

PRETTY LITTLE LICHES: THE THREE FACES OF NIGHT



A TIER 4 ADVENTURE
FROM ZEKE GONZALEZ



THE THREE FACES OF NIGHT

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COVER ART

Revelia swinging her blade while casting *Sickening Radiance*. Art © 2015 Dean Spencer, used with permission. All rights reserved.



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PRONUNCIATION GUIDE

This guide shows how to pronounce many of the non-English names that appear in this adventure.

Name	Pronunciation	Description (pronouns)
Adresteia (Teia) Tor	Address-TEA-ah (Teah) Tour	Noble aasimar bard searching the Castle of the Blue and the Black for a book (she/her).
Amrauch Illythril	Am-RAH-chuh ILL-uh-thrill	Retired drow paladin from the Church of Selûne (he/him).
Aurogorylon, Terror of the Deep	OR-oh-gory-lon	Adult blue dracolich trapped in a soul gem (he/him).
Bartok	BAR-tok	Peryton raised by Revelia (he/him).
Dubious	DOO-be-us	Kobold cultist to Ratakor (they/them).
Ecalypse	EE-caal-ips	A shadowy horse-like creature found in the Twilight Peaks (it).
Hezrou	HEZ-ro	Frog-like demons (it).
Kynos the Dreamreaver	Kie-NOS	An unusual dragon that Teia seeks information about (he/him).
Malton Gloomblight	MALT-on	Demonologist human archmage, sibling to Revelia, member of the Cult of Shar (he/him).
Mereena Var	Me-REEN-a Vahr	Dead human high priestess of the Cult of Shar (she/her).
Myrixxa the Lightsbane	Meer-ICKS-eah	Shadow dragon dwelling in the Twilight Peaks (she/her).
Ratakor	RAT-ah-core	The leader of the Green Hand, an oni lich. Midnight Emperor of the Cult of Shar (he/him).
Revelia Gloomblight	Re-VEAL-ea	Death knight. Ratakor's lieutenant of the Cult of Shar and its previous Midnight Empress (she/her).
Selûne	Seeh-LOON-eh	Goddess of the Moon. Aka Our Lady of Silver, Moonmaiden, the Night White Lady (She/Her).
Shar	Shahr	Goddess of Darkness. Aka Mistress of Night, Lady of Loss, Nightsinger (She/Her).
Taag'thrith	TAG-thrith	A member of the Green Hand and ruler of the Eternal Spirals, an illithilich (it).
Thymia	Thigh-ME-ah	A member of the Green Hand and ruler of the Verdant Phrontistery, a medusa lich (she/her).
Virmillion Threespeak	VIR-million	Skull lord marching an army towards his rival's fortress in the Twilight Peaks (he/him).
Wastrilith	WAST-riII-ith	Aquatic demon who corrupts water.
Zarok Krado	Za-ROCK CRAY-doh	Archivist of the Cania branch of Asmodeus & Sons Infernal Society for Law & Order (he/him)

TIPS FOR THE DM

As with any supplement, *The Three Faces of Night* should be adapted to work for your group and is designed to be stripped for parts. Take the map or region and repopulate it with villains and monsters appropriate for your campaign. Build your own adventure from the background information. Steal an adventure hook or make your own. Replace the history of the Twilight Peaks with history that resonates with the themes of your campaign. I strongly advise that you use this supplement however you can get the most out of it. I look forward to hearing the unique ways you use this content!

This adventure is designed for the epic tier: levels 17-20. At this level, Dungeon Masters often feel that it is difficult to present a challenge to their players. This adventure provides encounters with a wide variety of difficulty levels for such characters, but also remember that you control the difficulty of these encounters. If you feel that the characters are not being challenged, feel free to increase the number of monsters, each monster's hit points and/or damage, the DCs of traps, or any other aspect of this adventure that you feel is appropriate. This goes the same for decreasing the difficulty: if an encounter is too challenging, you have the power to modify it to make it more fun for your table.

If your party ends up fighting Ratakor, keep in mind that although Ratakor is meant to be a difficult boss, the combat should not be a drag. Do not be afraid to adjust things on the fly to keep combat fresh. The Ratakor's Battle Tactics sidebar is designed to help DMs make this encounter as epic and engaging as possible.

I find that much of keeping combat interesting is using terrain elements and a wealth of options for monsters. As such, several of the monsters, especially Ratakor, have a wealth of options available to them in combat. If having too many options will be paralyzing to DMs, I recommend picking a smaller subset of abilities from which you can run these encounters.

In this adventure, several allies may join the party in combat, depending on the actions and decisions of the party. I recommend printing or taking pictures of the statistics of these possible allies before running this adventure. Whenever the party picks up an ally, give their statistics to your players. This reduces the burden on the DM to control too many different creatures during combat and is also fun for the players!

Text to be read aloud to the players appears in boxes. Feel free to tinker with and paraphrase this text to fit your roleplaying needs, but try to keep the original messages clear, as they may contain important information.

INTRODUCTION

The Three Faces of Night is an adventure designed for D&D 5th Edition that should take between 3 to 6 hours to complete. The adventure is optimized for four characters at the epic tier (levels 17-20), each of whom has at least one magic item. It can be played by D&D veterans, beginners, or anybody in-between. It uses rules, monsters, and concepts from the Wizards of the Coast's D&D 5th Edition. Spells referenced in this supplement can be found in the *Player's Handbook* and *Xanathar's Guide to Everything*. When a creature's name appears in **bold** type, that's a visual cue pointing you to the *Monster Manual*. Otherwise, the monsters in this adventure come from *Volo's Guide to Monsters*, *Mordenkainen's Tome of Foes*, and *Alister Konezegel's Field Guide Volume III: Fearful Flora & Fungi* and are reproduced in Appendix A.

The Three Faces of Night is the third and final installment in *Pretty Little Liches*: a trilogy of adventures centered around three unique liches and their lairs designed for high-level play. These three lairs and the surrounding regions can be run independently as individual adventures or tied together into a mini-campaign that centers on the destruction of the Green Hand, an organization of dangerous liches. While this adventure is designed to be able to connect to the later adventures in the trilogy, *The Three Faces of Night* can easily be played as a single adventure in any campaign setting. Twilight Peaks can be dropped in your own campaign setting or placed as a dark mirror of an existing mountain range in the Shadowfell, and NPCs in this adventure can be replaced with existing NPCs in your campaign. If you wish to introduce more of the liches and threats hinted at in this adventure, pick up the previous installments *Greenhouse of Nightmares* and *They Came From the Deep*.

RELIQUARY

In Dungeons & Dragons 5th Edition and several other examples of fantasy, the term "phylactery" is used to describe the soul jar that a lich creates in order to sustain their immortality. In reality, this term refers to a small leather box containing Hebrew texts on vellum, worn by Jewish men at morning prayer as part of their religious practices. As such, the use of the term "phylactery" as an essential part of the lore of an evil undead creature is inappropriate. Instead, I use the term reliquary to describe the soul jar of a lich. For the purposes of this supplement, a reliquary is a wondrous magic item which grants the lich who created it the Rejuvenation trait: "If it has a reliquary, a destroyed lich gains a new body in 1d10 days, regaining all of its hit points and becoming active again. The new body appears within 5 feet of the reliquary." A reliquary has an AC of 20, 25 hit points, and immunity to all damage. A reliquary can only be destroyed by a +3 magic weapon or a *disintegrate* spell. All of the above properties can be discerned by the *identify* spell or similar magic.

BACKGROUND SUMMARY

Long ago, three powerful villains plagued the land: Ratakor the Midnight Emperor, Taag'thrith the Dreameater, and Thymia Scarletscale, Mire's Fang. Thymia Scarletscale was a medusa druid dedicated to encouraging nature to retake and destroy all civilization. Ratakor was an oni philosopher who aimed to give birth to an avatar of Shar, the Goddess of Night. Taag'thrith was a mindflayer arcanist who schemed to create a 10th level spell capable of trapping all humanoid creatures in a dream over which it held dominion.

Ratakor, Thymia, and Taag'thrith realized they could not achieve their individual goals during a mortal lifespan. They combined their resources to form an organization known as the Green Hand and collectively ascended to lichdom. However, they were consumed by the needs of their singular reliquary: the Pearl of Putrescence. The Green Hand became trapped within the Pearl and faded from history. Many years later, the Pearl was discovered by disciples of the Green Hand and destroyed. The destruction of the Pearl released the liches, who then created their own individual reliquaries and set out to achieve their individual goals. Only the bravest heroes can seek out these liches and destroy them before their plans reach fruition!

RATAKOR THE MIDNIGHT EMPEROR

Ratakor's origins are shrouded in shadow, but one thing is consistent throughout his history: his devotion to the goddess Shar. He is set apart as an oni by the arcane powers that course through his blood, allowing him to change his appearance and channel spells of cold and shadow. Ratakor became intrigued by the theories of magic and desired to push his powers to their limit. By marrying his philosophical approach to magic and his religious dedication, Ratakor realized that he had the power to gift his beloved goddess with a corporeal avatar.

VIOLET DELIGHTS HAVE VIOLENT ENDS

During his rise to power, Ratakor surrounded himself with devotees of the Mistress of the Night. This secret group became known as the Cult of Shar. With his charisma and enchantments, Ratakor was able to crown himself the Midnight Emperor of this secret society. He followed visions from Shar and led the group to the Twilight Peaks, where they discovered the Castle of the Blue and the Black. However, there were others within the organization who vied for Ratakor's crown.

PHILOSOPHER KING

With the resources of the cult at his disposal, Ratakor was able to gather arcane artifacts and magical tomes in order to study the very nature of magic. Over the course of his research, he discovered that the best course of action was to create an avatar of Shar was either through the manipulation of time or the manipulation of space. By stoking the flames of these theological arguments within the organization, Ratakor was able to create enough conflict to keep his political opponents occupied. It was during this process that he reached out to Thymia and Taag'thrith, formed the Green Hand, and ascended to lichdom. As a lich with Shar's blessing, Ratakor cemented his position as the Midnight Emperor. Soon after this, however, the Green Hand were forced to seal themselves within the Pearl of Putrescence. Ratakor's disappearance created a power vacuum in the Cult of Shar that was filled by his rival: the powerful death knight Revelia Gloomblight.

THE EMPEROR STRIKES BACK

Upon the Pearl's destruction and Ratakor's subsequent release, he has returned to the Castle of the Blue and the Black and subjugated his adversaries, relegating them to lower positions within the organization or transforming them into magical portraits when he retook the crown. He has since redirected the efforts of the cult to steal magical items from nearby civilizations as the final step of the ritual to give birth to a mighty avatar worthy of his beloved Goddess of Night. Revelia despises Ratakor, finding him too flamboyant and ridiculous to be genuine in his supposed devotion to Shar. She believes that Ratakor simply wishes to raise the Avatar of Shar to prove that he can.





TWILIGHT PEAKS

BACKGROUND

Ratakor's lair, the Castle of the Blue and the Black, is a crumbling ruin of a fortress built in the Twilight Peaks. The Twilight Peaks are an obsidian mountain range infamous for the shimmering deposits of diamonds which lie deep beneath their surface. Many years ago, the Cult of Shar constructed the castle and attempted a ritual to transform Mereena Var, their high priestess, into an Avatar of Shar. However, the dark magic was interrupted by a holy knight of Selûne. The knight stopped the ritual and dealt a nearly fatal blow to Meerena Var. Meerena was forced to place herself in magical stasis to avoid death, waiting for somebody to come and complete the ritual. Ever since the ritual was interrupted, tremendous black and violet clouds which glitter with star-like light have roiled over the Twilight Peaks, blocking any light and leeching color from the area. This eternal night draws dark mages and the undead to the Twilight Peaks from all across the land.

Ratakor discovered this ruin and reformed the Cult of Shar. For many years, the cult labored to uncover the ancient ruin, rebuild the Castle of the Blue and the Black, and discover its lost and forbidden secrets. Ratakor created The Green Hand and ascended to lichdom in order to get more time to study the cult's forgotten magic and rituals. However, when Ratakor was trapped within the Pearl of Putrescence, a new leader rose through the ranks of the cult to become the new Midnight Emperor: Revelia Gloomblight. Under Revelia's leadership, the ranks of the cult grew and became more devout, though some resented Revelia and wished for Ratakor to return. When Ratakor was released from the Pearl, he took advantage of the schism between Revelia and the loyalists in order to assert himself as the Midnight Emperor once more. When the party arrives, Ratakor is undergoing the final steps to awaken Meerena Var and transform her into an Avatar of Shar. However, Revelia hates Ratakor and has stolen the Tears of Selûne. She plans to use the artifact's power to stage a coup and reclaim the Midnight Crown.

ADVENTURE HOOKS

PEARL OF PUTRESCENCE

If the party destroyed the Pearl of Putrescence as described in [An Artifact and a Villain](#), Rhino Heartsbane (human **priest** of Lathander, he/him, chaotic good), gives the party a map indicating the locations of each individual lair of the Green Hand and declares that each of the liches and their reliquaries must be destroyed. The map marks Ratakor's lair within the Twilight Peaks with an ink sketch of a grimacing, stylized oni mask.



OVERDUE BOOKS

Zarok Krado (goliath archmage, he/him, lawful evil) is the Archivist of the Cania branch of Asmodeus & Sons Infernal Society for Law & Order. He offers to cast a *wish* spell on the party's behalf (he has *wish* prepared instead of *time stop*) in exchange for Ratakor's three-centuries-overdue library book: *A.Z.Z. Konezegel's Field Guide to Dragons*. Ratakor's lair, the Castle of the Blue and the Black, is warded against fiends and is too dangerous for Zarok to infiltrate by himself. Zarok offers the party the deed to Fortress Nightspear if they also bring him Ratakor's reliquary. Zarok wants the reliquary because he serves the archdevil Mephistopheles in Cania, who hopes to control Ratakor by holding his reliquary hostage. If asked, Zarok explains that he could get a major promotion for adding to his boss's collection of necromantic artifacts.

BREAKING AND ENTERING

The party is visited by Amrauch Illythrill (drow veteran, they/them, lawful good), a retired paladin who works for the Church of Selûne, the Goddess of the Moon. A band of masked thieves led by a lich broke into the deepest vault of the church and stole the *Tears of Selûne* (**Appendix B**), likely for a sinister purpose. These thieves were tracked to the Twilight Peaks and undoubtedly have a lair within the mountain range. In exchange for the necklace returned safe and sound and any evil plans thwarted, the Church of Selûne will grant the party 100,000 gp each and a single moonstone-studded +3 ring of protection.

