



## LEVEL 12: MAZE LEVEL

**T**HE MAZE LEVEL IS DESIGNED FOR FOUR 12TH-LEVEL characters, and characters who defeat the monsters on this level should gain enough XP to advance halfway to 13th level.

### WHAT DWELLS HERE?

This level is a battleground between drow of House Freth and a tribe of minotaurs. The minotaurs hold sway over a maze of tunnels riddled with magical effects and traps, while the drow occupy the caves around an elegant fortress called Spiderwatch Keep—a staging ground for House Freth's goal of conquering all of Undermountain.

Hostilities between the drow and the minotaurs have recently abated, in the wake of devastating losses on both sides. Drivvin Freth, a drow archmage, hopes to use this respite to his house's advantage by summoning a goristro demon that will force the minotaurs to submit to House Freth's control.

### HOUSE FRETH

From their dark bastion, the leaders of the house strive to keep their enemies, House Auvryndar (see level 10), from conquering the Troglodyte Warrens (level 11). Leading the effort is Erelal Freth, a drow priestess of Lolth. Her older brother Drivvin works at her side.

Erelal has communed with Lolth and believes that the key to securing the Troglodyte Warrens begins with the capitulation of the minotaurs on the Maze Level. Once the minotaurs are subservient to House Freth, the drow

will use them to clear out and secure the warrens. To this end, Drivvin is devising a ritual to summon and control a goristro demon. By passing the goristro off as Baphomet, the demon lord of minotaurs, he hopes to win the minotaurs' obedience. But Drivvin has recently realized that his arcane knowledge is not sufficient to allow him to perfect the ritual—and he's afraid of admitting his inadequacy to his sister.

The nature of the characters' prior association with House Auvryndar might affect how members of House Freth view them. If the characters collaborated with House Auvryndar and this fact becomes known to the leaders of House Freth, all future encounters with members of House Freth are likely to be hostile.

### SHADOWDUSK EMISSARIES

Two low-ranking members of the Shadowdusk family (see level 22) arrived at Spiderwatch Keep a few days ago, claiming to be emissaries from Shadowdusk Hold who were seeking an alliance with House Freth. Tendra Nighthblade and Maleen Shadowdusk have been feted and flattered by Erelal Freth since they arrived. The drow priestess recognizes the potential benefit of an alliance, although she is also trying to ascertain whether Shadowdusk Hold has made similar overtures to House Auvryndar.

What Erelal doesn't realize is that House Shadowdusk has no interest in an alliance, and Tendra and Maleen have come to the Maze Level on a secret mission. Beholden to Halaster Blackcloak, the Shadowdusks have been ordered to convince Drivvin Freth to accept an

apprenticeship under the Mad Mage. They have secretly informed him of Halaster's interest and of Halaster's offer to help him perfect the ritual that will bind a goristro to House Freth's service. They now wait for Drivvin's decision, while doing everything they can to ensure that he makes the right choice.

## MINOTAURS

Twenty-three minotaurs inhabit the southern half of the Maze Level. They spend most of their time fighting the drow. Their leader is a priest of Baphomet named Maku, a devout follower of the Horned King who has tried to summon the demon lord on numerous occasions. The minotaur priest believes that his ritual will be successful if he can amass a large enough pile of mutilated corpses for the demon lord to feast on.

### BAPHOMET THE HORNED KING

Baphomet is worshiped by those who strive to break the confines of civility and unleash their inner bestial nature. All minotaurs on the Maze Level seek to emulate him through their blood lust and savagery. He appears as a great, black-furred minotaur with iron horns, burning red fire in his eyes, and a massive bloodstained glaive. Fervent human cultists of Baphomet are sometimes transformed into minotaurs as a reward for their devotion and sacrifice.

## EXPLORING THIS LEVEL

All location descriptions for this level are keyed to map 12.

A 2-foot-thick layer of fog covers the floor in many of the Maze Level's tunnels and caves; the area within the fog is heavily obscured. The fog can be cleared away by a *gust of wind* spell or similar magic. Fog that is cleared away returns in 1 minute.

The stench of death pervades the entire level, growing stronger as the characters get closer to area 8a.

### 1. INTO THE MAZE

These caves have 20-foot-high ceilings. Their floors are covered by a 2-foot-thick layer of fog.

#### 1A. RUSTY HEAD

The rusted, severed head of a shield guardian lies on its side in the middle of the cave, under the fog. The minotaurs destroyed the construct and carried off its body for use in fashioning weapons, leaving its head behind.

#### 1B. FOGGY ALCOVE

The fog obscures the skeleton of a duergar lying on the floor near the back wall of this alcove. The duergar was impaled through the back with a broken-off stalactite by one of his kin and the body hidden here. The stalactite is still lodged in the duergar's skeleton, which has been picked clean by vermin.

### 2. LIGHT OF THE DEAD

The earthen floors of these caves are covered by a 2-foot-thick layer of fog.

#### 2A. WILL-O'-WISP

Two columns of rock support the roof of this 15-foot-high cave, the walls of which are spattered with blood from recent battles between drow and minotaurs.

An invisible **will-o'-wisp** dwells here, the dark essence of a female drow priestess named Z'reska, who was butchered by minotaurs. As the characters move through the cave, the will-o'-wisp flies into the tunnel that leads northwest out of this area and illuminates itself. It whispers, "Follow me!" in Elvish, trying to stay at least 50 feet ahead of characters who do so. It attempts to lure creatures into area 7 and provoke a battle with the minotaurs. If the characters refuse to follow the will-o'-wisp, it turns invisible and trails them instead, waiting until one or more characters are near death before attacking them in an attempt to finish them off.

#### 2B. BROKEN LUTE

Hidden under the fog in this 10-foot-high alcove is a lute carved of pale wood. The instrument has been smashed beyond repair. A silver-inlaid Elvish inscription on its broken neck reads "Korynn."

### 3. DEAD END

The earthen floor of this tunnel is covered by a 2-foot-thick layer of fog. A twisting side tunnel with a rocky floor opens up to the northwest, rising out of the fog before coming to a dead end.

### 4. FACES IN THE FOG

The floor of this 15-foot-high side cave is covered by a 2-foot-thick layer of fog. Ghostly visages periodically take shape in the fog and then disappear—all of them adventurers who have perished in Undermountain.

### 5. DEMON'S TRIANGLE

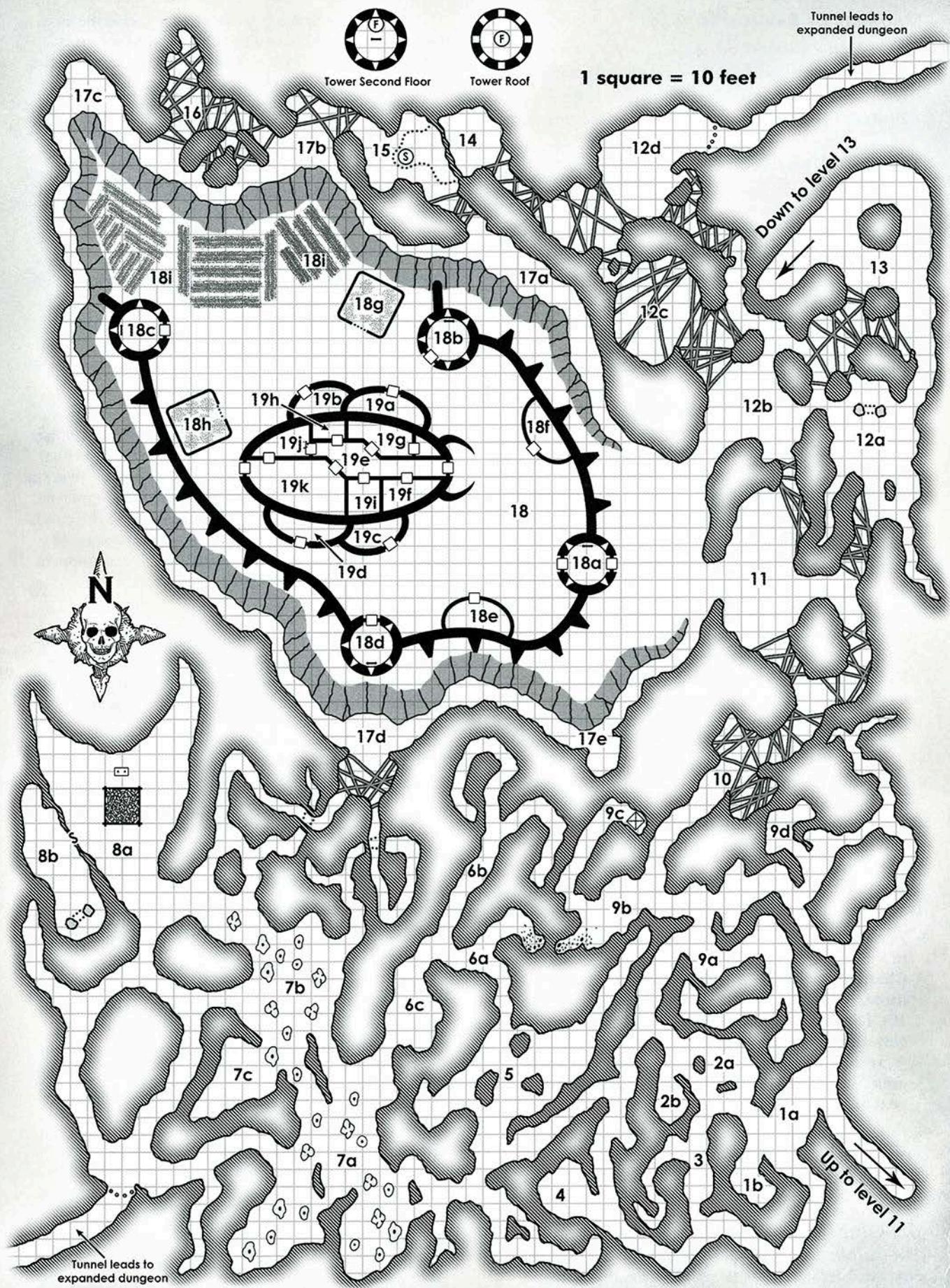
**Floor.** The earthen floor of this cavern is covered by a 2-foot-thick layer of fog.

**Pillars.** Three natural pillars of rock support the 25-foot-high ceiling. The fog takes on a red tinge in the area between the pillars, each of which is painted with the fearsome image of a 20-foot-tall minotaur painted in blood.

Any character who succeeds on a DC 15 Intelligence (Religion) check recognizes that the paintings on the rock pillars represent Baphomet the Horned King.

#### MADNESS OF BAPHOMET

Any humanoid that enters the area between the pillars or starts its turn there must succeed on a DC 18 Wisdom saving throw or manifest a character flaw that lasts until the victim is subjected to a *remove curse* spell, a *greater restoration* spell, or similar magic. The flaw supersedes any conflicting flaw and is determined by rolling on the Madness of Baphomet table. A creature that succeeds on the saving throw can't be affected by the pillars again for 24 hours.



## MADNESS OF BAPHOMET

d100	<b>Flaw (lasts until cured)</b>
01–20	"My anger consumes me. I can't be reasoned with when my rage has been stoked."
21–40	"I degenerate into beastly behavior, seeming more like a wild animal than a thinking being."
41–60	"The world is my hunting ground. Others are my prey."
61–80	"Hate comes easily to me and explodes into rage."
81–00	"I see those who oppose me not as people, but as beasts meant to be preyed upon."

## 6. SPECIAL EFFECTS

These areas contain some of the Mad Mage's harmless regional effects (see "Halaster's Lair," page 311). The earthen floor throughout is covered by a 2-foot-thick layer of fog.

### 6A. "HELP ME!"

The first time a character reaches this intersection, a faint call for help is heard coming from the tunnel opening to the north, which ends at a cave-in. The cry for help is an illusion, and characters who dig through the rubble find nothing in it.

### 6B. RATTLING CHAINS

This 10-foot-high tunnel slopes up gradually to the north, so that its floor rises above the fog. Characters who pass this point hear rattling chains when they get to the fork in the tunnel. The sound clearly comes from the left passage. Further investigation reveals no source; the sound is one of Halaster's illusory regional effects. The passage to the right contains nothing of interest.

**Mirror Gate to Level 10.** At the end of the west tunnel, a tall oval mirror framed in stone hangs on the rocky wall. The mirror's frame is carved with vines that twist through eleven actual humanoid skulls mounted to the frame. Carved into the bottom of the frame are the following words in Celestial: "The dead know the secret."

The mirror is one of Halaster's gates (see "Gates," page 12). Its rules are as follows:

- Speaking the proper command word while standing in front of the mirror opens the gate for 1 minute.
- Characters must be 11th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 11e on level 10, in the closest unoccupied space next to the identical gate located there.

Casting *speak with dead* on one of the skulls forces it to reveal the gate's command word ("Axallian"), which Halaster changes every few days. The skulls are otherwise hostile and refuse to answer questions put to them.

### 6C. GIGGLES

The earthen floor of this 20-foot-high cave is slightly concave, causing the fog to pool to a depth of 4 feet.

Whenever two or more creatures are inside the cave, the sound of an old man giggling can be heard everywhere in the area. No one outside the cave can hear the giggling, which ends as soon as the cave is no longer occupied by two or more creatures.

## 7. MINOTAUR CAVES

These caves form the main living area for the minotaurs of the Maze Level. A 2-foot-thick layer of fog covers the floor throughout.

### 7A. SOUTHERN CAVE

**Ceiling.** The ceiling ranges in height from 20 to 30 feet and is covered with stalactites.

**Minotaurs.** Stalagmites and floor-to-ceiling columns of rock are scattered across the area, the fog flowing slowly around them. Seven **minotaurs** lurk behind the stalagmites and rock columns.

The minotaurs are stationed throughout the cavern, guarding against a drow attack. They are famished, having been forced to sacrifice their food for Maku's ritual (see area 8a). They spring out when they see or hear any creatures in this area, charging intruders and ignoring any attempts to parley. The minotaurs fight to the death and loudly devour their kills if they are victorious. Any sound of combat in this area brings the five **minotaurs** in area 7b as reinforcements.

### 7B. NORTHERN CAVE

This cave has the same features as area 7a. Five **minotaurs** stand watch in this area and attack in response to any intrusion. The sound of combat here brings the seven **minotaurs** from area 7a as reinforcements.

### 7C. MINOTAUR GRAVEYARD

The minotaurs place their dead in this wedge-shaped cave, which has the following features:

**Bones.** The fog that covers the floor wraps around six large piles of minotaur bones.

**Skulls.** Dozens of minotaur skulls in various states of decay are jammed into niches and crevices in the walls.

## 8. SHRINE OF THE HORNED KING

Maku, a minotaur shaman, has been busily collecting the remains of slaughtered drow, fallen troglodytes and quaggoths, and unfortunate adventurers in this area. He plans to use these remains in a ritual to summon the demon lord Baphomet. If the characters fought any minotaurs in area 7b, Maku and his followers cannot be surprised here.

### 8A. KEEP CALM AND CARRION

The stench of death that permeates the dungeon is strongest here. As the characters approach this 50-foot-high cave, they hear minotaurs chanting and stomping. This area contains the following:

**Minotaurs.** The fog swirls through this cavern, agitated by the dancing of eleven chanting **minotaurs**.

**Offal Pile.** Low stone barriers constrain a massive pile of rotting, dismembered body parts.

**Altar.** Behind the offal pile stands a crude altar made of minotaur fur stretched over a frame of sinew-lashed minotaur bones. Two poles thrust out of the altar, each with a minotaur skull atop it.

**Secret Door.** The secret door in the west wall is an 8-foot-square section of stone that pivots on a central axis.

The minotaurs are led by Maku, who has 117 hit points, wears a shawl made of drow entrails, and clutches a brass horn (see “Treasure” below). The minotaur shaman treats all intruders as enemies to be carved up and added to his pile of dismembered bodies. His first action in combat is to blow his brass horn while the other minotaurs try to hack intruders to pieces.

Baphomet does not answer prayers, nor does the demon lord have any interest in Maku’s tribe. As such, the minotaur shaman’s ritual has no chance of working. But the sacrifices performed in this area have saturated the cave with evil power, such that any humanoid that makes a weapon attack in this area must succeed on a DC 18 Wisdom saving throw or be cursed with blood lust. While cursed in this way, the creature is hostile toward all other creatures it can see and must use its action each turn to attack the creature closest to it. (If multiple targets are equally close, the target is determined randomly.) *Greater restoration*, *remove curse*, or similar magic ends the blood lust on a creature. A creature that succeeds on its saving throw against this effect is immune to it for the next 24 hours.

The altar is made out of two minotaurs that were killed and devoured in a cannibalistic ritual. Any creature that touches the altar experiences a ghastly vision of being torn apart and eaten by minotaurs.

**Treasure.** Maku carries a *horn of the Endless Maze*. This wondrous item functions as a brass *horn of Valhalla*, except that the warrior spirits it summons come from the Abyss and look like minotaurs.

A single character can search through the pile of body parts in 1 hour, while multiple characters working together can reduce the search time proportionally. A *detect magic* spell can further expedite a specific search for magic items. The search yields a spider silk pouch containing 50 gp, two obsidian scarabs engraved with the insignia of House Freth (25 gp each), a jeweled anklet (750 gp), and one of a pair of *gloves of missile snaring* worn on the severed limb of its previous drow owner. (The matching glove can be found in area 8b.)

## 8B. BEHIND THE SECRET DOOR

**Fog.** A 2-foot-high blanket of fog covers the floor. Hidden under the fog in the northern alcove is a treasure pile (see “Treasure” below).

**Standing Stones.** At the south end of the cave are two 15-foot-tall standing stones hewn from black basalt. Carved into the lintel stone spanning them is a large blood-red X.

**Standing Gate to Level 19.** The standing stones form one of Halaster’s magic gates (see “Gates,” page 12). When a creature comes within 5 feet of the gate, rivulets of blood begin to seep from the standing stones. The rules of this gate are as follows:

- The gate opens for 1 minute if a creature marked with a bloody X stands within 5 feet of it.
- Characters must be 15th level or higher to pass through this gate (see “Jhesiyra Kestellhar,” page 10). The first creature to pass through the gate triggers an elder rune (see “Elder Runes,” page 12).
- A creature that passes through the gate appears in area 5b on level 19, in the closest unoccupied space next to the identical gate located there.

**Treasure.** Characters who find the treasure in the north alcove discover a set of weaver’s tools, fourteen shortswords and six hand crossbows of drow manufacture, a sack of mushroom flour, a spider silk satchel containing 8 days of rations (dry moss and mushrooms), a silver holy symbol of Lolth (25 gp), and a *glove of missile snaring* (the matching glove can be found in area 8a). All these items are strewn atop 200 gp and 1,700 sp.

## 9. FOGGY CAVES

The fog is thicker in these caverns, rising above the floor to a height of 4 feet.

### 9A. AMBUSH POINT

The fog in this otherwise empty 10-foot-high cave conceals a group of sentries from Spiderwatch Keep. Two **drow elite warriors**, a female named Llorelve Dalambra and a male named Vorjas Imphiz’zal, are on guard here with two **incubi** disguised as a pair of unarmed, scantily clad, supremely handsome male drow named Ezvir and Zaldo. All four are crouched down in the fog.

Llorelve and Vorjas spring up at the first sounds of creatures approaching this area, and they attack anyone they don’t recognize. Any humanoids they don’t know are assumed to be allied with House Auvryndar.

When either incubus is reduced to 30 hit points or fewer, it uses its next action to become ethereal and doesn’t rejoin the battle. It might reappear later to exact its revenge on those who harmed it, in a place and form of your choosing.

### 9B. SHAPES IN THE FOG

As the characters move through this 10-foot-high cave, the fog here rises and coalesces into threatening, minotaur-like forms wielding greataxes. These fog minotaurs are regional effects created by Halaster Blackcloak (see “Halaster’s Lair,” page 311). Each apparition takes a harmless swing at any creatures that pass through the area before sinking back into the fog.

### 9C. UNPLEASANT DESCENT

This 10-foot-high passage slopes down gently as it runs northward. At its final bend, the fog fills the entire passage, the last 20 feet of which are heavily obscured.

At the end of the tunnel, hidden beneath a breakaway floor, is a 30-foot-deep pit with stone spikes at the bottom. A creature that steps on the breakaway floor falls into the pit, taking 10 (3d6) bludgeoning damage from the fall and 10 (3d6) piercing damage from the spikes. The pit remains open once the breakaway floor falls away. A character can spot the breakaway floor with a successful DC 13 Wisdom (Perception) check, but only if the fog has been cleared away.

### WEB CABLES

The sections of the Maze Level controlled by House Freth are defended by barriers of thick webs as strong as iron cables. These webs are produced by an iron spider construct created and controlled by Drivvin Freth. The spider is stored in area 12b when it's not being used to create webs.

The web cables strung in areas 10 through 17 are designed to keep minotaurs and other oversized creatures out of places controlled by House Freth. The crisscrossing cables have gaps between them that Medium and smaller creatures can slip through easily. Larger creatures that can fit through a 2-foot-square hole can also pass through these gaps, but all others are unable to do so. The cables are slightly sticky to the touch, but cannot bind or hold creatures.

Each web cable has AC 19, 40 hit points, resistance to piercing damage, and immunity to poison and psychic damage. A creature can snap a cable as an action with a successful DC 30 Strength (Athletics) check.

### 9D. ARCH GATE TO LEVEL 6

A stone arch is embedded into the wall at the northeast end of this cavern. Carved into the arch's keystone is an image of a hand pouring ale from a flagon. The arch is one of Halaster's magic gates (see "Gates," page 12). The rules of this gate are as follows:

- If one pint or more of any liquid is poured on the floor within 5 feet of the arch, the gate opens for 1 minute.
- Characters must be 9th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 34a on level 6, in the closest unoccupied space next to the identical gate located there.

