway, read or paraphrase the following:

With a terrible squelching sound, a soft and sickly glow begins to emanate from the archway. The light coalesces, and what appears to be an enormous, tentacled slug, its gaping maw lined with rows and rows of saw-like teeth, begins to lurch toward you.

The slug's form seems to be ghostly, made up of a strange, nauseating blue light, but in truth it is only an illusion. That does not make it any less deadly, however.

Any creature who can see or hear within the hallway must succeed on a DC 17 Wisdom saving throw or become frightened for 1 minute. A creature may repeat the saving throw at the end of each of its turns, ending the effect on a success.

Treat the encounter as a combat, with player's rolling for Initiative. At the end of a creature's turn, if it is still frightened, the slug creature appears to lash out, reaching up to the length of the hall, and strikes the target, who takes 4d10 psychic damage.

Characters who strike at the phantasmal creature appear to successfully "hit" it if they beat an AC 15, though their weapons and abilities do not seem to phase the slug in the slightest, its ethereal nature protecting it. Such characters roll their following Wisdom saving throws against the slug at disadvantage, demoralized by their ineffectiveness.

A creature who takes no action, but chooses to focus on their Wisdom save may attempt to disbelieve the creature exists. If they do so, they may roll their Wisdom saving throws at advantage as long as they focus in this way.

Characters may move through the slug's form, and into the archway it fills, teleporting to another area in the Spire, or back through the door they came in. Leaving the room ends the frightened condition on a character. Attempting to leave through the doorway they entered from after the phantasm appears causes a second slug to appear in that doorway when



a creature comes within 15 feet of the portal. This does not increase the damage, only prevents frightened creatures from leaving of their own volition.

If or when all creatures are not frightened of the phantasmal slug, it appears to ooze back into the archway, fading from sight.

Should a character use an ability that can sense aberrations, even when the slug is not visible, they get the feeling one such creature exists in the doorway, even though it truly does not.



7. TOO EASY TO BE TRUE (SHORT)

Sometimes things are easy. And sometimes, easy things are not what one expects them to be.

GENERAL FEATURES

Terrain. The area is dust-covered, but easily maneuvered.

Ceiling. The vaulted ceiling reaches up to 25 feet.

Light. Several braziers emit warm light throughout the room, providing bright light throughout.

Sound. The rattling of bones as skeletons roam through the area. The flames from the braziers crackle and whoosh.

Smell. Burning wood and the faint scent of dust.

This room contains a dozen **skeleton** guards that move about the room, circling the dais in the center. The floor is sunken in the middle, dropping 20 feet below the level of the edges, while the dais rises up 35 feet from its base. Though steep, the dais has a series of handholds on each side, making it easy to scale.

The skeletons attack if a creature or spell effect enters the area beyond the edge of the room, over or in the sunken floor area.

Atop the dais sits an enormous diamond, glittering in the firelight. Magic such as *mage hand* does not have any effect on the gem, as though it is held in some manner. If a character can reach it, they notice what appears to be a pressure plate under the diamond. A DC 18 Investigation (Intelligence) check reveals that the diamond is barely touching the pres-

sure plate. Those who fail the check feel that the diamond's weight must be replaced in order to not set the trap off, while those who succeed believe the gem can simply be removed without harm. The trap can be disengaged with a successful DC 17 Sleight of Hand (Dexterity) check with Thieves' Tools.

If weight is placed upon the pressure plate, the trap is triggered, filling the room below with green and black flames. Those who are on the ground or below 10 feet under the diamond must make DC 17 Constitution saving throws. Those who fail take 3d10 fire damage and 3d10 poison damage and are poisoned for 1 hour. Those who succeed take half damage, and are not poisoned.

When a creature attempts to take the diamond, they must succeed on a DC 17 Charisma saving throw. If successful, they remove the diamond and feel some form of magic dissipate. On a failed save, they remove the diamond, and then notice the arm they used to hold the diamond (their main hand) begins to glow, and then separates just below the shoulder, leaving a smooth nub behind. The appendage then flies off at a speed of 60, passing through a doorway and disappearing with the diamond. Any creature it passes may make a DC 17 Dexterity check to attempt to grab and hold the arm before it escapes.