RANDOM ENCOUNTERS

When the party traverses the Twilight Peaks, they are imperiled by both its undead inhabitants and the dangers of the shadowy landscape itself. Check for a random encounter after every 30 minutes that the adventurers spend travelling across the Twilight Peaks by rolling a d20. On a roll of 15 or higher, an encounter occurs. Roll on the Twilight Peaks Random Encounters table or choose an appropriate encounter. Some of these random encounters hint at larger stories which are not part of this adventure. DMs are free to use these tidbits of worldbuilding as hooks for other adventures, remove them entirely, or incorporate them any way they feel is appropriate.

TWILIGHT PEAKS RANDOM ENCOUNTERS

d6	Encounter
1	All Teeth
2	March of Bones
3	Howling Despair
4	Shadowed Flight
5	The Dark Horse
6	Dubious Alliances

ALL TEETH

A pack of sorrowsworn wander the Twilight Peaks. Two of **the hungry** (Appendix A) and twelve of **the wretched** (Appendix A) approach, attracted to the scent of living flesh and the brightness of humanoid vitality. Their screams of hunger and despair are swallowed up by the terrible obsidian of the Twilight Peaks themselves, making them very difficult to discern through the mists before they attack. Characters whose passive Wisdom (Perception) scores are 22 or higher can spot the nearest sorrowsworn.

If somebody spots the sorrowsworn, read:

A grotesquely elongated human form scrambles through the mist with a wide, gaping maw filled with bloodstained teeth. Moving amongst its feet are a pack of two-legged monsters scrabbling on clawed feet, their bloated bodies bearing a large, circular mouth that bristles with teeth like needles.

The sorrowsworn attack and fight to the death, desperate to rend and consume living flesh.





MARCH OF BONES

As you crest the top of a rise, the mist clears enough to see a vast and sprawling war camp. Tents of skin are being tended by a vast number of skeletons wearing matching armor. Polearms bearing severed human heads stare at you from the outskirts of the camp.

The **skull lord** (Appendix A) Virmillion Threespeak is marching with its army of two hundred **skeletons** through the Twilight Peaks to make a surprise assault on the castle of its rival skull lord Adrian Snowblind. If the party attempts to sneak past the war camp, they must succeed on a DC 24 Dexterity (Stealth) check or be spotted and attacked by twenty-five **skeletons**. At the start of the second round on initiative count 20, Virmillion Threespeak approaches the scene and offers the party passage to the Castle of the Blue and the Black in exchange for advice on how to launch a siege. Virmillion speaks with three voices and prefers poetry to military strategy. It doesn't truly *want* to wage war on its rivals, but it doesn't know what else to do with its undead existence.

HOWLING DESPAIR

Four translucent, howling figures and their squat, red-eyed hounds suddenly form from the shadows and darkness all around you. Their hollow eyes burn with a terrible cold light, and powerful waves of despair echo from their cries.

These four **shadow assassins** (Appendix A) and four **shadow mastiffs** (Appendix A) were drawn to the Twilight Peaks by the darkness of the mountains in order to attack travelers and consume their life force. The presence of these spectres triggers a saving throw against Shadowfell Despair (see "Shadowfell" in Chapter 2 of the *Dungeon Master's Guide*) on initiative count 20 in the first round of combat.

SHADOWED FLIGHT

The sound of wingbeats fills the sky as a jet-black dragon, wreathed in shadows, descends from the sky and lands heavily ahead of you. Her reptilian snout releases a gasp of unsettling violet light before she opens her mouth and intones: "Little adventurers, so close to my lair... Give me your brightest treasures or I will snuff out your light."

Myrixxa the Lightsbane (**young red shadow dragon**, she/her, chaotic evil) loves to collect magical treasure that gives off light so that she can snuff it out with her umbral presence. She is aware of the recent activity of the Cult of Shar, but she believes them to simply be worshippers of the Raven Queen because of a ruse by Ratakor, who gifted her a *frost brand longsword* for her hoard. She is haughty, vain, and intolerant of foolishness. If she is given a treasure that suits her, she flies back to her lair. If not, or if the party attempts to deceive her, she becomes enraged and attacks. When she reaches half or fewer of her maximum hit points, she retreats to her lair: a cave filled with large mushrooms that emit poisonous purple gases from their gills. Her hoard contains 4,134 gp, 6,450 sp, 7,419 cp, 16 diamonds worth 100 gp each, a *driftglobe*, *splint mail of gleaming* (Appendix B), a *gem of brightness*, a *ring of shooting stars*, and the *frost brand longsword* from Ratakor.



LOCKWOOD

THE DARK HORSE

A terrible, harsh whinny echoes through the mountains. An enormous, six-legged equine creature shrouded in shadows trots towards you from around an outcropping of dark stone. It shakes its mane and plants itself in your path, narrowing its red eyes at your party.

This **ecalypse** (Appendix A) has broken from its herd and is looking for a champion bold and brave enough to form a partnership with it. In order to be mounted, the ecalypse must first be successfully grappled using a contested Strength (Athletics) check. The ecalypse then attempts to buck its rider for several minutes, during which time the character mounted on the ecalypse must succeed on a DC 25 Wisdom (Animal Handling) or Strength (Athletics) check. On a success, the ecalypse nuzzles its new rider and gives the impression that it has agreed to take basic direction from them.

DUBIOUS ALLIANCES

If at least one character has a passive Wisdom (Perception) score of 22 or higher, read:

Knights with dark armor bearing purple designs leap from dark stone outcroppings around you. They carry swords that flicker with black fire, and a long purple feather is affixed to their helms.

If none of the characters has a passive Wisdom (Perception) score of 22 or higher, the perimeter guard catches the party by surprise. These four **blackguards** (Appendix A) have been instructed to kill any intruders near the Castle of the Blue and the Black. They fight to the death in the name of Revelia. Behind the nearby rocks is the last member of the perimeter guard: Dubious (kobold **knight**, they/them, chaotic neutral). Dubious is part of the perimeter guard and is loyal to Ratakor. Dubious suspects Revelia is up to something and halfheartedly fires arrows at the party while hiding among rocks. If given the chance, Dubious offers the party a chance to infiltrate the Castle of the Blue and the Black if they promise to kill Revelia and remove the complication she presents Ratakor's loyalists. Dubious is unaware of Ratakor's plan (see The Ritual sidebar).

CASTLE OF THE BLUE AND THE BLACK

The Castle of the Blue and the Black is a dark fortress built on a shelf of obsidian in the Twilight Peaks. Ground down and set into the dark stone that makes up the exterior walls of the fortress is twinkling diamond dust that reflects the faint starlight of the roiling darkness that surrounds the castle. When the party approaches through the mist, they see an oppressive castle set into the very mountain itself.

I. OBSIDIAN PLATEAU

A steep bridge of black glass leads upwards to the plateau on which the castle above rests. The sound of running water penetrates the mist, and the smell of rotting meat wafts downwards amidst the clinking of metal.

MONSTERS

Guarding the front gate of the Castle of the Blue and the Black are three **hezrous** carrying metal cages on chains large enough to hold a Medium creature. One of these cages contains the rotting corpse of a cultist who was killed by Revelia for insolence. The hezrous attack anyone who is not dressed in the cloaks of the Cult of Shar.



SHADE CREEK

Running out of the castle on the western side of the plateau is a shallow river of faintly purple water filled with squirming black particles (see General Features sidebar). A circular metal gate blocks entry to the castle, which can be opened with a successful DC 22 Dexterity check using thieves' tools.

THE RITUAL

When the characters arrive, Ratakor is in the process of completing a dark ritual to transform the spirit of Mereena Var into an Avatar of Shar, which has thinned the veil between the Castle of the Blue and the Black and the Negative Plane. The ritual has three steps. If interrogated or questioned, any cultist is aware of the preparation that has gone into the ritual as well as step one and two of the ritual as detailed below. They do not know the details of step three or Ratakor's master plan.

Preparation. Prior to executing the ritual, Ratakor dug up the coffin of Mereena Var in the Excavation Site (Area 19), led the Cult of Shar in stealing a vast hoard of magic items from the Material Plane, and tricked Revelia Gloombright, who believes him to be too silly and whimsical to be genuine in his supposed worship of Shar (see Area 24: Revelia's Study).

Step One. The first step occurred before the characters' arrival. The ritual requires a sacrifice of willing souls by way of excruciating and painful death. Cultists loyal to Ratakor have already drunk the poisoned water in the Sacrificial Chamber (Area 9).

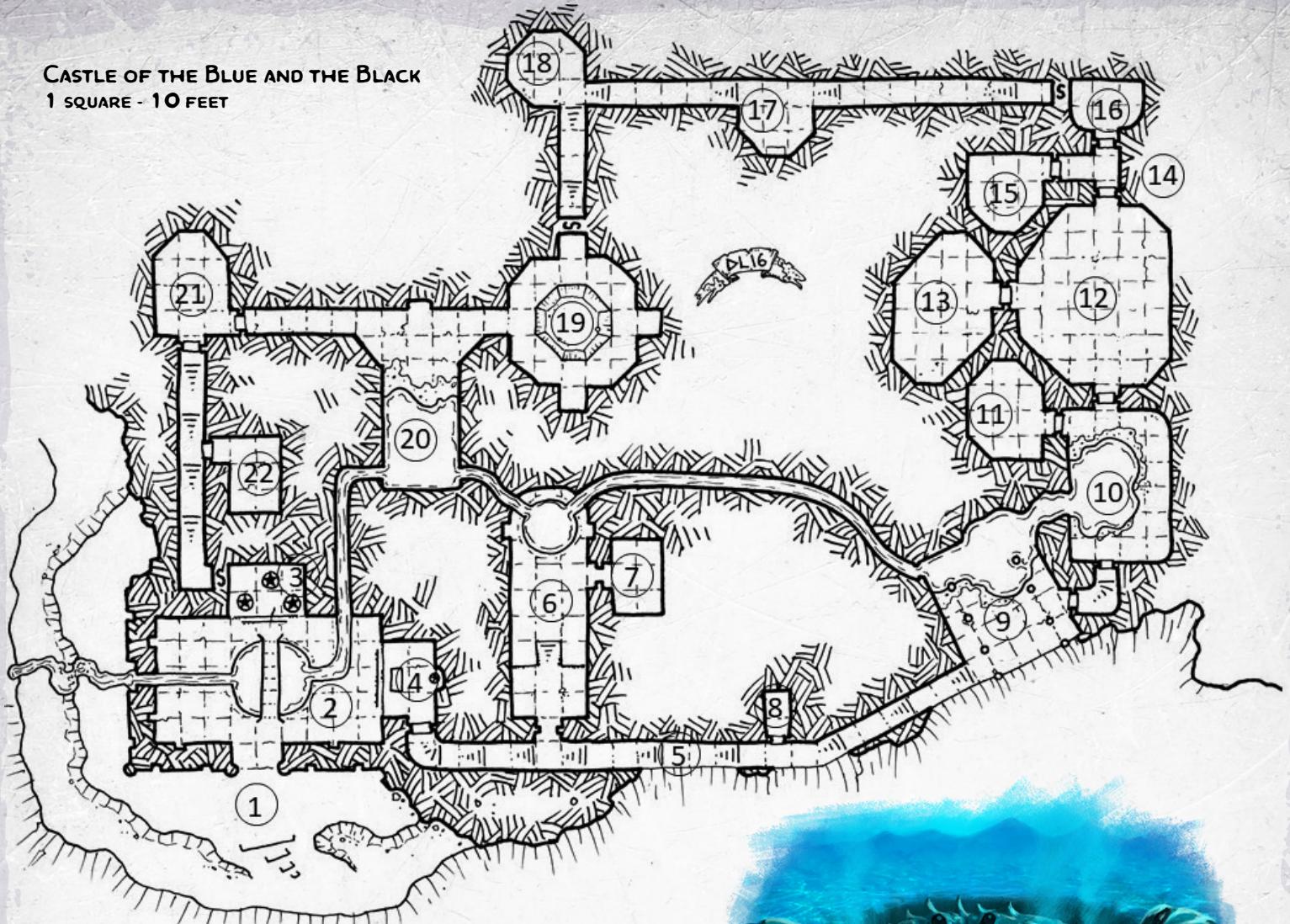
Step Two. The second step also occurred before the characters' arrival. Ratakor siphoned the arcane energy from the stolen magic item hoard to raise Mereena Var's spirit, which rests inside her coffin.

Step Three. The third step requires the destruction of an artifact belonging to a life domain deity. This will transport the creature responsible into the Negative Energy Plane, infusing Mereena Var's spirit with enough power to transform into the powerful Avatar of Shar. When the players arrive, Ratakor has set a plan into motion that, if unchecked, will complete the ritual.

The Master Plan. Ratakor has tricked Revelia into believing that destroying the Tears of Selûne (an artifact of a life domain deity) will end the ritual and create an opportunity for her to overthrow him. In truth, if Revelia destroys the *Tears*, she will complete the very ritual she set out to stop and be obliterated from existence in the process.

DM Tips. The climax of this adventure is highly dependent on whether or not the characters interact with Revelia Gloombright and what they think of her plan. While the ritual's completion may seem like an epic twist, it can be incredibly unfun (and unfair) to the players for the ritual to be completed, and the resulting combat is a very difficult challenge for even well-outfitted level 20 characters. Give the players many opportunities to learn about the details of the ritual as detailed in this sidebar through the bas-reliefs, canopic jars, or NPCs that populate the castle. Use *sending* spells from trusted NPCs, deific guidance, or narrative tension to encourage players to verify Revelia's plans. At my own table, the story that came from discovering and unraveling Ratakor's master plan was exciting and empowering for my players. It got them highly invested in the adventure. I hope these tips help you craft the best way to approach this adventure for your own table!

CASTLE OF THE BLUE AND THE BLACK
1 SQUARE - 10 FEET



FRONT GATES

The main gates of the castle are enormous double doors of obsidian carved to depict a full moon over a landscape of craggy black mountains. The moon carved in the door gives off a faintly luminous glow as if by the *light* spell, and the doors open when the phrase "eternal midnight" is spoken aloud in Abyssal. The walls of the castle tower 100 feet high, and on top of the walls, glyphs have been placed every 30 feet. Each one bears a symbol with the hopelessness effect (spell save DC 24).

2. COURTYARD OF VIPERS

This vast and beautiful courtyard overflows with a foul and disgusting stench. Standing throughout the room are several large trees, some of whose branches bear hissing snakes. A dark creek runs through a black pool in the center of the room, and a path of beautiful white stepping stones meanders throughout the chamber. The western wall is partitioned to create two doorways to another room, and stairs to the north lead up to an enclosed patio.



MONSTERS

The eight **viper trees** (Appendix A) that have been planted in this courtyard only attack if they take damage or if the party attempts to block the dark river that runs through this room from a grate in the northeast wall. A **guillotine crab** (Appendix A) hides within the dark pool in the center of the room.

VILE STENCH

Any creature other than a fiend who enters this room must make a saving throw against the Wretched Stench of the viper trees.

FEEDING TIME

There is a 25 percent chance that while the party is in this room, four **skeletons** wearing Cult of Shar cloaks come from the western door carrying ten pounds of raw meat to feed to the guillotine crab.

