

ENCOUNTER AT BLACKWALL KEEP

5E CONVERSION NOTES

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This document converts *Encounter at Blackwall Keep*, the third installment of the *Age of Worms* adventure path, from 3.5 to 5e. You will need a copy of the [adventure](#), [adventure supplement](#), [Player's Handbook](#), [Monster Manual](#), and [Dungeon Master's Guide](#). The adventure is available from paizo.com, and the core books are available from amazon.com, local gaming stores and other retail outlets. Most creatures other than named NPCs are included by reference from the Monster Manual.

ENCOUNTERS

The following section references the encounters found in the adventure *Encounter at Blackwall Keep*. Encounter Level (EL) was brought from the 3.5 adventure as a way to differentiate the difficulty of the encounters. Notes are added to each encounter on how to adjust the encounter for fewer or more than 4 PCs.

DM NOTES

For purposes of keeping numbers down, all regular lizardfolk warriors are CR 1 versions of the Lizardfolk (MM 204) with 44 hp. The initial lizardfolk attack occurs the morning the party departs for Blackwall Keep. The travel to Blackwall Keep is 18 miles and takes 1 day of normal or slow travel. The party should arrive in the afternoon to evening to evidence of the battle.

PART ONE: TO BLACKWALL KEEP

If stats are needed for Allustan for some reason, use the Mage (MM 347). If the PCs

01-35 No encounter

36-45 dwarf crafters

46-55 gnome traders

56-65 halfling farmers

66-75 religious pilgrims

76-85 4 Thugs (MM 350) (EL 3); +/- 1 per 1 PC

86-90 6 Orcs (MM 246) (EL 4); +/- 1 per 1 PC

91-95 7 Goblins (MM 166) (EL 3); +/- 1 per 1 PC

96-100 6 Lizardfolk (EL 5); +/- 1 per PC

BLACKWALL KEEP (EL...LOTS)

Creatures passing through the spike wall must succeed at a DC 10 (DC 15 if using the Dash action) Dexterity saving throw or take 1d6 piercing damage. A creature may treat the space as difficult terrain to avoid the damage. For the 14 soldiers at the keep, use the Thug stat block (mm 350). The door has AC 13 and 13 hp.

DM Note: There are a lot of lizardfolk here. Any PCs who bother to scout should realize a tactic that gets all the lizardfolk involved simultaneously may be suicidal.

Creatures: 4 groups of 6 lizardfolk (EL 5 each). 1 group of 3 lizardfolk and Kushak, using the lizardfolk king stat block (MM 205) (EL 6). 1 group of 5 lizardfolk and 1 lizardfolk shaman (MM 205) (EL 6)

Each additional PC: Add a lizardfolk to each group and a soldier to the keep.

PART TWO: INTO THE MISTMARSH

The lair is 23 miles away through the Mistmarsh. The entire journey is difficult terrain. Consult travel speeds (PHB 182) and divide distances covered by 2 for the difficult terrain. This assumes an 8 hour travel day. If the party presses on to try to catch up to the lizardfolk, consult Forced March (PHB 181). Every 4 hours, a PC leading the party makes a DC 11 Wisdom (Survival) check. Failure means the party has trouble traversing the Mistmarsh and loses 2 miles off of their travel distance.

The lizardfolk that have the hostages left after the initial attack in the morning and have a full day head start (12 miles).

Mistmarsh Encounters:

01-05 6 Ghouls (MM 148) (EL 5); +/- 1 per 1 PC

06-10 1 Ghast (MM 148) and 5 Ghouls (EL 6); +/- 1 Ghoul per 1 PC

11-25 6 Lizardfolk (EL 5); +/- 1 per 1 PC

26-45 6 Crocodiles (MM 320) (EL 4); +/- 1 per 1 PC

46-55 1 Giant Crocodile (MM 324) (EL 5); +/- 1 Crocodile per 1 PC

56-75 6 Giant Spiders (MM 328) (EL 5); +/- 1 per 1 PC

76-85 2 Phase Spiders (MM 334) (EL 5); +/- 1 per 2 PCs

86-95 3 Giant Constrictor Snakes (MM 324) (EL 5); +/- 1 per 1 PC

96-100 8 Cockatrices (MM 42) (EL 5); +/- 2 per 1 PC

THE TWISTED BRANCH LAIR

All hearing-based Wisdom (Perception) checks have disadvantage.

Creatures: 2 Lizardfolk per patrol. 1 Harpy (MM 181) at night.

The harpies have Darkvision 60 ft.

Each Additional 2 PCs: Add 1 Lizardfolk per patrol and 1 Harpy at night.

1. CONCEALED ENTRANCE

Finding the entrance requires a DC 11 Intelligence (Investigation) check.

3. COMPOST PILE

Creature: Assassin Vine, use Giant Constrictor Snake (MM 324) with the following changes:

- Large size.
- Speed of 0 feet.
- Constrict reach is 10 feet.