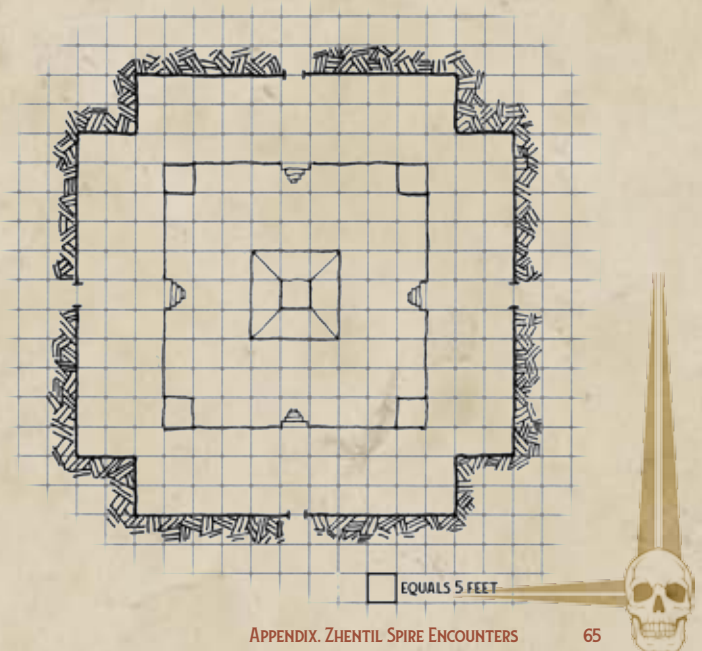
The affected creature now has disadvantage on attack rolls, as well as Athletics and Acrobatics skill checks, until the arm has been reconnected. The offending appendage will return through the nearest doorway to the character in 1d4 hours, and magically reattaches itself, ending the debilitating effects on the adventurer.

The magical trap on the diamond can be canceled with *dispel magic*.

Though the diamond itself appears to be worth well over 500 gold pieces, closer inspection reveals it to be a fake, nothing more than a shiny paperweight worth nothing.

REWARDS

If the adventurers bypass or disengage the pressure plate trap, award them 250 experience points each. Award them an extra 250 experience points each if they bypass or overcome the trap on the fake diamond.



THE TYRANT'S BAILEY (LONG)

This combat encounter also entails a trap in the upper hallway. Entrance into this area may come from any other location within the tower, as magical portals move the characters to where you choose.

GENERAL FEATURES

Terrain. The area is free of debris, and the ramp that winds around the outside edge of the room is steep, but not so as to make for difficult terrain. The ramp itself is barely 3 feet wide, making the walk up a nerve-wracking one.

Ceiling. The jagged ceiling of black rock is 130 feet from the floor.

Light. Faint blue light trickles down from an odd chandelier hanging 120 feet from the floor, illuminating the room dimly.

Sound. This room is deathly quiet, except for the sounds made by those passing through it.

Smell. A heavy scent of decay lingers in this room, mixed with earthy smells.

Nothing seems to adorn this vast chamber except the ramp that spirals around its outer edge, and a bone-white chandelier that emits a cold blue light far above. You can see the narrow ramp leads up to a small landing far above your heads.

The ramp leads up to a landing, 100 feet from the bottom of this chamber. The ramp itself takes 200 feet of movement to traverse, as it winds around the outside of the room. Characters who are halfway up the ramp are 50 feet from the floor; those who are one-quarter of the way up are 25 feet from the floor, etc.

When the majority of the characters have moved to the halfway point or beyond up the ramp, read or paraphrase the following:

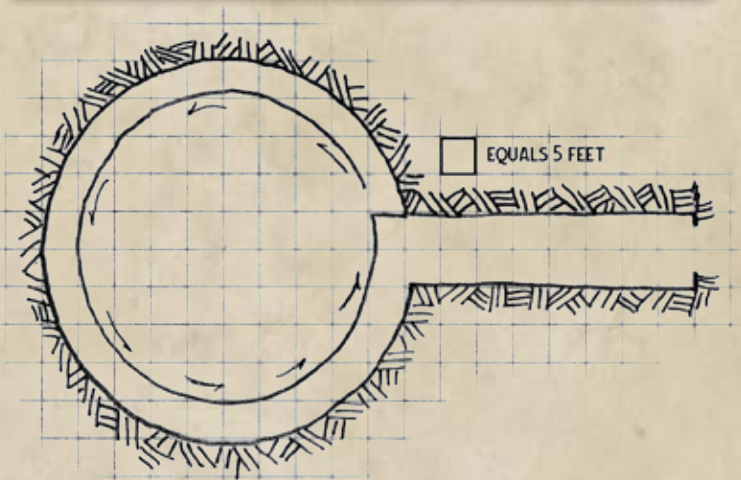
The illumination of the room seems to shift, your shadows dancing lightly beneath you. Looking up, the strange chandelier near the pinnacle of the room seems to be moving. The various lights around it sway with its motion as the center bone-white orb spins slowly around, revealing a strange and alien skeletal face. A single eye socket glows coldly blue, and a sound like that of the wind laughing seems to come from its gaping maw.