THE THREE FACES OF NIGHT

3. PATIO OF STATUES

This enclosed patio contains three statues of a somber woman clothed in black. All three statues face the south, though each is painted differently. The eastern statue's paint transitions, right to left, from light blue to orange, red, and finally indigo. The northernmost statue is jet black and made of onyx. The western statue's paint transitions, right to left, from indigo to red, orange, and light blue. A tapestry depicting the night sky blankets the northern wall of the patio.

SECRET DOOR

There is a secret door in the western wall, which can be discovered by a successful DC 20 Intelligence (Investigation) check. It cannot be opened by thieves' tools or magic. It only opens if the statues are turned to face the appropriate configurations as described below.

STATUES OF NIGHT

A successful DC 15 Wisdom (Religion) check reveals that these statues are each a slightly different depiction of Shar, the Goddess of Night. A successful DC 15 Intelligence (Nature) or Wisdom (Survival) check reveals that the western statue depicts a sunset across Shar's form, the northern statue depicts midnight, and the eastern statue depicts sunrise. These three statues each swivel on their bases, which can be determined by interacting with them. If the eastern statue is turned to face the west and the western statue is turned to face the east, the secret door to the hallway beyond opens. If the statues are swiveled, but not into the appropriate configuration within six seconds, roiling darkness fills the room as if by the *maddening darkness* spell (spell save DC 24) for six seconds before dissipating.

TREASURE

The tapestry is a gorgeous work of art, and a successful DC 14 Wisdom (Perception) check reveals that the stars flicker with faint starlight and drift in and out of constellations from the Material Plane. A successful DC 12 Intelligence (Arcana) check discovers that the tapestry has a faint enchantment on it that causes this magical effect. To the right buyer, it can be sold for 2,000 gp.

GENERAL FEATURES

The following features are common throughout the Castle of the Blue and the Black:

Cult of Shar. Only the most powerful and devoted members of the Cult of Shar may travel to the Castle of the Blue and the Black. Cultists use **mage** or **blackguard** (Appendix A) statistics as described throughout this adventure. Many different humanoids occupy the ranks of the Cult of Shar, but half-ogres, drow, kobolds, deep gnomes, and black dragonborn are common.

Haunting and Haunted. Years of worshipping Shar has imbued dread and despair into the castle's very stones. Whenever a creature within the Castle of the Blue and the Black reduces another living creature to 0 hit points, they are overcome with a wave of gloom and must make a saving throw against Shadowfell Despair (see "Shadowfell" in Chapter 2 of the *Dungeon Master's Guide*). The residents of the castle are immune to this effect.

Magical Portraits. Within the Castle of the Blue and the Black are many unsettling portraits of a variety of figures. The eyes of these portraits seem to follow the characters wherever they go. This is because these portraits are former cultists who lost debates on the philosophy of magic with Ratakor, who magically transformed the losers into portraits of themselves. They can be restored to their humanoid form (use **mage** statistics) using *dispel magic* with a DC 19 spellcasting ability check or similar magic. When restored, they have no memory of their time as a portrait, but they can be persuaded to provide insight into Ratakor's abilities, personality, or goals with a successful DC 16 Charisma (Deception, Intimidation, or Persuasion) check. They are loyal to Revelia and do not willingly share such information about her.

Corrupted Waters. Running throughout the castle is a stream of faintly purple water filled with squirming black particles. This water has been befouled by the **wasrilith** (Appendix A) in the Well of Shadows (Room 6). A creature that consumes this foul water or swims in it must make a DC 18 Constitution saving throw. On a success, the creature is immune to the foul water for 24 hours. On a failure, the creature takes 14 (4d6) poison damage and is poisoned for 1 minute. At the end of this time, the creature must repeat the saving throw. On a failure, the creature takes 18 (4d8) poison damage and is poisoned until it finishes a long rest. If a demon drinks the foul water as an action, it gains 11 (2d10) hit points.

Ceilings. The ceilings in the Castle of the Blue and the Black reach 15 feet high unless otherwise stated.

Light. Light is present throughout the castle by silver sconces with *continual flame* spells cast throughout them unless otherwise stated. Due to the eternal night masking the sky above the Twilight Peaks, all bright light cast within the castle is dim light, and dim light is simply darkness.



4. PRAYER ROOM

This room is separated from the courtyard by a screen door that depicts a barren landscape blooming with viper trees and bubbling with magma. An obsidian altar is carved to depict humans lying bereft and in mourning across its surface. In a small alcove against the eastern wall is a ceramic jar with a small bejeweled skull for a lid. Two stern, gloomy portraits of a well-dressed kobold and drow glower from either side of a door in the southeastern corner.

GRIEVING ALTAR

This altar to Shar is used frequently by the Cult of Shar for daily prayer. A successful DC 15 Intelligence (Investigation) check discerns that the floor is scuffed, as if from people prostrating themselves before the altar. A check that succeeds by 5 or more can tell that the altar can move to the side and covers a secret space beneath. If the altar is moved before a sincere prayer to Shar is made, a shadowy tether connects between the altar and that character. That character must make a DC 20 Wisdom saving throw, taking 22 (4d10) psychic damage on a failure or half as much on a success. The character's hit point maximum is reduced by the amount of damage taken as lethargy sets in from this effect.

HIDDEN ALCOVE

When the altar is pushed aside, it reveals a small alcove containing two things. The first is the vestments of Meerena Var: an elegant, colorless robe with simple silver runes and prayers to Shar woven into the fabric (a *robe of the archmage* that changes color based on the alignment of its wearer). The second is a tall staff of pale wood, which curls around several large blue crystals at the top (*staff of frost*). The walls of the alcove bear a mosaic depicting the three stages of Ratakor's ritual: knights drinking black water, light flowing from a pile of treasure into a coffin, and a black armored figure with green eyes smashing a necklace as an enormous dark angel forms behind her. A character who succeeds on a DC 16 Intelligence (Arcana) check can tell that this depicts a ritual to create an Avatar of Shar. Beneath the objects, set in the tile floor of the alcove, is a beautiful mosaic of a sleeping woman. If the objects are removed, the woman in the mosaic opens her eyes with a green flash. All creatures within the room must make Wisdom saving throws as if *bestow curse* was cast on them at 7th level (spell save DC 24). A creature who fails the saving throw against this magic has disadvantage on Charisma-based checks and saving throws for 24 hours.

CANOPIC JAR

The ceramic jar is a canopic jar containing the magically preserved viscera of Mereena Var. There are faded designs on the outside of the jar. Upon successful examination with a DC 14 Intelligence (Investigation) check, an adventurer finds the designs depict a high priestess of Shar (Mereena Var) undergoing the mummification process willingly while still alive as part of a religious ritual.

5. HOWLING STAIRWELL

Wind howls through this narrow stairwell and buffets against the walls. The stairs are smooth and worn, descending steeply into darkness.

EXPOSED TO THE ELEMENTS

Wind whips against any creatures who travel through this space. In the latter half of the stairwell the castle walls have crumbled away to reveal a drop off the side of the mountain beyond. When the party walks past these exposed areas, there is a 50 percent chance they are buffeted by extreme winds, which require a creature to succeed on a DC 20 Strength saving throw to stay on the staircase. A character who fails is unable to find sturdy handholds or hold on during the gale and is knocked off the stairwell into the 800 foot drop down the mountainside. If this occurs, roll initiative to allow the entire party an opportunity to assist any of the falling characters.

MONSTERS

There is a 25 percent chance that a Cult of Shar patrol is traveling the stairwell in the opposite direction of the party. This patrol consists of two **mages** and one **blackguard**.



6. WELL OF SHADOWS

A short staircase leads down from an upper floor to a long room, which is dominated at the far end by a large well filled with bubbling purple and black fluid. The water streams through grates in the walls to the east and the west. A large, round creature covered in warts and horns basks happily in the corrupt water. Low-pitched chanting echoes through an archway in the western wall.

MONSTERS

The creature visible in the well is a **hezrou**, which protects and follows the orders of Malton Gloomblight (see Area 7: Demonologist's Chamber), but otherwise does not attack. Residing deeper in the well is a **wastrilith**, which surfaces and attacks if called to by Malton. The wastrilith does not leave the well unless absolutely necessary, using its Grasping Spout to draw unarmored or apparently weak characters in range of its melee attacks.

DARK WATERS

The well has a 20-foot diameter and is 80 feet deep. At the bottom of the well is the wastrilith's nest of bones. A character who searches this bone nest with a successful DC 16 Intelligence (Investigation) check discovers a pouch sewn from human skin containing three diamonds worth 100 gp each.

PORTRAITS

Flanking either side of the staircase at the lower level is a pair of portraits. The eastern portrait depicts an androgynous black dragonborn with feathery hair. The other depicts a human woman with a deeply scarred face.

7. DEMONOLOGIST'S CHAMBER

The sharp, iron smell of blood fills this small room. Melted candles and strange skulls rest on the myriad of cluttered desks jammed into the corners. A short human man with a mane of thick, dark hair mutters to himself as he shuffles through sheafs of old parchment, and a cloaked figure sits in the southwestern corner, flipping through a book.

STARSA ASTRAFAR

The cloaked figure is a Starsa Astrafer (human **mage**, she/her, chaotic evil) assigned to assist Malton with his abyssal summonings. She follows his commands and fights to the death to protect him.





MALTON GLOOMBLIGHT

This odd man is **Malton Gloomblight** (Appendix A, he/him, chaotic good), Revelia's older brother and most devout supporter. His mind has been unraveled slightly by his study of the Abyss, and he is rather absentminded; however, if the characters explain that they are here to kill Ratakor, Malton believes they could be helpful to his sister's scheme and escorts them safely with one of his hezrou to Revelia's Study (Area 22). If the characters attack, he orders Starsa as well as the hezrou and wastrilith in the Well of Shadows (Area 6) to help him kill the intruders. Malton has a growing suspicion that Revelia's plan has been too easy and that Ratakor is tricking them, but Revelia is too focused to see his point. He tells the party this if he escorts them to Revelia's study.

TREASURE

Besides Malton's brooch of stars (Appendix B), rod of alertness, equipment, and spell component pouch, this room contains the magically preserved skulls of several demons: one balor (worth 2,500 gp), two hezrou (worth 500 gp each), and three barlgura (worth 400 gp each). A character who succeeds on a DC 20 Intelligence (Religion) check can identify these skulls and estimate their prices accurately. Additionally, a creature who succeeds on a DC 16 Intelligence (Investigation) check finds Malton's scale-bound spellbook amidst his demonologist's notes, which contains all of the spells he has prepared as well as *planeshift* and *gate*.

8. ARMORY

This small room is a well-equipped and organized armory filled with a myriad of weapons set into grooves in the wall and a barrel resting in the corner.

EXPLOSIVE TRAP

The threshold of the armory is inscribed with a spell glyph storing a *gust of wind* spell (spell save DC 24). The spell glyph can be discovered with a successful DC 24 Intelligence (Investigation) check. The glyph is triggered when a creature not wearing a cloak of the Cult of Shar steps on it. A creature who fails its saving throw is pushed 15 feet south, past the threshold, and is knocked off the stairwell into the 800-foot drop down the mountainside. If this occurs, roll initiative to allow the entire party an opportunity to assist any of the falling creatures.

TREASURE

Within the armory are twelve *daggers*, four *maces*, two *sickles*, twelve *spears*, three *greatswords*, a *halberd*, two *shortswords*, two *light crossbows*, two *hand crossbows*, and a barrel of 300 *bolts*.

9. SACRIFICIAL CHAMBER

This large chamber is a scene of horror. Howling wind swirls throughout the room from a wide opening to the mountainside, and dark water laps at the sunken stone ground. The corpses of many cloaked figures lie at the water's edge and are visible through the faintly purple water. Dark shadows yawn and flicker suddenly throughout the room, disappearing and reappearing erratically.

SACRIFICE

These twelve corpses are members of the Cult of Shar who participated in the first step of the cult's ritual (see The Ritual sidebar). A successful DC 14 Wisdom (Medicine) check can determine the cause of death was poisoning. Their agony and death brought the Castle of the Blue and the Black in tune with the Negative Energy Plane, which a character can determine by examining the shadows with a successful DC 20 Intelligence (Arcana) check.

FORTUNE-TELLING

The dancing shadows in this room foretell the final stage of Ratakor's ritual. A character who succeeds on a DC 15 Wisdom (Perception) check can see that the shadows twist into an armored figure crushing a necklace is a burst of flame, who then disintegrates as a looming angel of darkness appears behind her. If the party has convinced Revelia to try a different plan, they instead see a shadowy Ratakor sculpting shadows into a horrific, horned monster. A character who succeeds on a DC 20 Intelligence (Religion or Arcana) check can identify the shape as a nightwalker.

MONSTERS

The Negative Energy Plane has brought with it four **shadow assassins** (Appendix A), who materialize and attack the party, fighting to the death.

10. THE WORTHLESS TREASURY

This chamber is mostly occupied by a pool of purple and black water that trickles in from an opening in the southwestern wall. Scattered throughout the room are a variety of strange objects: weapons, clothing, jewelry, and other strange items coated in black slime. Chanting echoes through the northern door.

ENCHANTED HUSKS

These scattered trinkets were once powerful magic items collected by the Cult of Shar. Using *detect magic* or similar magic reveals these items still have auras of residual magic of many different schools. A character who has information on the ritual (see The Ritual sidebar) from Revelia's Study (Area 22), Ratakor's Study (Area 18), or otherwise can discern what occurred with a DC 18 Intelligence (Arcana) check.

11. BARRACKS

Beds line the walls of this room to create a close-quarters barracks. The beds are in a variety of states, and one has clearly never been made. Three stern portraits glower from the northern, western, and southern walls of the room.

PORTRAITS

The northern portrait depicts a half-ogre with tattoos across her neck and a prayer to Shar tattooed on her bald head. The other two portraits depict a pair of androgynous-looking high elf twins; though one has emerald eyes (western portrait), and the other has azure eyes (southern portrait).

TREASURE

A character who succeeds on a DC 15 Intelligence (Investigation) check discovers the various hidden belongings of cult members: 101 gp, 42 sp, a pair of fine leather knee-high boots, a silvered dagger, a pair of elbow-high velvet gloves, and hidden love letters between a drow woman named Amarruze and her girlfriend, a deep gnome named Petunia. A check that succeeds by 5 or more discovers a *potion of poison* hidden behind the southern portrait.

12. RITUAL CHAMBER

Dark shadows flicker and whirl around the ritual occurring in this chamber. In the center of the room, a large blue-skinned ogre wearing a magnificent crown is performing complicated somatic gestures over an alabaster coffin streaked with midnight black. In a ring around the coffin stands three massive, jet-black statues of a woman with different expressions: one in mourning, one smug and secretive, and the third blank and hollow. Six knights in black armor with purple embellishments chant in a wider circle around the statues.