### 10. WEBBED PASSAGE

**Fog.** The earthen floor of this 10-foot-high tunnel is covered by a 2-foot-thick layer of fog.

**Web Cables.** Web cables crisscross the passageway and its alcoves (see the "Web Cables" sidebar).

### 11. CRICKETS AND BATS

Any bright light in this broad cavern alerts the demons on watch in area 17 and the drow guards in areas 18a through 18d. The cave contains the following:

**Fog.** The floor here is covered by a 2-foot-thick layer of fog that obscures mounds of bat guano. (If the fog is cleared away, drow, quaggoth, and giant lizard tracks can be seen in the guano. The tracks go in all directions, but most lead west toward the drow fortress.)

**Bat Alarm.** Hundreds of **bats** cling to the 30-foot-high domed ceiling. The drow use the bats as an alarm of sorts, knowing that the creatures become agitated and expect to be fed whenever humanoids enter the cave.

**Web Cables.** The tunnels leading to areas 12a and 12b rise up out of the fog and are strung with web cables.

The drow release crickets into this area to feed the bats. Expecting to be fed, the bats start to shriek and flap about the cave when the characters arrive, alerting the drow guards in areas 12a, 12b, and 18a.

## 12. GUARDED CAVES

These caves and the tunnels connecting them are free of fog.

### 12A. STANDING GATE TO LEVEL 14

House Freth posts guards here to watch for trouble that might ascend from level 13. Several tunnels leading to this 20-foot-high cave are strung with web cables. One such tunnel slopes down gently to area 11.

**Undead.** Six **minotaur skeletons** stand in the middle of the cave, ready to attack any creature that isn't a drow.

**Drow.** Four male **drow elite warriors** hide in the dead-end tunnels to the south. Any character who has a passive Wisdom (Perception) score of 20 or higher spots these guards.

**Standing Stones.** The northern part of the cave contains two large standing stones, each of which has an inanimate minotaur skeleton embedded in it.

If a battle erupts here, the drow in area 12b use signal horns to sound the alarm before joining the fight. They are quickly joined by reinforcements from areas 12c and 12d.

These drow are well trained, and their loyalty to House Freth is beyond question. Their leader, Tanimar Freth, is the second of Erelal's three sons. He lost his right eye in a sword fight against a House Auvryndar rival; his empty eye socket and scar are plain for all to see. One consequence of his injury is that Tanimar has been relegated to guard duty. He fights alongside his younger brother, Xaphthal Freth. The other two drow are named Hexab Do'ett and Moltar Barrek'zorn.

If the battle turns against them, the drow use *darkness* spells to cover their retreat to the fortress (area 18). They know the tunnels well enough to navigate them blindly. Xaphthal seizes any opportunity to dispose of his older brother, provided the risk to himself is minimal. The other drow are not surprised by Xaphthal's treachery—Tanimar least of all.

**Standing Gate.** The standing stones form one of Halaster's magic gates (see "Gates," page 12). Its rules are as follows:

- Any creature that touches one of the standing stones is targeted by a *maze* spell (save DC 22).
- To open the gate, a creature must be trapped in the maze created by the spell, then escape. When the creature returns to the space it left, the gate opens for 1 minute.
- Characters must be 13th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 2d on level 14, in the closest unoccupied space next to the identical gate located there.

**Treasure.** Fastened to Tanimar's cloak is an obsidian scarab engraved with the insignia of House Freth (25 gp). He also carries a spider silk pouch that contains two peridots (500 gp each).

## 12B. IRON SPIDER

Several tunnels leading to this 30-foot-high cave are festooned with web cables. The south tunnels slope down gently to areas 11 and 18.

**Guards.** Four male **drow** are on guard here.

**Iron Spider.** A giant iron spider stands motionless in the middle of the cave.

The drow (named Freb, Rylztt, Urlimar, and Vanalfein) all carry signal horns that sound an alarm loud enough to be heard in areas 10 through 19. They raise the alarm at the first sign of intruders, bringing reinforcements from areas 12a, 12c, and 12d.

The iron spider is a Large unaligned construct that stands 7 feet tall. It has AC 19, 80 hit points, and immunity to poison and psychic damage. Its ability scores are as follows: Strength 18, Dexterity 10, Constitution 10, Intelligence 3, Wisdom 3, and Charisma 1. Its climbing and walking speeds are 30 feet, and it can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check. It has blindsight out to a range of 60 feet and is blind beyond this radius.

As an action, the iron spider can shoot out a 6-inch-thick web cable up to 50 feet long, attaching the far end of the cable to a solid surface up to 50 feet away from it. As a bonus action, it can detach the other end of the cable from itself and attach it to a solid surface within 10 feet of it. Once it creates 200 feet of web cable, the spider can't produce any more cable until the next dawn. The iron spider exists solely to produce web cables. It has no attacks and no instinct for self-preservation.

Like a scaladar, the iron spider has a control ring (possessed by Drivvin Fret). The iron spider obeys the commands of whoever wears its control ring. The spider is incapacitated in the area of an *antimagic field* spell. If targeted by a *dispel magic* spell, the spider must succeed on a Constitution saving throw against the caster's spell save DC or fall unconscious for 1 minute.

## 12C. QUAGGOths

This 30-foot-high cavern and the tunnels leading to it are strung with web cables (see the "Web Cables" sidebar). Nine **quagoths** creep along the cables, attempting to hide from any creatures that enter the area. The quagoths drop to the floor or crawl down the walls to attack intruders they don't recognize.

## 12D. GIANT LIZARD PEN

**Monsters.** Ten docile **giant lizards** are tethered to iron spikes pounded into the cave floor. Five **drow**, one female and four males, watch over the lizards.

**Fungi.** The 20-foot-high walls are covered with ripple-bark (see "Fungi," page 59), which the drow feed to the giant lizards.

The leader of this group is a female drow named Talabsyn Fret, the youngest of Erelal's seven daughters. The others are unfaithful male subordinates named Beleth, Cazimir, Ryldgar, and Zakth. At the first sign of trouble, Talabsyn untethers the nearest giant lizard and tries to escape on its back, fleeing to her family's fortress by the safest route while the males cover her escape. If her escape routes are cut off, Talabsyn

surrenders and orders the males to do the same, hoping her captors try to ransom her. She betrays any of the male drow in a heartbeat to save herself—and the males do the same to her.

Drow scouts use the giant lizards as mounts. Each comes equipped with a saddle, reins, stirrups, and saddlebags containing 30 days of rations (dry moss and mushrooms). The giant lizards have the Spider Climb trait (see the "Variant: Giant Lizard Traits" sidebar in appendix A of the *Monster Manual*), which allows them to climb over the web cables and exit this area.

**Treasure.** Fastened to Talabsyn's cloak is an obsidian scarab engraved with the insignia of House Fret (25 gp).

## 13. ROUNDABOUT

A bore worm—a metal construct similar in size and shape to a purple worm—hollowed out this donut-shaped chamber as part of excavating the passage that leads down to level 13. Characters who descend to level 13 encounter the worm (see "Bore Worm," page 171).

Once an hour, the bore worm makes its way up the tunnel from level 13 and circles this area clockwise before returning below. The worm doesn't fill the entire tunnel, so smaller creatures can try to slip past it. When the worm enters a smaller creature's space for the first time on a turn, that creature must make a Dexterity saving throw. On a successful save, the creature avoids being crushed between the worm and the tunnel wall. On a failed save, the creature takes 22 (4d10) bludgeoning damage.

## 14. DEAD END?

This 15-foot-high cave extends beneath area 15. It contains the following features:

**Web Cables.** Web cables crisscross the tunnel that leads into this area.

**Rock Formation.** A 10-foot-high, 10-foot-wide rock formation shaped like a huge clawed hand thrusts up from the floor in the west end of the cave. (A secret door is built into the ceiling directly above the claw.)

The claw is a natural rock formation and shows no sign of having been sculpted. Creatures can easily climb up onto it. Lying on the floor next to the claw, in plain sight, is a stubby iron key with a head shaped like a tiny bulbous nose. This key unlocks the iron doors of Zox Clammersham's palace (see area 7 on level 13).

The secret door in the ceiling can be reached by anyone who stands atop the rock formation. The door is an 8-foot-square, 1-foot-thick slab of stone that pivots on a central axis. Pushing or pulling it open from below requires a successful DC 20 Strength (Athletics) check. The secret door remains open until it is manually closed again.

## 15. CRICKETS

The characters hear the incessant chirping of crickets as they approach this 20-foot-high cavern. The area has the following features:

**Web Cables.** Both tunnels leading to the cavern are strung with web cables.

**Crates.** Dispersed throughout the cavern are ten large zurkhwood crates with mesh screens covering their open tops.

**Secret Door.** A secret door is set into the floor.

Each crate contains hundreds of harmless, chirping cave crickets, feeding from a 1-foot-deep bed of bat guano mixed with maggot-ridden offal. The cave crickets are used by the drow to feed the bats in area 11.

The secret door in the floor is an 8-foot-square, 1-foot-thick slab of stone that pivots on a central axis. Opening it requires a successful DC 15 Strength (Athletics) check. Applying 150 pounds of weight to either side of the door also causes it to swing open. Any creature that accidentally opens the door by standing on it can avoid a fall by making a successful DC 15 Dexterity saving throw. A creature that falls through the open door drops 10 feet and lands on the claw-shaped rock formation in area 14, taking 3 (1d6) bludgeoning damage.

## 16. WEB-FILLED CAVE

This 10-foot-high cave is filled with web cables. Tucked in the northernmost alcove, not visible from either cave entrance, is a rotting quaggoth that choked to death on a vrock demon's poison spores (see area 17). The dead quaggoth has no treasure.

## 17. DEMONS' LEDGE

Two ramps lead up to a 40-foot-high ledge that mostly encircles the walls of an immense, dark cavern. The ledge nearly surrounds the drow fortress. There are no gaps in the stone where the walls of the ledge meet the walls of the fortress.

Five **vrocks** are perched on the ledge, one each at locations 17a through 17e. These demons were summoned by Drivvin Freth, and they obey only his commands. The vrocks use their darkvision to scan the cavern for intruders.

When a vrock sees something suspicious, it emits a loud screech that can be heard throughout areas 10 through 19, alerting all creatures in those locations. The demons then eagerly join any battle that erupts.

### 17A. NORTHEAST PERCH

The **vrock** perched here focuses its attention on the ramp leading up to this area.

### 17B. NORTH PERCH

In addition to guarding this section of the ledge, the **vrock** here watches for trouble in the east moss garden of area 18i, and listens for intruders in areas 15 and 16. Web cables in the tunnels leading to those two locations prevent the vrock from exploring them.

### 17C. NORTHWEST PERCH

The **vrock** perched here is gnawing on a dead troglodyte. It has fashioned a nest for itself from the bones of troglodyte children snatched from the fungi gardens 30 feet below (area 18i).

### 17D. SOUTH PERCH

The **vrock** here pays close attention to the entrance to the minotaur caves south of it. The main cavern is strung with web cables, with the tunnels beyond descending to area 7b. The vrock is too large to move through the cables.

### 17E. SOUTHEAST PERCH

The **vrock** stationed here keeps a close eye out for intruders moving west from area 11. Slumped against the back wall of a small cave behind it are the skeletal remains of an ettin that was killed by adventurers long before the drow fortress was built. Six gnome skulls hang from the skeletal ettin's loincloth.

## 18. DROW FORTRESS

House Freth built its dark fortress in a 100-foot-high cavern, the roof of which is dotted with stalactites. Outside the fortress walls, the cavern floor is hidden under a 2-foot-thick layer of fog. The fog is absent inside the walls and around Spiderwatch Keep, the great edifice at the heart of the fortress (area 19).

There are no light sources in or around the fortress. Anyone approaching with light draws the attention of the drow in the guard towers and the vrocks in area 17.

The north end of the fortress grounds is where the drow cultivate food using the labor of prisoners and thralls. The spacious area southeast of the keep is used for military drills, weapon practice, and assembling before expeditions.

### 18A. GATE TOWER

This tower serves as the primary entrance to the fortress. A male **drow mage** named Llaxdorl Freth (Erelal's cousin) stands watch on the roof, and eight male **drow** are on guard inside.

Characters brought to the fortress as prisoners are stripped of their weapons and spellcasting implements as they pass through the tower. They are then detained in the courtyard until Rilna Freth (see area 19c) decides their fate. Prisoners with no obvious value to the drow are sent to the slave pens (areas 18g and 18h). Everyone else is brought to Erelal Freth in area 19k for further questioning.

**Treasure.** Llaxdorl carries a spellbook bound in spider chitin that contains all the spells he has prepared, plus *color spray*, *haste*, and *spider climb*. Fastened to his robes is an obsidian scarab engraved with the insignia of House Freth (25 gp) and a spider silk pouch containing two blue spinels (500 gp each).

### 18B. NORTHEAST TOWER

This tower has a male **drow mage** named Ulvir Barrek'zorn on the roof and eight male **drow** inside. In addition to defending the tower, these drow are responsible for quelling uprisings in the nearby slave pen (area 18g).

**Treasure.** Ulvir carries a black, leather-bound spellbook adorned with silver web filigree. It contains all the spells he has prepared, plus *gaseous form*, *magic weapon*, and *Tasha's hideous laughter*.

### 18C. NORTHWEST TOWER

This tower has a male **drow mage** named Vrebbeth Imphiz'zal on the roof and eight male **drow** inside. In addition to defending the tower, these drow are responsible for quelling uprisings in the nearby slave pen (area 18h) and gardens (area 18i).

**Treasure.** Vrebbeth carries a spellbook bound in stitched grimlock flesh that contains all the spells he has prepared, plus *arcane lock*, *gust of wind*, and *sleep*. Fastened to his robes is a bone scroll tube that holds a *spell scroll of telekinesis*.

### 18D. SOUTH TOWER

This tower has a male **drow mage** named Yrrlcheb Beltorzza on the roof and eight male **drow** inside.

**Treasure.** Yrrlcheb carries a spellbook bound in supple plump hide that contains all the spells he has prepared, plus *jump*, *mirror image*, and *sending*. Fastened to his robes is a spider silk pouch holding 31 pp.

### 18E. SOUTH BARRACKS

This 20-foot-high curved structure has a stone door with no lock. The building houses ten off-duty male **drow** who are variously spending their idle hours sharpening and poisoning their weapons, eating, or meditating on curved stone benches spaced along the walls.

### 18F. NORTH BARRACKS

This building and its residents are identical to area 18e.

### 18G. GARDEN SLAVE PEN

The foul stench of troglodytes is obvious to any characters who approach this 40-foot-square enclosure, which has 20-foot-high walls of smooth stone, an iron-barred gate, and a 5-foot-thick roof of sticky webs with five **giant spiders** atop it. The pen currently holds five adult **troglodytes** and four troglodyte children (Small noncombatants), as well as a **minotaur** chained to the ground. The minotaur's horns have been sawed off, and prolonged exposure to the troglodytes' stench has rendered the minotaur immune to its effects.

The spiders attack anyone who tries to tear through the webs or free the slaves trapped in the pen.

Any creature that enters the webs or starts its turn in them is restrained. A restrained creature can use its action to try to pull itself out of the webs, doing so with a successful DC 12 Strength (Athletics) or Dexterity (Acrobatics) check. Each 10-foot-square section of webs has AC 10, 10 hit points, vulnerability to fire, and immunity to bludgeoning, piercing, and psychic damage.

The pen's sturdy iron gate is held shut with an *arcane lock* spell that only drow (including drow characters) can ignore. Forcing it open requires a successful DC 25 Strength (Athletics) check.

**Prisoners.** The drow use the troglodytes to tend their gardens (area 18i). The minotaur is too violent to be enslaved, so the drow are starving it until it either capitulates or grows so weak that the troglodytes can kill and devour it. The minotaur is restrained but can butt foes with its head instead of making gore attacks, dealing 11 (2d6 + 4) bludgeoning damage on a hit. Its thick chains require a successful DC 30 Strength (Athletics) check to break, or they can be attacked. The chains have AC

### FORTRESS DEFENSES

The 30-foot-tall outer walls and the 40-foot-high towers that stand along them are fashioned from smooth black stone. The tops of the walls are tapered and lined with 5-foot-tall stone spikes spaced 10 feet apart. The spikes have sticky webs strung between them like barbed wire to hinder creatures attempting to cross over. For the effects of sticky webs, see "Dungeon Hazards" in chapter 5 of the *Dungeon Master's Guide*. Each tower has a flat roof encircled by crenellated battlements.

If an alarm is raised, the residents of the fortress mobilize quickly. Twenty **drow** emerge from the barracks in areas 18e and 18f, joining Rilna Freth (from area 19c) and four **drow elite warriors** (from area 19a). These drow take up defensive positions in the courtyard, spreading out to dilute the effect of area attacks. Against unusually strong foes, Rilna releases the prisoners in areas 18g and 18h, forcing them to fight for House Freth. But the moment the fight turns against the drow, the prisoners turn against their captors.

In addition to the drow in the courtyard, invaders must contend with the drow in the guard towers, who can target creatures both inside and outside the courtyard. Each of the guard towers (areas 18a through 18d) is utilitarian and unfurnished. A tower has the following features and defenses:

- The tower's stone doors are reinforced and barred from the inside. Siege weapons are needed to break them down.
- Arrow slits on the first and second floors provide three-quarters cover to those standing behind them. The rooftop battlements provide variable cover, depending on the angle of attack.
- Iron ladders and trapdoors connect each level of a tower, and the trapdoor in the roof can be bolted shut from below. Breaking through a bolted trapdoor requires a successful DC 27 Strength (Athletics) check.
- Each tower contains eight male **drow** (four on each of the first and second floors) who fire light crossbows through the arrow slits. This attack is the same as the drow's hand crossbow attack, except it has a range of 80/320 feet and deals 6 (1d8 + 2) piercing damage.
- A male **drow mage** stands watch on the rooftop.

Characters who have House Freth escorts or who wear clever drow disguises can approach the fortress openly. The mage atop the gate tower (area 18a) demands to know who they are and why they have come, granting entry only if their answers raise no suspicions. As the visitors make their way through the tower, the drow mage summons a **quasit** and instructs it to notify Rilna Freth of the new arrivals. The quasit assumes bat form and flies to area 19c to deliver the news. Rilna decides what to do with any visitors and leads those who seek an audience with her sister, Erelal, to area 19k.

19, 30 hit points, resistance to fire and piercing damage, and immunity to poison and psychic damage.

### 18H. GOBLIN SLAVE PEN

This pen has the same features as area 18g, except that the stench of troglodytes is absent here, and there are no giant spiders on the web roof. The contents of the pen are as follows:

**Goblins.** Twelve armed but weary-looking **goblins** are gnawing on bones and resting on straw pallets.

**Refuse.** The pen is littered with the skulls and bones of deep gnomes and goblins, as well as a few drow who angered Erelal Freth.

The drow use these goblin slaves as laborers. Each goblin suffers from two levels of exhaustion. The goblins cower and beg for their lives when faced with possible harm. Despite their pitiable appearance, they can't be trusted and will do anything to survive, including betraying and eating their liberators.

#### 18I. GARDENS

These earthen fields provide much of the food that feeds House Freth's forces in Undermountain. Edible moss is grown in the east garden, while the other two gardens contain rows of barrelstalks and bluecaps (see "Fungi," page 59).

Tending each garden are two adult **troglodytes** and three troglodyte children (Small noncombatants) that work under the watchful gaze of a male **drow** overseer. The **vrocks** in area 17b and 17c swoop down and attack any slave that refuses to work or any creatures that threaten the overseer.

### 19. SPIDERWATCH KEEP

Fashioned from seamless black stone with veins of silver running through it, this windowless edifice bears a striking resemblance to a crouching spider. From here, Erelal Freth oversees all House Freth ventures in Undermountain, with her brother Drivvin as her advisor.

The central oval of the keep (areas 19e through 19k) has 15-foot-high walls and a 30-foot-high domed roof. The attached outer structures (areas 19a through 19d) have 10-foot-high walls and 20-foot-high domed roofs.

All outer doors are held shut with *arcane lock* spells that only drow wearing the obsidian insignia scarabs of House Freth can ignore. A successful DC 25 Strength (Athletics) check is needed to force open such a door. The inner doors have no locks.

When an alarm sounds outside, the occupants of the keep prepare for battle but remain where they are. They cannot be surprised, and any ability checks to convince residents that intruding characters are not a threat are made with disadvantage. This state of battle readiness is maintained until Rilna Freth tells occupants of the fortress that it is secure.

#### 19A. ELITE BARRACKS

Four off-duty female **drow elite warriors** are stationed here: Ilanlue and Sabatrin Freth (the third and fifth of Erelal's seven daughters), Lynn Vrindolin, and Mircolar Do'ett. They spend their idle hours sharpening and poisoning their weapons, eating, sparring, or meditating on curved stone benches spaced along the walls.

**Treasure.** Each warrior wears an obsidian scarab engraved with the insignia of House Freth (25 gp).

#### 19B. STORES

The stone door to this curved structure has an *arcane lock* spell cast on it that only drow wearing the obsidian insignia scarabs of House Freth can ignore. This chamber contains stone shelves lined with provisions for the guards of the stronghold: two hundred spider silk pack-

ets, each containing 10 days of rations (dry moss and mushrooms), and one hundred full water skins.