The **death tyrant** has been waiting for those that don't belong in the tower, its sole purpose is to destroy them. It fights to the death, and will chase characters from room to room so long as it can follow.

ADJUSTING THE ENCOUNTER

These adjustments are not cumulative.

- **Very Weak:** Replace the **death tyrant's** Death Ray with feblemind. Replace its Disintegration Ray with eyebite (sickened effect; 1 minute). Lower all eye ray saving throw DCs to 15. The death tyrant has no Legendary Actions, and reduce its hit points to 137.
- **Weak:** Replace the **death tyrant's** Death Ray with feblemind. Replace its Disintegration Ray with eyebite (sickened effect; 1 minute). The death tyrant has only one Legendary Actions.
- **Strong:** Replace the **death tyrant's** Negative Energy Cone with Power Word Stun, affecting the weakest non-stunned target in the cone each round.
- **Very Strong:** Replace the **death tyrant's** Negative Energy Cone with Power Word Stun, affecting the weakest non-stunned target in the cone each round. Replace its Sleep Ray with blindness/deafness. Replace the Telekinesis Ray with geas (1 hour). Increase the death tyrant's hit points to 237, and the DC of all eye ray saving throws to 18.



When the characters reach the landing, read or paraphrase the following:

A forty-foot hallway stretches away from the open chamber and ends at a doorway that has been carved to resemble some twisted, ghoulish face. Dimly lit beyond, you see what looks like a room lined with shelves and strange apparatus. Glass beakers of colored fluids glint with reflected torchlight.

The image within the doorway is an illusion, and the doorway itself acts as a magical portal. Those who walk through it are whisked away to another part of the Spire. The exact destination is up to the DM, and should be based on what encounters remain.

When a creature moves 20 feet into the hallway from the upper landing, their proximity sets off a trap on the ghoulishly carved doorway at the end of the hall, causing a gust of wind. The trap itself is an enchantment set upon the carved doorway, and can be seen with detect magic. The warding can be removed with dispel magic, with a DC 16 spellcaster ability check. The trap does not cease to be once set off, but must recharge before being able to be triggered again. On Initiative



count of 20 (losing ties), roll a d6. On a 5 or 6, the trap resets and can be triggered if a creature is within 25 feet of it.

When the trap is triggered the first time, read or paraphrase the following:

A sound like the sucking in of breath comes from the ghoulish face surrounding the doorway at the end of tunnel. Without warning, you are buffeted by intense winds that seem to blow from the mouth of the carving, pushing you back from the door...and closer to the drop off at the end of the tunnel!

Creatures who failed their DC 16 Strength checks against the gust of wind are pushed back from the door 15 feet. This may push a creature off the edge of the landing. If the effect pushes a creature so they are more than 5 feet past the edge of the landing, they fall to the floor 100 feet below, taking 35 (10d6) bludgeoning damage. If the effect pushes them so they are within 5 feet from the edge of the landing (their square is adjacent to the landing's square), they may make a DC 16 Dexterity saving throw to catch themselves on the lip of the landing, and avoiding the fall to the bottom. A character who stops their fall may pull themselves up with a DC 10 Athletics (Strength) check as part of their movement on their turn, but may still have to contend with the gust of wind if it is still in effect. The trap's effect lasts for 1 minute each time it is activated.

REWARDS

If the characters disable the gust of wind trap, or pass it before it resets for a second activation, grant them 500 experience points each.

TREASURE

Embedded in the black rock wall about halfway up the stairs is a gem-encrusted golden chalice worth 500 gp, its base and stem barely poking out of the stone. Characters can chisel the chalice free with a little work and the right tools.

THE DARKENED KNIGHT (LONG)

The adventurers are faced with a long-dead knight who has been raised up as one of the undead. Order of the Gauntlet faction members were given a faction assignment to return Doran Parzifel's remains to the Waypoint Bindery.



GENERAL FEATURES

Terrain. Rubble, coffins (some shattered, some whole), and non-animated corpses litter this room making it difficult terrain.

Ceiling. The jagged ceiling is 20 feet high at its highest points, 10 feet at its lowest.

Light. No light is in this room, and it is pitch black unless characters bring light with them.

Sound. The soft hiss of a wight lost in its madness.

Smell. Old and dusty decay, moldering earth.

When the group enters this area, read or paraphrase the following:

This twisted and uneven passage is littered with coffins, some shattered and some whole. Coffins, corpses, tombstones, and stonework from mausoleums and sarcophagi are visible in the smoky crystalline walls, as though one of Zhentil Keeps graveyards was picked up and melded with the walls of the Spire as it grew. Scattered around the room are more corpses, these armed and armored...and standing. As the warmth of your life force penetrates their senses, they turn as one to look at you, their rotten visages twisting with hunger.