CEILING

The vaulted ceiling of this cathedral-like chamber is 80 feet high.

MONSTERS

Standing in the center of the room is **Ratakor the Midnight Emperor** (Appendix A), who is performing the third and final phase of the ritual (see The Ritual sidebar). Mereena Var (**eidolon** (Appendix A) with 126 hit points, she/her, neutral evil) rests in the coffin. In the outermost circle, six **blackguards** (Appendix A) chant a prayer to Shar.



THE RITUAL FINALE

If a fight breaks out between the adventurers and the blackguards, Mereena Var emerges from her coffin. She uses her Sacred Animation on the three **sacred statues** (Appendix A) to destroy nonbelievers of Shar. If Revelia (**death knight**, she/her, lawful evil) has not been convinced to change her plan, she arrives in 1d4 -1 rounds after a fight breaks out on initiative count 20 (losing ties) and uses her Hellfire Orb to destroy the *Tears of Selûne* (Appendix B), which teleports Revelia to the Negative Plane and instantly kills her. This also transforms Mereena Var into the **Avatar of Shar** (Appendix A) and ends the ritual. If Mereena is animating a sacred statue when this happens, the statue is instantly destroyed and the Avatar of Shar occupies its space. If Revelia arrives with the party, she does this on her first turn instead.

If the players have convinced Revelia not to proceed with her plan, then Ratakor quickly realizes he has been thwarted. In 1d4 -1 rounds on initiative count 20 (losing ties), Ratakor uses the Halt Ritual lair action. Revelia focuses on killing the blackguards and leaves Ratakor and Mereena to the party.

ROLEPLAYING RATAKOR

Ratakor is an eccentric and ancient lich who sees the funny side of eternal life and always finds humor in the darkness. Ratakor often peppers conversation with euphemisms or unusual jokes, and if someone is rude to one of his friends or allies, he demands a duel of insults or a debate in order to shame the offender. Although Ratakor often takes male form and uses he/him pronouns, he is genderfluid and may use his shapeshifting abilities to take on a more feminine appearance. He relishes crafting elaborate plans and enjoys acting. When Revelia bursts into the Ritual Chamber, he feigns surprise or even fear unless it becomes obvious that his plan has been discovered. He does not have major qualms about his body disorporating because he cannot envision a world where such simple beings as his foes could find and destroy his reliquary.



RATAKOR'S BATTLE TACTICS

Consider combat with Ratakor to be a two-stage boss fight. Use these benchmarks as important narrative moments to keep the fight fun and dynamic for everyone around the table! During the first stage, Ratakor waits for Revelia to destroy the *Tears of Selûne*. He flies out of *counterspell* range before using spells like *synaptic static* and *stinking cloud* to hamper the party. He also uses *Shadow Echo* and *vicious mockery* to deal damage from a distance. The second stage begins when the ritual ends (see below). During the second stage, Ratakor uses different strategies based on whether or not his plan comes to fruition.

If Ratakor's master plan works and Mereena is transformed into the Avatar of Shar, Ratakor continues to fly above the battlefield, focusing this time on assisting the Avatar with spells like *mass cure wounds* or *regeneration*. If any party members are able to fly and prove to be a threat to Ratakor personally, Ratakor uses *Otto's irresistible dance* to slow them down.

If Revelia does not destroy the *Tears*, Ratakor uses his Halt Ritual lair action, which uses the energy of the ritual to summon a **nightwalker** (Appendix A) instead of the Avatar of Shar. Ratakor flies low and blasts the party with his innate *cone of cold* or damaging spells (*fireball* or *lightning bolt*) from the *staff of the magi*, combined with *healing word* or *mass cure wounds* in order to help his remaining allies.

Throughout the fight, Ratakor always uses his bonus action to hit as many characters as possible with the *sphere of annihilation* (unless a *healing word* or *misty step* would be more strategic) and keeps the charges on the *staff of the archmagi* above 15. If the Avatar of Shar or the nightwalker is killed before him, Ratakor focuses on getting as close to the killer as possible before using the *staff of the magi*'s Retributive Strike (either on his turn or using 3 legendary actions). This explosive climax likely marks the end of combat for most of those involved.

TREASURE

In addition to the *midnight crown*, *staff of the archmage* (if intact), and *sphere of annihilation*, a character who searches Ratakor's corpse discovers 1d4 paintbrushes of varying sizes, small jars of silver and black paint, a small brass pyramid (75 gp), a pouch containing 12 moonstones (25 gp/each), a book of pocket prayers to Selûne with annotations to transform them into prayers to Shar, and the six gemstone-studded rings he was wearing (100 gp/each). The blackguards do not carry anything other than their equipment, but the coffin of Mereena Var is carved exquisitely from marble, and a museum or collector would part with up to 2,000 gp to get ahold of it. Characters who succeed on a DC 20 Wisdom (Perception) check remember that Ratakor had lots of damp patches on his clothing and likely spent lots of time in a wet place (his reliquary is hidden in Area 20: Diseased Tideswell).

13. EXCAVATION STORAGE

This stuffy, oppressive room is crowded with crates and sealed boxes. Stones of obsidian are stacked in the southern corner, and faint illumination comes from a brass chandelier hanging from the ceiling.

TREASURE

A character who searches the crates discovers a variety of old, broken bones carefully packed in the straw that fills them. A character who succeeds on a DC 16 Intelligence (Investigation) check discovers smaller containers hidden within the straw of the larger crates. These contain a ceramic jar bearing a tag that says “potion of growth” on one side and “drink me” on the other (*potion of diminution*), a large glass cask containing a blue syrup with drifting silver flecks (*oil of etherealness*), three taxidermied bats (25 gp/each), and the skull of a vampire (500 gp).



14. PORTRAIT CORRIDOR

Dark shadows flicker across the two portraits that hang on the walls of this T-junction. The northern door bears a small stone gargoyle head, and the western door is slightly ajar. Behind the door, something sounds like it's moving.

PORTRAITS

Flanking either side of the door to the Barracks (Area 15) are a pair of portraits. The left portrait depicts an angry deep gnome man and the other depicts a tiefling with chilling eyes and a haughty tilt to her head.

STEALTHY ACTIVITY

A character with a passive Wisdom (Perception) of 18 or higher can see Adresteia Tor (**bard**, she/her, chaotic good) sneaking about the room behind the western door.

15. BARRACKS

Beds line the walls of this room to create a close-quarters barracks. The beds are all neatly made. A portrait of an excited kobold in a heavy cloak rests on the western wall.

TREASURE

A character who succeeds on a DC 15 Intelligence (Investigation) check discovers the various hidden belongings of cult members: 45 gp, 22 sp, an emerald ring (25 gp), a *wand of smiles* (Appendix A), a well-worn stuffed owlbear, and a trick deck of playing cards. A check that succeeds by 5 or more discovers a *potion of poison* hidden behind the southern portrait.

ADRESTEIA TOR

A character with a passive Wisdom (Perception) of 18 or higher notices an elegantly dressed teenage woman duck beneath a bed when the characters open the door. This is Adresteia Tor (aasimar **bard** (Appendix A), she/her, chaotic good), who is here on a personal mission to collect the rare copy of *Alister Konezegel's Field Guide to Dragons* that Ratakor owns, but which she couldn't find in his False Study (Area 16). When discovered, Adresteia introduces herself as Teia Tor, Noble Daughter of Spinegarden, before requesting aid in recovering the tome. If the party seeks the book themselves or doesn't want to give it to her, Teia explains that she simply wants to read the entry on Kynos the Dreamreaver. In exchange, she offers knowledge of the history of the Caste of the Blue and the Black. Teia knows everything in the first paragraph of the Background of the Twilight Peaks from her tutor.

16. FALSE STUDY

This sparsely appointed study contains a mahogany desk and wingback armchair. Behind the chair, the wall bears a large, tasteful portrait of a handsome blue-skinned ogre with purple horns wearing a jagged crown and bearing tattoos of runes around his neck and shoulders. Painting supplies are stacked in the eastern corner, and a canvas rests on an easel.

PORTRAIT

This portrait depicts Ratakor the Midnight Emperor in all his glory. In his lengthy unlife, he has become a talented painter, using his free time to paint himself and the darkly beautiful landscape of the Twilight Peaks. A character who searches beneath the portrait or removes it from the wall finds a small onyx keyhole behind it.

TREASURE

A character who searches the art supplies discovers three small landscape portraits of the Twilight Peaks (100 gp/each) and a portrait of Mereena Var in her vestments of the Shar priesthood (200 gp).

FALSEHOOD

A character who searches the desk and succeeds on a DC 15 Intelligence (Investigation) check finds that the chair's upholstery seems brand-new and the desk has rarely, if ever, been used. A check that succeeds by 5 or more also discovers an onyx key concealed on the underside of the desk. The furniture, art supplies, and paintings in this room have all been treated with enchantment magic to be immune to fire damage, which can be sensed with detect magic or similar magic.

SECRET DOOR

When the onyx key from the desk is inserted into the keyhole behind the portrait, the door to this room shuts. Read the following:

The keyhole clamps around the key, and a small stone gargoyle head emerges from the western wall of the northwest corner of the corner and chatters to life: "Tell me a joke, old boy!"

Once closed, the door to this room is magically reinforced, but it can be broken down with a DC 28 Strength (Athletics) check or a DC 25 Dexterity check with thieves' tools.



If a character does not immediately tell a joke or if the character says something which is not a joke, the gargoyle roars a gout of flame which fills the room. Characters inside the room must make a DC 25 Dexterity saving throw against this magic, taking 56 (16d6) fire damage on a failed save or half damage on a successful one. The gargoyle only responds to questions relevant to a joke, such as a "knock, knock" joke. After breathing flame, the gargoyle repeats its line ("Tell me a joke, old boy!") and breathes fire until a character tells a joke or every living creature inside the room is dead, at which point the gargoyle head retracts into the walls until the onyx key is inserted once more into the keyhole. When a character tells a joke, they must succeed on a DC 10 Charisma (Performance) check. If they fail, the gargoyle says "C'mon, you can do better than that!" and disappears into the wall. If the character succeeds on the check, the wall gargoyle laughs and snorts uncontrollably, and the secret door to the Collapsed Tower (Area 17) opens.

The key cannot be removed from the keyhole until the secret door opens or the gargoyle retreats from a failed Charisma (Performance) check.

17. COLLAPSING TOWER

Pieces of black stone are suspended in the air in this tower. The ceiling above bears large jagged cracks, and the roiling darkness of the sky beyond is faintly visible. The walls and floor glitter with sparkling iridescence.

SUSPENSION OF DISBELIEF

Ratakor magically suspended the gravity in this room in order to prevent the tower from collapsing. Creatures who enter this room gain a fly speed equal to their walking speed for as long as they are within the room. A character who succeeds on a DC 20 Intelligence (Investigation) check discovers five arcane runes hidden around the ceiling. If these are targeted with *dispel magic* or similar magic, this effect immediately ends.

CEILING

The ceiling of this room is 80 feet high.

MONSTERS

The cracks in the ceiling occasionally allow in the ephemeral undead. Whenever a creature enters the room, there is a 50 percent chance that it draws the attention of a **ghost**.

TREASURE

An unexpected side effect of the magic in this room caused the diamond dust within the stones of the castle to emerge. A character who spends 10 minutes gathering diamond dust from the walls is able to gather an amount of it worth 500 gp.



18. RATAKOR'S STUDY

This tower room looks to be part study and part museum. The walls bear sturdy bookshelves with hundreds of colorful books, carefully organized by spine color to create the illusion that a rainbow wraps around the room. Four small marble columns are spread throughout the room, holding strange treasures covered by bell jars. A desk and chair are covered with small stacks of parchment.

RATAKOR'S SHADOW

Hiding in this room is Ratakor's **shadow** (Appendix A, he/him, lawful evil), which Ratakor separated from himself using powerful magic. The shadow moves across the walls, floor, and ceiling and acts as a guardian of Ratakor's treasures. If a character disturbs a bell jar covering any of the treasures other than the fake *Tears of Selûne* or takes anything from the bookshelf, Ratakor's shadow attacks.

TREASURE

Characters who search the bookcases find a spell scroll of **fear** being used as a bookmark in *Alister Konezegel's Field Guide to Dragons*. Characters who search the desk discover research notes written in Giant. Characters who spend 10 minutes reading the notes discern that they describe a three-part ritual to create an Avatar of Shar (see **The Ritual** sidebar). Annotations to these notes describe that if an artifact of a life domain deity is destroyed during the ritual, it will end the ritual and paralyze its participants. A character who succeeds on a DC 20 Intelligence (Arcana) check knows that these notes are certainly incorrect and that the destruction of such an artifact is likely to complete the ritual instead. These are the notes planted by Ratakor that Revelia has based her plan on (see Area 24: Revelia's Study).

COLLECTION

The four covered items are unique and treasured by Ratakor or important to his plans. The first artifact is a falsified *Tears of Selûne* (left behind by Revelia when she stole the original). This falsehood can be detected when a character attempts to attune to it, by the *identify* spell, or similar magic. The second artifact is *Aurgorylon's Spirit Gem* (Appendix B), which contains the soul of a wicked blue dracolich. The third artifact is Ratakor's favorite recipe for aurochs chili with a permanent *levitate* spell cast on it to make it hover within the jar. On the back of this single piece of parchment is the *Liches' Recipe for an Exquisite Reliquary*, written in ink that only shows itself under moonlight. A character can discern there is invisible writing on the back with a DC 15 Intelligence (Investigation) check. The fourth bell jar appears to be empty, but it contains an invisible and silent **swarm of hell flies** (Appendix A), which attacks when released.

SECRET DOOR

A character who traverses the southern stairwell can see the secret door that leads to the Excavation Site (Room 19), as it is not disguised from this side of the door.

19. EXCAVATION SITE

Large slabs of glinting obsidian are piled in alcoves at each cardinal direction of the room. In the center of the room, a 20-foot pit has been carefully dug. Faint bas-reliefs are visible on the walls of the room.

BAS-RELIEFS

A character who succeeds on a DC 15 Intelligence (Investigation) check can discern that the bas-reliefs depict a priestess of Shar doing battle with a knight of Selûne who wears a glowing amulet. A character who succeeds on this check by 5 or more can make out the final panel, which shows the priestess and the knight killing one another in their final battle and the priestess's coffin being buried atop the knight.

OBSIDIAN SECRETS

A character who examines the broken chunks of obsidian finds that they depict the course of Ratakor's Ritual (see **The Ritual** sidebar). The individual carvings depict knights drinking black water, light flowing from a pile of treasure into a coffin, a black armored figure with green eyes smashing a necklace, and an enormous, pitch-black angel forming from an open coffin containing a skeleton. A character who succeeds on a DC 16 Intelligence (Arcana) check can tell that this depicts a ritual to create an Avatar of Shar.