Each 2 Additional PCs: Add a Giant Constrictor Snake as another arm of the Assassin Vine, able to constrict its own target.

4. HARPY NEST (EL 5)

The number of harpies here encompasses the total harpies in the lair. At night, any harpies not on guard duty are out hunting.

Creatures: 6 Harpies (MM 181). The harpies have darkvision.

Each Additional PC: Add a Harpy.

Treasure: The cache can be found with a DC 15 Intelligence (Investigation) check. Change the Circlet of Persuasion to a Circlet of Blasting (DMG 158).

5. GARBAGE ROOM (EL 5)

Creature: Otyugh (MM 248).

Each Additional PC: Add 30 hp.

Treasure: A DC 11 Intelligence (Nature) check identifies the mushrooms. A DC 11 Constitution saving throw avoids the poisoned condition when eating one of them.

6A-6E. LIZARD LAIRS (EL 4-5)

A DC 15 Wisdom (Medicine) check reveals the disease.

Creatures: 5 or 6 Lizardfolk.

Each Additional PC: Add 1 Lizardfolk.

7. LIEUTENANT AND PRISONERS (EL 5)

Creatures: Kotobas, use Lizardfolk King (MM 205). 1 Lizardfolk.

Each Additional PC: Add 1 Lizardfolk.

8. SHAMAN AND PRISONERS (EL 7)

Creature: Hishka.

Each Additional PC: Add a Lizardfolk.

9. LAIR OF THE LIZARD KING (EL 8)

Creatures: Shukak

Each Additional PC: Add a Lizardfolk.

10. SUBMERGED TUNNEL (EL 5)

Replace the *snare* spells with aquatic Vine Blights. The Vine Blights answer to Hishka. So if Hishka is made helpful, he will keep the Vine Blights from attacking.

Creatures: 4 underwater Vine Blights (MM 32).

Each Additional PC: Add a Vine Blight.

11. KOBOLD GUARDIANS (EL 8)

A few of the kobolds swoop in close, and the rest attack at range with their javelins before closing to attack with their daggers.

Creatures: 8 Ilthane's Kobolds, Winged Kobolds (MM 195) with the following changes:

- Resistance to acid damage.
- Hand crossbow with 10 bolts.
- 25 hp
- CR 1

Each Additional PC: Add an Ilthane's Kobold.

12. EGG CHAMBER (EL VARIES)

If the worms get loose, this encounter can get out of hand quickly. Assume there are enough worms to infest all of the eggs on the map (roughly 1 per 5 foot space).

Creatures: Kyuss Spawnling, use Zombie (MM 316) with the following changes:

- Tiny size
- Restricted to the spawning pool.

PART THREE: TERROR BELOW (EL 8)

Creatures: 3 Spawn of Kyuss.

Each Additional PC: Add a Spawn of Kyuss.

MONSTERS

The following are custom monsters for *Encounter at Blackwall Keep*.

HISHKA

Medium humanoid (lizardfolk), neutral

Armor Class 13 (16 with *barkskin*)

Hit Points 172 (23d8 + 69)

Speed 30 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	8 (-1)	16 (+3)	14 (+2)	18 (+4)	12 (+1)

Saving Throws Int +5, Wis +7

Skills Nature +5, Survival +7

Senses passive Perception 14

Languages Common, Draconic, Druidic, Sylvan

Challenge 7 (2,900 XP)

Special Equipment. Hishka has 4 potions of healing, a potion of greater healing, 2 potions of neutralize poison, potion of fire resistance, *potion of detect thoughts, *potion of fly, *potion of protection from arrows, ring of protection, amulet of natural armor and a pouch containing 113 gp. The items marked with a star (*) were gifts from Ilthane and contaminated with slow worms, although Hishka does not know it.

Hold Breath. The lizardfolk can hold its breath for 15 minutes.

Spellcasting. Hishka is a 10th-level spellcaster that uses Wisdom as his spellcasting ability (spell save DC 15; +7 to hit with spell attacks). Hishka has the following spells prepared from the Druid's spell list:

- Cantrips (at will): *druidcraft*, *mending*, *poison spray*, *produce flame*
- 1st-level (4 slots): *cure wounds*, *detect poison and disease*, *fog cloud*, *healing word*
- 2nd-level (3 slots): *barkskin*, *lesser restoration*, *protection from poison*, *spike growth*
- 3rd-level (3 slots): *call lightning*, *dispel magic*, *water breathing*
- 4th-level (3 slots): *blight*, *wall of fire*
- 5th-level (2 slots): *conjure elemental*, *greater restoration*, *mass cure wounds*

ACTIONS

Multiattack. Hishka makes one bite and two claw attacks.

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

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

KYUSS WORM

Tiny beast, chaotic evil

Armor Class 10

Hit Points 2 (1d4)

Speed 5 ft.