Doran Parzifel and six **wights** have been raised in this room by the necromantic forces that constructed the tower. They are driven mad by the powers that granted them a semblance of life, and will attack the characters as they enter the room.

These creatures are not directly controlled by Marzellus Marshward, though they do his bidding by giving in to their madness. Should a spell that cures madness, such as greater restoration, be cast upon Doran, his mind returns to him. He will help the group put down the wights, who are beyond helping, then will abandon the mortal realm once again, his spirit returning to his final resting place. Before he goes, he thanks the adventurers for helping him, and gifts them his *spellguard shield*.

TREASURE

Scattered around the room are bits of treasure that were interred with the various bodies that have been displaced from their graves. Coins, statues, and gems worth a total of 1,500 gp can be collected. The characters also find a small globe of clear glass, its delicate surface etched with runes of magic. Identify or a successful DC 16 Arcana check will reveal that if crushed, the globe acts as a *spell scroll of mislead* (one-time use).



MEMORY ENCOUNTERS

While many rooms of the Spire were created from dark imaginings of a twisted mind, some of them were spawned from memories. For encounters that may give the adventurers some insight into Marzellus Marshward's past, the following rooms in the Spire are suggested.

A TERRIBLE PESTILENCE (SHORT)

Sometimes, things are better left alone. This underground tunnel has been recreated from Marzellus Marshward's memories of a traumatic event during his time spent with the Zhentarim.

GENERAL FEATURES

Terrain. The corridor is littered with loose stone and some small boulders, bits of the walls and ceiling that have broken off.

Ceiling. The tunnel's ceiling is low, and uneven, reaching 9 feet at its high points, and around 6 feet at its low points.

Light. There is not light here except that which the characters bring with them.

Sound. Sounds seem muffled by the rough stone walls and rocks littered along the tunnel.

Smell. The stench of recently charred meat, burned hair and leather, and lantern fluid are heavy in the air.



As the characters enter this area, they notice faint torchlight fading off in the opposite direction. Those with a passive Perception of 17 or higher hear shuffling feet and the clinking of chainmail from further down the tunnel, and then those sounds fade with the light.

Along this pathway is a single blackened skeleton, its hands resting over its eyes. The positioning of the skeleton makes it obvious that the person died in agony. A DC 13 Medicine (Wisdom) check reveals they were burned alive.

A scorched and brittle satchel still remains around the skeleton's shoulders, and the burned remnants of black leather armor encase the skeleton's torso.

If disturbed, the bones immediately begin to crumble, releasing a highly contagious disease. Everyone within 30 feet must succeed on a DC 15 Constitution saving throw, or have their eyes begin to be eaten away by the disease. Those who succeed are immune to the disease for 24 hours. A greater restoration spell or similar magic can cure the disease if done within 1 minute of contraction. After the minute has passed, the infected creature is blind. Alternatively, a character who is proficient with a healing or herbalism kit

may make a DC 15 Medicine (Wisdom) check to realize how to use their kit to halt the disease.

The disease is highly contagious, and anyone who is not immune who touches an infected person must also make a DC 15 Constitution saving throw or suffer its effects.

Those who chase after the torchlight that they saw as they entered the area cannot catch up with them, but find a doorway around the next curve of the tunnel.

REWARDS

If the characters make it through the area without anyone being blinded, award them 500 experience points each.

MEMORY

This particular memory has woken Marzellus from his sleep on several occasions. During a venture by the Zhentarim, Marzellus and his fellow soldiers were scouting an underground tunnel system that led into the Underdark, when one of them picked up something that caused his eyes to begin bleeding, then apparently melting in their sockets. The group's cleric informed them that nothing could be done to save the poor soldier, and he must be put out of his misery before he could spread the disease to the others. Marzellus, not yet an officer, was ordered to douse his comrade with fuel and burn him.

The disease itself spreads quickly, and causes severe brain damage, pain, and eventually death. Here in the memory of the event, it is not as potent, and can only cause a creature to become blind as they lose their eyes.

WHISPERING DOUBTS (SHORT)

In a space in between the spaces of the Spire, doubt weighs heavily upon the adventurers.

GENERAL FEATURES

Terrain. The blackness of this space has no difficult terrain in of itself, though once the shadow forms appear, it is considered difficult terrain to move through them.

Ceiling. No ceiling or floor can be seen, though those who attempt to fly cannot rise higher than their own head level.

Light. No light exists in this place, and sources of light brought by the characters provide half their usual illumination. Characters with darkvision can see clearly for only half their usual distance.

Sound. Sounds made by the adventurers are oddly muffled, seeming muted and barely reaching one another. Sounds only travel for 20 feet before becoming inaudible.