THE PIT

A character who searches the floor of the pit discovers that a coffin-shaped object was removed from the ground. Digging 5 feet down reveals a skeleton clad in silver armor. If *speak with dead* or similar magic is used on this skeleton, they can answer truthfully about the ritual to create the Avatar of Shar (see **The Ritual** section of Area 12: Ritual Chamber), but they know nothing about Ratakor. A successful DC 15 Wisdom (Medicine) check determines that they have been dead for just under 200 years. If they are brought back to life by *true resurrection*, they identify themselves as Asmair (use **deva** statistics, they/them, lawful good) and eagerly join the party in destroying Mereena and Ratakor.

20. DISEASED TIDESWELL

Tainted water laps at the sagging, cracked flagstone floor of this opening. Dark particles squirm within the water, which surges in from a wide crack in the eastern wall and flows through another crack in the western wall, where the sounds of water falling and crashing emanate.

MONSTERS

Lurking in this water is a **hydra zombie** (Appendix A). Ratakor found it living in the ruin when he first began exploring the ruined castle and transformed it into his undead guard dog. Ratakor named each of its nine heads after an Archdevil because it amuses him. Each head wears a simple brass collar bearing a name tag with a different name: Zariel, Disperter, Mammon, Fierna, Levistus, Glasya, Baalzabul, Mephistopheles, and Asmodeus. It emerges and attacks characters who approach the crack in the western wall.



WATERFALL

A Medium or smaller creature can move through the cracks in the walls through which the water enters and exits this room. A creature who moves through the crack in the western wall must succeed on a DC 20 Strength saving throw or be pulled down the 80-foot waterfall, taking 28 (8d6) bludgeoning damage on a failed save. Behind the waterfall is a small alcove on which rests a locked box made of lead.

TREASURE

The box can be torn open with a successful DC 28 Strength (Athletics) check, attacked (AC 20, 80 hit points, immunity to poison and psychic damage, resistance to piercing and slashing damage), or unlocked with a DC 22 Dexterity check using thieves' tools. Within the box is a beautiful porcelain music box inlaid with mother-of-pearl that glows with an eerie purple light: Ratakor's reliquary. Ratakor has imbued his reliquary with powerful magical protections. When touched by the bare skin (or scales, feathers, fur, etc) of a living creature, the music box pops open to reveal it is truly a jack-in-the-box. The creature must make a DC 23 Constitution saving throw, taking 26 (4d12) necrotic damage on a failed save, or half damage on a successful one. If a creature is reduced to 0 hit points by this damage, its soul is trapped inside the reliquary. While the soul is trapped, the target's body and all the equipment it is carrying disappears. A soul trapped in the reliquary for 24 hours is devoured and ceases to exist. See the Reliquary section of the Introduction for additional information and mechanics regarding reliquaries in this adventure. If the reliquary is successfully destroyed, the bodies and equipment of any trapped souls re-form with 1 hit point in an unoccupied space nearest the reliquary.

21. BARTOK'S NEST

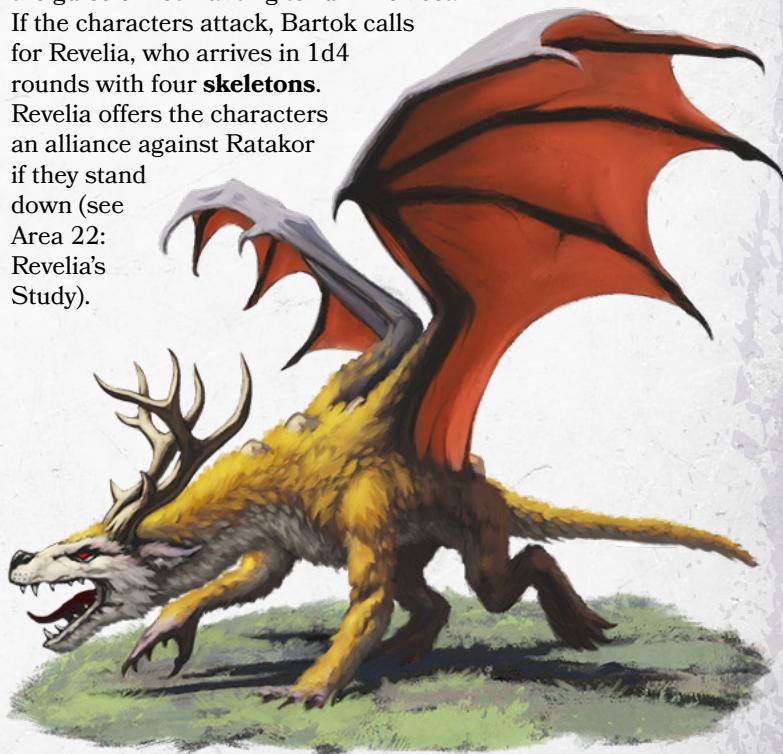
Shreds of paper and decimated wooden bookshelves fill the messy interior of this room. An enormous nest formed from ripped-apart books and scraps of black fabric rests in the rafters of the room.

MONSTERS

Hidden from view within the nest is Bartok (**peryton**, he/him, chaotic evil), who was raised from a fledgeling by Revelia. He cannot easily traverse the castle, so he has nested here with Ratakor's permission and seeks additional material to warm his nest. A character who is dressed in a dark cloak or who offers Bartok parchment or fabric and whose Charisma (Persuasion or Deception) check beats Bartok's Wisdom (Insight) check can trick Bartok into revealing that Revelia plots to overthrow Ratakor. Bartok is arrogant and snarly but is ultimately a coward and will back down from a fight under the guise of not wanting to ruin his nest.

If the characters attack, Bartok calls for Revelia, who arrives in 1d4 rounds with four **skeletons**.

Revelia offers the characters an alliance against Ratakor if they stand down (see Area 22: Revelia's Study).



22. REVELIA'S STUDY

This study is small and neat. A muscular woman in black armor with glowing green eyes sits behind an ornate desk carved to depict weeping and mourning figures scrawling on a piece of parchment with a quill. At the ready around her are four skeletons dressed in tattered tuxedos.

REVELIA GLOOMBLIGHT

The armored woman is Revelia Gloomblight (**death knight**, she/her, lawful evil), Ratakor's lieutenant within the Cult of Shar and the previous Midnight Empress. Revelia has rankled under Ratakor's bizarre sense of humor since he returned and took the *midnight crown* (Appendix B) from her; she will do anything to reclaim the crown and leadership of the Cult of Shar. Recently, she snuck into Ratakor's study (Area 18), read the notes he'd left there, and stole the *Tears of Selûne* (Appendix B) while leaving a fake in their place. Revelia sees intruders as the perfect distraction and immediately offers them her assistance in destroying Ratakor. If the party acquiesces, she explains her plan. If the party refuses, she bids them adieu and wishes them luck (though still plans to interrupt the ritual and destroy the *Tears of Selûne* as described in the Ritual Sidebar). If the party attacks, Revelia defends herself as best she can while retreating to the Courtyard of Vipers (Area 2), where she commands the **guillotine crab** (Appendix A) to join her. In this case, she fights to the death.

REVELIA'S PLAN

If the party expresses interest in Revelia's plan, she describes the three-part ritual to create an Avatar of Shar. The first stage is a willing sacrifice of living souls, the second stage is a siphon of the arcane from magic items, and the third part is a group chant. Revelia believes that if an artifact of a light domain deity is destroyed during the ritual, it will end the ritual and paralyze its participants (Ratakor and his blackguard). A character who succeeds on a DC 25 Intelligence (Arcana) check would note that Revelia is certainly incorrect and the destruction of such an artifact is likely to complete the ritual instead. Revelia reveals that she has such an artifact, but she is concerned that if she attempted it alone, Ratakor would be able to stop her. She wants the party to initiate combat, wherein she will enter from the opposite direction and destroy the *Tears of Selûne*. Revelia has based her plans from notes planted by Ratakor in Ratakor's Study (Area 18). A character who succeeds on a DC 15 Wisdom (Insight) check can not only tell that Revelia is telling the truth and believes what she says, but also that she is extremely excited for the opportunity to pull one over on Ratakor. A character with a reasonable plan who succeeds on a DC 20 Charisma (Intimidation, Persuasion, or Deception) check can convince Revelia to change her plan.

CONCLUSION

Depending on the actions of the characters, the adventure could end one of several ways. Some of them are more involved than others, and it is worth reading through all of the possibilities before running the adventure in order to be well prepared for the actions of your characters.

KILLING THE CULT OF SHAR

If the party successfully kills Ratakor, the surviving members of the Cult of Shar throw themselves against the party in a raging anguish. If Mereena Var ascends to become the Avatar of Shar and the Avatar is killed, the raging storm of starry darkness over the Twilight Peaks ends.

If the characters do not destroy Ratakor's reliquary before 1d10 days, the lich reforms within 5 feet of the reliquary. Given the opportunity, Ratakor casts *plane shift* to get to a safe location on the Twilight Peaks. He recoups and researches the party who killed him, using *scrying* and other divination magic. He uses his Shapeshifting ability to replace a beloved NPC or family member and waits for an opportunity to destroy his adversaries. Alternatively, Ratakor seeks out one of his old allies: Taag'thrith the Dreameater or Thymia Scarletscale, Mire's Fang.

FLEEING FROM THE CULT OF SHAR

If the party flees from Ratakor, the lich takes the opportunity to find another death knight to bring into the fold and attempt the ritual once more. If the Avatar of Shar has already been formed, then the cultists of Shar amass their full forces and strike into the Material Plane, bringing the roiling cloud of eternal night with them as they blanket the Material Plane in darkness and domination.

ADVENTURE HOOKS

PEARL OF PUTRESCENCE

If Ratakor has been killed, Rhino Heartsbane is jubilant. He treats the party to a banquet at his home temple and probably starts a fistfight with one of his fellow priests. If the characters are unable to destroy Ratakor's reliquary themselves, Rhino points them in the direction of a powerful weapon or a spellcaster capable of casting disintegrate, which may require future adventures. If you wish to continue this campaign with your own adventures, Rhino may reveal that the destruction of the Green Hand was a test to see if the players are ready to tackle even greater threats...

OVERDUE BOOKS

If the party brings Zarok Krado the long-overdue copy of *A.Z.Z. Konezegel's Field Guide to Dragons*, he is extraordinarily satisfied with their mission. He rewards the party with a single *wish* spell and attempts to grant them their true wish, not a mockery of it. If the party also brings Zarok the reliquary of Ratakor, he is ecstatic and grants them the deed to Fortress Nightspear.

BREAKING AND ENTERING

If the party returns the *Tears of Selûne* to Amrauch Illythril, the Church is extremely grateful. They grant the party each 100,000 gp and a single moonstone-studded +3 ring of protection. They are also steadfast in returning such an important favor, should the party call on the Church for assistance in the future.

EXTENDING THE ADVENTURE

This adventure gives the characters a chance to end the (overly) clever machinations of Ratakor the Midnight Emperor before (or after) the oni achieves his terrible goal. However, it is possible that Mereena Var, Revelia Gloomblight, or other cultists survive this adventure. If you want to extend the concepts presented in this adventure to cast a longer shadow over your campaign, the following notes provide some guidance and ideas for what might come next.



RISE OF THE MIDNIGHT EMPRESS

While Revelia's goals for the cult start with returning to basic worship of Shar, they quickly build in fanaticism. Revelia soon begins to believe that she must lead the Cult of Shar against other deities and strike them down in the name of the Mistress of Night. She begins to lead military attacks against shadar-kai encampments and eventually leads a siege against the Raven Queen within the Fortress of Memories. As the Raven Queen's attention is brought away from her duties, the dead on the Material Plane become unable to rest, returning as wights, wraiths, ghosts, banshees, and other powerful undead that wreak havoc on the Material Plane.

THE DARK PARTY

If Ratakor is killed, Ratakor's shadow immediately becomes aware. He spends several weeks mourning his former master and friend, but when he finally emerges from his grief, he does so with a calculated plan. He knows the ritual that was used to separate it from Ratakor and performs that ritual on the characters while they sleep. Over the course of several days, Ratakor's shadow brings awareness to their shadows and convinces the shadows that their former masters are cruel slavers who deserve to die. The characters may notice their shadows acting strangely or asynchronously, but there is no apparent threat until Ratakor's shadow finally convinces his new companions to launch an attack on the heroes.



PLANAR BLEEDING

Many of Ratakor's powerful dark magics came from his connection to the Shadowfell. When Ratakor's reliquary is destroyed, it unbalances the borders between the Material Plane and its mirror planes: the Shadowfell and the Feywild. These planes all begin to bleed into one another. Normal city streets are replaced with their misty doubles and their undead inhabitants from the Shadowfell. Glittering forests spring into place where the trade roads once ran, bringing whimsical terrors and farcical fey with them. This planar bleed can only be stopped by heroes brave enough to make the astounding journey through the seven heavens of Mount Celestia to the Illuminated Heaven: Chronias. Once within the Illuminated Heaven, the heroes must find and wake the forgotten deity Rune, the only creature capable of stopping the calamity.

APPENDIX A: CREATURES

AVATAR OF SHAR

Gargantuan celestial, neutral evil

Armor Class 22 (natural armor)

Hit Points 243 (18d10 + 144)

Speed 50 ft., fly 150 ft.

STR	DEX	CON	INT	WIS	CHA
26 (+8)	22 (+6)	26 (+8)	25 (+7)	25 (+7)	30 (+10)

Saving Throws Int +15, Wis + 15, Cha +18

Skills Perception +15

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

Damage Immunities necrotic, poison

Condition Immunities charmed, exhaustion, frightened, poisoned

Senses truesight 120 ft., passive Perception 25

Languages all, telepathy 120 ft.

Challenge 25 (75,000 XP)

Aura of Grief. Within 120 feet of the Avatar, light is damped. Sunlight does not count as true sunlight for the purpose of vulnerabilities and other effects, bright light is reduced to dim light, and dim light becomes nonmagical darkness. When a creature starts its turn in this area, it is overcome with sorrow and must succeed on a DC 23 Wisdom saving throw or be stunned until the start of its next turn. If a creature's saving throw is successful, the creature is immune to the Avatar's Aura of Grief for the next 24 hours.

Deific Weapons. The Avatar's weapon attacks are magical. When the Avatar hits with any weapon, the weapon deals an extra 10d8 radiant damage (included in the attack).

Disorporation. When the Avatar drops to 0 hit points, the Avatar's body is destroyed, but Shar's essence travels back to her domain in the Tower of Loss, and she is unable to take physical form for 30 days.

Innate Spellcasting. The Avatar's spellcasting ability is Charisma (spell save DC 26). She can innately cast the following spells, requiring no material components:

At will: *darkness, detect good and evil, pass without trace, vampiric touch*

3/day each: *antilife shell, blade barrier, finger of death*

1/day each: *control weather, earthquake, maddening darkness, mass heal*

Legendary Resistance (3/Day). If the Avatar fails a saving throw, she can choose to succeed instead.