#### 19C. CASTELLAN'S QUARTERS

The stone door has an *arcane lock* spell cast on it that only drow wearing the obsidian insignia scarabs of House Freth can ignore. These well-appointed quarters belong to the fortress castellan, Rilna Freth, a **drow elite warrior** with 110 hit points, and the younger sister to Erelal Freth. This area has the following features:

**Hole.** A 2-foot-diameter hole is cut through the roof. The hole, 20 feet above the floor, allows quasits in bat form to deliver messages to Rilna from the gate tower (area 18a). A Small creature can slip through the hole easily, and a Medium creature can do so with a successful DC 17 Dexterity (Acrobatics) check.

**Cabinet.** A slender, glass-fronted cabinet made of black wood and inlaid with silver, web-like tracery stands across from the door.

**Hammock.** A spider silk hammock hangs to the west.

**Chest.** A padlocked iron chest to the east has a lid embossed with tiny spiders.

Rilna carries the key to the padlocked chest, or the lock can be picked with a successful DC 20 Dexterity check using thieves' tools.

**Treasure.** The chest contains 800 gp, six zircons (50 gp each), four garnets (100 gp each), a topaz (500 gp), and two *potions of healing*.

The cabinet contains twenty flasks, each one holding five applications of drow poison (see "Poisons" in chapter 8 of the *Dungeon Master's Guide*).

Rilna wears a platinum helm shaped like a spider with eight jet orbs for eyes (2,500 gp) and a spider silk cloak (50 gp). Fastened to her cloak is an obsidian scarab engraved with the insignia of House Freth (25 gp).

#### 19D. ARMORY

The stone door has an *arcane lock* spell cast on it that only drow wearing the obsidian insignia scarabs of House Freth can ignore. The back wall is lined with boxes arrayed on shelves. Inside these boxes are thirty shortswords, thirty hand crossbows, and several hundred hand crossbow bolts.

#### 19E. HALL OF SPIDERS

This dark hallway crawls with hundreds of harmless spiders.

Visitors to the keep are led down the hall to area 19k to meet with Erelal and Drivvin. The footfalls of passersby alert the guests in area 19f, who emerge from their quarters to greet and assess new arrivals.

#### 19F. GUEST BEDROOM

**Emissaries.** Maleen Shadowdusk (CE female Illuskan human **mage**) and Tendra Nightblade (CE female Illuskan human **assassin**) dwell here.

**Furnishings.** The furnishings, made of zurkhwood, include a large bed with spider silk sheets and an armoire.

**Light.** A shuttered lantern with a *continual flame* spell cast on it hangs above the bed.

Maleen and Tendra have come from Shadowdusk Hold (level 22) on the orders of Halaster Blackcloak. Under the guise of seeking an alliance between Shadowdusk Hold and House Freth, they have extended an offer to Drivvin Freth to become the Mad Mage's newest apprentice. Drivvin has told the two that he needs time to make his decision, and now the emissaries have grown anxious waiting for his answer.

Both emissaries show evidence of their (false) interest in currying favor with House Freth by coming to its defense if Spiderwatch Keep is attacked, but they flee the fortress if Erelal and Drivvin both fall in battle.

#### 19G. KITCHEN AND PANTRY

The main room of this area is a kitchen, with counters and cupboards lining the outer wall. Two unarmed and unarmored male **drow** named Elendar and Farril prepare meals here for the residents of the keep. Geas spells regularly cast by Drivvin prevent the two cooks from poisoning the food or drink.

The smaller room east of the kitchen is a well-stocked pantry.

#### 19H. BATH

An iron tub stands in this area, with an iron pump nearby. The pump draws water from an underground hot spring beneath the fortress to fill the tub.

#### 19I. DRIVVIN'S STUDY

**Cape.** A long black cape with silver, web-like embroidery and a silver spider clasp hangs from a peg by the door.

**Furnishings.** An ornate zurkhwood lectern stands bare in the middle of the room. At the foot of the lectern sits an adamantine chest with spider-shaped handles.

**Treasure.** The cape hanging by the door is a splendid garment worth 250 gp.

The chest has an *arcane lock* spell cast on it that only Drivvin can ignore. A *knock* spell or similar magic opens the chest, which is otherwise impregnable. The chest's interior is divided into compartments and contains a pair of black leather boots, an empty water skin, a petrified basilisk egg, spider silk sack containing 175 pp, a *potion of vitality*, and two thick spellbooks.

The spellbooks contain all the spells Drivvin Freth has prepared, plus *animate dead*, *animate objects*, *anti-magic field*, *arcane lock*, *fabricate*, *finger of death*, *fireball*, *geas*, *globe of invulnerability*, *ray of enfeeblement*, *spider climb*, and *stone shape*.

#### 19J. ERELAL'S SANCTUM

Erelal uses this area to engage in numerous dark pleasures. The room contains the following:

**Prisoners.** Two male **drow** hang suspended from manacled iron chains anchored to the curved outer wall. Two other sets of manacles hang empty.

**Cradle.** Against the south wall, between the two doors, is an ornate cradle carved with spiders and fitted with a protective web-like canopy.

**Table.** On a small table next to the cradle sits a small black casket. The table has a lower shelf with a ring of iron keys resting on it. (The keys unlock the manacles in this room.)

Both prisoners have been strung up to face the wall, their bare backs covered in blood from the cuts inflicted by Erelal Freth's scourge.

One of the prisoners is Hatchrin Alet'taz, consort of Erelal Freth and the father of her unborn eleventh child. He is unarmed and unarmored, and has 3 hit points remaining. Erelal is torturing him because she received a report that someone close to her was planning to poison her child after its birth, then found a vial of poison on his person. (The false report and the planting of the poison are both the work of Drivvin Freth, who wants to get Hatchrin out of his sister's life.) Hatchrin promises any service to characters who can help him regain Erelal's trust and thus enable him to see the birth of his child.

The other drow prisoner is a House Auvryndar spy named Varrn Telenna. He is unarmed and unarmored, and has 6 hit points remaining. Erelal has finished interrogating him, and Varrn is beyond caring whether he lives or dies. If he is set free, Varrn thanks the characters, praises Lolth for sparing his life, and plots his escape.

**Treasure.** The cradle is dressed in spider silk blankets. Six tiny jeweled spiders (250 gp each) hang from the cradle's canopy by silver threads.

The black casket is a false offering of fealty brought by the Shadowdusk emissaries. It is set with mother-of-pearl and emblazoned with a painted gold emblem of the Shadowdusk family: a lit torch with three trailing embers, turned upside down. The casket weighs 15 pounds and is worth 250 gp as an art object. Its purple velvet lining holds a gold music box worth 2,500 gp.

#### 19K. MOTHER AND BROTHER

As the characters approach any of the doors to this area, they hear a female voice shouting in Elvish, followed by a male voice's muted responses. Erelal Freth is chastising her brother Drivvin for his repeated failures to bring the minotaurs of the southern caves under drow control. The western door has an *arcane lock* spell cast on it that only drow wearing the obsidian scarab insignia of House Freth can ignore. The room's occupants and contents are as follows:

**Drow.** Erelal Freth, a pregnant **drow priestess of Lolth**, reclines on a cushioned crystal divan of web-like design in the middle of the room. Two male **drow** are attending Erelal while Drivvin Freth, a **drow archmage**, paces angrily around the room.

**Cabinet.** A glass-fronted cabinet against the north wall contains a crystal decanter of mushroom wine and several varnished zurkhwood goblets.

**Shrine.** Against the east wall stands an impressive silver shrine to Lolth (see "Shrine of Lolth" below).

Erelal wears a flowing black and silver gown instead of armor, giving her AC 12, but is still armed with her scourge. The male drow with her are Chaszantar and Ulgreth, two sycophants vying to become her new consort. They both wear spider silk togas instead of armor, giving them AC 12.

Erelal is a mere thirty days away from giving birth to her eleventh child, but she refuses to let her pregnancy interfere with her work: the destruction of House

Auvryndar and the conquest of Undermountain. A string of military defeats has left Erelal in no mood to entertain visitors, and her brother has yet to make good on his promise to enslave the minotaurs of the Maze Level. Visitors who have business or grievances with Erelal are dealt with as quickly as possible. Those who come to her with frivolous affairs are scolded, threatened, and sent away with a stern warning not to trouble her again.

If she is threatened, Erelal tries to summon a **yochlol** demon to defend her. If the shrine of Lolth in this chamber is intact, the demon summoning has a 90 percent chance of success. Erelal then hinders her enemies with a *darkness* spell before taking the safest exit. Giant spiders that she summons with the *conjure animals* spell use their blindsight to target enemies that are engulfed in magical darkness. If her defeat is inevitable and escape proves impossible, Erelal makes whatever concessions she must to save herself and her unborn child.

Erelal's older brother is clad in a long gray robe with black, web-like tracery. Drivvin has convinced his sister that he has the power to enslave the minotaurs, which would enable House Freth to defeat the forces of House Auvryndar and secure its power in Undermountain. But, having realized that he can't summon a goristro demon alone, the archmage understands that accepting Halaster's offer and his promise of assistance is the only way his plan will succeed. Drivvin knows that if he leaves his sister to become Halaster's apprentice—even though that act is ultimately for her own gain—he will be cast out from his family. Drivvin is looking for the right time to break the news to his sister, whose recent defeats at the hands of House Auvryndar have made her despondent.

Drivvin is a drow **archmage**, with these changes:

- He is neutral evil.
- He has these racial traits: He speaks Abyssal, Common, Dwarvish, Elvish, Goblin, and Undercommon. He has advantage on saving throws against being charmed, and magic can't put him to sleep. He has darkvision out to a range of 120 feet. He can innately cast *dancing lights* at will, and can cast *darkness*, *faerie fire*, and *levitate* (self only) each once per day. His spellcasting ability is Charisma (spell save DC 15). While in sunlight, he has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.
- He has cast *mind blank* on himself.
- Once per day as an action, Drivvin can summon a demon that has a challenge rating of 6 or lower. The summoned demon appears in an unoccupied space within 60 feet of him, acts as his ally, and can't summon other demons. The summoned demon remains until Drivvin dismisses it as an action or until the demon is reduced to 0 hit points.

If a fight breaks out here, Drivvin uses his first action in combat to cast *time stop*. He uses the extra time granted by the spell to summon a **barlgura** and cast *fire shield* on himself, as well as *mage armor* and *stoneskin* if he hasn't done so already. Drivvin fights to the finish to defend his sister.

**Shrine of Lolth.** This shrine resembles a 6-foot-tall cage of polished silver webbing with delicate hinged doors. The silver cage is fused to the wall and can't be detached from it. Inside the cage is a 3-foot-tall obsidian statue of Lolth in her drow form. The statue is smeared with sacrificial blood, and a blood-caked obsidian dagger rests at the statue's feet.

Any creature that removes the statue from the shrine immediately contracts a disease called slimy doom. The disease lasts for 7 days or until cured with a *lesser restoration* spell or similar magic. A creature afflicted with slimy doom begins to bleed uncontrollably, and has disadvantage on Constitution checks and Constitution saving throws. In addition, whenever the creature takes damage, it is stunned until the end of its next turn.

**Treasure.** Erelal wears a platinum web necklace with tiny black crystal spiders dangling from it (2,500 gp).

The statue of Lolth weighs 250 pounds and is worth 2,500 gp as an art object. The obsidian dagger at the shrine is worth 250 gp.

The delicate crystal decanter in the wine cabinet is worth 250 gp, but it shatters easily.

Drivvin wears an iron ring that serves as the control ring for the iron spider in area 12b.

## AFTERMATH

If the characters fail to defeat Drivvin Freth, the drow archmage agrees to serve Halaster as an apprentice in exchange for the Mad Mage's help in summoning and binding a goristro. The summoning ritual takes 30 days to prepare, and it is performed by Drivvin and Halaster in the courtyard of the drow fortress.

When the demon appears, Halaster traps it in a 5,000 gp ruby and gives the gemstone to Drivvin. Under the cloak of an *invisibility* spell, Drivvin takes the gem to area 8a and breaks it, releasing the goristro there. Mistaking the demon for an emissary of Baphomet, the minotaurs watch as it devours the carrion in area 8a. When it has no more carrion to feed on, it begins devouring whatever it can kill. Once its hunger is satisfied, the demon sends its new minotaur lackeys to kill everything on level 11 and bring it more food to eat. The goristro considers any drow wearing the insignia of House Freth to be its ally, and orders its minotaurs to go forth and slay all other creatures.

If Erelal Freth survives, she gives birth to her eighth daughter, Amalica, and continues to wage war against House Auvryndar and its allies. Amalica's birth is viewed as a sign of Lolth's favor, renewing House Freth's resolve and turning the tide in its favor. Several houses formerly allied with House Auvryndar switch sides and send emissaries to Erelal with gifts for her blessed newborn.

If Erelal and Drivvin perish, House Freth's allies abandon the house out of fear that Lolth has forsaken them. Without these allies, House Freth becomes too weak to defend itself against even its minotaur neighbors. The survivors hole up in the fortress while envoys are dispatched to the Underdark to secure reinforcements. Those reinforcements won't arrive in time if Vlonwelv Auvryndar (see level 10) has her way.



## LEVEL 13: TROBRIAND'S GRAVEYARD



NOWN AS THE METAL MAGE, TROBRIAND specializes in the manufacture of metal constructs. This level serves as his workshop, testing ground, and junkyard. Trobriand himself is an infrequent visitor, preferring instead to remain close to his master, Halaster, on level 23. Trobriand's Graveyard is designed for four 12th-level characters. Those who overcome this level's challenges should gain enough XP to reach 13th level.

### WHAT DWELLS HERE?

Trobriand's magical constructs populate this level. Among them lives a gnome named Zox Clammersham. Hobgoblins from level 14 sneak into Trobriand's Graveyard, eager to steal scrap metal for their fire giant overlords and also hoping to get their hands on the ring Zox uses to command many of the dungeon's constructs.

#### SCALADAR

Foremost among the constructs that occupy Trobriand's Graveyard are the scaladar (see appendix A). Resembling massive scorpions with crushing claws and electrified stingers, scaladar act autonomously until forced to obey the commands of a creature that wears one of Trobriand's metal control rings.

#### BORE WORM

Trobriand modeled this 100-foot-long, 15-foot-diameter drilling machine after a purple worm. Unless Trobriand

commands it to do otherwise, the worm tirelessly moves through well-worn tunnels and trenches. It mindlessly attacks anything that gets in its way, and occasionally ventures up to level 12 or down to level 14. Characters hear it long before they see it.

The worm has a challenge rating of 16 (15,000 XP) and is a **purple worm**, with these changes:

- The worm is a construct.
- It has immunity to poison and psychic damage, as well as bludgeoning, piercing, and slashing damage from nonmagical attacks not made with adamantine weapons.
- It has immunity to exhaustion and the blinded, charmed, deafened, frightened, paralyzed, petrified, poisoned, and prone conditions.
- The worm regains 10 hit points at the start of each of its turns if it has at least 1 hit point.
- Replace its Multiattack and Bite action options with the options described below.

**Multiattack.** The worm makes two attacks: one with its grinding jaws and one with its stinger.

**Grinding Jaws.** *Melee Weapon Attack:* +9 to hit, reach 10 ft., one target. *Hit:* 22 (3d8 + 9) slashing damage.

#### ZOX CLAMMERSHAM

A clever rock gnome, Zox Clammersham is the sole survivor of his former party's failed Undermountain expedition. Since the demise of his friends, Zox has managed to secure a ring that allows him to command

the scaladar. He has put the constructs to work building a device he calls the Simulacrum. This device will, in theory, create a simulacrum of any scaladar that passes through it. Zox's intentions are not malevolent; he simply needs more scaladar in order to build all the things he has in his head to build.

## HOBGOBLIN RAIDERS

The bounty of salvage on this level has not gone unnoticed by the fire giants on level 14. They send hobgoblin minions to steal scrap metal, which the giants are using to build a great construct of their own. The hobgoblins raid in small bands, using trained rust monsters to distract Zox's constructs. These raiders are naturally violent but can be parlayed with by clever adventurers.

The hobgoblins recently figured out how Zox controls the scaladar, and now they aim to kill the gnome and take his control ring. So far, Zox has managed to elude all the hobgoblins sent to murder him.

## EXPLORING THIS LEVEL

All location descriptions for this level are keyed to map 13. Unless otherwise noted, tunnels connecting the various caverns have 30-foot ceilings.

### 1. TUNNELS AND TRENCHES

Trobriand's bore worm created the tunnels that connect this level to levels 12 and 14. The worm also dug 20-foot-deep trenches through areas 2 and 11 on this level. These tunnels and trenches have been worn smooth by the worm's repeated passage. Scaling a tunnel or a trench wall without magic or climbing gear requires a successful DC 20 Strength (Athletics) check.

Arching bridges of stone span the trenches at three points. A character can try to leap off a bridge onto the bore worm's back as it passes underneath. Any character trying to do so must make a DC 15 Dexterity (Acrobatics) check. On a successful check, the character lands on the worm's back without taking damage or falling prone. On a failed check, the character slips and falls off the worm, landing prone in the trench and taking 10 (3d6) bludgeoning damage from the fall.

### 2. VAST CAVERN

This 120-foot-high cavern is abuzz with activity.

#### 2A. SIMULACRUX

**Simulacrum.** A 20-foot-deep trench surrounds a 100-foot-tall, half-completed metal archway that rises from a bed of scrap metal.

**Builders.** Four scaladar (see appendix A) are hauling new pieces of metal to the arch and attaching them to it. The cavern is dark aside from the intermittent light of welding sparks coming from the constructs' tail stingers.

**Arbalests.** A dozen arbalests (use quadrone statistics) flit around the arch. Each arbalest resembles an oversized repeating crossbow with mechanical wings and four articulated metal legs.

Zox Clammersham is using the scaladar under his control to build the Simulacrum and to defend it, should it come under attack. The Simulacrum is designed to replicate scaladar through a variation of the *simulacrum* spell that uses rust as a component instead of snow. The arch is still months away from completion, and there's a good chance it won't function as intended. A character can ascertain the arch's purpose with a successful DC 30 Intelligence (Arcana) check.

The Simulacrum is a Gargantuan object with AC 19, 400 hit points, immunity to poison and psychic damage, and immunity to bludgeoning, piercing, and slashing damage from nonmagical weapons that aren't made of adamantine. Destroying the arch all but dooms the project, since Zox lacks the resolve to start over.

The Simulacrum warps magic in its proximity. Any spell cast within 30 feet of the arch automatically triggers a wild magic surge, the effect of which is determined by rolling percentile dice and consulting the Wild Magic Surge table in the "Sorcerer" section in chapter 3 of the *Player's Handbook*.

The scrap metal around the arch is difficult terrain for creatures other than scaladar.

#### 2B. HOBGOBLIN VANGUARD

A **hobgoblin captain** named Kurlog has led a force of seven **hobgoblins** to this location. They are hunkered down behind scrap metal barricades sloppily arranged along the northwest ledge overlooking the trench.

The hobgoblins aim to draw out Zox Clammersham, defeat him, seize the ring he uses to control the scaladar, and return the ring to Doomcrown, the hobgoblin warlord on level 14. Kurlog will accept reasonable aid to complete this mission. In particular, he could use help taking down the arbalests that guard the Simulacrum.

#### 2C. DETRITUS

**Wreckage.** This section of cavern is dotted with the remains of broken machines.

**Corpses.** Two ogres clad in iron armor lie dead among the metal detritus, their flesh pierced by dozens of metal crossbow bolts.

The ogres served the hobgoblins until they were shot dead by Zox's arbalests a few days ago.

### 3. JUNKYARD

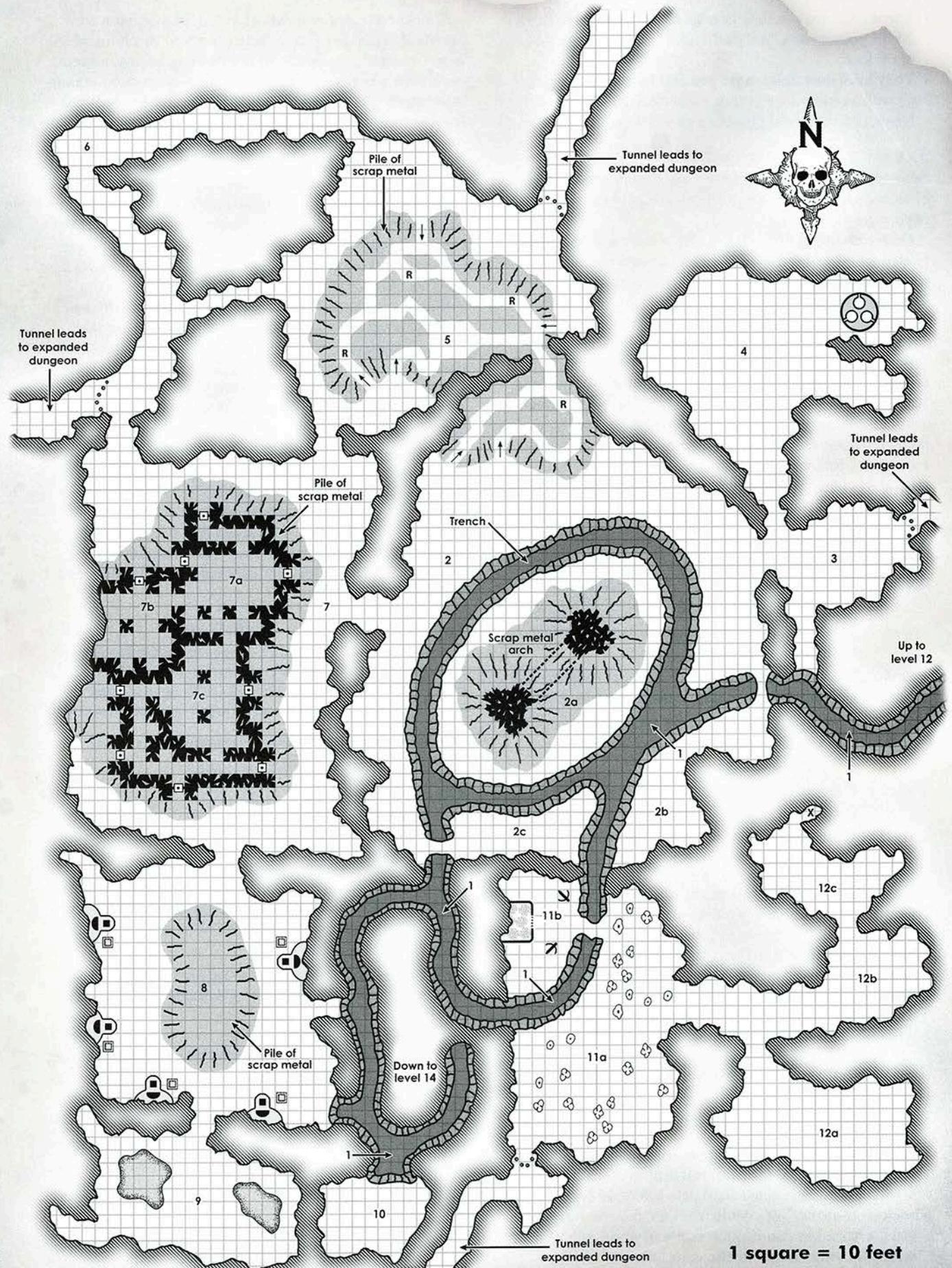
**Metal Wasps.** Buzzing about the 50-foot-high cavern are five giant wasps made of metal (see "Metal Wasps").