Smell. Each character smells something different, a horrid twist on something that person enjoys the scent of, but it has gone putrid.

As the adventurers enter this area, they are surrounded by a darkness so heavy, it seems to absorb light. Initially, no other sounds can be heard. The doorway they passed through disappears after they have traveled 20 feet away from it.

Shortly after the group has lost sight of the doorway, whispers begin to be heard, emanating from the darkness around them. As time progresses, shapes become noticeable in the darkness, though they are vague and their true forms are indiscernible. The shapes begin to grow in number and



push in on the adventurers, til they are completely surrounded by countless apparitions.

The apparitions begin to take on features, though they appear different to each character, seeminly people from the person's past. The words, which have been unintelligible until this point begin to sound like insults and condemnations against the adventurers.

On Initiative count 20 and 10, losing any ties, a random character must make a DC 17 Charisma saving throw. On a failure, one of the apparitions seems to take on the form of a loved one, a respected elder, a childhood friend, or even an enemy or rival, and verbally abuses the character, who suffers from one level of exhaustion.

To escape this place, characters must succeed on a DC 17 Survival (Wisdom) check as an action, but only after they have succeeded on at least one saving throw against the utterances of the whispering doubts. Until then, they cannot seem to find a way through the throng of apparitions, and no exit is apparent. Once a character finds the path, they may lead the others along it, the way does not require each character to find it. Three successful Survival (Wisdom) checks by the same person are required to locate the doorway and the exit from this strange area.

Though attacking the apparitions has no effect, characters may take the Help action to give their comrades advantage on the Charisma saving throw against the whispering doubts, bolstering their fellows with support and friendship.

REWARDS

Characters who survive this encounter should be awarded 500 experience points each.

MEMORY

The room and its occupants are reflections of the whispered doubts in Marzellus Marshward's mind, brought on by real life events. Years of insults, loss, and emotional trauma made Marzellus an easy target for the Other to lure into service.

THE COTTAGE (LONG)

The characters take a walk down memory lane, but these are not their own memories.

GENERAL FEATURES

Terrain. The room has furniture that goes from being arranged neatly to being in disarray as the scenes progress.

Ceiling. The ceiling is 8 feet high.

This event takes place in three parts. When the group first enters the room, the cottage seems like a completely different world from the rooms they have encountered in the Spire so far. Sunlight pours in through the open windows, birds can be heard singing outside, and the scent of warm bread and hearty stew fill the room.

A man, in his early thirties runs about the room, holding a giggling child out before him, the blond boy's arms thrust out like wings. A woman smiles and laughs as she stirs the contents of a pot on a simple stove. Though the furnishings are sparse, the small home is full of love and laughter.

Though the characters cannot interact with the people or objects within the room, they can watch the scene, and learn that the boy is Marzellus Marshward. The man's name

is Timony, though young Marzellus calls him Father. The woman is referred to as Gwynneth by Timony, and Mother by Marzellus. Characters may notice a set of leather armor, embossed with the sigil of the Zhentarim, resting on a rack in the corner of the room. Another room without a door seems to double as storage and a sleeping area for the young boy.

Exiting the cottage from either the door they entered from, or the one across the room from it, the characters seem to step outside, but immediately find themselves back in the cottage, though it has changed startlingly. Though it is daylight out, the light that filters through the closed windows is gray and lifeless. The armor in the corner is gone, though other, cheaper leathers lie on the floor near that spot. The sounds of quiet sobbing can be heard from a closed door.

Slumped next to that door, a boy just into his teenage years rests his head against the wooden frame. His hand pressed against the door, he softly speaks to his mother, telling her it will be alright while tears streak down his face.

Though nothing else happens in this scene it should become obvious that Timony is gone. Whether he has died or simply left is unclear.

The character with the highest passive Perception notices a shadow, barely discernible, at a window. It seems like someone is watching the scene from outside, though the shape lacks details and solid form. It does not respond to the characters, and the window cannot be broken or opened.

When the characters leave the cottage for the second time, they once again enter the same room, and again it has changed. Standing at the closed door to the bedroom is Marzellus Marshward in his late teens or early twenties. He wears armor similar to that from the first scene, and a scowl now mars his handsome features. Rain pounds against the roof, and the light that makes it through the dirty windows is weak and gray.

He speaks to his mother through the closed door, telling her he is leaving, and she should come say goodbye to him, he is unsure when he will return. His frustration with her is apparent, and characters who look around the room will note the dirty dishes stacked up, moldy food covering them, as well as how the rest of the room seems to be in shambles. Several pails are placed around the cottage, catching water that streams through the ceiling.

Outside the window, a much darker shadow now watches. Though it still appears featureless, its form appears to be that of a cloaked, winged creature. It seems intent on Marzellus, and after a few moments gestures to the youth to move on.