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

Damage Immunities poison

Condition Immunities charmed, exhaustion, poisoned

Senses blindsight 10 ft., passive Perception 10

Languages –

Challenge 0 (10 XP)

Curative Transformation. A spell or effect that removes a curse or cures a disease kills all Kyuss Worms inside a host. A DC 15 Wisdom (Medicine) check removes a Kyuss Worm from a host.

Spawned Creature. The Kyuss Worm enters the initiative order immediately after the creature, effect, or object that caused it to be added to the encounter. It takes its first action on the round following the round that it was added to the encounter.

ACTIONS

Burrow. The Kyuss Worm burrows into the victim and continues towards the brain. It does 1 piercing damage each round and reaches the brain in 3 (1d4 + 1) rounds. The worm cannot burrow into creatures with natural armor.

Create Spawn. When the worm reaches the victims brain, it does 1d2 temporary Intelligence damage per round until it is destroyed or the victim reaches 0 Intelligence, at which point the victim dies and rises as a Spawn of Kyuss 7 (1d6 + 4) rounds later if it was a Small, Medium, or Large creature. Tiny creatures putrefy rather than becoming spawn. Larger creatures become normal zombies.

SHUKAK

Medium humanoid (lizardfolk), chaotic evil

Armor Class 18 (bracers of defense, natural armor)

Hit Points 110 (13d8 + 52)

Speed 30 ft., swim 30 ft.

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

Saving Throws Con +7, Wis +4

Skills Perception +7, Stealth +8, Survival +7

Damage Resistances acid

Condition Immunities frightened

Senses blindsight 10 ft., darkvision 60 ft., passive Perception 17

Languages Common, Draconic

Challenge 8 (1,100 XP)

Special Equipment. Shukak has a potion of greater healing, and a pouch containing 31 cp, 35 sp and 210 gp.

Hold Breath. The lizardfolk can hold its breath for 15 minutes.

Skewer. Once per turn, when the lizardfolk makes a melee attack with its trident and hits, the target takes an extra 10 (3d6) damage, and the lizardfolk gains temporary hit points equal to the extra damage dealt.

ACTIONS

Multiaction. The lizardfolk makes two attacks: one with its bite and one with its claws or two attacks with its trident.

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

Claws. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target.
Hit: 6 (1d4 + 4) slashing damage.

+1 Returning Trident (Requires Attunement). *Melee or Ranged Weapon Attack:* +8 to hit, reach 5 ft. or range 20 ft./60 ft., one target. Hit: 8 (1d6 + 5) piercing damage, or 9 (1d8 + 5) piercing damage if used with two hands to make a melee attack. A creature attuned to the trident can call it back to their hand as a bonus action.

Acid Breath (Recharge 5-6). The lizardfolk exhales acid in a 15-foot line that is 5 feet wide. Each creature in that line must make a DC 15 Dexterity saving throw, taking 22 (5d8) acid damage on a failed save, or half as much damage on a successful one.

SPAWN OF KYUSS

Medium undead, chaotic evil

Armor Class 11 (natural armor)

Hit Points 45 (7d8 + 14)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	9 (-1)	14 (+2)	6 (-2)	11 (+0)	15 (+2)

Saving Throws Con +2, Wis +2

Skills Perception +2, Stealth +1

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

Damage Immunities poison

Condition Immunities charmed, frightened, paralyzed, poisoned

Senses darkvision 60 ft., passive Perception 12

Languages Common

Challenge 3 (700 XP)

Regeneration. The spawn regains 10 hit points at the start of its turn if it has at least 1 hit point. If the spawn takes radiant damage, this trait doesn't function at the start of the spawn's next turn.

Curative Transformation. Remove curse or remove disease or more powerful effects that duplicate these effects kills the Kyuss worms in the spawn's body. It becomes a regular zombie (MM 316) with the current number of hit points, AC 11, and the

spawn's Multiattack and Slam attack minus the Kyuss worms.

Worm Body. Any creature that touches a spawn or uses an unarmed strike or other natural weapon immediately has 1d4 worms attach to it.

ACTIONS

Multiattack. The spawn makes two attacks which can be any combination of Slam and Kyuss Worm attacks.

Slam. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. Hit: 7 (1d6 + 4) bludgeoning damage. If the target is a creature, a Kyuss worm is transferred to the creature.

Kyuss Worm. *Ranged Weapon Attack:* +6 to hit, range 10 ft./20 ft., one creature. Hit: A Kyuss worm is transferred to the target.

Horrifying Appearance. Each non-undead creature within 40 feet of the spawn that can see it must succeed on a DC 13 Wisdom saving throw or be frightened for 1 minute. A frightened target can repeat the saving throw at the end of each of its turns, ending the frightened condition on itself on a success. If a target's saving throw is successful or the effect ends for it, the target is immune to this spawn's Horrifying Visage for the next 24 hours.