**Discarded Junk.** Half-completed and destroyed metal contraptions, most rusted beyond repair, lay strewn across the floor. Hidden amid the wreckage are a couple discarded magic items (see "Treasure" below).

**Rust Monsters.** Three **rust monsters** gorge on the piles of scrap and are too distracted by the abundance of food to pose much of a threat. They fight only in self-defense.

#### METAL WASPS

The metal wasps are programmed to attack Medium humanoids; they ignore other creatures unless attacked by them. They are **giant wasps**, with these changes:



- The wasps are constructs with AC 16 (natural armor), 24 hit points each, and darkvision out to a range of 60 feet.
- They have immunity to poison and psychic damage, as well as immunity to the charmed, frightened, paralyzed, petrified, and poisoned conditions.

## TREASURE

Scattered among the discarded machinery are a couple of salvageable inventions. You can add other inventions of your own design.

**Dodecahedron of Doom.** A rare wondrous item, this twelve-sided metal die is 12 inches across and bears the numbers 1 through 12 engraved on its pentagonal sides. The dodecahedron contains arcane clockwork mechanisms that whir and click whenever the die is cast.

The dodecahedron can be hurled up to 60 feet as an action. A random magical effect occurs when the die comes to rest after rolling across the ground for at least 10 feet. If an effect requires a target and no eligible target is within range, nothing happens. Spells cast by the dodecahedron require no components. Roll a d12 and consult the following table to determine the effect:

d12	Effect
1–2	The dodecahedron explodes and is destroyed. Each creature within 20 feet of the exploding die must make a DC 13 Dexterity saving throw, taking 40 (9d8) force damage on a failed save, or half as much damage on a successful one.
3–4	The dodecahedron casts <i>light</i> on itself. The effect lasts until a creature touches the die.
5–6	The dodecahedron casts <i>ray offrost</i> (+5 to hit), targeting a random creature within 60 feet of it that doesn't have total cover against the attack.
7–8	The dodecahedron casts <i>shocking grasp</i> (+5 to hit) on the next creature that touches it.
9–10	The dodecahedron casts <i>darkness</i> on itself. The effect has a duration of 10 minutes.
11–12	The next creature to touch the dodecahedron gains 1d10 temporary hit points that last for 1 hour.

**Orb of Gonging.** This common wondrous item is a hollow, 5-inch-diameter orb that weighs 5 pounds. Its outer shell is composed of notched bronze rings, which can be turned so that the notches line up. Aligning the notches requires an action, and doing so causes the orb to gong loudly until the notches are no longer aligned. The sounds are spaced 6 seconds apart and can be heard out to a range of 600 feet.

## 4. PRETTY BIG HATE MACHINE

Trobriand uses this 50-foot-high cavern as a testing area for his most dangerous projects.

**Wreckage.** The cavern is charred from numerous fires and explosions. The broken remains of a scaladar and smaller, unidentifiable constructs litter the floor.

**Shockerstomper.** Not visible from the cavern entrance is a Gargantuan contraption made of wood, metal, and stone. It looms in the northeastern alcove.

Shockerstomper consists of a 30-foot-diameter, saucer-shaped platform mounted atop seven mechanical legs. Crowning the platform are three spherical turrets, each with a brass nozzle. The entire construction stands 20 feet tall. The control module is a chamber obscured from view in the center of the contraption, nestled between the three turrets.

Shockerstomper has blindsight out to a range of 60 feet and is blind beyond this radius. It activates when a creature comes within 60 feet of it. Once it is activated, Shockerstomper attempts to destroy all creatures in the cavern. It can't pursue creatures beyond the cavern, because it's too big to fit through the exit. The characters earn 11,500 XP for disabling or defeating it.

Shockerstomper is a Gargantuan construct with immunity to poison and psychic damage, as well as the blinded, deafened, charmed, frightened, paralyzed, and poisoned conditions. It has a walking speed of 40 feet. Its main body (saucer and turrets) has AC 18 and 300 hit points. Its legs can be attacked separately; each leg has AC 20 and 50 hit points. When a leg drops to 0 hit points, it is disabled, and Shockerstomper can use a reaction to detach it from its main body. Whenever one of its legs is disabled, Shockerstomper's walking speed is reduced by 10 feet. The whole contraption topples over and shuts down if four of its seven legs are disabled.

Shockerstomper's ability scores are as follows: Strength 23, Dexterity 10, Constitution 20, Intelligence 1, Wisdom 1, Charisma 1.

### SHOCKERSTOMPER'S TRAITS

**Electrified Surface.** A creature that ends its turn in contact with Shockerstomper's body (saucer or turrets) must make a DC 15 Constitution saving throw, taking 22 (4d10) lightning damage on a failed save, or half as much damage on a successful one.

**Immutable Form.** Shockerstomper is immune to any spell or effect that would alter its form.

### SHOCKERSTOMPER'S ACTIONS

**Multiattack.** Shockerstomper makes three Lightning Turret attacks and two Stomp attacks.

**Lightning Turret.** The turret shoots a magical lightning bolt at one creature within 60 feet of Shockerstomper. The target must make a DC 15 Dexterity saving throw, taking 44 (8d10) lightning damage on a failed save, or half as much damage on a successful one.

**Stomp.** *Melee Weapon Attack:* +8 to hit, reach 10 ft., one creature. *Hit:* 22 (3d10 + 6) bludgeoning damage.

### COUNTERMEASURES

Shockerstomper and its elements can be disabled or destroyed in the following ways.

**Control Module.** A creature atop or above Shockerstomper's platform can locate its control module with a successful DC 15 Intelligence (Investigation) check or Wisdom (Perception) check. As an action, a character can try to open the control module's access panel, either by tearing it off with a successful DC 25 Strength (Athletics) check or by dislodging it with thieves' tools and a successful DC 25 Dexterity check. Behind the panel, embedded in the floor of the

control module, is a 5-foot-diameter pulsating crystal hemisphere with AC 10, 25 hit points, and immunity to poison and psychic damage. Destroying the crystal hemisphere shuts down Shockerstomper.

**Lightning Turret.** A character can try to plug the nozzle of a lightning turret with a 10-pound rock or similar object, doing so with a successful DC 15 Strength (Athletics) check. A plugged turret can't shoot lightning until a creature uses an action to try to clear the obstruction, which requires another successful DC 15 Strength (Athletics) check. Shockerstomper has no ability to clear an obstruction itself.

## 5. SCRAP METAL WARREN

A 40-foot-high mountain of scrap metal has 10-foot-diameter tunnels winding through it. The scrap metal pile spills into area 2, dominates the cavern north of it, and completely fills the opening between the two caverns.

The outer surface of the scrap pile is difficult terrain. In addition, any creature that tries to climb or walk across the jagged heap of metal must succeed on a DC 15 Dexterity (Acrobatics) check to avoid triggering a small avalanche that causes it to fall prone and take 7 (2d6) piercing damage.

The entrances to the warren are marked with arrows on map 13. The warren contains the following:

**Rust Monsters.** A **rust monster** gorges on scrap metal in each of the squares marked R on the map.

**Central Chamber.** In the heart of the warren is a 30-foot-wide, 40-foot-long, 10-foot-high chamber containing four dead hobgoblins. Ten **lava children** (see appendix A) hide in the walls and emerge to attack anyone who enters the room.

The rust monsters tend to ignore other creatures that maintain a respectful distance. If a character wearing metal armor or carrying a metal shield walks within 5 feet of a rust monster, there's a 30 percent chance that the creature attacks the character with the intention of devouring the armor or shield.

The lava children walk through the scrap metal as though it doesn't exist. They regard Zox as a trusted friend and, at his request, attack creatures that enter the central chamber. The lava children pursue fleeing creatures as far as the warren entrances before disappearing back into the scrap metal. While they are hidden in the metal walls, the lava children have total cover.

The hobgoblins were sent to find and kill Zox Clammersham but fell prey to the lava children. A character who examines the corpses and succeeds on a DC 10 Wisdom (Medicine) check ascertains that the hobgoblins were killed two days ago. A search of the hobgoblin corpses reveals that one has a charcoal sketch of Zox Clammersham on a crumpled-up sheet of parchment.

## 6. BACK TUNNEL

**Corpses.** Lying against the walls of this 20-foot-high tunnel are the mutilated corpses of ten hobgoblins.

**Scaladar.** Three **scaladar** (see appendix A) patrol the tunnel.

The scaladar hunt as a trio and have orders from Zox to kill any humanoids they see. Ideally, the characters should encounter the scaladar after they have had time to inspect the hobgoblin corpses.

The hobgoblins were sent to find and kill Zox but fell prey to the scaladar. A character who examines the corpses and succeeds on a DC 10 Wisdom (Medicine) check can ascertain that the hobgoblins have been dead for about a tenday. Half of them were torn apart by sharp claws, and the rest died from deep, charred puncture wounds.

## 7. CLAMMERSHAM PALACE

**Ceiling.** This cavern has a 90-foot-high ceiling.

**Palace.** Atop a 20-foot-high plateau of twisted scrap metal rises a rambling palace made of jagged metal plates welded together. Circular iron doors are recessed in the walls.

**Scrap Pile.** The slopes of the scrap pile are strewn with the mutilated corpses of several rust monsters.

### PALACE FEATURES

The structural features of the palace are summarized here.

**Ceilings.** The ceilings throughout the palace are 20 feet high.

**Doors.** The palace is sealed off by 7-foot-diameter circular doors, each one made of riveted iron plates and fitted with iron handles, iron hinges, and a sturdy iron lock. Each lock is molded to look like a smiling gnome's face missing its nose. Zox carries a stubby iron key with a head shaped like a tiny bulbous nose that unlocks all nine doors. Zox fashioned a spare key but lost it during a recent Undermountain foray (see level 12, area 14).

A character can try to pick a door's lock using thieves' tools, doing so with a successful DC 20 Dexterity check. A *knock* spell or similar magic also works. A door can be forced open with a successful DC 30 Strength (Athletics) check. It can also be destroyed. Each door has AC 19, 40 hit points, a damage threshold of 10, and immunity to poison and psychic damage.

Zox has cast a *glyph of warding* spell on every door. Each glyph is inscribed on the inside of the door so that it can't be detected by anyone outside the palace. The glyph triggers when the door is opened by any means other than using the proper key. When triggered, the glyph erupts with magical energy in a 20-foot-radius sphere centered on it. Each creature in the area must make a DC 17 Dexterity saving throw, taking 31 (7d8) thunder damage on a failed save, or half as much damage on a successful one. The sound of a triggered glyph is audible throughout the cavern and the palace. Alerted to the presence of intruders, Zox awaits them in area 7c.

**Illumination.** The palace interior is dark. Zox relies on his darkvision to see.

**Walls.** The walls of the palace are 10 feet thick and made out of loose scrap piled between inner and outer bulwarks of welded metal. The fortress has no windows, but close examination reveals gaps in the walls that a Tiny creature or a creature in gaseous form can navigate.

## 7A. JUNK ROOM

Zox stores curious bits of junk here until he finds creative uses for them. The room's contents are as follows:

**Table.** A 2-foot-high, roughly hexagonal table made of welded scrap metal is covered with scavenged bits of broken machinery and scraps of food.

**Music.** Tinny music emanates from the southern doorway (leading to area 7c).

## 7B. LIVING QUARTERS

**Pet.** A giant badger playfully chews on a stuffed toy in the middle of the room.

**Furnishings.** The dingy furnishings include an unmade bed, a drafting table, and an iron safe (see "Iron Safe" below).

**Alcoves.** Alcoves to the south contain a poorly draining privy and a modest kitchenette where food molders in unclean pots and filthy pans.

**Arch.** Set into the west wall is a stone arch decorated with inlaid images of dancing goblins. Carved into the arch's keystone is the letter D.

The giant badger fights only in self-defense. Characters who use magic to speak with it can learn the following information if they ask it the right questions:

- Zox is afraid of the "scary red metal wearers" (hobgoblins) and has befriended the "burning men" (azers) and "smileys" (lava children) that live in the surrounding caves. Zox has a bodyguard named Rex.
- Zox normally gets food from the nearby fungus forest (see area 12), but the "scary red metal wearers" recently set the forest on fire.
- The combination to Zox's iron safe is "prairie dog, wombat, badger, armadillo, wombat."

**Arch Gate to Level 6.** The arch embedded in the west wall is one of Halaster's magic gates (see "Gates," page 12). Its rules are as follows:

- The gate opens for 1 minute if a creature stands within 5 feet of the arch and either sings a D note or plays a D note on a musical instrument.
- Characters must be at least 9th level to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 47a on level 6, in the closest unoccupied space next to the identical gate located there.

**Iron Safe.** The square iron safe measures 2 feet on a side and weighs 1,000 pounds. It has AC 19, 50 hit points, a damage threshold of 15, and immunity to poison and psychic damage. Instead of numbers, the lock has tiny pictographs of the following burrowing animals: armadillo, badger, chipmunk, gerbil, meerkat, mole, prairie dog, rabbit, tarantula, and wombat.

A character who spends 1 minute with an ear pressed to the safe door can try to pick the safe's combination lock, doing so with a successful DC 25 Dexterity (Perception) check. The correct combination is prairie dog, wombat, badger, armadillo, wombat. A *knock* spell or similar magic also opens the safe.

**Treasure.** The safe contains ninety 1-pound gold ingots (100 gp each), ten red garnets (100 gp each), a set of *Nolzur's marvelous pigments*, and Zox's spellbook, which is missing its cover and has lost a few pages due to adventuring mishaps. The spellbook contains all the spells Zox has prepared plus *animate objects*, *fabricate*, *glyph of warding*, *jump*, and *rope trick*.

## 7C. TINKER SHOP

**Tinkerer.** A wild-haired gnome wearing a grease-stained apron over threadbare robes (Zox Clammersham) sits atop the table, using a set of tinker's tools to tune a Tiny music box that is playing a tinny tune.

**Guardian.** Rex, a shield guardian painted with gold stars and crescent moons, stands next to the table.

**Loose Pages.** The floor is strewn with sheets of parchment bearing sketches of metal contraptions (including the Simulacrum in area 2).

Rex the shield guardian accompanies Zox wherever he goes. Unlike most shield guardians, Rex doesn't have an amulet and thus can't be commanded by another creature. Zox has stored a *greater invisibility* spell in the shield guardian.

Zox Clammersham is a rock gnome archmage, with these changes:

- Zox is chaotic good.
- He has these racial traits: He speaks Aquan, Auran, Common, Gnomish, Ignan, and Terran. He is Small and has a walking speed of 25 feet. He has darkvision out to a range of 60 feet. He has advantage on all Intelligence, Wisdom, and Charisma saving throws against magic.
- He has the *confusion* spell prepared instead of *banishment*.

Zox retired to Trobriand's Graveyard after the rest of his adventuring party fell prey to the perils of Undermountain. Having lost all track of time, he doesn't know how long ago his companions perished or how long he's been by himself. Zox has no interest in joining another adventuring party, preferring to work alone.

Zox carries a key that unlocks the palace doors, and he wears a scaladar control ring on the middle finger of his left hand. This ring allows him to command the scaladar on this level. He never willingly parts with the ring, going so far as to swallow it to prevent its theft. If attacked or threatened, Zox activates the room's ball turrets, then orders his shield guardian to attack.

Zox's music box has no magical properties beyond its ability to play a tune. The music plays continuously but stops if the box is dropped, shaken, or otherwise handled roughly. The box is a Tiny object with AC 10, 1 hit point, and immunity to poison and psychic damage. Provided it has 1 hit point, the box can be repaired with tinker's tools. Repairing it requires 10 minutes and a successful DC 15 Dexterity check, whereupon the music resumes playing.

Zox plans to use the Simulacrum (see area 2a) to create enough scaladar to build new things and comfortably control what he now views as his domain. The biggest obstacles to his success are the hobgoblins that keep stealing his scrap metal.

## 8. SMITHY

Zox has convinced the creatures living in this cavern that he is Trobriand's apprentice and thus deserves their cooperation. The 90-foot-high, soot-stained cavern contains the following:

**Forges.** Intense heat and thick smoke billow from five forges protruding from the cavern walls, their fires illuminating the cave. An **azer** smith stands at each forge.

**Scrap Pile.** A 20-foot-high pile of scrap metal dominates the middle of the cavern. Hiding in it are nine **lava children** (see appendix A).

Runes carved on the inside walls of the forge channel magical energy from the Elemental Plane of Fire. Destroying a forge causes it to stop generating fire and heat. Each forge has AC 17, 80 hit points, and immunity to poison and psychic damage.

### AZERS

The azers were brought here from the Elemental Plane of Fire by Trobriand to sculpt metal into desired shapes. Posing as Trobriand's apprentice, Zox orders the azers to craft parts for the Simulacrum (see area 2a) and his other pet projects. The azers understand the purpose of the Simulacrum (to replicate scaladar) but are under the false impression that Zox is building it at Trobriand's behest, not for his own ends. The azers are frustrated by Zox because the gnome is scatterbrained and has them working on multiple projects at once. They strongly dislike the hobgoblins, who rob them of metal.

A character can convince an azer to undertake a new project with a successful DC 19 Charisma (Persuasion) check. The azer works for free and can craft a functional metal weapon or a metal shield in 1d6 days, or a functional suit of metal armor in 3d6 days.

The azers are nonthreatening. If the lava children attack the party, the azers don't join the fight, preferring to observe from the periphery.

### LAVA CHILDREN

Lava children can pass through metal as though it doesn't exist. Those here lurk in the pile of scrap metal, emerging to attack any creature, other than Zox or the azers, that comes within 5 feet of their scrap heap.

## 9. METAL POOLS

This cave has a 30-foot-high ceiling and contains two 10-foot-deep pools of shiny liquid metal drawn from the Elemental Plane of Earth. The western pool holds liquid iron, the eastern pool liquid steel. Despite being liquefied, the metal is cool to the touch. A *detect magic* spell reveals a strong aura of transmutation magic emanating from each pool. No matter how much metal is removed from a pool, its depth never changes.

Metal removed from the pool solidifies instantly, becoming as strong and immutable as wrought iron or cold steel. The metal instantly hardens upon leaving the pool and forms a hard coating around anything dipped in it. Prying off the hardened metal coating requires a successful DC 23 Strength (Athletics) check.

Those who know how can draw metal from the pools in cube form. A creature might learn the method by casting *identify* on a pool or by asking Zox. A creature must place one or more of its hands within 1 foot of the pool's surface and recite the following in Terran: *agrach taar azlach* (which, loosely translated to Common, means "shape to shapelessness"). This causes a cubic foot of liquid metal to rise out of the pool, harden into a solid 1-foot cube, and hang weightless in the air at the edge of the pool, where anyone can grab it. The act of bringing forth one of these cubes is magically tiring, and a creature that does so gains one level of exhaustion.

One minute after it hardens, the cube loses its weightlessness. A 1-foot cube of iron or steel weighs 500 pounds.

## 10. RESTING CAVE

This 30-foot-high cave has the remains of an adventuring party's campfire in the middle of it and no other features of note.

## 11. HOBOGLIN BASE CAMP

Hobgoblins have turned this 60-foot-high cavern into a base camp. The camp's leader, the ruthless hobgoblin warlord Yargoth the Breaker, answers to a more powerful warlord named Doomcrown (see level 14).

### 11A. STALACTITES AND STALAGMITES

**Rock Formations.** Stalactites ranging in height from 10 to 20 feet cling to the cave roof, while stalagmites of similar size thrust up from the floor.

**Monsters.** Lurking behind the cluster of stalagmites to the north are five domesticated **death dogs**, four **hobgoblins**, and the **hobgoblin warlord** Yargoth the Breaker.

When Yargoth gives the order, she and the death dogs spring into melee combat while the other hobgoblins take cover behind the rock formations and shoot arrows. The hobgoblins in area 11b also join the battle by loading, aiming, and firing the flame cannons in that location.