Marzellus sighs and says goodbye to his mother, then, tightening his armor, moves to the front door of the house, stepping out into the rain. The shadow moves away from the window, as though to follow him.

Characters may either follow Marzellus or stay in the cottage. In either case, the **shadow of the Other** has noticed them and moves to confront the party. Its eyes glow a baleful purple that is somehow darker than the shadow the thing is made up of, and its voice is that of breaking glass as it tells them they have no place here, and they are powerless to stop what has been set into motion. It attacks the group without mercy.

Outside the cottage is shrouded in mist,



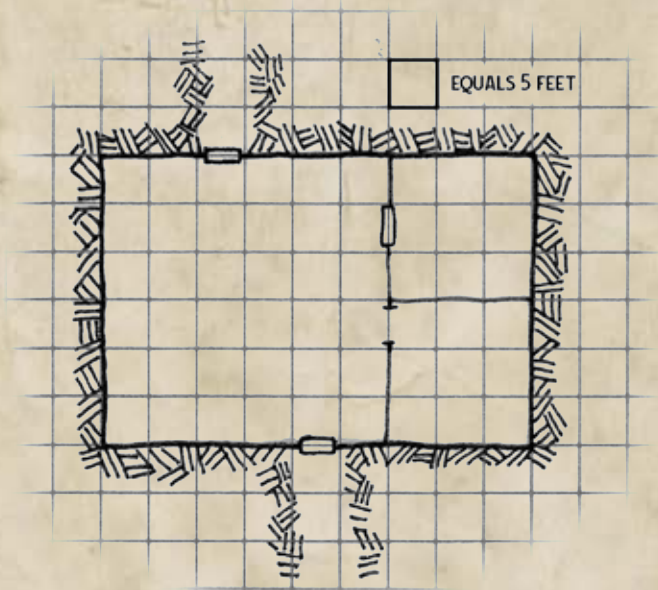
with only 30 feet around and above the structure visible. It is apparent that a weathered road runs by the home, though where the place is cannot be discerned. The fog itself cannot be moved through, as though a barrier keeps anyone from leaving the area.

The shadow of the Other cannot be banished, or teleported from this place, though any creatures it summons can be. In addition, abilities that identify a creature's Type reveal that it is both a celestial and a fiend.

ADJUSTING THE ENCOUNTER

These adjustments are not cumulative.

- **Very Weak:** The **shadow of the Other** has 150 hit points, and its Armor Class is 17.
- **Weak:** The **shadow of the Other** has 170 hit points.
- **Strong:** The **shadow of the Other** has 250 hit points. In addition, as a bonus action, it summons a **hezrou** to aid it on the shadow's second turn.
- **Very Strong:** The **shadow of the Other** has 262 hit points. In addition, as a bonus action, it summons a **nal-feshnee** to aid it on the shadow's second turn.



MEMORY

This is a series of memories spanning several years over Marzellus Marshward's life. They are fairly straight forward, unmarred by madness. Marzellus does not seem to notice the Other, but the manipulations of the shadow are obvious to onlookers. Whatever paths the Zhentarim officer has taken, it is clear that he has not walked them alone, the shadow having been with him since at least his teenage years.





APPENDIX: STORY AWARDS

Characters have the opportunity to earn the following story awards during this adventure.

HEROES OF RECLAMATION DAY

You ran toward danger and saved innocent lives. The people of Phlan will tell tales of your bravery, and business owners wish to show you the city's gratitude. You receive a 10% discount on goods sold within the city.

YELLOW-BELLIED COWARDS!

You stood by and watched as innocent lives were lost. Word of your cowardice spreads like wildfire through the city of Phlan. While in the city, you roll with disadvantage on any Charisma-based checks with the citizens of Phlan, and business owners charge you 10% more on goods sold within the city.

AN ALLY IN THE EBON TIDE

You convinced the Blackwind, Ezechiel Irnestul, to sign on with either the Zhentarim or the Lords' Alliance. He survives, and his Ebon Tide may prove useful someday soon.

NATURE OF THE WEAVE

You have uncovered a series of tomes written by the archmage, Manshoon. If you are capable of casting arcane spells, you may spend 50 downtime days to gain proficiency in the Arcana skill. If you are already proficient in Arcana, you double your proficiency when making checks with the skill.

YOU'VE GOT A FRIEND IN ME

You have proven yourself an ally to not only your own faction, but to those who banded together to fight the necromancer, Marzellus Marshward. You are always welcome at the Waypoint Bindery, on the northwestern shore of the Moonsea. In addition, you can use the Waypoint to pass word on to your faction, even if your faction representative is not present at the time, and messages will be passed to you should they arrive but your faction contact is not currently at the bindery.