Limited Magic Immunity. Unless she wishes to be affected, the Avatar is immune to spells of 6th level or lower. She has advantage on saving throws against all other spells and magical effects.



ACTIONS

Multiattack. The Avatar makes two umber greatsword attacks.

Umber Greatsword. *Melee Weapon Attack:* +16 to hit, reach 10 ft., one target. *Hit:* 22 (4d6) slashing damage plus 45 (10d8) radiant damage.

Longbow of Slaying. *Ranged Weapon Attack:* +14 to hit, range 150/600 ft., one target. *Hit:* 15 (2d8 + 6) piercing damage plus 45 (10d8) radiant damage. If the target is a creature that has 100 hit points or fewer, it must succeed on a DC 15 Constitution saving throw or die.

Shriveling Touch (3/Day). *Melee Spell Attack:* +18 to hit, range 5 ft., one target. *Hit:* 90 (20d8) necrotic damage. The target must succeed on a DC 23 Constitution saving throw or its hit point maximum is reduced by an amount equal to half the damage taken. This reduction lasts until the target finishes a Long Rest. The target dies if this effect reduces its hit point maximum to 0.

LEGENDARY ACTIONS

The Avatar shares a pool of 4 legendary actions with Ratakor the Midnight Emperor, choosing from the options below. Only one legendary action can be used at a time and only at the end of another creature's turn. The Avatar regains spent legendary actions at the start of her turn.

Teleport. The Avatar magically teleports, along with any equipment she is wearing or carrying, up to 120 feet to an unoccupied space she can see.

Dark Pulse (Costs 2 Actions). The Avatar emits magical dark energy. Each creature of her choice in a 15-foot radius must make a DC 23 Dexterity saving throw, taking 14 (4d6) necrotic damage on a failed save, or half as much damage on a successful one.

Blinding Gaze (Costs 3 Actions). The Avatar targets one creature she can see within 30 feet of her. If the target can see her, the target must succeed on a DC 15 Constitution saving throw or be blinded until magic such as the *lesser restoration* spell removes the blindness.

BLACKGUARD

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

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 any one language (usually Common)
Challenge 8 (3,900 XP)

Spellcasting. The blackguard is a 10th-level spellcaster. Their spellcasting ability is Charisma (spell save DC 13, +5 to hit with spell attacks). They have the following paladin spells prepared:

1st level (4 slots): *command, protection from evil and good, thunderous smite*

2nd level (3 slots): *branding smite, find steed*

3rd level (2 slots): *blinding smite, dispel magic*

ACTIONS

Multiattack. The blackguard makes three attacks with their glaive or their 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). The blackguard exudes magical menace. Each enemy within 30 feet of the blackguard must succeed on a DC 13 Wisdom saving throw or be frightened for 1 minute. If a frightened target ends its turn more than 30 feet away from the blackguard, the target can repeat the saving throw, ending the effect on itself on a success.

ECALYPSE

Large undead, chaotic neutral

Armor Class 13
Hit Points 95 (10d8 + 40)
Speed 40 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	16 (+3)	18 (+4)	6 (-2)	10 (+0)	15 (+2)

Skills Intimidation +5, Stealth +6, Perception +3

Damage Resistances necrotic, poison

Condition Immunities charmed, exhausted, poisoned

Senses darkvision 60 ft., passive Perception 13

Languages understands Common but can't speak

Challenge 7 (2,900 XP)

Shadow Stealth. While in dim light or darkness, the ecalypse can take the Hide action as a bonus action.

Sunlight Weakness. While in sunlight, the ecalypse has disadvantage on attack rolls, ability checks, and saving throws.

ACTIONS

Multiattack. The ecalypse makes two attacks with its hooves.

Hooves. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target.
Hit: 14 (2d8 + 5) bludgeoning damage.

EIDOLON

Medium undead, any alignment

Armor Class 9

Hit Points 63 (18d8 – 18)

Speed 0 ft., fly 40 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
7 (-2)	8 (-1)	9 (-1)	14 (+2)	19 (+4)	16 (+3)

Saving Throws Wis +8

Skills Perception +8

Damage Resistances acid, fire, lightning, thunder; bludgeoning, piercing, and slashing damage from nonmagical attacks

Damage Immunities cold, necrotic, poison

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

Senses darkvision 60 ft., passive Perception 18

Languages the languages it knew in life

Challenge 12 (8,400 XP)

Incorporeal Movement. The eidolon 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 other than a sacred statue.

Sacred Animation (Recharge 5-6). When the eidolon moves into a space occupied by a sacred statue, the eidolon can disappear, causing the statue to become a creature under the eidolon's control. The eidolon uses the sacred statue's statistics in place of its own.

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

ACTIONS

Divine Dread. Each creature within 60 feet of the eidolon that can see it must succeed on a DC 15 Wisdom saving throw or be frightened of it for 1 minute. While frightened in this way, the creature must take the Dash action and move away from the eidolon by the safest available route at the start of each of its turns, unless there is nowhere for it to move, in which case the creature also becomes stunned until it can move again. A frightened target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a target's saving throw is successful or the effect ends for it, the target is immune to any eidolon's Divine Dread for the next 24 hours.

SACRED STATUE

Large construct, as the eidolon's alignment

Armor Class 19 (natural armor)

Hit Points 95 (10d10 + 40)

Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	8 (-1)	19 (+4)	14 (+2)	19 (+4)	16 (+3)

Saving Throws Wis +8

Damage Resistances acid, fire, lightning; bludgeoning, piercing, and slashing from nonmagical attacks

Damage Immunities cold, necrotic, poison

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

Senses darkvision 60 ft., passive Perception 14

Languages the languages it knew in life

False Appearance. While the statue remains motionless, it is indistinguishable from a normal statue.

Ghostly Inhabitant. The eidolon that enters the sacred statue remains inside it until the statue drops to 0 hit points, the eidolon uses a bonus action to move out of the statue, or the eidolon is turned or forced out by an effect such as the dispel evil and good spell. When the eidolon leaves the statue, it appears in an unoccupied space within 5 feet of the statue.

Inert. When not inhabited by an eidolon, the statue is an object.

ACTIONS

Multiattack. The statue makes two slam attacks.

Slam. *Melee Weapon Attack:* +8 to hit, reach 10 ft., one target. *Hit:* 43 (6d12 + 4) bludgeoning damage.

Rock. *Ranged Weapon Attack:* +8 to hit, range 60/240 ft., one target. *Hit:* 37 (6d10 + 4) bludgeoning damage.

GUILLOTINE CRAB

Huge monstrosity, chaotic neutral

Armor Class 22 (natural armor)

Hit Points 250 (20d10 + 12)

Speed 40 ft., swim 60 ft.

STR	DEX	CON	INT	WIS	CHA
28 (+9)	16 (+3)	22 (+6)	10 (+0)	15 (+3)	12 (+1)

Saving Throws Str +16, Dex +10, Con +13

Skills Perception +10, Stealth +10

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

Damage Immunities necrotic, poison

Condition Immunities poisoned

Senses darkvision 120 ft.

Languages –

Challenge 23 (50,000 XP)

Amphibious. The guillotine crab can breathe both air and water.

Antimagic Carapace. The guillotine crab has advantage on saving throws against spells, and any creature making a spell attack against the guillotine crab has disadvantage on the attack roll. If the guillotine crab succeeds on its saving throw against a spell or a spell attack misses it, an additional effect might occur, as determined by rolling a d6:

1-2. If the spell affects an area or has multiple targets, it fails and has no effect. If the spell targets only the guillotine crab, it has no effect on the guillotine crab and is reflected back at the caster, using the spell slot level, spell save DC, attack bonus, and spellcasting ability of the caster.

3-4. No additional effect.

5-6. The guillotine crab's shell converts some of the spell's energy into a burst of destructive force. Each creature within 30 feet of the guillotine crab must make a DC 20 Constitution saving throw, taking 1d6 force damage per level of the spell on a failed save, or half as much damage on a successful one.

ACTIONS

Multattack. The guillotine crab makes two attacks with its claw.

Claw. *Melee Weapon Attack:* +15 to hit, reach 10 ft., one target. *Hit:* 48 (6d12 + 9) bludgeoning damage. The target is grappled (escape DC 22). The crab has two claws, each of which can grapple only one target.

Guillotine. The guillotine crab makes one claw attack against a creature it is grappling. If the attack hits, the target takes the claw's damage plus an additional 26 (4d12) slashing damage. A creature reduced to 0 hit points by this damage is severed in half and dies.

REACTIONS

Parry. The guillotine crab adds 6 to its AC against one melee attack that would hit it. To do so, the guillotine must see the attacker and be grappling one or fewer creatures.

MALTON GLOOMBLIGHT

Medium human, neutral evil

Armor Class 13 (16 with mage armor)

Hit Points 165 (22d8 + 66)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	14 (+2)	16 (+3)	20 (+5)	15 (+2)	16 (+3)

Saving Throws Str +2, Dex +3, Con +4, Int +11, Wis +8, Cha +9

Skills Arcana +15, Deception +8, Insight +7, History +15, Persuasion +8

Damage Resistances damage from spells; bludgeoning, piercing, and slashing (from *clasp of stars*)

Damage Immunities force, poison

Condition Immunities poisoned

Senses passive Perception 12

Languages Abyssal, Common, Giant, Infernal, Primordial, Underdark

Challenge 13 (10,000 XP)

Alertness. Malton has advantage on Wisdom (Perception) checks and on rolls for initiative.

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

Spellcasting. Malton is an 18th-level spellcaster. His spellcasting ability is Intelligence (spell save DC 18, +10 to hit with spell attacks). Malton can cast *disguise self* and *invisibility* at will and has the following wizard spells prepared:

Cantrips (at will): *fire bolt*, *light*, *mage hand*, *prestidigitation*, *shocking grasp*
1st level (4 slots): *identify*, *mage armor**, *magic missile*, *shield*
2nd level (3 slots): *dissonant whispers*, *mirror image*, *misty step*
3rd level (3 slots): *counterspell*, *lightning bolt*, *summon lesser demons*
4th level (3 slots): *banishment*, *summon greater demon*, *stoneskin**
5th level (3 slots): *cone of cold*, *scrying*, *wall of force*
6th level (1 slot): *globe of invulnerability*
7th level (1 slot): *prismatic spray*
8th level (1 slot): *mind blank**
9th level (1 slot): *invulnerability*

*Malton casts these spells on himself before beginning his spellwork. They are in effect when the party encounters him.

ACTIONS

Dagger. *Melee or Ranged Weapon Attack:* +7 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 4 (1d4 + 2) piercing damage.

Rod of Alertness (Spells). While holding the rod, Malton can use an action to cast one of the following spells from it: *detect evil and good*, *detect magic*, *detect poison and disease*, or *see invisibility*.

Rod of Alertness (Protective Aura). As an action, Malton can plant the haft of the rod in the ground, whereupon the rod's head sheds bright light in a 60-foot radius and dim light for an additional 60 feet. While in that bright light, Malton and any creature that is friendly to him gains a +1 bonus to AC and saving throws (included in this stat block) and can sense the location of any invisible hostile creature that is also in the bright light.

The rod's head stops glowing and the effect ends after 10 minutes, or when a creature uses an action to pull the rod from the ground. This property can't be used again until the next dawn.

REACTIONS

Demonology. When a humanoid creature that Malton can see within 60 feet drops to 0 hit points, Malton can siphon their lost life to summon a demon. The humanoid creature automatically fails two death saving throws, and a *barlgura* appears within 5 feet of Malton.

RATAKOR THE MIDNIGHT EMPEROR

RATAKOR'S TRAITS

IDEAL

"By dwelling in the deepest darkness we can understand the meaning of life, though a life of darkness requires a healthy dose of humor."

BOND

"Revelia is a tool I can manipulate. Mereena is a priestess I can stand beside forever."

FLAW

"I am always the smartest person in the room. Nobody can come up with a plan I cannot warp to my own ends."

LAIR ACTIONS

When fighting inside his lair, Ratakor can invoke the ambient magic to take lair actions. On initiative count 20 (losing initiative ties), Ratakor can take one lair action to cause one of the following effects, but cannot take the same lair action in two consecutive rounds:

- Until initiative count 20 on the next round, any non-undead creature that tries to cast a spell of 5th level or higher is wracked with pain. The creature can choose another action, but if it tries to cast the spell, it must make a DC 20 Constitution saving throw. On a failed save, it takes 1d10 necrotic damage per level of the spell, and the spell has no effect and is wasted.
- Ratakor targets one creature he can see within 60 feet of him. An *antimagic field* fills the space of the target, moving with it until initiative count 20 on the next round.
- Ratakor targets any number of creatures he can see within 60 feet of him, causing rushing shadows to encircle them. No target can regain hit points until initiative count 20 on the next round.
- **Halt Ritual.** Ratakor manipulates the power generated by the ritual to summon a powerful ally. The flickering shadows in the room coalesce into a **nightwalker** under Ratakor's control. Once this lair action has been used, the ritual has ended and Mereena Var cannot transform into the Avatar of Shar.

RATAKOR THE MIDNIGHT EMPEROR

Large undead, neutral evil

Armor Class 17 (natural armor), 20 (from *crown of midnight*)

Hit Points 238 (28d10 + 84)

Speed 30 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	16 (+3)	16 (+3)	24 (+7)	20 (+5)	26 (+8)

Saving Throws Dex +12, Con +12, Wis +14, Cha +17

Skills Arcana +23, History +23, Insight +14, Deception +17, Perception +14

Damage Resistances acid, cold, fire, lightning; bludgeoning, piercing, and slashing

Damage Immunities necrotic, poison

Condition Immunities charmed, exhaustion, frightened, paralyzed, poisoned

Senses truesight 120 ft., passive Perception 24

Languages Abyssal, Common, Giant, Infernal, Primordial, Undercommon

Challenge 29 (135,000 XP)

Annihilation Expert. Ratakor is a highly experienced wielder of negative energy. When Ratakor rolls initiative, a *sphere of annihilation* coalesces from the shadows in an unoccupied space within 10 feet of him (from *crown of midnight*). As a bonus action, Ratakor can move the *sphere of annihilation* up to 35 feet. A creature whose space the sphere enters must succeed on a DC 23 Dexterity saving throw or be touched by it, taking 22 (4d10) force damage. Ratakor automatically succeeds on Intelligence (Arcana) checks to control a *sphere of annihilation*. If another creature competes with Ratakor for control of the *sphere*, he has advantage on his Intelligence (Arcana) check to retain control of it.