If the characters choose to parley with Yargoth, she suggests they combine forces and storm Zox's fortress. Yargoth knows that the fortress doors are locked and magically trapped, and that Zox is protected by a tall, golem-like construct (Rex the shield guardian). Yargoth wants Zox's scaladar control ring for her efforts; if the characters agree to help her, they are free to claim anything else they find in the fortress. Yargoth keeps her end of the deal, provided the characters do the same.

### 11B. FIRE AND RUST

**Defenses.** Six **hobgoblins** stand guard near a pair of flame cannons aimed at a natural stone bridge.

**Lit Enclosure.** Seven-foot-high stone walls form an enclosure that abuts the west wall. Inside are trapped four **rust monsters**. Tied to a rope and strung across the top of the enclosure like ornaments are glowing sacs (giant fire beetle glands) that shed orange light as brightly as torches.

**Tools.** Leaning against the walls of this enclosure are a pair of 10-foot poles, each with a loop of rope at one end, and a battered wooden tower shield.

When Yagoth gives the order to attack, three hobgoblins acting on the same initiative count load, aim, and fire each of the flame cannons. The hobgoblins discovered these siege engines during their initial exploration of Trobriand's Graveyard.

A flame cannon is a bulky mechanical contraption that hurls casks of alchemist's fire that explode on impact. Before one of these weapons can be fired, it must be loaded and aimed. It takes one action to load the weapon, one action to aim it, and one action to fire it. Each flame cannon has three casks of alchemist's fire resting next to it.

**Flame Cannon.** Ranged Weapon Attack: +4 to hit, range 60/240 ft., one target. Hit: 3 (1d6) bludgeoning damage plus 17 (5d6) fire damage, and the target catches fire. While on fire, the target takes 1d6 fire damage at the start of each of its turns. A creature can end this damage by immersing itself in water or by using an action to make a successful DC 10 Dexterity check to extinguish the flames.

The stone enclosure has a hinged gate made of sturdy wooden poles lashed together with rope and held shut with a simple latch. The hobgoblins like to starve the rust monsters for a few days, then set them loose on this level. The rust monsters can't escape from the pen on their own, but they are drawn to the scent of metal. The hobgoblins use the wooden tower shield and 10-foot poles to wrangle the rust monsters outside their pen and keep the beasts away from their metal armor.

Twelve giant fire beetle glands illuminate the rust monster pen. Each gland is the size of a small loaf of bread and glows for 1d3 days before going dark.

## 12. PARADISE LOST

These 40-foot-high caverns once housed a thriving fungus forest and a colony of peaceful myconids. The hobgoblins slaughtered the myconids, then burned down the forest. A thin, pungent smoke hangs in the air throughout these caverns.

### 12A. SOUTHERN FOREST

**Burned Remains.** Blackened and smoldering zurkh-wood stalks, their caps destroyed by fire, stand amid the charred remains of what once were neatly tended fungus gardens.

**Corpses.** Lying amid the razed mushrooms are the charred corpses of 1d4 giant fire beetles, 1d6 myconid sprouts, and 1d8 myconid adults. The glands have been torn out of the fire beetles' bodies.

A character who inspects the corpses and succeeds on a DC 15 Wisdom (Medicine) check can determine that the beetles and myconids were killed by slashing weapons and arrows, then burned.

### 12B. CENTRAL FOREST

This area contains the same features as area 12a.

### 12C. NORTHERN FOREST

In addition to features similar to those in area 12a, the body of an 8-foot-tall **myconid sovereign** lies among the dead—pierced by multiple hobgoblin arrows and burned like the other corpses. If the sovereign is touched, it trembles with life, having stabilized at 0 hit points. If it receives magical healing, it awakens and ejects a cloud of rapport spores so it can communicate with its rescuers. Award the party 450 XP for healing the sovereign.

The myconid sovereign, Chanterella, has a flaring yellow cap and a ruffled yellow body half cooked by fire. It recounts the hobgoblins' horrific attack and mourns the destruction of its colony. In gratitude for helping it, the sovereign gives characters its hidden treasure (see "Treasure" below). Chanterella then urges the characters to seek out Zox if they're looking for allies. The myconid has a high opinion of the gnome.

Chanterella won't leave these caverns. Although its colony has been wiped out, the myconid sovereign wants to try to regrow the fungus forest. After helping the characters as well as it can, it bids them farewell and invites them to return whenever they feel like it.

**Treasure.** A 1-foot-thick, 10-foot-square patch of luminous but soot-blackened purple mold covers the roof of the northern alcove (marked X on map 13). Buried in the mold are two gourds, one containing a *potion of diminution* and the other a *potion of longevity*. Chanterella grew the purple mold and can silently command it to extrude sticky tendrils, which it uses to lower the potions within easy reach.

Sunlight, any effect that cures disease, or any effect that deals radiant or necrotic damage destroys the mold. If the mold is destroyed while the potions are still hidden in its mass, the potions fall and shatter on the floor. A character in the alcove can use a reaction to try to catch one falling potion, doing so with a successful DC 11 Dexterity saving throw.

## AFTERMATH

Defeating the hobgoblins calms this level for a tenday. After that, Doomcrown sends more hobgoblin raiders up from Arcturiadoom (level 14) to gather metal for his fire giant masters—unless the characters take the fight to him in the meantime.

Months of work are needed to finish construction of the Simulacrum. If work on the project continues and Zox completes his arch, there's no telling whether it functions as intended. Scaladar simulacra created by the arch might be defective or uncontrollable. It's also possible that the Simulacrum might be able to create rust simulacra of other creatures besides scaladar. It's equally likely that the Simulacrum won't function at all, prompting Zox to tear it down and build another metal monstrosity in its place.

If the myconid sovereign in area 12 survives, it releases spores to seed the scorched earth, giving rise to a new colony of myconid sprouts. The fungus forest recovers on its own, though it takes years.



## LEVEL 14: ARCTURIADOOM

**A**RCTURIADOOM IS DESIGNED FOR FOUR 13TH-LEVEL characters, and adventurers who defeat the monsters on this level should gain enough XP to advance halfway to 14th level. The lich Arcturia, who dwells on level 23 of Undermountain, is one of Halaster's most accomplished apprentices, arguably the most powerful of the Seven, and a master of transmutation magic.

Arcturiadoom is her personal retreat ("doom" being an archaic term for a lord's domain). Hidden on this level is Arcturia's phylactery, and adventurers would be wise to find and destroy it before facing the lich in battle on level 23.

### WHAT DWELLS HERE?

Arcturiadoom has been taken over by fire giants in the service of Halaster. The fire giants are accompanied by a large force of hobgoblins. Drow have also infiltrated this level of the dungeon, though they have no quarrel with adventurers.

### FIRE GIANTS

Emberosa, a fire giant, has come to Undermountain with six of her kin on a mission to raise fire giants to the top of the giant ordning, dethroning the mighty storm giants.

Emberosa hopes to obtain a lost rune of power created by the giants more than forty thousand years ago. She believes dwarves stole the rune from the giants and hid it under Mount Waterdeep. Halaster found the rune

and hid it in on level 23, but he has agreed to part with it if the fire giants use their exceptional metal-forging abilities to build a giant construct for him. Work is under way, with the construct being assembled in area 15.

For more information on the giant ordning, see the "Giants" entry in the *Monster Manual*.

### DEATH'S HEAD PHALANX

The Death's Head Phalanx is a force of hobgoblins that came to Undermountain along with Emberosa and her fire giants. This force is commanded by a hobgoblin warlord named Doomcrown, who is the estranged son of Warlord Azrok (see level 3).

A devout follower of the godslayer Maglubiyet, Doomcrown wants fire giants to ascend to the top of the giant ordning, envisioning their brutal tyranny sweeping across Faerûn. He expects to play an important role in Emberosa's ascension and conquest, and he dreams of ruling what remains of the High Forest once the elves and other forest denizens are purged and the trees are reduced to ashen spines.

Since arriving in Arcturiadoom, however, Doomcrown has developed strange habits. He spends more and more time locked away in his quarters, chasing some strange new obsession. His followers remain loyal, but they worry about the mental state of their warlord.

### HOBGOBLIN PATROLS

Hobgoblins of Doomcrown's phalanx have secured most of the halls and chambers in Arcturiadoom. Consequently, the only wandering monsters of consequence

### POLYMORPH TRAPS

Throughout Arcturiadoom lie magic traps designed to polymorph humanoids. (Creatures that aren't humanoids are unaffected.) These traps are marked P on map 14. The hobgoblins are aware of these traps and do their best to avoid them.

A polymorph trap is marked by a nearly invisible glyph inscribed on a 10-foot-square section of floor. A character searching the area for traps can detect the glyph with a successful DC 20 Wisdom (Perception) check. The first humanoid to pass over the 10-foot-square area triggers the glyph and must succeed on a DC 20 Wisdom saving throw or be transformed into a monster with average hit points. All items worn or carried by the creature are absorbed into its new form. The new form is hostile toward all other creatures and must attack any other creatures it can see.

Roll a d10 to determine the creature's new form:

- |                    |                |
|--------------------|----------------|
| 1. Carrion crawler | 6. Hook horror |
| 2. Chimera         | 7. Manticore   |
| 3. Fire elemental  | 8. Otyugh      |
| 4. Gelatinous cube | 9. Owlbear     |
| 5. Gorgon          | 10. Wyvern     |

When the polymorphed creature drops to 0 hit points, it reverts to its original form and is stable at 0 hit points.

Once a glyph is triggered, it disappears, rendering its space safe to pass through until Arcturia sees fit to replace it. A successful *dispel magic* spell (DC 17) cast on a glyph removes it.

are hobgoblin patrols. A typical patrol consists of four **hobgoblins**. Their marching footsteps and clanking armor can be heard well in advance of their arrival, and characters can't be surprised by them. Combat with a patrol is sure to alert other creatures in the vicinity.

If any hobgoblins are defeated while on patrol, subtract their numbers from the guards in area 32a.

### HOUSE FRETH

Three drow mages have infiltrated Arcturiadoom in the hope of securing powerful magic to conquer other levels of Undermountain. These drow belong to House Freth (see level 12). They avoid violent confrontations with adventurers and instead try to turn them against the fire giants and the hobgoblins.

### EXPLORING THIS LEVEL

All location descriptions for this level are keyed to map 14.

#### 1. ENTRANCE TO ARCTURIADOOM

These caverns lie at the end of the worm-bored tunnel leading down from level 13.

##### 1A. WORM TUNNEL

The bore worm on level 13 wanders down here occasionally, looping around a central column of rock before traveling back up. This column supports the cavern's 30-foot-high roof. The cavern also has these features:

**Double Door.** A double door is framed with carvings of worm-ridden skulls. Carved into the lintel above the

double door is a sconce sculpted to resemble a skeletal hand, with a *continual flame* spell cast in its palm.

**Monsters.** A pair of stalagmites flank the double door.

Hiding behind each stalagmite is an invisible **drow mage** and an invisible **quasit**.

**Rock Formations.** Around the edges of the cavern are more stalagmites and stalactites. More of these formations fill a smaller cavern to the southeast (area 1b).

The two drow mages are males named Hulziin and Yrrprek. Each wears a cloak pin bearing the insignia of House Freth. They arrived here shortly before the adventurers and have *greater invisibility* spells cast on them. The drow and their two quasit companions try to remain hidden, allowing adventurers to move into Arcturiadoom ahead of them. Once the path is clear, they pass through areas 3 and 35 on their way to area 38.

One of their kin, Vanar, arrived early to scout and has already slipped inside. The characters might encounter him and his shadow demon in area 29.

#### 1B. STALACTITES AND STALAGMITES

This damp, dripping cave contains a veritable forest of stalagmites and stalactites.

#### 1C. CLAW-SHAPED CAVE

The drow have hidden supplies in the deepest arm of this otherwise empty cave. A search reveals three backpacks made of woven spiderwebs. Each pack contains a mess kit, 10 days of rations (dried mushrooms, moss, and boiled cockatrice eggs), 50 feet of spider silk rope, and a full water skin made from a lizard's bladder.

### 2. NATURAL CAVES

This small network of caves lies outside the dungeon proper and serves as home to one of Arcturia's monstrous experiments.

#### 2A. DEFORMED DUERGAR

Characters who enter this cave are soon attacked by a hideously deformed duergar. The creature has enlarged itself to a height of 9 feet.

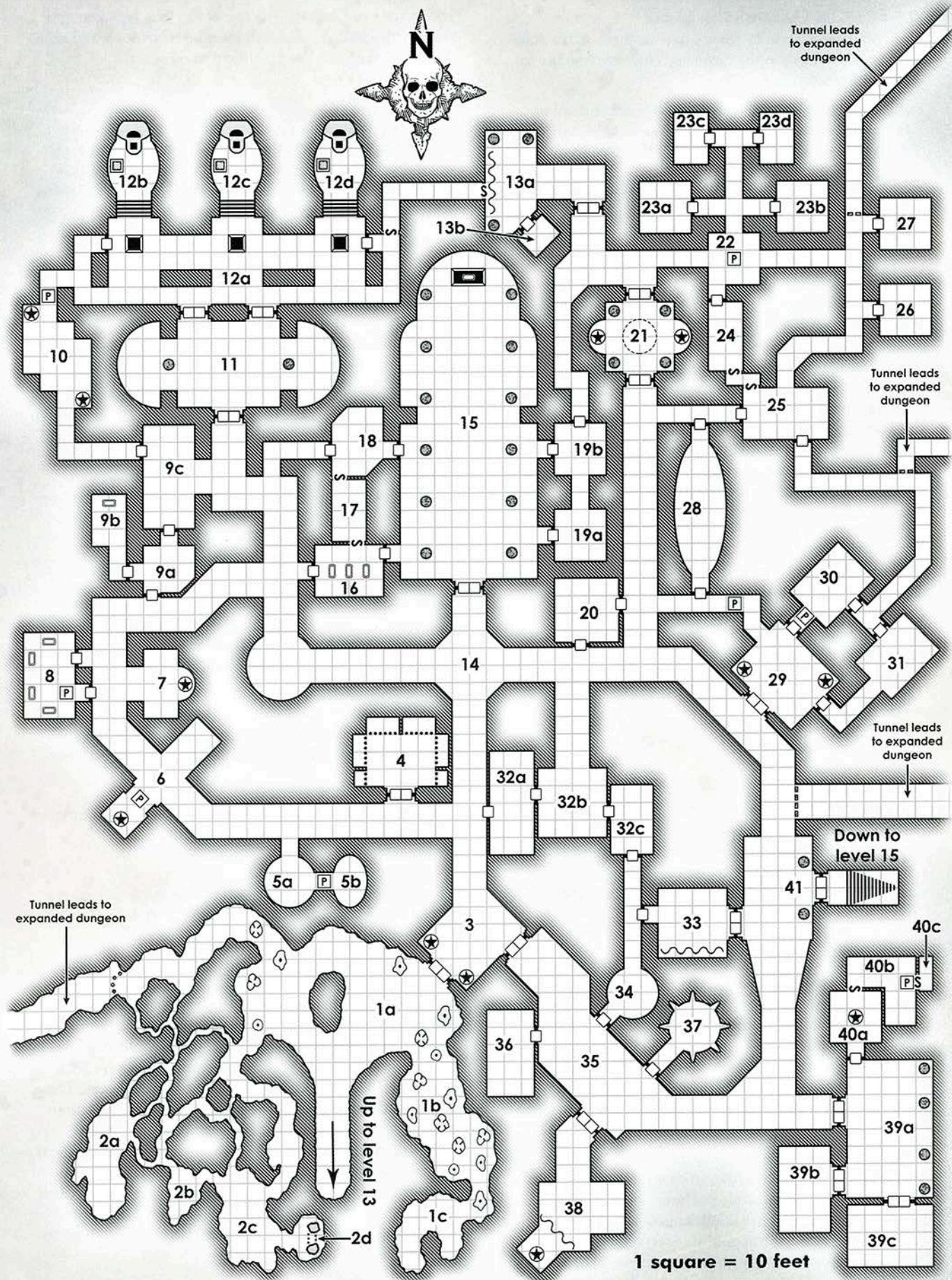
This creature used to be two separate duergar, a male named Blork and a female named Muatha. Arcturia fused them together into a single creature by using magic that only a *wish* spell can undo. Both skulls merged into one bulbous head that has three ears, three eyes, two noses, and two mouths. It has a third arm on the right side of its body, and its left leg splits into two at the knee, giving it three feet. The transformation drove the poor creature insane, and it regards all other creatures as threats that must be destroyed.

The creature is a **duergar**, with these changes:

- The creature has 40 hit points.
- It has advantage on Wisdom (Perception) checks and on saving throws against being charmed, frightened, stunned, or knocked unconscious.
- As a bonus action, it can make an attack with its javelin.

#### 2B. DUERGAR'S CRIB

The deformed creature in area 2a sleeps here on a bed of spongy black mold that grows at the back of the cave.



## 2C. FUNGUS GARDENS

The creature in area 2a comes here to feed, as do other creatures dwelling in the caverns. The cave has the following features:

**Fungi.** Gardens of fungus sprout from mounds of offal on the uneven floor. The fungi release clouds of dimly luminescent spores that fill the cave like a fine, hanging mist.

**Carrion Crawlers.** Four **carrion crawlers** dwell here. Two cling to the 10-foot-high ceiling, and two feed on the rotting corpse of a fifth carrion crawler lying amid the fungus.

The crawlers are natural enemies of the creature in area 2a, which recently killed one of them with a blow from its war pick. They ignore characters who keep a respectful distance.

A character who studies the fungus and succeeds on a DC 10 Intelligence (Nature) check can distinguish edible varieties from poisonous ones, and also ascertains that the spore clouds are harmless. A character unaware of this information who eats fungus has a 50 percent chance of consuming a poisonous variety and must succeed on a DC 10 Constitution saving throw or be poisoned for 1d4 hours.

## 2D. STANDING GATE TO LEVEL 12

This cave contains a pair of standing stones with an inanimate minotaur skeleton embedded in each one, facing each other. These standing stones form one of Halaster's magic gates (see "Gates," page 12). The rules of the gate are as follows:

- Any creature that touches one of the standing stones is targeted by a *maze* spell (save DC 22).
- To open the gate, a creature must escape the labyrinth created by the *maze* spell. When it returns, the gate opens for 1 minute.
- Characters must be 12th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 12a on level 12, in the closest unoccupied space next to the identical gate located there.

## 3. FOYER

**Monsters.** Two male **fire giants** (named Druvax and Zelzzarf) and seven **hobgoblins** are sorting through pieces of scrap iron on the floor and tossing them noisily into piles.

**Statues.** Two statues of dwarves flank the double door to the southwest. Each statue stands atop a crumbling, 2-foot-high stone block. The statues have been magically reshaped in gruesome ways.

Arcturia used *stone shape* spells to mutilate the statues, which once depicted proud dwarf warriors. The statue to the west has stony pseudopods sprouting from it, while the statue to the south appears half-melted.

The giants and the hobgoblins aren't happy with drudge work and eagerly hurl themselves into combat if

the chance presents itself. The scrap iron was brought down from level 13 and will later be transported to area 14 to be eventually melted down and recast.

## 4. PRISON

Arcturia confines living subjects here until she finds time to experiment on them. The 15-foot-high room is engulfed in a permanent antimagic field (see the *antimagic field* spell for effects). The room has the following additional features:

**Cells.** Six 10-foot-high cells with arched ceilings are barred with iron portcullises. Lying in the southwest cell is a humanoid corpse clad in plate armor and riddled with arrows.

**Lever.** Bolted to the floor in the middle of the room is a 4-foot-wide, 7-foot-long iron plate with a comb-shaped hole in it. An iron lever protrudes from the hole.

The remains in the southwest cell are those of a female orog who was captured by Arcturia and stripped of her weapons. The hobgoblins found her, shot her full of arrows through the bars, and left her corpse to rot.

The iron lever operates the mechanism that raises and lowers the portcullises by sliding it along the comb-shaped hole in the floor plate. Depending on how the lever is positioned, it can be used to raise any of the portcullises one at a time, or to lower all the portcullises into place.

The portcullises are impervious to weapon damage. The gaps between the bars are 4 inches wide. Closed portcullises are locked in place; forcing one upward requires a successful DC 26 Strength (Athletics) check.

## 5. SIDE CHAMBERS

Other than a polymorph trap (see "Polymorph Traps," page 180), these conjoined rooms contain little of note.

### 5A. DOMED CHAMBER

This room has a domed ceiling 20 feet high. It is otherwise empty.

### 5B. TELEPORT DESTINATION

This chamber has a flat ceiling 15 feet high. Creatures teleported from area 13a arrive here. The room is otherwise empty.

## 6. STATUE OF ARCTURIA

Here marks the perpendicular intersection of two corridors, one cut short by dead ends. Beyond an archway to the southwest is a stone statue of a 6-foot-tall skeletal figure with butterfly wings sprouting from its back and sharp bone spurs on its forearms and elbows. The statue stands atop a 3-foot-high stone base. The statue clutches a stone wand and points it toward the floor.

The statue represents Arcturia and is neither magical nor animate. The statue's wand points in the direction of the polymorph trap that is set before it (see "Polymorph Traps," page 180). Characters who search the floor for traps have advantage on checks made to detect the polymorph trap.

## 7. STATUE OF HALASTER

Set into an alcove at the back of this dusty side chamber is a nonmagical, life-size statue of Halaster Blackcloak carved from granite. The statue is thrusting its stone staff outward in a threatening manner, its visage sculpted with a look of wild abandon. Its robe is engraved with hundreds of lidless eyes. The statue stands atop a 1-foot-thick granite disk.