Finally, Krenez, the founder of the Waypoint, will always have a bed and a meal for you should you need it, free of charge.



APPENDIX: ADVENTURERS LEAGUE

REWARDS

At the end of the session, the characters each receive rewards based upon their accomplishments. These rewards include advancement and treasure, and may include player rewards—magic item unlocks, story awards, or new downtime activities, as follows:

ADVANCEMENT AND TREASURE CHECKPOINTS

The characters receive 4 advancement checkpoint and 8 treasure checkpoint for each **story objective** that they complete, as follows:

- **Episode 1 - Binder's Torment:** Parts 1 through 5.
- **Episode 2 - Zhentarim's Lament:** Parts 1 through 5.
- **Episode 3 - Necromancer's Ascent:** Parts 1 through 5, and one Long or two Short encounters from Appendix: Zhentil Spire Encounters.

The characters receive 1 advancement checkpoint and 2 treasure checkpoints for each **bonus objective** that they complete, as follows:

- **Bonus Objective A:** Journey to Yulash and retrieve the ritual component in Part 2 of Episode 3, Necromancer's Ascent.
- **Bonus Objective B:** Any one Long or two Short bonus objectives in Appendix: Zhentil Spire Encounters.

PLAYER REWARDS

The characters earn the following player rewards for completing the adventure:

MAGIC ITEM UNLOCK

Characters completing the adventure unlock the following items, each of which can be found in the *Dungeon Master's Guide*:

Wand of the War Mage +2. This foot-long, twisted iron spike emits a faint coppery scent when channeling magical energies.

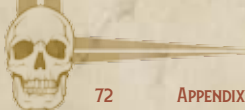
Tome of Leadership and Influence. The red leather that covers this tome is embossed with a smiling man with a third eye.

Spellguard Shield. This steel shield is embossed with a longsword wrapped in thorny vines which end in roses in full bloom. The enamel coloring the roses is still vibrant.

DUNGEON MASTER REWARDS

In exchange for running this adventure, you earn **advancement and treasure checkpoints** and downtime as though you played the adventure, but none of the adventure's **player rewards**.

However, this adventure may qualify for rewards earned by completing DM Quests. See the ALDMG (Adventurers League Dungeon Master's Guide) for more information about DM Quests.



APPENDIX. DUNGEON MASTER TIPS

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 14**. Characters outside this level range cannot participate in this adventure.

NEW TO D&D ADVENTURERS LEAGUE?

<http://dnd.wizards.com/playevents/organized-play>

To DM an adventure, you must have 3 to 7 players—each with their own character whose level is within the adventure's level range. Characters playing in a hardcover adventure may continue to play to but if they play a different hardcover adventure, they can't return to the first one if they're outside its level range.

PREPARING THE ADVENTURE

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. Familiar 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.)

Players can play an adventure they previously played as a Player or Dungeon Master, but may only play it once with a given character. Ensure each player has their character's adventure logsheet (if not, get one from the organizer). The players fill out the adventure name, session number, date, and your name and DCI number. In addition, the player also fills in the starting values for advancement and treasure checkpoints, downtime days, and renown. These values are updated at the conclusion of the session.

Each player is responsible for maintaining an accurate logsheet. If you have time, you can do a quick scan of a player's character sheet to ensure that nothing looks out of order. If you see magic items of very high rarities or strange arrays of ability scores, you can ask players to provide documentation for the irregularities. If they cannot, feel free to restrict item use or ask them to use a standard ability score array.

Point players to the D&D Adventurers League Players Guide for reference. If players wish to spend downtime days and it's the beginning of an adventure or episode, they can declare their activity and spend the days now, or they can do so at the end of the adventure or episode. Players should select their characters' spells and other daily options prior to the start of the adventure, unless the adventure specifies otherwise. Feel free to reread the adventure description to help give players hints about what they might face.

ADJUSTING THIS ADVENTURE

When combat is a possibility, the adventure will provide a sidebar that helps you to determine the best mix/number of opponents to provide them with to create an appropriate challenge. While you're not bound to these adjustments; they're here for your convenience and consideration.

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

DETERMINING PARTY STRENGTH

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



PLAYER HANDOUT 1. RECLAMATION DAY EVENTS

During Reclamation Day, the players can take part in one of several events taking place. They see a billboard covered in fliers that announce the day's activities.

RECLAMATION DAY!

THE SHARPEST BARB

sponsored by the Laughing Goblin

Come ply your wit against those of barbed tongue! Insult your way to glory! Winners drink beer for a year at the Laughing Goblin!

TUG-O-WAR

sponsored by Brice Vang, armorer

Team building skills are for the weak! Compete against other teams to show them what you're really made of!