Innate Spellcasting. Ratakor's innate spellcasting ability is Charisma (spell save DC 25). Ratakor can innately cast the following spells, requiring no material components:

At will: *darkness, invisibility*

3/day each: *charm person, cone of cold, gaseous form, sleep*

Legendary Resistance (4/Day). If Ratakor fails a saving throw, he can choose to succeed instead.

Magic Weapons. Ratakor's weapon attacks are magical.

Regeneration. Ratakor regains 20 hit points at the start of his turn if he has at least 1 hit point.

Rejuvenation. If Ratakor has a reliquary and is destroyed, he gains a new body in 1d10 days, regaining all his hit points and becoming active again. The new body appears within 5 feet of the reliquary.

Shadowy Concealment. While in dim light or darkness, Ratakor gains advantage on Dexterity (Stealth) checks, and other creatures have disadvantage on attack rolls against him (from *crown of midnight*).

Special Equipment. Ratakor is attuned to his crown of midnight (Appendix B) and staff of the magi (57 charges).

Spellcasting. Ratakor is more accomplished than a 20th-level spellcaster. His spellcasting ability is Charisma (spell save DC 25, +17 to hit with spell attacks). Ratakor can cast *misty step* at will and has the following bard spells prepared:

- Cantrips (at will): *blade ward*, *dancing lights*, *mage hand*, *mending*, *vicious mockery*
1st level (5 slots): *bane*, *cure wounds*, *dissonant whispers*, *faerie fire*, *healing word*
2nd level (4 slots): *cloud of daggers*, *crown of madness*, *heat metal*, *suggestion*
3rd level (4 slots): *bestow curse*, *enemies abound*, *hypnotic pattern*, *stinking cloud*
4th level (4 slots): *confusion*, *greater invisibility*, *polymorph*
5th level (4 slots): *dominate person*, *mass cure wounds*, *synaptic static*, *modify memory*
6th level (2 slots): *eyebite*, *Otto's irresistible dance*
7th level (2 slots): *regeneration*, *symbol*
8th level (2 slots): *dominate monster*, *power word stun*
9th level (2 slots): *foresight**, *mass polymorph*, *true polymorph*

*Ratakor casts this spell on himself every day. It is in effect when the party encounters him.

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

ACTIONS

Multiattack. Ratakor makes two attacks: one with his paralyzing claws and one with either his obsidian glaive or staff of the magi.

Paralyzing Claw (Oni Form Only). *Melee Spell Attack:* +17 to hit, reach 5 ft., one target. *Hit:* 13 (2d8 + 4) slashing damage plus 10 (3d6) cold damage. The target must succeed on a DC 20 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.

Obsidian Glaive. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 15 (2d10 + 4) slashing damage plus 10 (3d6) necrotic damage, or 9 (1d10 + 4) slashing damage plus 10 (3d6) necrotic damage in Small or Medium form.

Staff of the Magi. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. *Hit:* 10 (1d8 + 6) bludgeoning damage.

Change Shape. Ratakor magically polymorphs into a Small or Medium humanoid, into a Large giant, or back into his true form. Other than his size, his statistics are the same in each form. The only equipment that is transformed is his glaive, which shrinks so that it can be wielded in humanoid form. If Ratakor dies, he reverts to his true form, and his glaive reverts to its normal size.

Staff of the Magi (Spells). While holding the staff, Ratakor can use an action to cast one of the following spells from it, using his spell save DC and spell attack bonus: *arcane lock* (0 charges), *detect magic* (0 charges), *enlarge/reduce* (0 charges), *light* (0 charges), *mage hand* (0 charges), *protection from evil and good* (0 charges), *conjure elemental* (7 charges), *dispel magic* (3 charges), *fireball* (7th-level version, 7 charges), *flaming sphere* (2 charges), *ice storm* (4 charges), *invisibility* (2 charges), *knock* (2 charges), *lightning bolt* (7th-level version, 7 charges), *passwall* (5 charges), *plane shift* (7 charges), *telekinesis* (5 charges), *wall of fire* (4 charges), or *web* (2 charges).

Staff of the Magi (Retributive Strike). Ratakor breaks the staff over his knee or against a solid surface. The staff is destroyed and releases its remaining magic in an explosion that expands to fill a 30-foot-radius sphere centered on it.

There is a 50 percent chance that Ratakor instantly travels to a random plane of existence, avoiding the explosion. If Ratakor fails to avoid the effect, he takes force damage equal to 16 x the number of charges in the staff. Every other creature in the area must make a DC 17 Dexterity saving throw. On a failed save, a creature takes an amount of damage based on how far away it is from the point of origin, as shown in the Staff of the Magi Distance Damage Table below. On a successful save, a creature takes half as much damage.

REACTIONS

Staff of the Magi (Spell Absorption). When another creature casts a spell that targets only Ratakor, the staff absorbs the magic of the spell, canceling its effect and gaining a number of charges equal to the absorbed spell's level. However, if doing so brings the staff's total number of charges above 50, the staff explodes as if Ratakor activated its Retributive Strike (see above).

LEGENDARY ACTIONS

Ratakor shares a pool of 4 legendary actions with the Avatar of Shar, choosing from the options below. Only one legendary action can be used at a time and only at the end of another creature's turn. Ratakor regains spent legendary actions at the start of his turn. Whenever Ratakor uses a legendary action, roll a d6. Ratakor regains a spell slot of that level or lower. If he has no spent spell slots of that level or lower, nothing happens.

Cantrip. Ratakor casts a cantrip.

Move. Ratakor moves up to his speed.

Path of Annihilation. Ratakor moves the *sphere of annihilation* up to 15 feet. A creature whose space the *sphere* enters must succeed on a DC 23 Dexterity saving throw or be touched by it, taking 4d10 force damage.

Frightening Gaze (Costs 2 Actions). Ratakor fixes his gaze on one creature he can see within 30 feet of him. The target must succeed on a DC 20 Wisdom saving throw against this magic or become frightened for 1 minute. The frightened target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a target's saving throw is successful or the effect ends for it, the target is immune to the Ratakor's Frightening Gaze for the next 24 hours.

Shadow Echo (Costs 2 Actions). A shadowy duplicate of Ratakor appears in a space Ratakor can see within 120 feet of him and makes an obsidian glaive attack.

Cast a Spell (Costs 1-3 Actions). Ratakor uses a spell slot to cast a 1st-, 2nd-, or 3rd-level spell that he has prepared. Doing so costs 1 legendary action per level of the spell.

Staff of the Magi (Costs 3 Actions). Ratakor casts a spell from the staff of the magi or uses its Retributive Strike.

STAFF OF THE MAGI DISTANCE DAMAGE TABLE

Distance from Origin Damage

10 ft. away or closer	8 x the number of charges in the staff
11 to 20 ft. away	6 x the number of charges in the staff
21 to 30 ft. away	4x the number of charges in the staff

RATAKOR'S SHADOW

Large undead, neutral evil

Armor Class 13

Hit Points 238 (28d10 + 84)

Speed 30 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	16 (+3)	16 (+3)	24 (+7)	20 (+5)	26 (+8)

Saving Throws Dex +7, Con +7, Wis +9, Cha +12

Skills Arcana +11, History +11, Insight +9, Deception +12, Perception +9, Stealth +7 (+11 in dim light or darkness)

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

Damage Immunities necrotic, poison

Condition Immunities charmed, exhaustion, frightened, paralyzed, poisoned

Senses truesight 120 ft., passive Perception 22

Languages understands Abyssal, Common, Giant, Infernal, Primordial, Undercommon but can only speak to other shadows

Challenge 12 (8,400 XP)

Amorphous. The shadow can move through a space as narrow as 1 inch wide without squeezing.

Avoidance. If the shadow is subjected to an effect that allows it to make a saving throw to only take half damage, it instead takes no damage if it succeeds on the saving throw, and only half damage if it fails.

Magic Weapons. The shadow's weapon attacks are magical.

Shadow Stealth. While in dim light or darkness, the shadow can take the Hide action as a bonus action.

Sunlight Weakness. While in sunlight, the shadow has disadvantage on attack rolls, ability checks, and saving throws.

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

ACTIONS

Multiattack. The shadow makes 3 attacks with its Strength Drain.

Strength Drain. *Melee Weapon Attack:* +10 to hit, reach 5 ft., one creature. *Hit:* 17 (4d6 + 3) necrotic damage, and the target's Strength score is reduced by 1d4. The target dies if this reduces its Strength to 0. Otherwise, the reduction lasts until the target finishes a short or long rest. If a non-evil humanoid dies from this attack, a shadow (see the Monster Manual) rises from the corpse 1d4 hours later.

REACTIONS

Fade Away. When the shadow takes damage while in dim light or darkness, it teleports to another area of dim light or darkness it can see within 30 feet of it.

SHADOW ASSASSIN

Medium undead, chaotic evil

Armor Class 14

Hit Points 78 (12d8 + 24)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
6 (-2)	19 (+4)	14 (+2)	13 (+1)	12 (+1)	14 (+2)

Saving Throws Dex +8, Int +5

Skills Perception +9, Stealth +12

Damage Vulnerabilities radiant

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

Damage Immunities necrotic, poison

Condition Immunities exhausted, frightened, grappled, paralyzed, petrified, poisoned, prone, restrained

Senses darkvision 60 ft., passive Perception 19

Languages understands the languages it knew in life but can't speak

Challenge 9 (5,000 XP)

Amorphous. The assassin can move through a space as narrow as 1 inch wide without squeezing.

Shadow Stealth. While in dim light or darkness, the assassin can take the Hide action as a bonus action.

Sunlight Weakness. While in sunlight, the assassin has disadvantage on attack rolls, ability checks, and saving throws.

ACTIONS

Multiattack. The assassin makes two Shadow Blade attacks.

Shadow Blade. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 7 (1d6 + 4) piercing damage plus 10 (3d6) necrotic damage. Unless the target is immune to necrotic damage, the target's Strength score is reduced by 1d4 each time it is hit by this attack. The target dies if its Strength is reduced to 0. The reduction lasts until the target finishes a short or long rest.

If a non-evil humanoid dies from this attack, a shadow (see the *Monster Manual*) rises from the corpse 1d4 hours later.



SHADOW MASTIFF

Medium monstrosity, neutral evil

Armor Class 12

Hit Points 33 (6d8 + 6)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	14 (+2)	13 (+1)	5 (-3)	12 (+1)	5 (-3)

Skills Perception +3, Stealth +6

Damage Resistances bludgeoning, piercing, and slashing from nonmagical attacks while in dim light or darkness

Senses darkvision 60 ft., passive Perception 13

Languages –

Challenge 2 (450 XP)

Ethereal Awareness. The shadow mastiff can see ethereal creatures and objects.

Keen Hearing and Smell. The shadow mastiff has advantage on Wisdom (Perception) checks that rely on hearing or smell.

Shadow Blend. While in dim light or darkness, the shadow mastiff can use a bonus action to become invisible, along with anything it is wearing or carrying. The invisibility lasts until the shadow mastiff uses a bonus action to end it or until the shadow mastiff attacks, is in bright light, or is incapacitated.

Sunlight Weakness. While in bright light created by sunlight, the shadow mastiff has disadvantage on attack rolls, ability checks, and saving throws

ACTIONS

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 10 (2d6 + 3) piercing damage. If the target is a creature, it must succeed on a DC 13 Strength saving throw or be knocked prone.

SKULL LORD

Medium undead, lawful evil

Armor Class 18 (plate)

Hit Points 105 (14d8 + 42)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	16 (+3)	17 (+3)	16 (+3)	15 (+2)	21 (+5)

Skills Athletics +7, History +8, Perception +12, Stealth +8

Damage Resistances cold, necrotic; bludgeoning, piercing, and slashing from nonmagical attacks

Damage Immunities poison

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, poisoned, stunned, unconscious

Senses darkvision 60 ft., passive Perception 22

Languages all the languages it knew in life

Challenge 15 (13,000 XP)

Legendary Resistance (3/Day). If the skull lord fails a saving throw, it can choose to succeed instead.

Master of the Grave. While within 30 feet of the skull lord, any undead ally of the skull lord makes saving throws with advantage, and that ally regains 1d6 hit points whenever it starts its turn there.

Evasion. If the skull lord is subjected to an effect that allows it to make a Dexterity saving throw to take only half the damage, the skull lord instead takes no damage if it succeeds on the saving throw, and only half damage if it fails.

Spellcasting. The skull lord is a 13th-level spellcaster. Its spellcasting ability is Charisma (spell save DC18, +10 to hit with spell attacks). The skull lord knows the following sorcerer spells:

Cantrips (at will): *chill touch, fire bolt, mage hand, poison spray, ray of frost, shocking grasp*

1st level (4 slots): *magic missile, expeditious retreat, thunderwave*

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

3rd level (3 slots): *fear, haste*

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

5th level (2 slots): *cloudkill, cone of cold*

6th level (1 slot): *eyebite*

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

ACTIONS

Multattack. The skull lord makes three bone staff attacks.

Bone Staff. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 3) bludgeoning damage plus 14 (4d6) necrotic damage.

LEGENDARY ACTIONS

The skull lord 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 skull lord regains spent legendary actions at the start of its turn.

Bone Staff (Costs 2 Actions). The skull lord makes a bone staff attack.

Cantrip. The skull lord casts a cantrip.

Move. The skull lord moves up to its speed without provoking opportunity attacks.

Summon Undead (Costs 3 Actions). Up to five skeletons or zombies appear in unoccupied spaces within 30 feet of the skull lord and remain until destroyed. Undead summoned in this way roll initiative and act in the next available turn. The skull lord can have up to five undead summoned by this ability at a time.

THE HUNGRY

Medium monstrosity, neutral evil

Armor Class 17 (natural armor)

Hit Points 225 (30d8 + 90)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	10 (+0)	17 (+3)	6 (-2)	11 (+0)	6 (-2)

Damage Resistances bludgeoning, piercing, and slashing while in dim light or darkness

Senses darkvision 60 ft., passive Perception 10

Languages Common

Challenge 11 (7,200 XP)

Life Hunger. If a creature the Hungry can see regains hit points, the Hungry gains two benefits until the end of its next turn: it has advantage on attack rolls, and its bite deals an extra 22 (4d10) necrotic damage on a hit.

ACTIONS

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

Bite. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target.
Hit: 8 (1d8 + 4) piercing damage plus 13 (3d8) necrotic damage.

Claws. *Melee Weapon Attack:* +8 to hit, reach 10 ft., one target.
Hit: 18 (4d6 + 4) slashing damage. If the target is Medium or smaller, it is grappled (escape DC 16) and restrained until the grapple ends. While grappling a creature, the Hungry can't attack with its claws.