### MITHRAL KEYS

A character who inspects the statue and succeeds on a DC 15 Wisdom (Perception) check discovers that one of the eyes carved into Halaster's robe is a button. Pressing this button causes two keys tucked under Halaster's robes to clatter onto the floor around the statue's base. Each key is a flat, 6-inch-long piece of mithral worked into a curious shape.

The first key is shaped like an **F**, the second like a **V** with a small loop at the bottom. These are two of the six keys required to activate the weapon of mass disintegration in area 37.

## 8. DWARVEN CRYPT

This room is a dusty crypt with an arched ceiling 20 feet high. It has the following features:

**Sarcophagi.** Four limestone sarcophagi with faded Dwarvish inscriptions line the room's perimeter. They contain only dust, shards of bone, and strips of moldy cloth.

**Polymorph Trap.** One 10-foot section of floor bears a hidden polymorph trap (see "Polymorph Traps," page 180).

## 9. DEATH'S HEAD WATCH POST

The hobgoblins of the Death's Head Phalanx have set up an outpost here to guard the foundry (area 12). Characters approaching this part of the dungeon hear the war chants of the hobgoblin phalanx in area 9c.

### 9A. TRAINING ROOM

Characters who listen at the door hear guttural cheers coming from within. The room contains six **hobgoblins**. Two are engaged in mock swordplay with dulled blades in the middle of the room while the other four cheer them on. The room is otherwise empty.

### 9B. CRYPT

A granite sarcophagus against the north wall has been opened, its lid dumped onto the floor. Dust and cobwebs cling to its sides, obscuring ancient inscriptions.

The sarcophagus contains the dusty remains of a Melairkyn dwarf entombed here thousands of years ago. The inscriptions on the sarcophagus, written in Dwarvish, translate as follows: "Thou hast found the final resting place of Harlsnod Darkshine—architect, trap builder, and drinker of fine ales."

### 9C. HOBGOBLIN PHALANX

Here, a **hobgoblin captain** has marshaled a phalanx of twenty **hobgoblins**. The captain faces east and recites a liturgy in Goblin to the dread god Maglubiyet while

the soldiers stand at attention in two rows of ten, facing west. As she reaches dramatic peaks in the liturgy, the hobgoblins grunt and nod approvingly, banging their fists on their armor.

The hobgoblins attack intruders on sight. A battle here pulls reinforcements from areas 9a, 16, and 18. It also attracts the attention of the fire giant metalsmith in area 11.

## 10. DWARVES' DEN

**Tankard.** A large iron tankard sculpture has torn loose from the 30-foot-high ceiling and fallen onto a stone table in the middle of the room, cracking it in half. Toppled stools surround the broken table.

**Statues.** Two 4-foot-tall statues of dwarves stand atop 2-foot-high blocks of stone at opposite ends of the room. The head of the southern statue has broken off and lies on the floor nearby.

This cast-iron tankard once hung from the ceiling by iron chains and is big enough for four dwarves to crawl inside. It weighs 1,500 pounds and makes a satisfying, bell-like clanging sound when struck—and the noise draws hobgoblins from area 9c.

### STATUES AND MITHRAL KEY

The north statue depicts a smiling female dwarf raising a stone tankard. Hidden in the tankard is a flat, 6-inch-long mithral key shaped like an **H** missing its top left stem. This key is one of six required to activate the weapon of mass disintegration in area 37.

The south statue depicts a headless male dwarf resting a large pair of stone tongs on one shoulder; its head cracked when it hit the floor, and it falls apart into two halves if disturbed.

## 11. SMITHY

Characters who listen at the doors to this room hear loud hammering from beyond. The 30-foot-high room is warm and contains the following features:

**Fire Giant.** In the middle of the room, a male **fire giant** uses a massive hammer and anvil to pound a heated iron fragment into a rounded shape.

**Fire Beetles.** Resting on the floor next to the oversized anvil is an iron cage containing fifteen brightly glowing **giant fire beetles**. (The giant uses the cage as a lantern.)

**Iron Pieces.** Wings to the west and east contain pieces of sculpted iron of all shapes and sizes.

The giant, Hrossk, is hostile toward adventurers. He keeps his greatsword close at hand and hurls large metal cogs instead of rocks. Combat in this room can be heard by the fire giants in area 12, who investigate at once if a fight breaks out.

Hrossk's job is to recast hot iron into body parts for the giant construct in area 15. Without Hrossk, Embrosa lacks the metalsmithing skills needed to finish work on Mecha-Halaster. Hrossk is currently crafting a piece of what will become one of the construct's eyes.

The fire beetles can't harm anyone while confined to their cage. Unlatching the cage door requires an action. If released, the beetles attack indiscriminately.

The iron fragments littering the floor include curved sheets of outer plating, as well as internal gears, cogs, spindles, bars, and pipes. These pieces are waiting to be attached to the construct in area 15.

## 12. MELAIRKYN FOUNDRY

The foundry is unbearably hot. Characters who linger here for 1 hour or more while the forges are operating are subject to the effects of extreme heat (see chapter 5 of the *Dungeon Master's Guide*).

### 12A. HELL HOUNDS

**Ceiling.** This hall has an arched, 30-foot-high ceiling.

**Hounds.** Five **hell hounds** patrol the hall. They obey the commands of fire giants and attack intruders on sight.

**Open Pits.** Three 10-foot-square pits in the floor contain discarded scraps of metal.

The pits are 70 feet deep but partially filled with scrap metal that reduces their effective depth. The western pit is 20 feet deep, the central pit is 50 feet deep, and the eastern pit is 10 feet deep. Any creature that falls into the pit lands on jagged shards of metal and takes slashing damage instead of bludgeoning damage from the fall.

### 12B–12D. ELEMENTAL FORGES

These three identical chambers have stone stairs that climb 10 feet to each platform, at the back of which is a raging hot forge of blackened stone. The curved ceilings in these chambers are 20 feet high.

Three **fire giants** (two females named Dralkana and Ingritt and a male named Yarshoss) are stationed here, one at each forge. Their job is to melt down fragments of scrap iron so that Hrossk, the fire giant metalsmith in area 11, can reshape them for the construct in area 15. It's tedious work, and the fire giants are restless and spoiling for a fight.

The fires in the forges are conjured from the Elemental Plane of Fire. A stone lever built into each forge closes a valve in the back of it, extinguishing the flames. Any creature that enters a lit forge or starts its turn in one takes 55 (10d10) fire damage.

## 13. TRANSMUTORIUM

Arcturia keeps some of her horrific handiwork here.

### 13A. WOVEN EYES

**Pillars.** Three pillars of polished black stone stand in the corners of the room. Attached to each pillar at waist height is a tarnished silver knob.

**Tapestry.** A huge, sickly purple tapestry hanging on the west wall undulates as though alive. Its surface is covered with eleven unblinking eyes: one large central eye and ten small peripheral eyes. (Hidden behind the tapestry is a secret door.)

**Crystal Door.** A crystal door in one corner of the room stands closed. Beyond the door is a small, magically lit chamber. (See area 13b for details.)

All three pillars and their silver knobs radiate auras of transmutation magic under the scrutiny of a *detect magic* spell. Any creature that touches a pillar's silver knob is teleported to area 5b. Once a silver knob has teleported a creature, it disappears. Eight hours after the last knob vanishes, all three reappear.

**Tapestry of Eyes.** The fleshy tapestry is Xebekal, a beholder that invaded Arcturia's dungeon years ago. The lich snared the eye tyrant and used a *wish* spell to transform it. In the form of a tapestry, the beholder retains its darkvision and can see whatever is in front of it, but nothing behind it. It can't speak, and its movement is limited to harmless flapping. It can't use its Antimagic Cone trait or take any actions or reactions.

Xebekal can be contacted with telepathy. It promises wealth and power to anyone who restores it, but has no intention of honoring its promises. Only a *wish* spell can turn the tapestry back into the beholder it once was.

The tapestry has AC 5, 33 hit points, immunity to poison damage, and vulnerability to fire damage. If it is reduced to 0 hit points, the tapestry is destroyed. The characters gain no XP for killing the beholder in this form, given its present helplessness.

### 13B. ALTERATION CHAMBER

**Crystal Door.** The door to this chamber is made of 3-inch-thick transparent crystal.

**Brass Panels.** Embedded in the wall next to the door is a brass panel with four brass buttons arranged in a diamond formation. (A similar panel appears inside the chamber.)

**Light.** A crystal dome in the ceiling sheds pale white light, illuminating the whole chamber.

**Key.** Lying on the chamber floor is a flat mithral key.

The buttons on each brass panel and their effects are as follows:

The **top button** is engraved with an arrow pointing up. Pressing it opens the crystal door, which retracts into the ceiling. This button is locked and cannot be pressed if the door is already up.

The **bottom button** is engraved with an arrow pointing down. Pressing it shuts the crystal door by lowering it back into place. This button is locked and cannot be pressed if the door is already down.

The **left button** is engraved with a tiny human stick figure. The button is locked and cannot be pressed while the crystal door is open. If the button is pressed while the door is closed, the light emanating from the crystal dome on the ceiling flickers, and all creatures in the chamber behind the door magically shrink as though affected by the reduce effect of the *enlarge/reduce* spell (no saving throw allowed). The effect lasts for 24 hours.

The **right button** is engraved with a larger human stick figure and functions like the left button, except the creatures in the alteration chamber are enlarged instead of reduced.

If a magically reduced creature is subjected to the chamber's enlarge effect, or a magically enlarged creature is subjected to the reduce effect, the two alterations cancel each other out, and the creature reverts

to normal size. The effects of the chamber aren't cumulative—a reduced creature that is reduced again or an enlarged creature that is enlarged again doesn't change size further.

Each time the alteration chamber's reduce effect or enlarge effect is activated, roll a d6. On a 1, the chamber malfunctions. Instead of the normal effect, all creatures inside the chamber must make a DC 20 Constitution saving throw, taking 44 (8d10) force damage on a failed save, or half as much damage on a successful one. You can replace this damaging effect with a more benign one. For example, the chamber's magic might cause creatures' noses to elongate or turn their skin blue; an alteration of this sort can be undone with a *greater restoration* spell or similar magic.

**Mithral Key.** The flat, 6-inch-long mithral key is shaped like a J with a loop at the top. This key is one of six needed to activate the weapon of mass disintegration in area 37.

## 14. MORE SCRAP IRON

**Light.** Mounted to the diagonal walls at this intersection are four iron torch brackets with *continual flame* spells cast on them.

**Scrap Iron.** Heaped in the middle of the intersection is a 9-foot-high pile of scrap iron.

**Double Door.** A 20-foot-tall double door blocks the hallway to the north. Leering skulls are carved around the door.

The scrap metal came from level 13. Whenever the characters leave this area and return, there is a 20 percent chance that Hrossk, the **fire giant** metalsmith in area 11, is here to collect a choice piece of scrap iron and bring it to area 12 to be melted down and recast.

## 15. MECHA-HALASTER

**Pillar Sconces.** This hall has a 150-foot-high arched ceiling buttressed by stone pillars that have sconces protruding from them at 10-foot intervals. *Continual flame* spells cast on the sconces illuminate the hall.

**Giant Construct.** In the middle of the room, lying on its back on the stone-tiled floor, is a 100-foot-tall figure made of molded iron, its feet pointing toward the double door to the south. The construct is missing its head, and there are gaps in its outer shell through which the construct's inner supports and mechanisms can be glimpsed.

**Emberosa.** This female **fire giant** has 221 hit points and the innate magical ability to hurl fire at will (as the fire giant's Rock attack option, except it deals fire damage). She stands on the construct's chest, 20 feet above the floor. Flitting around her are her sidekicks, three **smoke mephits**.

**Pit.** At the north end of the room is a 20-foot-deep pit with a dusty stone sarcophagus at the bottom.

Emberosa is inspecting the work of her fellow fire giants and doesn't want to be disturbed. To say she has a temper would be an understatement. If intruders enter the hall, she tries to make quick work of them while her mephits taunt the new arrivals mercilessly. A battle here brings reinforcements rapidly from areas 16 and 18.

The construct is made of recast bits of scrap iron plundered from Trobriand's Graveyard (level 13). When complete, the construct will be the spitting image of Halaster Blackcloak himself—100 feet tall and made of iron. When the time comes to conquer Waterdeep, the Mad Mage plans to use Mecha-Halaster to destroy the city's walking statues. Without its head and the immense magic needed to power it, the iron construct is nothing more than a giant boondoggle. In its current state, it is considered an inanimate object, not a creature. Medium or smaller creatures that squeeze inside it can use the outer shell and inner mechanisms as cover. Bigger creatures can't fit inside the construct.

### PIT AND SARCOPHAGUS

A character needs climbing gear or magic to scale the walls of the pit, which are made of smooth stone.

The sarcophagus at the bottom of the pit has a bas-relief of a laughing dwarf carved into its lid, the rim of which bears the following inscription in Dwarvish: "Here lies Lulz Klangphorn, trapsmith. He is survived by his work." The lid can be pushed aside with a singular or combined Strength of 18. The sarcophagus contains nothing but dust, bones, and Lulz's bronzed skull.

Removing Lulz's skull from the sarcophagus causes mechanisms in the surrounding walls to grind and clank loudly, as though a complex trap has been set in motion. The effect, though harmless, is meant to frighten tomb robbers. After 1 minute, the noise stops.

## 16. DEATH'S HEAD LOOTERS

**Sarcophagi.** Three dusty stone sarcophagi lie in a row in the middle of the room. Their flat stone lids have been pried off and cast aside.

**Hobgoblins.** Unless they have been drawn elsewhere, six **hobgoblins** are rummaging through the sarcophagi.

**Secret Door.** A secret door in the north wall opens into area 17. (The hobgoblins are unaware of the door.)

The hobgoblins, searching aimlessly for anything valuable, gang up on foes to quickly take them down.

Each sarcophagus contains the desiccated corpses of 1d3 humanoids in scorched robes, lying atop the dust of the ancient dead. The corpses are those of Arcturia's past apprentices and assistants, each of whom displeased her in some way and paid the ultimate price.

## 17. HIDDEN STOREROOM

This chamber is hidden behind secret doors and choked with dust and cobwebs. It has the following features:

**Casks.** Five heavy carrying-casks (barrels 3 feet long and 2 feet in diameter with sturdy rope handles) are stacked in the middle of the room. The ale inside them turned to vinegar and evaporated long ago.

**Crates.** Next to the casks is a brittle crate containing sixty-six small brass oil lamps shaped like dragon heads with open, smiling jaws. Each lamp has a wick, but there's no oil to be found.

**Stool.** A three-legged stool lies on its side in the northeast corner. The bones of a dead stirge are nearby.

## 18. DEATH'S HEAD GUARD POST

**Hobgoblins.** Unless they have been drawn elsewhere, four **hobgoblins** guard this room. They gang up on foes, trying to take them down quickly.

**Debris.** Smashed wooden crates and furnishings piled along the walls are shrouded in dust and cobwebs.

**Secret Door.** A secret door in the south wall opens into area 17. (The hobgoblins are unaware of the door.)

## 19. STOREROOMS

Hanging from the handles of the doors to these rooms are wooden signs that read "KEEP OUT!" in Common.

### 19A. SPELL COMPONENT STORAGE

**Stove.** An iron stove stands against the south wall.

**Coffers.** Rows of dusty niches line the walls. Roughly half of the niches contain small wooden coffers.

The stove was given a semblance of life through an *animate objects* spell made permanent by a *wish* spell. It tears free of its stovepipe and charges forward on clawed feet to attack intruders.

The stove is a Large construct with a challenge rating of 3 (700 XP). It has AC 17, 50 hit points, a walking speed of 30 feet, and the following ability scores: Strength 14, Dexterity 10, Constitution 10, Intelligence 3, Wisdom 3, and Charisma 1. It has blindsight out to a range of 30 feet and is blind beyond this distance. It has the following action options:

**Slam.** *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 11 (2d8 + 2) bludgeoning damage.

**Belch Fire (Recharge 4–6).** The stove belches fire in a 15-foot cone. Each creature in the area must make a DC 10 Dexterity saving throw, taking 22 (4d10) fire damage on a failed save, or half as much damage on a successful one.

**Treasure.** There are twenty-four wooden coffers in all, each one labeled in Common with the name of a spell and containing all the material components for one or more castings of that spell. The following table summarizes the coffers' contents:

#### Coffer    Contents

1	Three vials of human blood, three strips of flesh, and a pouch of bone dust ( <i>animate dead</i> )
2	Iron filings ( <i>antimagic field</i> )
3	Three patches of bat fur ( <i>arcane eye</i> )
4	A cockatrice eggshell and a snakeskin glove ( <i>Bigby's hand</i> )
5	A tuft of quaggoth fur, a piece of amber, and three silver pins ( <i>chain lightning</i> )
6	A pouch containing the powder of a crushed black pearl worth 500 gp ( <i>circle of death</i> )
7	A pouch of soot and a pouch of salt ( <i>comprehend languages</i> )
8	Three shards of pale white crystal ( <i>cone of cold</i> )
9	A small clay pot filled with grave dirt, a small clay pot filled with brackish water, and a black onyx stone worth 150 gp ( <i>create undead</i> )
10	Three lodestones and a pouch of dust ( <i>disintegrate</i> )

#### Coffer    Contents

11	A pouch of sand, a jar of ink, and a writing quill ( <i>dream</i> )
12	Eight squid tentacles ( <i>Evard's black tentacles</i> )
13	Ten feathers ( <i>feather fall or fly</i> )
14	Nine tiny balls of bat guano and sulfur ( <i>fireball</i> )
15	A block of incense worth 250 gp and four ivory strips worth 50 gp each ( <i>legend lore</i> )
16	A black crystal dodecahedron worth 500 gp ( <i>magic jar</i> )
17	Three adder stomachs and a pouch containing powdered rhubarb leaves ( <i>Melf's acid arrow</i> )
18	A vial holding ten pinches of diamond dust worth 25 gp per pinch ( <i>nondetection</i> )
19	A spool of copper wire ( <i>sending</i> )
20	A pouch of fine sand ( <i>sleep</i> )
21	Eight tiny jars of ointment for the eyes worth 25 gp each, made from mushroom powder, saffron, and fat ( <i>true seeing</i> )
22	A ball of string with toothpicks stuck in it ( <i>unseen servant</i> )
23	Two pieces of phosphorus ( <i>wall of fire</i> )
24	Ten small pieces of straw ( <i>water breathing</i> )

## 19B. INANIMATE OBJECTS

Scattered about this room are inanimate objects that Arcturia animates using the *animate objects* spell:

- A brass brazier set atop a 3-foot-high tripod and a wooden broom (Small objects)
- A wooden coat rack; an iron torture chair festooned with spikes; a 10-foot-long, 250-pound chain; and a fat iron cauldron (Medium objects)
- A stone mine cart and a life-size, hollow bronze statue of a bull (Large objects)

## 20. SUPPLIES

Two **hobgoblins** are stationed outside this room, one in front of each door. Their orders are to guard the food supplies. A battle here alerts the hobgoblins in area 32, who arrive quickly to aid their allies.

The room is packed with crates of rations and barrels of fresh water, with narrow aisles meandering between the containers. The giants and the hobgoblins rely on this supply, and there's enough food and water to last for weeks.

## 21. NIGHT AND DAY

**Timekeeper.** Four pillars support the 20-foot-high ceiling. An iron ring 20 feet in diameter is suspended from iron brackets affixed to the tops of the pillars so that it hangs parallel to the floor 20 feet below. Nested inside this ring is a circular iron disk of slightly smaller diameter with a symbol of the sun embossed on one side and a symbol of the moon on the opposite side. Directly above the ring and the disk is a 10-foot-deep, dome-shaped concavity in the ceiling.

**Statues.** Nestled in alcoves are two life-size statues of robed human wizards, their faces obscured

under stony cowls and their arms raised toward the iron disk.

This room is one large timekeeping device. Every day at dawn and at dusk, the wizard statues exert invisible magical force upon the suspended iron disk, causing it to flip over within its circular frame like a coin. During the day, the sun symbol is visible on the disk's underside; at night, the disk displays the moon symbol on its underside. When the disk rotates, half of it swings up into the dome-shaped concavity in the ceiling. The lower half swings downward, with 10 feet of clearance between its outer edge and the floor.

A *detect magic* spell reveals auras of evocation magic and transmutation magic around the statues, which defy all attempts to move or break them. If a creature attempts to turn the disk manually, the statues discharge lightning that fills the room. All creatures in the room at that moment must make a DC 18 Dexterity saving throw, taking 22 (4d10) lightning damage on a failed save, or half as much damage on a successful one. Creatures in direct contact with the iron ring or the disk, as well as creatures clad in metal armor, have disadvantage on the saving throw.

## 22. ARCANE SCRIBBLINGS

**Chalkboards.** Mounted on the walls are several blackboards on which arcane phrases and formulas are written in chalk.

**Table Trap.** A wooden table in the middle of the room bears a collection of dusty flasks and beakers. The table is draped in cobwebs and obviously hasn't been disturbed in a long time. The paraphernalia is meant to distract viewers from the polymorph trap upon which the table rests (see "Polymorph Traps," page 180).

The chalk scribblings were left by one of Arcturia's failed apprentices. Any character who studies the markings and succeeds on a DC 16 Intelligence (Arcana) check can tell that they are attempts by one individual to unravel the secrets of spells beyond their comprehension. Spellcasters who have the *disintegrate* and *flesh to stone* spells on their spell lists can tell that those are the spells being researched, though neither spell can be learned from these incomplete scribblings.

Sounds of battle in this room can be heard by the hobgoblin guards in area 25, who investigate if alerted. (They approach from the east.)

## 23. EXPERIMENTS

The doors to these rooms have *arcane lock* spells cast on them that allow Arcturia alone to pass. A door can be forced open with a successful DC 25 Strength (Athletics) check.