JOUSTING

sponsored by Alero the Smithy

The only gentleperson's match today, come show your skill with steed and lance!

BULLSEYE

sponsored by House Jannarsk

Archers! Dagger throwers! Ax tossers! Come one, come all, and may your aim always be in the red!

SMALL BATCH BREW

sponsored by the Velvet Doublet festhall

Does your brew go down with a shiver and a sigh? Come stack it against the best brews in the Moonsea!

THE GRAND ILLUSION

sponsored by Denlor's Tower

Storytellers and magicians, show the crowd what you've got! How tall is your tale, and can your magic back it up?

GRANNY SMYTHE'S PIE BAKING

sponsored by the Cracked Crown inn

Think your ancient family recipe has what it takes to take home the gold? Put your pie where our mouth is!

BASILISK DOG EATING CONTEST

sponsored by Nat Wyler's Bell inn

This sure isn't chicken! How many petrifying sausages can you stomach and not turn to stone?

TEST YOUR METTLE AND WIN PRIZES!



PLAYER HANDOUT 2. ZHENT ORDERS

We havE heard rumors that an old ally of the ZhEntarim has been spotted in the ruins of Zhentil Keep.

We would be most interested in speaking with him again.

Seek him ouT, offer him your assistance, and persuade him to give us audience.

Humbly ask him to ReveAl himself to the commaNder in charge at the Keep, or Travel to Darkhold if it would please him.



PLAYER HANDOUT 3. EMERALD ENCLAVE FACTION ASSIGNMENT

Autumnreaver,

The situation in Zhentil Keep is grim. Dire times call for dire actions, and so we call upon you to help us take action against the abominations that now flood out toward the Moonsea and its inhabitants.

You must travel to the ruins of Yulash, along the southwestern shore of the Moonsea. There, hidden away deep in the earth, you will find a fragment of a ritual. Retrieve it so that we may cleanse Zhentil Keep of the undead.

The way lies beneath the Weeping Tree.

Beware the guardians. Much of our knowledge about this ritual and its pieces has been lost to time. But know that such power is never left unguarded. To gain the ritual, an offering must be left upon the serpent's altar.



PLAYER HANDOUT 4. ORDER OF THE GAUNTLET FACTION ASSIGNMENT

Whitehawk,

Before your time, Sir Doran Parzifel was a decorated and honored knight of our order. With deep ties in Cormyr, Sir Parzifel was loyal to land and liege, and was a considerable asset to our cause.

When an opportunity arose to slip one of our own into the ranks of the Zhentarim, whose relations with us at the time were tenuous at best, Sir Parzifel accepted the charge to become a double agent within the walls of Zhentil Keep itself. For many years, the information he leaked to us from the city saved countless lives, and kept the Zhentarim from overrunning the region on many occasions.

However, when the city was sieged by an army from Char, orcs and giants and dragons with a singular purpose of destroying Zhentarim Keep, Sir Parzifel was felled in battle. Because his true alliances were unknown to the Zhentarim, he was interred within their most honored of burial grounds. Grounds that are now overrun with the once-dead, beings whom had gone on to their well deserved rest.

Should you find Sir Parzifel, dead or raised as one of the undead, your task is to return him to his eternal slumber. In addition, please return his remains to the Waypoint Bindery, where we shall claim them and return him to his family's cemetery plot. You will know him by his family's crest, a longsword wrapped in thorned roses.

Go with honor,
Vindicator Highholder



Zhentil Keep

- 1. RUINS OF THE TOWER HIGH
- 2. ANCIENT GRAVEYARD
- 3. ZHENTIL SPIRE



CAMPAIGN NOTES







ADVENTURE AWAITS!



WANDERER'S HAVEN

WHPUBLICATIONS.COM

Zhentil Keep has lain dormant for decades, the destruction wrought upon it enough to keep even the bravest and most foolhardy away. But rumors and plots are stirring up things better left alone in the skeleton of the city, and the dead may not lay still for much longer.

East from the Keep, the city of Phlan celebrates Reclamation Day, honoring those lost in the fight to take back their home from a dragon who would be its overlord. Citizens, tourists, and adventurers alike take part in the festivities, and all are caught up when dark forces strike in the heart of the city.

As the past and the dead begin to stir, brave souls are pulled into a conflict that will decide the fate of not only Zhentil Keep and Phlan, but the Moonsea and beyond!

Originally published as three separate modules, the Necromancer of Zhentil Keep series appears here as a single adventure.

A Dungeons & Dragons adventure
for characters of 11th-16th level.

For use with the fifth edition
Player's Handbook, *Monster Manual*,
and *Dungeon Master's Guide*.

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