THE WRETCHED

Small monstrosity, neutral evil

Armor Class 15 (natural armor)

Hit Points 10 (4d6 – 4)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
7 (-2)	12 (+1)	9 (-1)	5 (-3)	6 (-2)	5 (-3)

Damage Resistances bludgeoning, piercing, and slashing while in dim light or darkness

Senses darkvision 60 ft., passive Perception 8

Languages –

Challenge 1/2 (50 XP)

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

ACTIONS

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target.
Hit: 6 (1d10 + 1) piercing damage, and the Wretched attaches to the target. While attached, the Wretched can't attack, and at the start of each of the Wretched's turns, the target takes 6 (1d10 + 1) necrotic damage.

The attached Wretched moves with the target whenever the target moves, requiring none of the Wretched's movement. The Wretched can detach itself by spending 5 feet of its movement on its turn. A creature, including the target, can use its action to detach a Wretched.

SWARM OF HELL FLIES

Medium swarm of Tiny fiends, unaligned

Armor Class 13 (natural armor)

Hit Points 36 (8d8)

Speed 20 ft., fly 40 ft.

STR	DEX	CON	INT	WIS	CHA
3 (-4)	14 (+2)	11 (+0)	4 (-3)	7 (-2)	8 (-1)

Skills Perception +16, Stealth +9

Damage Resistances bludgeoning, piercing, and slashing

Damage Immunities poison

Condition Immunities charmed, frightened, grappled, paralyzed, petrified, poisoned, prone, restrained, stunned

Senses blindsight 30 ft., passive Perception 8

Languages –

Challenge 1 (200 XP)

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

ACTIONS

Bites. *Melee Weapon Attack:* +4 to hit, reach 0 ft., one target in the swarm's space. *Hit:* 15 (6d4) piercing damage or 7 (3d4) piercing damage if the swarm has half of its hit points or fewer. If the target is a creature, it must succeed on a DC 13 Constitution saving throw against disease or become parasitized until the disease ends. While parasitized, it feels movement inside its nostrils and behind its eyes.

At the end of each long rest, a parasitized creature's maximum hit points decrease by 5 (2d4). After 1d6 days, the parasitized creature takes 15 (6d4) piercing damage as a hell fly swarm emerges from its body, appearing in its space. When this occurs, the disease ends.

VIPER TREE

Huge plant, chaotic evil

Armor Class 15 (natural armor)

Hit Points 136 (16d12 + 32)

Speed 5 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	16 (+3)	15 (+2)	13 (+1)	15 (+2)	12 (+1)

Skills Deception +5, Perception +6

Damage Resistances cold, fire, lightning

Damage Immunities poisoned

Condition Immunities poisoned

Senses blindsight 30 ft., darkvision 120 ft., passive Perception 15

Languages –

Challenge 10 (5,900 XP)

Regeneration. The viper tree regains 10 hit points at the start of its turn. If the viper tree takes necrotic damage, this trait doesn't function at the start of the viper tree's next turn. The viper tree dies only if it starts its turn with 0 hit points and doesn't regenerate.

Wretched Stench. Any creature other than a fiend that starts its turn within 30 feet of the viper tree must succeed on a DC 16 Constitution saving throw or be poisoned for 1 minute. While poisoned in this way, the target cannot move or take actions while it retches and reels. A creature may repeat its saving throw at the end of each of its turns, ending the effect on itself with a success. Creatures that don't need to breathe or are immune to poison automatically succeed on this saving throw.

ACTIONS

Multiaction. The viper tree makes three attacks, but can only make one attack with its roots.

Bite. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one creature. *Hit:* 8 (1d10 + 3) piercing damage plus 14 (4d6) poison damage, and the target must make a DC 16 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.

Roots. *Melee Weapon Attack:* +7 to hit, reach 30 ft., one creature. *Hit:* 12 (2d8 + 3) bludgeoning damage and the target is grappled (escape DC 16). Until the grapple ends, the target is restrained and has disadvantage on Strength checks and Strength saving throws, and the viper tree can't use its roots on another target.

REACTIONS

Viper Blossoms. When the viper tree is subjected to slashing or fire damage, some of the serpents on its branches break off and fall to the ground. These viper blossoms use the statistics of a swarm of poisonous snakes (see Monster Manual). The swarm appears in a space within 5 feet of the viper tree and acts as an ally of the viper tree.

WASTRILITH

Large fiend (demon), chaotic evil

Armor Class 18 (natural armor)

Hit Points 157 (15d10 + 75)

Speed 30 ft., swim 80 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	18 (+4)	21 (+5)	19 (+4)	12 (+1)	14 (+2)

Saving Throws Str +9, Con +10

Damage Resistances cold, fire, lightning; bludgeoning, piercing, and slashing from nonmagical attacks

Damage Immunities poison

Condition Immunities poisoned

Senses darkvision 120 ft., passive Perception 11

Languages Abyssal, telepathy 120 ft.

Challenge 13 (10,000 XP)

Amphibious. The wastrilith can breathe air and water.

Corrupt Water. At the start of each of the wastrilith's turns, exposed water within 30 feet of it is befouled. Underwater, this effect lightly obscures the area until a current clears it away. Water in containers remains corrupted until it evaporates.

A creature that consumes this foul water or swims in it must make a DC 18 Constitution saving throw. On a successful save, the creature is immune to the foul water for 24 hours. On a failed save, the creature takes 14 (4d6) poison damage and is poisoned for 1 minute. At the end of this time, the poisoned creature must repeat the saving throw. On a failure, the creature takes 18 (4d8) poison damage and is poisoned until it finishes a long rest. If another demon drinks the foul water as an action, it gains 11 (2d10) temporary hit points.

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

Undertow. As a bonus action when the wastrilith is underwater, it can cause all water within 60 feet of it to be difficult terrain for other creatures until the start of its next turn.

ACTIONS

Multiattack. The wastrilith uses Grasping Spout and makes three attacks: one with its bite and two with its claws.

Bite. *Melee Weapon Attack:* +9 to hit, reach 10 ft., one target.
Hit: 30 (4d12 + 4) piercing damage.

Claws. *Melee Weapon Attack:* +9 to hit, reach 10 ft., one target.
Hit: 18 (4d6 + 4) slashing damage.

Grasping Spout. The wastrilith magically launches a spout of water at one creature it can see within 60 feet of it. The target must make a DC 17 Strength saving throw, and it has disadvantage if it is underwater. On a failed save, it takes 22 (4d8 + 4) acid damage and is pulled up to 60 feet toward the wastrilith. On a successful save, it takes half as much damage and isn't pulled.

ZOMBIE HYDRA

Huge undead, unaligned

Armor Class 15 (natural armor)

Hit Points 172 (15d12 + 75)

Speed 30 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	12 (+1)	20 (+5)	2 (-4)	10 (+0)	7 (-2)

Saving Throws Wis +5

Skills Perception +5

Damage Immunities poison

Condition Immunities poisoned

Senses darkvision 60 ft., passive Perception 16

Languages –

Challenge 15 (13,000 XP)

Multiple Heads. The zombie hydra has nine heads. While it has more than one head, the zombie hydra has advantage on saving throws against being blinded, charmed, deafened, frightened, stunned, and knocked unconscious.

Whenever the zombie hydra takes 25 or more damage in a single turn, one of its heads dies. If all its heads die, the zombie hydra dies.

At the end of its turn, it grows two heads for each of its heads that died since its last turn, unless it has taken radiant damage since its last turn. The zombie hydra regains 10 hit points for each head regrown in this way.

Reactive Heads. For each head the zombie hydra has beyond one, it gets an extra reaction that can be used only for opportunity attacks.

Undead Fortitude. If damage reduces the zombie hydra to 0 hit points, it must make a Constitution saving throw with a DC of 5 + the damage taken, unless the damage is radiant or from a critical hit. On a success, the zombie hydra drops to 1 hit point instead.

Undead Nature. The zombie hydra doesn't require air, food, drink, or sleep.

ACTIONS

Multiattack. The zombie hydra makes as many bite attacks as it has heads. It may substitute four bite attacks for a poison breath.

Bite. *Melee Weapon Attack:* +10 to hit, reach 10 ft., one target.
Hit: 10 (1d10 + 5) piercing damage plus 10 (3d6) poison damage.

Poison Breath. Four heads of the zombie hydra exhale poisonous gas in a 60-foot cone. Each creature in the area must make a DC 20 Constitution saving throw, taking 42 (12d6) poison damage on a failed save, or half as much damage on a successful one. A creature that fails this saving throw by 5 or more is poisoned until the end of its next turn.

APPENDIX B: MAGIC ITEMS

AURGORYLON'S SPIRIT GEM

Wondrous item, legendary

This brass amulet is carefully crafted to depict a dragon's maw closing around the brilliant gemstone embedded in its center. The gemstone emits a sickening light and flickers between shades of blue and black.

This spirit gem contains the soul of Aurogorylon, Terror of the Deep (**adult blue dracolich**, he/him, lawful evil). If this gem comes into contact with the corpse of a dragon, Aurogorylon's soul can take possession of that corpse, which transforms into an adult blue dracolich over the course of 1d10 days. If Aurogorylon's new physical body is destroyed, his soul returns to this gem. If this gem is on another plane when the physical body is destroyed, Aurogorylon's soul has nowhere to go when his undead body is destroyed, and he simply passes into the afterlife. This gem cannot be destroyed by any physical or magical means.

If a humanoid creature wears this gem for one week, Aurogorylon may influence them. The wearer must succeed on a DC 17 Charisma saving throw or be compelled to seek out and kill a dragon to create a corpse for Aurogorylon to possess. An influenced creature may repeat this saving throw every time they complete a long rest.

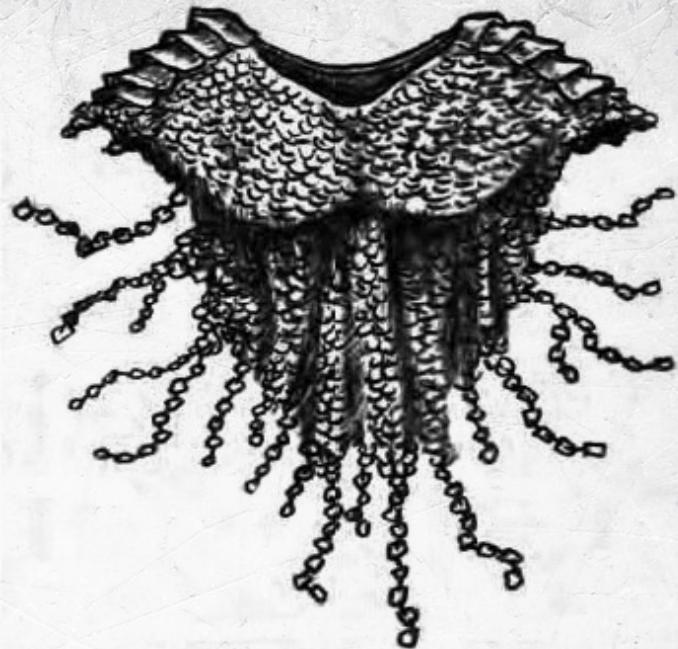
CROWN OF MIDNIGHT

Wondrous item, legendary (requires attunement by undead)

Crafted from hammered darkness and shadows condensed into shining platinum, this crown is difficult to look at directly. Its four points seem to shudder and writhe, and it cloaks its wearer in a robe of twisting shadows that seems to drain color from its surroundings.

While wearing this crown, you are in tune with the energy of the Shadowfell and the Negative Energy Plane. You gain the following benefits:

- You gain advantage on saving throws to turn undead.
- While in dim light or darkness, shadows ripple around you to conceal you. You gain advantage on Dexterity (Stealth) checks and other creatures have disadvantage on attack rolls against you.
- You gain a +3 bonus to AC.
- Once per day, you may use an action to cast *planeshift* to travel to the Shadowfell if you are not already there. You automatically succeed on saving throws against Shadowfell Despair (see "Shadowfell" in Chapter 2 of the *Dungeon Master's Guide*).
- When you roll initiative, you may call on the Negative Energy Plane. When you do so, a *sphere of annihilation* appears within 10 feet of you at the start of combat. This ability recharges on a short rest.



SPLINT MAIL OF GLEAMING

Armor (split mail), common

This splint mail bears the insignia of the long-forgotten patron deity of daily duties and keeping routines.

This splint mail is always spotlessly clean. When you speak the command phrase "cleanliness is close to godliness," the armor emits light as if by the *light* spell.

BROOCH OF STARS

Wondrous item, very rare

Cut from a single, enormous diamond that was mined from deep below the Twilight Peaks, this brooch has a single imperfect seam that runs through its interior. When its wearer is exposed to damage, the seam opens into a glassy eye with an unwavering sapphire stare.

You gain a +1 to AC and saving throws while wearing this brooch. In addition, you gain resistance to bludgeoning, piercing, and slashing damage. Once per day, you may attempt to communicate with the eye within the brooch as if casting the *contact other plane* spell as a ritual.



TEARS OF SELÛNE

Wondrous item, artifact (requires attunement by a good-aligned character)

This heavy necklace is composed of a platinum chain infused with stardust from the astrological tears of Selûne, an asteroid cluster that trails in the wake of the moon that hangs over the planet Toril. Each of the seven diamonds that hang from the chain is said to have been found amongst the ashes of Selûne's Avatars and carry a fragment of the Moon Maiden's light and power. While wearing the necklace, one feels that the tide of darkness can always be pushed back and that good will always triumph over evil. An evil-aligned character that attempts to attune to takes 24d6 radiant damage. This damage ignores resistance and immunity, and can't be reduced or avoided by any means. A creature reduced to 0 hit points by this damage disappears in a blinding flash and is destroyed, leaving its possessions behind. An evil-aligned creature not reduced to 0 hit points gains the Sunlight Sensitivity trait as long as they remain attuned: while in sunlight, the creature has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Benefits granted by the Tears of Selûne last only as long as you strive to do good. If you fail to perform at least one act of kindness or generosity within the span of 10 days, or if you willingly perform an evil act, you lose all the benefits granted by the Tears.

Random Properties. The Tears of Selûne have the following random properties:

- 2 minor beneficial properties
- 2 major beneficial properties

Increased Charisma. While wearing the Tears, you are infused with the enthusiasm and vivaciousness of a full moon. Your Charisma score increases by 2, to a maximum of 24.

Bane of Lycanthropes. The Tears channel the power of the full moon and all her glory. You cannot be attacked by werecreatures. Such creatures also cannot target you with harmful effects.

Lunar Mind. While wearing the Tears, you are immune to the charmed condition.

Eyes of Selûne. While wearing the Tears, a pair of shining silver eyes appears floating above you and sheds a protective halo of bright white moonlight. The eyes shed bright light in a 10-foot radius and dim light for an additional 10 feet. This light counts as sunlight for the purposes of Sunlight Sensitivity. You can dismiss or manifest the halo as a bonus action. While present, the halo gives you and other creatures of your choice advantage on saving throws made within its area.

Destroying the Tears. While the Tears are a powerful bulwark against evil in the world, they are vulnerable to that same evil. The Tears can only be destroyed by a hellfire orb conjured by a death knight.