### 23A. SHOE HULK

Lying in the middle of this room is an old shoe with a **scorpion** hiding in it. If the shoe is disturbed, the scorpion scuttles out and attacks the nearest creature.

The scorpion is, in fact, an **umber hulk** under the effect of a *polymorph* spell made permanent with a *wish*

spell. The umber hulk reverts to its true form and attacks when its scorpion form is reduced to 0 hit points.

### 23B. BAD BLADES

A corroded steel helm rests atop a pile of rusty swords in the middle of the room. When another creature enters the room, the pile of swords gathers into a vaguely humanoid form with the helm surmounting it and attacks. This assemblage of rusty steel has the statistics of **animated armor**, except that its attacks deal piercing damage instead of bludgeoning damage.

### 23C. RODENT OF UNUSUAL SIZE

**Monster.** A giant two-headed rat (use **death dog** statistics) is trapped here. This rodent is the size of a human and is hostile toward all intruders.

**Meat Chute.** In the ceiling near the north wall is a rectangular opening, 12 inches long by 6 inches wide, that forms the mouth of a stone chute leading up.

Every few hours, a brick of rotting meat slides down the chute from a hidden chamber above. The meat hits the floor with a wet smack and is promptly eaten by the monstrous rodent. A Tiny or gaseous creature can access this small, hidden chamber by climbing up the chute. There are no exits from the upper room, which contains only hundreds of bricks of pink, rotting meat and a magical mechanism that pushes them down the chute at random intervals. It's impossible to discern what sort of creature the meat has been harvested from.

### 23D. GUFFAW THE STONE EATER

This room contains the smashed remains of a dwarf statue and a plump **deep gnome** (*svirfneblin*) named Guffaw Gravelstock, who was plucked from his Underdark gem mine by Arcturia. He is unfamiliar with Undermountain.

Arcturia's magic has given the gnome an insatiable appetite for carved stone. He uses his war pick to break up the statue and is devouring it slowly, one piece at a time. He can't keep himself from stopping to eat any carved stone he sees—and there's no end to how much he can consume. He begs to be left alone so he can finish his meal in peace. A successful *dispel magic* spell (DC 19) cast on Guffaw rids him of his unique magical malady.

**Treasure.** The instant he is cured of his malady, Guffaw coughs up two diamonds (5,000 gp each). He is just as surprised to see the gemstones as anyone else, and he offers them to the characters as a reward for "saving" him. He then seeks out a way back to the Underdark, wanting nothing more to do with Undermountain.

## 24. EMPTY CLASSROOM

**Chalkboard.** A blackboard covers the entire east wall. Written across it in big chalk letters are the words "YOU ALL FAIL!" in Common.

**Desks.** Whenever a creature enters the room, seven stone desks magically rise from the floor, facing the blackboard in an arc. (The desks sink back into the floor when all creatures leave the room.)

**Secret Door.** A secret door in the south wall pushes open to reveal a dusty, web-choked passage between this room and area 25.

## 25. HOBGOBLIN GUARDS

**Guards.** Two **hobgoblins** stand guard here, one in front of each door. They attack intruders, ganging up on one enemy at a time.

**Arch.** A stone arch embedded in the middle of the east wall has an image of an open book carved into its keystone.

**Secret Door.** A secret door in the north wall opens into a dusty, web-choked passage between this room and area 24.

### ARCH GATE TO LEVEL 9

The arch is one of Halaster's magic gates (see "Gates," page 12). Its rules are as follows:

- Holding an open book while standing within 5 feet of the arch causes the gate to open for 1 minute. The book turns to dust as the gate opens, even if it is a spellbook.
- Characters must be 10th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 49 on level 9, in the closest unoccupied space next to the identical gate located there.

## 26. APPRENTICE'S QUARTERS

Like her former master Halaster, Arcturia takes on apprentices of her own from time to time, but they seldom survive for long. This room contains a moldy quilt draped over a stone bier against the north wall and a wooden desk with a high-backed chair in the southeast corner. On one corner of the desk rests a yellowed human skull topped with a half-melted wax candle.

## 27. DEAD APPRENTICE

**Quilt.** A moldy quilt is draped over a stone bier against the south wall.

**Desk.** A wooden desk stands in the northeast corner. Slumped in a high-backed chair behind the desk is a human skeleton clad in perforated black robes.

The inanimate skeleton belongs to a human apprentice named Kazvark, whom Arcturia killed with a barrage of magic missiles for failing to complete a simple homework assignment. Arcturia destroyed Kazvark's spellbook but didn't check his pockets for valuables.

### MITHRAL KEY

Characters who search the apprentice's robes find a 6-inch-long, flat piece of mithral shaped like a **U** in one pocket. This key is one of six required to activate the weapon of mass disintegration in area 37.

## 28. SPECIMENS

Characters who listen at either door to this room hear strange clicking noises from beyond.

**Hook Horror.** A **hook horror** is trapped in the room, but there's more to it than meets the eye.

**Shelves.** The curved walls are lined with stone shelves.

**Smashed Jars.** Hundreds of jars of body parts lie smashed on the floor.

A hobgoblin accidentally set off a polymorph trap and was transformed into this hook horror. The other hobgoblins decided to trap it in this room as a joke. Lacking hands, the hook horror couldn't open the doors to escape, and it swept the bottles off the shelves in a rage, spilling their contents.

When the hook horror drops to 0 hit points, it turns back into an unconscious **hobgoblin** named Jarrk. Despite his recent misadventure, Jarrk is fanatically loyal to Doomcrown and would never willingly betray him.

Arcturia collected body parts from all sorts of Underdark specimens. Characters who search through the detritus find moth wings, beetle shells, darkmantle eyes, stirge hooks, flumph tendrils, troglodyte claws, demon ichor, gelatinous residue, and other worthless creepy bits. At your discretion, some useful spell components might lie amid the refuse.

## 29. LABORATORY

**Vanar Freth.** A **drow mage** named Vanar Freth and his summoned **shadow demon** companion are quietly searching the room when the characters arrive.

**Statues.** Standing in opposite corners are two 9-foot-tall statues of ogres transforming into giant flies.

**Table.** A large stone table stands in the middle of the room. Several curious items rest atop it, including a black cube-shaped box on a folded gray blanket, and the slimy, decapitated head of a mind flayer whose headless body has bled out on the floor nearby. The corpse is being feasted on by maggots.

**Old Trap.** The double door to the southwest and the floor around it are scorched by fire—the result of a trap set off long ago.

The drow mage has managed to get this far without being detected. Left to his own devices, he eventually finds the treasure hidden under the table (see "Treasure" below). The shadow demon watches for trouble while the drow busies himself with the search.

Vanar fights to keep any treasure he has found but otherwise avoids hostilities. Once his search of Arcturiadoom is complete, he plans to return to the House Freth fortress on level 12 and report to his master, Drivvin Freth.

### TABLE

Until recently, Arcturia had a mind flayer assistant. She tore off its head to study the psychic energy stored in its brain. Next to the head is a long pair of steel tweezers and a ladle.

The 1-foot black cube is an ebony-framed box fitted with panes of black glass. The box has a hinged lid and radiates an aura of transmutation magic under the scrutiny of a *detect magic* spell. When a Tiny beast small enough to fit in the box (such as a rat or a lizard) is placed inside and the lid is closed tightly, the box magically transforms it into some other Tiny beast (your choice) unless it succeeds on a DC 15 Wisdom saving throw. The box can do this eight more times before its magic is fully spent, whereupon it crumbles to sand.

The folded gray blanket upon which the box rests is, in fact, the carefully removed skin of a doppelganger. Other items on the table include a jar of cockatrice tongues, a block of soft clay (the material component for the *stone shape* spell) wrapped in moist cloth, and a wooden cof-fer labeled "Polymorph" containing a dozen caterpillar cocoons (material components for the *polymorph* spell).

#### TREASURE

Hidden in the floor under the table is a small secret compartment that can be discovered with a successful DC 20 Wisdom (Perception) check. It contains a jade circlet worth 1,500 gp (the material component for a *shapechange* spell) and a *spell scroll* of *polymorph*.

### 30. HIDEOUS TRANSMUTATION

**Carrion Ogre.** Lying on the floor in the middle of the room, held down with chains, is a creature that has the body of an ogre and the head of a carrion crawler.

**Body Parts.** The ogre's severed head and the carrion crawler's decapitated body lie discarded in the northern corner of the room, where they have begun to putrefy and emit a dreadful stench.

**Key Ring.** Hanging from a stone peg on the northwest wall is an iron ring with three keys.

The creature chained to the floor is alive, having survived a ghastly magical ritual that can't be reversed or undone. It is malnourished and must feed on carrion to survive. The chains around it are looped through iron rings bolted to the floor and secured with three heavy padlocks, which can be unlocked with the keys hanging on the wall. If released, the creature rushes over to the rotting remains of its former bodies and begins devouring them.

The creature is an **ogre**, with these changes:

- While lashed to the floor, the creature is prone and restrained. It also suffers from two levels of exhaustion.
- It has an Intelligence of 1, and it can't speak or understand any language.
- Replace the ogre's action options with the following action options.

**Multiaattack.** The creature makes two attacks: one with its tentacles and one with its bite.

**Tentacles.** *Melee Weapon Attack:* +8 to hit, reach 10 ft., one creature. *Hit:* 4 (1d4 + 2) poison damage, and the target must succeed on a DC 13 Constitution saving throw or be poisoned for 1 minute. Until this poison ends, the target is paralyzed. The target can repeat the saving throw at the end of each of its turns, ending the poison on itself on a success.

**Bite.** *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 7 (2d4 + 2) piercing damage.

### 31. ILLITHID'S ASSISTANT

This room was reserved for Arcturia's mind flayer assistant, which met a grisly end in area 29. It has the following features:

**Decor.** The stone walls are sculpted to resemble tentacles entwining around and through bleached human skulls embedded in the stone.

**Slime Pool.** In the middle of the floor is a shallow oval pool filled with dark, foul-smelling slime. (The slime has a soothing effect on mind flayers but no magical properties to speak of.)

**Assistant.** Standing in the eastern corner of the room, facing the corner, is a male human wearing nothing but a leather harness and a loincloth.

The harness-wearing human is Ellix Gaspar (NE male Tethyrian human **mage** with no spells prepared). He holds a half-eaten loaf of bread. Arcturia pulled him out of Dweomercore (level 9) a few months ago to serve as her assistant, only to find him too obnoxious to bear. She cast a *feeblemind* spell on him and gave him to her mind flayer assistant, who promptly forced him to don new apparel befitting his station.

In his current state, Ellix is vacant-eyed and barely responsive, with a tendency to trip over his own feet and drool uncontrollably. He has a tenday left before he can attempt another saving throw to end the *feeblemind* effect. If he regains his senses, he smartly tries to flee Undermountain with the last shreds of his sanity and dignity. He doesn't know what happened to his spell-book (Arcturia hid it in area 40b), but once his faculties return, he recalls the layout of this level and how to return to the surface.

### 32. DEATH'S HEAD BARRACKS

Hobgoblin forces are quartered in these rooms, which are engulfed in a permanent antimagic field similar to that created by an *antimagic field* spell (the result of a magical experiment gone awry).

#### 32A. SOLDIERS' QUARTERS

Thirty **hobgoblins** rest in wooden bunk beds stacked three tiers high. There are enough beds to accommodate sixty guards. The hobgoblins sleep in their armor; their weapons and shields hang from hooks on the corners of their bunks.

#### 32B. GUARD POST

Four **hobgoblins** stand guard here—two flanking the door to area 32a, and two flanking the door to area 32c. Any battle here brings reinforcements from those areas, as well as from area 20.

#### 32C. CAPTAINS' QUARTERS

Two **hobgoblin captains** converse quietly in this room, which contains three beds. Other furnishings include a stone table surrounded by six wooden stools, with an unlit iron chandelier suspended above it.

The captains are worried about the recent abnormal behavior of their warlord commander (see area 33) and contemplating what to do about it. So far, the captains have hidden Doomcrown's bizarre preoccupations from the rest of the hobgoblin legion and remain, for the time being, loyal subordinates.

### 33. DOOMCROWN'S QUARTERS

**Monsters.** If he hasn't been drawn elsewhere, Doomcrown the **hobgoblin warlord** is here, attended by a **flumph** that speaks to him telepathically.

**Underdark Model.** Standing about the room are six 7-foot-tall, stalagmite-shaped spires made of tiny rectangular blocks, with a half-finished seventh tower under construction.

**Furnishings.** Furnishings include a wooden bed, an overstuffed leather chair with a matching ottoman, a stone shelf holding a wooden cask of ale, a handsomely carved stone table strewn with mason's tools and bits of stone, and a heavy wooden seafarer's trunk with a smashed lock.

**Tapestry.** On the south wall hangs an old, faded tapestry that depicts a beautiful crystal cavern.

A few days after settling in Arcturiadoom, the hobgoblin warlord commanded his underlings to bring him a set of mason's tools. Some old tools were gathered and promptly delivered to him. In the days since, Doomcrown has been carving rectangular blocks of stone (each 2 inches wide, 4 inches long, and 1 inch thick) and using them to build odd, tower-like structures resembling stalagmites. The endeavor has helped alleviate his boredom, even if he doesn't know exactly why he's building them. The answer lies with his strange companion.

Until recently, this flumph surreptitiously fed on the mental energy of Arcturia's mind flayer assistant. The illithid's sudden death (see area 29) cut off the flumph's food supply. Fortunately, it can get by for some time without needing to feed on more psionic energy. It shacked up with Doomcrown and has been trying to convince him to reform. The hobgoblin has proven to be stubbornly, irredeemably evil, but their lengthy telepathic contact has caused Doomcrown to exhibit odd traits, including a subconscious need to recreate the flumph's home—the Underdark—out of building blocks. The flumph knows that its longing to return home is affecting the hobgoblin's behavior, but it relies on Doomcrown for protection. If the two become separated, the flumph opts to return to the Underdark.

The characters can befriend the flumph and coax it into joining the party for a while. It has encountered adventurers in Undermountain before and is generally quite fond of them and their tales of the surface world.

#### TREASURE

The wooden trunk contains the hobgoblins' loot: 2,500 gp, an electrum pepper shaker (25 gp), a pewter candlestick (25 gp), a red velvet cape (50 gp), an ornate coral statuette of a ship cresting a wave (250 gp), a dwarven beard comb made of lapis lazuli and set with gemstones (750 gp), a platinum crown with black pearl inlay (2,500 gp), and an elven helm made of leafed gold with a spiral horn of amethyst protruding from its brow (7,500 gp).

### 34. SHRIEKING GAS SPORE

Floating in the middle of this otherwise empty room is a **gas spore** that has the added defense of a shrieker. When bright light or a creature comes within 30 feet of the gas spore, it uses its reaction to emit a shriek audible within 300 feet of it. The gas spore continues to shriek until the disturbance moves out of range and for 1d4 rounds afterward.

The shrieking of the gas spore alerts the hobgoblins in areas 32c and 33, who come to investigate.

### 35. RALLYING HALL

This wide hall has a 50-foot-high ceiling that angles down to 20 feet high as it travels north and east. Shouts echo from area 36, the door to which is slightly open.

### 36. DEATH'S HEAD TRAINING

The door to this room hangs ajar, and shouts in Goblin come from within. The room contains the following features:

**Hobgoblins.** Twelve **hobgoblins** are practicing phalanx formation maneuvers in the middle of the room, overseen by a **hobgoblin captain**. When faced with an unknown threat, the hobgoblins close ranks and attack.

**Furnishings.** Around the perimeter of the room are wooden trestle tables and benches.

**Wall Decor.** The room is lit by *continual flame* spells cast on iron torch sconces bolted to the walls. Mounted on stone plaques between the sconces are the heads of three dwarves, two orogs, a troglodyte, and a gargoyle.

### 37. WEAPON OF MASS DISINTEGRATION

In the event that her experiments got out of hand or her enemies tracked her down, Arcturia built this chamber to purge them all at once while protecting herself and her apprentices (of which she currently has none). The chamber has the following features:

**Plated Walls.** At the end of a short hallway is a 20-foot-high domed chamber with seven narrow alcoves. Every surface is covered with gleaming mithral plates. Each alcove is brightly lit by the yellow glow of a small crystal dome embedded in its 8-foot-high ceiling.

**Key Shapes.** Set into the mithral-plated walls between the alcoves are six key-shaped indentations at chest height. Each indentation is 6 inches long.

Each alcove is 8 feet tall and 4 feet deep, and narrows in width from 3 feet to 1 foot. A *detect magic* spell reveals a strong aura of abjuration magic engulfing each alcove, which is just spacious enough to accommodate a single Medium creature. The crystal dome in the ceiling is the source of the alcove's magic, and destroying its globe renders an alcove dark and powerless. Each dome has AC 11, a damage threshold of 10, 1 hit point, and immunity to acid, fire, poison, and psychic damage.

#### USING THE MITHRAL KEYS

Six mithral keys are required to activate the chamber. Each conforms in shape to one of the six indentations in the walls, which are (from left to right, going clockwise around the room): an upside-down Y, a backward J with a small loop at the top, an upside-down F, an upside-down U, a V with a small loop at the bottom, and an H missing its top left stem. When the six keys (located in areas 7, 10, 13b, 27, and 39a) are placed in their corresponding indentations, a *magic mouth* spell counts down from 20 seconds (in Common). At the end of the countdown, there is an ear-splitting whine, and a powerful spell deals 150 force damage to every creature

on level 14 of Undermountain (no saving throw allowed). Any creature reduced to 0 hit points by this effect is immediately disintegrated and reduced to a pile of dust. The spell also disintegrates the six mithral keys.

Creatures that are standing in the lit alcoves when the spell goes off are unharmed, as are creatures inside an antimagic field. (The antimagic fields in areas 4 and 32 protect the creatures there.)

## 38. GUEST QUARTERS

Arcturia keeps this room for special guests, such as Halaster or visiting wizards who have magic to trade. Its features are as follows:

**Furnishings.** A large canopied bed dominates the eastern alcove. At the foot of the bed rests a large iron chest with a flat lid and clawed feet. An owlbear rug is splayed across the floor in front of the chest and the bed.

**Alcove.** A black curtain conceals an alcove to the southwest. In front of the curtain is an overstuffed leather chair and a small table with a crystal decanter.

The alcove contains a stone statue that lacks fine features, resembling a blank-faced humanoid. A *detect magic* spell reveals an aura of transmutation magic around the statue, which alters its form to mimic the appearance of any Small or Medium humanoid that touches it. The statue has no other properties.

### TRAPPED CHEST

The chest has an iron key in its lock, and turning the key unlocks it. A *detect magic* spell reveals an aura of transmutation magic emanating from inside the chest.

The chest is empty except for a magic mirror fastened to the inside of its lid. Any creature that sees its reflection in the mirror is targeted by a *flesh to stone* spell (save DC 20). Once the spell has been triggered, the mirror ceases to be magical.

### TREASURE

The crystal decanter is worth 250 gp but is fragile. It contains cheap wine. The owlbear rug is worth 75 gp.

## 39. ARCTURIA'S BOUDOIRS

Mounted above the double door to these chambers is a 4-foot-diameter, 2-inch-thick disk of black stone upon which is engraved a white symbol depicting a bony human hand. A *detect magic* spell reveals a powerful aura of abjuration magic around the seal.

The seal has AC 17, 30 hit points, and immunity to poison and psychic damage. If the seal is destroyed, the rakshasa bound to these chambers can escape.

### 39A. GOLD AND BLACK BOUDOIR

**Light.** The walls and ceiling are painted gold. Mounted to them are black iron sconces with *continual flame* spells cast on them. These fires cast the entire room in bright, flickering light.

**Carpet and Cushions.** Thick, wall-to-wall carpeting with alternating gold and black zigzagging patterns covers the floor, with a few soft, gold silk cushions strewn about.

**Hammocks.** Two tasseled hammocks are stretched between four black pillars near the east wall. Napping in one of them is a beautiful young man wearing gold sandals and a golden silk skirt. (The man is Alussiarr, a **rakshasa** using a *disguise self* spell to mask its true form.)

**Braziers.** Two braziers made of carved black basalt rest in the middle of the floor. Smoldering blocks of incense in each brazier fill the room with a pungent but pleasant aroma.

The rakshasa is bound to these boudoirs and can't travel beyond area 39, even through the use of spells, as long as the circular seal above the doors remains in place. (Spells that would transport the rakshasa away from the area simply fail.) Arcturia trapped the rakshasa here years ago and draws blood from the fiend to fuel her terrible transmutation rituals.

Alussiarr has no beef with the adventurers and doesn't want to distress them by revealing its true form. It does, however, ask them to set it free by breaking the seal outside the room. If the characters do so, the rakshasa turns invisible and makes its way out of Undermountain with the goal of working all manner of evil in Waterdeep—but not before telling the heroes where they can find Arcturia's spellbook (area 40b) and phylactery (area 40c), as well as the command word to reveal the bookshelves in area 40b. It also gives them a flat, 6-inch-long mithral key shaped like a Y, and tells them it's one of six keys required to activate the weapon of mass disintegration in area 37. Alussiarr doesn't know where the other five keys are kept.

If the characters haggle with the rakshasa, it also vows to provide up to three additional pieces of useful information in exchange for its freedom, such as the way to level 15. If the characters refuse to help Alussiarr, the rakshasa shrugs its shoulders, returns to its nap, and gives them nothing in return. It has waited years to escape—it can wait a few more.

### 39B. SKULL AND BONE BOUDOIR

**Mosaics.** Gruesome mosaics made from humanoid bones decorate stone-framed panels set into the walls.

**Furnishings.** Arrayed about the room are six divans made of stitched flesh stretched over bone frames and a table made entirely of glued teeth and fangs.

**Arch.** Set into the middle of the south wall is a stone arch. Carved into its keystone are three human-like stick figures holding hands.

**Arch Gate to Level 17.** The arch is one of Halaster's magic gates (see "Gates," page 12). Its rules are as follows:

- If three humanoids hold hands while standing within 5 feet of the gate, it opens for 1 minute.
- Characters must be 14th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 11 on level 17, in the closest unoccupied space next to the identical gate located there.

## 39c. CRYSTALIGHT BOUDOIR

**Chandeliers.** Four crystal chandeliers hang from the ceiling, bathing the chamber in magical light.

**Harpsichord.** A living unseen servant (see appendix A) plays a harpsichord in the southeast corner. Because the unseen servant is invisible, the harpsichord seems to be playing by itself.

**Dancers.** Waltzing about the room are a resplendently dressed man and woman. The man wears a gold ruffled shirt and blue trousers, while the woman wears a ruffled blue ball gown and a gold tiara.

The living unseen servant plays the harpsichord tirelessly and fights only in self-defense.

A *detect magic* spell reveals auras of transmutation magic around the dancers who, in truth, are a mated pair of young blue dragons. The dragons are Arcturia's guests, and their names are Nystalancer and Venasorrn. With the help of Arcturia's magic, they are experiencing what it's like to be human and pay no attention to new arrivals. If the music stops or either of them is touched or harmed by another creature, the dragons revert to their true forms simultaneously and attack. Their clothing and jewelry merge into their new forms. Arcturiadoom is not their lair, and they keep no treasure here.

## 40. ARCTURIA'S CHAMBERS

Arcturia has cleared out an old dwarven crypt and turned it into her private sanctum.

### 40A. SENTINEL STATUE

**Statue.** Standing in the middle of this 30-foot-high room is a life-size statue of a dwarf in plate armor, wearing a bucket helm and standing at attention atop a block of stone that measures 3 feet on a side.

**Secret Door.** Set into the north wall is a secret door that swings open into area 40b.

The dwarf statue is inseparable from its base, and its base is inseparable from the floor. If anyone other than Arcturia opens the secret door, the statue transforms into a 6-inch-thick wall of stone that bisects the room from east to west, creating separate chambers to the north and south. The wall is permanent. Each 10-foot-square section of it has AC 15, 180 hit points, and immunity to poison and psychic damage.

### 40B. ARCTURIA'S LIBRARY

**Pedestal.** A 5-foot-tall stone pedestal carved in the likeness of a nalfeshnee demon stands near the southern wall.

**Secret Door and Trap.** A secret door in the east wall opens into area 40c. The 10-foot-square space in front of the secret door contains a polymorph trap (see "Polymorph Traps," page 180).

A *detect magic* spell reveals auras of transmutation magic around the pedestal and rectangular sections of the north wall where hidden bookshelves magically emerge (see "Treasure" below).

The pedestal is a Small object with AC 15, 20 hit points, and immunity to poison and psychic damage.

Under certain conditions, it transforms into a **nalfeshnee** (see area 40c). The pedestal also transforms if it takes damage. With Halaster's help, Arcturia pressed the demon into service. Its primary task is to guard the lich's phylactery. While in pedestal form, the demon is unaffected by the weapon of mass disintegration in area 37.

**Treasure.** When the proper command word is spoken ("palimpsest"), tall stone bookshelves magically protrude from the north wall. The shelves are inaccessible otherwise. Packed into these shelves are dozens of spellbooks that Arcturia has accumulated over the years. They contain most of the wizard spells in the *Player's Handbook*, plus any others of your choosing.

All the 8th-level and 9th-level spells that can be found are contained in Arcturia's personal spellbook, which magically changes its appearance each dawn. When first discovered, it has black crystal covers and gold-leaf pages engraved with arcane runes and phrases. The book is titled *Arcturia's Arcane Esoterica: Vol. IX*, and it contains the following spells: *antimagic field, astral projection, dominate monster, feeblemind, gate, incendiary cloud, power word kill, power word stun, shapechange, telepathy, true polymorph, and wish*.

## 40C. ARCTURIA'S PHYLACTERY

A niche in the north wall holds a small box made of purple crystal—Arcturia's phylactery. The phylactery does not detect as magical. If the characters remove the phylactery from this room, the demonic pedestal in area 40b transforms into a **nalfeshnee** and attacks them.

Destroying this phylactery leaves Arcturia with no means to rejuvenate once her physical form is destroyed. The object can be destroyed only after being digested in the stomach of a mimic for three days. A *legend lore* spell or similar magic reveals the exact method of the phylactery's destruction.

## 41. WATCHFUL PILLARS

Two stone pillars, each carved with dozens of lidless eyes facing in all directions, flank a double door.

The doors swing inward, revealing a 10-foot-wide landing at the top of a staircase that descends hundreds of feet to level 15, area 1.

## AFTERMATH

Arcturia returns to her home periodically to peruse her spellbooks, place new polymorph traps throughout the level, and alter the conditions that trigger existing ones, as needed. If intruders have laid waste to her defenses, she might forge an alliance with the mind flayers on level 17, intending to secure an illithid security force to further strengthen her hold on this level. If the dragons in area 39c are still alive, Arcturia bribes them into guarding the tunnels leading to levels 13 and 15.

Defeating Emberosa and her giants stalls the progress on Mecha-Halaster, but only until Halaster finds new metalsmiths (perhaps a band of azers) to continue the work. The Mad Mage considers the hobgoblins expendable.



## LEVEL 15: OBSTACLE COURSE

**T**HE OBSTACLE COURSE IS DESIGNED FOR FOUR 13th-level characters, and adventurers who defeat the monsters on this level should gain enough XP to advance to 14th level. Before running this level of Undermountain, review the description of the death tyrant in the “Beholders” entry in the *Monster Manual*, as that information will help you roleplay the death tyrant that claims the Obstacle Course as its lair.

### WHAT DWELLS HERE?

Visitors to this level must contend with mechanical traps left behind by the Melairkyr dwarves, magical traps crafted by the Mad Mage, and an undead beholder named Netherskull. They might also encounter nuisances from the Elemental Planes of Earth and Fire, and a band of githzerai on a special mission.

### NETHERSKULL THE DEATH TYRANT

Many years ago, a beholder floated up from the Underdark and infiltrated Undermountain. After carving out a lair for itself, the beholder dreamed itself into undeath, becoming a death tyrant called Netherskull.

When Halaster and Netherskull met in battle, the wizard emerged triumphant, but he couldn't bring himself to destroy such a formidable dungeon guardian. Instead, Halaster agreed to let Netherskull remain the undisputed lord of this level on the condition that it permit Halaster to tinker with and maintain the level's traps, as well as add a magical, mean-spirited announcer that

taunts visitors as they blunder from one room to another (see “Halaster’s Play-by-Play,” page 194).

### GITHZERAI ZERTHS

Four githzerai zerths have taken refuge in the Obstacle Course. They use their psychic abilities and natural stealth to hide from Halaster’s magical gaze and the death tyrant’s watchful eyes.

The githzerai are aware that githyanki have conquered the Crystal Labyrinth (level 16) and are waging war against a mind flayer colony in Seadeeps (level 17). The githzerai wait patiently to see the outcome of the Seadeeps conflict but stand ready to assist should the githyanki need help. The leader of this githzerai band, Yrlakka, is a member of the Sha’sal Khou, a faction of renegade githyanki and githzerai who seek to reunify the gith races. By helping the githyanki defeat a common foe, Yrlakka hopes to demonstrate the merits of a single unified gith race—not only to the evil githyanki, but also to the younger githzerai zerths who follow him. Yrlakka is concerned because his most headstrong pupil, a githzerai named Ezria, has disappeared. He fears (correctly) that Ezria was captured by the githyanki on level 16 while trying to find weak spots in their defenses.

### LAVA CHILDREN AND FRIENDS

Several lava children (see appendix A) brought to Undermountain by Halaster’s apprentice Trobriand have migrated from level 13 to the Obstacle Course and taken residence around a lava-filled chasm in the heart of the

level, joining the magma mephits that dwell there. Netherskull terrorizes the lava children and magma mephits from time to time, but not enough to force them to leave the warmth of the chasm. The evil mephits trick or goad the lava children into attacking all other creatures that blunder into their territory.

## TRAPS

The Obstacle Course is replete with mechanical and magical traps. Two recurring types are described below.

### COVERED PITS

Melairkyн dwarves built these pits, and Halaster keeps them in working order.

A 10-foot-square slab of 2-inch-thick stone covers each pit. Each cover is carved to resemble the floor surrounding the pit. A character who has a passive Wisdom (Perception) score of 17 or higher recognizes the trapped section of floor as the cover of a pit. A character can also search the floor for traps, detecting the pit with a successful DC 17 Wisdom (Perception) check. Once a pit is detected, an iron spike or similar object can be wedged between the pit's cover and the surrounding floor to prevent the cover from opening. The cover can also be held in place using an *arcane lock* spell or similar magic.

When a weight of 25 pounds or more is placed on the cover, it swings downward (as long as it hasn't been prevented from opening) and remains open until Halaster happens by and decides to close it. Any creature or object on the cover when it swings open falls into the pit below. The pit's depth and other hazards vary by location, as described in the location's description. Regardless of a pit's depth, its walls are too smooth for characters to climb without the aid of climbing gear, magic, or the Spider Climb trait (or a similar ability).

### TELEPORT TRAPS

Teleport traps are at the locations marked T on the map. A teleport trap is a magical effect usually cast on a 10-foot-square section of floor, set to trigger whenever a creature enters the trap's space. The trap extends all the way to the ceiling of the space that contains it.

A teleport trap is invisible to the senses, and a permanent *Nystul's magic aura* spell prevents divination spells such as *detect magic* from revealing the trap's presence. A successful *dispel magic* spell (DC 18) cast on the trapped section of floor destroys the trap.

A creature that enters the trap's space is teleported along with any objects it is wearing or carrying to another teleport trap (or the nearest unoccupied space). There is no saving throw to resist the teleportation effect, and the destination varies from trap to trap. Once a creature has been teleported in this way, it is unaffected by teleport traps on this level for 1 hour.

When a creature is teleported by a trap, Halaster's booming voice shouts "Teleported!" in Common. The magical voice originates at the point of departure and the point of arrival, and it is audible in both locations out to a range of 100 feet.

Some teleport traps have additional effects, as described in their encounter locations.

### HALASTER'S PLAY-BY-PLAY

Whenever a creature makes an attack roll, takes damage, or performs a death-defying stunt in the Obstacle Course, Halaster's disembodied voice magically chimes in with play-by-play commentary. The effect can't be dispelled, and its exact point of origin can't be ascertained. The play-by-play can be silenced for good by destroying the source in area 30b or by defeating the death tyrant Netherskull.

Improvise the play-by-play as you see fit. The commentary tends to be sarcastic, biting, and demoralizing. A few examples of what the disembodied voice might say are provided below:

**When a character misses with a melee attack roll:** "Swing and a miss!"

**When a character misses with a ranged attack roll:** "Missed that one by a mile!"

**When a character takes damage:** "Ouch, that'll leave a mark!"

**When the characters kill a monster:** "Score one for the underdogs!"

**When the party cleric drops to 0 hit points:** "The cleric is down! Stick a fork in it—this party's done!"

**Splitting the Party.** Teleport traps are designed to split the party—a situation that can challenge any DM. To ensure that every member of a split party gets attention, think of yourself as a film editor cutting scenes in a movie. Jump from one group of characters to the next while spending no more than a few minutes with any given group or individual. Tense moments are great times to "cut" from one group to another—don't be afraid to leave them hanging!

## EXPLORING THIS LEVEL

The following encounter locations are keyed to map 15. The most distinguishing feature of the level is a gaping chasm that borders several dungeon corridors and chambers (see area 40 for details).

The Obstacle Course is mostly devoid of furnishings, since the level was designed explicitly to dispose of intruders in an efficient yet entertaining manner.

### 1. ON YOUR MARK! GET SET! GO!

A broad set of stairs descend to a large chamber with the following features:

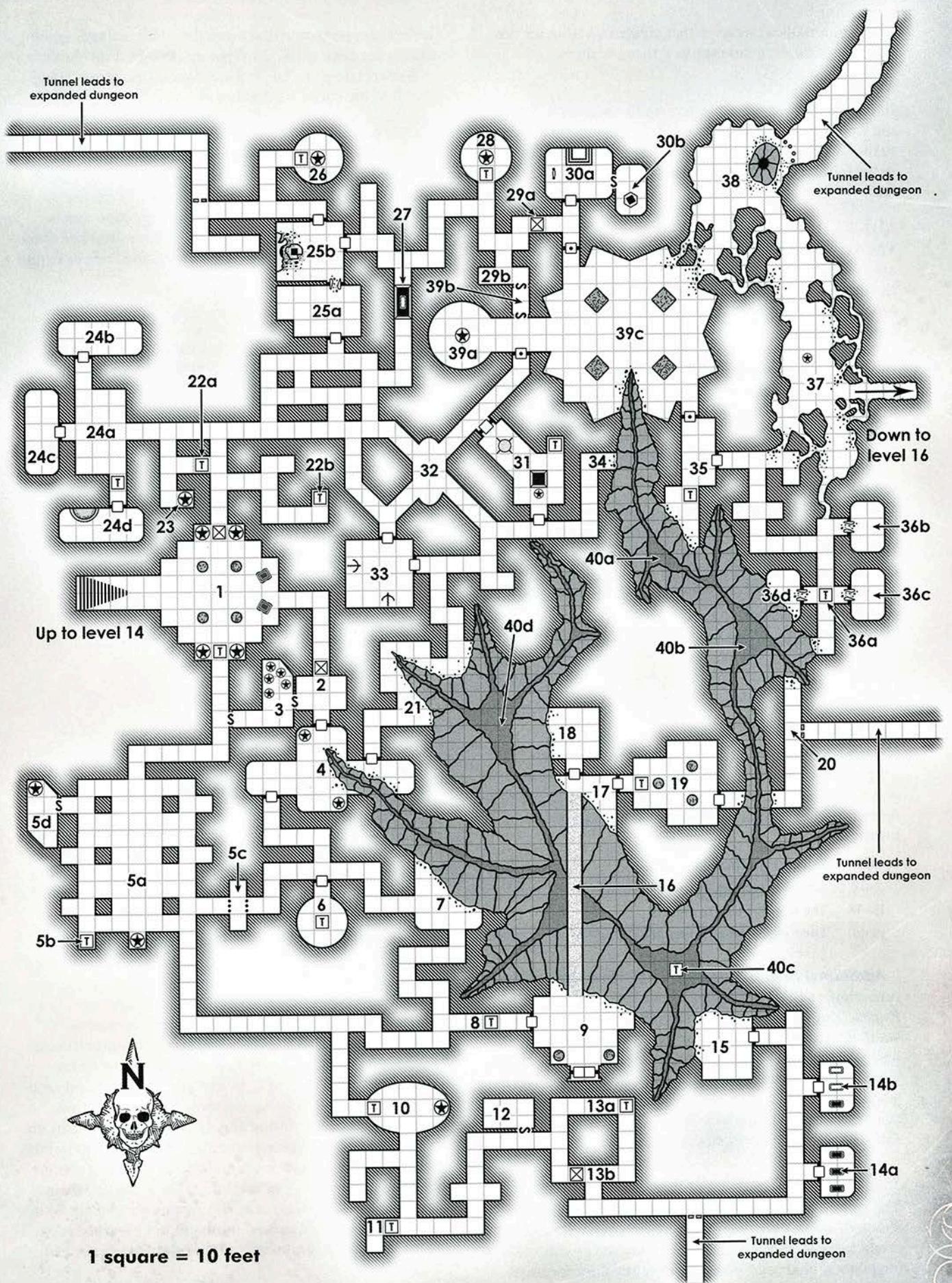
**Pillars.** Four stone pillars support a 35-foot-high, vaulted ceiling strung with cobwebs. When one or more humanoids approach within 30 feet of the northeast pillar, a *magic mouth* spell activates, forming a stone mouth on the pillar.

**Statues.** Tunnel exits to the north and south are flanked by 12-foot-tall stone statues of Halaster Blackcloak, depicted as a bearded, scowling old wizard wearing a robe covered with lidless eyes and clutching a stout scepter with a red dragon's head at each end.

**Mine Carts.** Two mine carts made of corroded iron stand near a tunnel exit in the east wall.

### HALASTER STATUES

These statues can't be moved, knocked over, or damaged in any way. A *detect magic* spell reveals an aura of transmutation magic around each one.



Any nonmagical weapon that strikes a statue for the purpose of dealing damage to it turns to dust.

### MAGIC MOUTH

In Halaster's voice, the magic mouth speaks the following words in Common before disappearing: "Welcome to the Obstacle Course! Place all weapons and magic items in the carts for safekeeping. You won't need them. Hurry! Time is running out."

### MINE CARTS

The axles, wheels, and brake handles of the mine carts are rusted in place. A *prestidigitation* cantrip or similar magic can free the mechanisms and render a mine cart functional for the spell's duration, but it still squeals loudly when rolled across the floor.

The characters are under no compulsion to heed Halaster's *magic mouth* spell. Any items they place in the carts and leave there are safe for 24 hours. After that, all unattended objects in the carts disappear—taken by Halaster to area 5 on level 23. Characters can find the missing items waiting for them there.

### COVERED PIT

This 40-foot-deep hidden pit (see "Covered Pits," page 194) is located between the two northernmost statues. Halaster has cast a *glyph of warding* spell at the bottom of the pit, set to trigger a *fireball* spell (save DC 22) when a creature lands on the pit floor. The fireball is created using a 7th-level spell slot, engulfs all creatures in the pit, and deals 42 (12d6) fire damage on a failed save, or half as much damage on a successful one. Creatures in the pit have disadvantage on the saving throw, as there's precious little space to maneuver.

### TELEPORT TRAP

Halaster has placed a teleport trap (see "Teleport Traps," page 194) between the two southern statues. A creature teleported by this trap arrives at a location determined by rolling a d20 and consulting the following table:

d20	Teleport Destination
1–12	The teleport trap in area 10
13–18	The teleport trap in area 19
19–20	The teleport trap in area 40c

**Additional Effect: Elder Rune.** The first time a creature triggers this teleport trap, an elder rune (see "Elder Runes," page 12) appears in the air between the two southern statues a split second after the creature disappears, and at the same moment a booming voice shouts, "Teleported!" Draw a card from the Elder Runes Deck (see appendix B) to determine which rune appears. This rune targets all creatures within 60 feet of it with the same effect (bane or boon, determined randomly).

## 2. CLACKING FLOOR

The stones that comprise the floor of this 10-foot-high chamber make clacking noises when stepped on—a crude but effective alarm system installed by dwarves long ago. A character who searches the floor for traps

before stepping on it discovers the hidden alarm system with a successful DC 20 Wisdom (Perception) check.

A secret door in the west wall opens into area 3, and north of the room is a hidden pit trap.

### COVERED PIT

This hidden pit (see "Covered Pits," page 194) is 20 feet deep, but the bottom 10 feet is occupied by a **gelatinous cube**. Any creature that falls into the pit takes 10 (3d6) acid damage as it sinks into the cube and is automatically engulfed by it. If the cube is attacked from above, it rises out of the pit on its turn and tries to engulf anything in its path.

## 3. STUFFED MONSTERS

The secret doors leading to this chamber are 10 feet square. It takes a singular or combined Strength of 16 to push open each door. The room is choked with dust and cobwebs. Five dead creatures stuffed with sawdust and displayed in lifelike poses are crammed into the northern half of the room. The stuffed monsters and their weights are summarized below:

- An aarakocra with wings spread, clutching a javelin (120 pounds)
- A reared-up ankheg (600 pounds)
- A young brass dragon with wings tucked in, head lowered, and jaws agape (750 pounds)
- An ettercap with its arms raised menacingly (200 pounds)
- A hell hound with a *continual flame* spell cast in its gullet (150 pounds)

## 4. CAUGHT IN THE TENTACLES

**Ceilings.** The central portion of this chamber has a domed ceiling 20 feet high. Wings to the east and west have 15-foot-high arched ceilings.

**Crevasse.** Orange light and intense heat spill from a crevasse that splits the room nearly in two. (The source of the light is a river of lava 30 feet below, which widens toward the southeast, originating in area 40d.)

**Statues.** Two life-size iron statues of mind flayers sit in opposite corners of the central chamber, facing one another with their tentacles outstretched.

Halaster placed the mind flayer statues here and trapped them. A *detect magic* spell reveals auras of abjuration and evocation magic around each one. It doesn't require an ability check to realize that a humanoid head would fit nicely inside each mind flayer's tentacles.

Any humanoid that passes between the statues must succeed on a DC 22 Intelligence saving throw or be charmed by the statues for 1 minute. The charmed creature must use all of its movement on its turn to move toward the nearest statue and stick its head between the tentacles. (A Small humanoid must climb the front of the statue to do so.) Only one creature at a time can place its head between the tentacles. A humanoid that places its head between the tentacles is no longer charmed but is stunned and remains so until another creature separates it from the statue or until the statue is destroyed.

Each statue is rooted to the floor and is a Medium object with AC 19, 40 hit points, and immunity to all damage except force damage.

## 5. ANTECHAMBER

Several traps and obstacles await visitors to these areas. The ceilings are 10 feet high throughout.

### 5A. HALASTER'S COIN

**Columns.** Six 10-foot-wide columns support the ceiling. **Gilded Statue.** An alcove in the south wall contains a gilded statue of Halaster Blackcloak holding what looks like coins in its outstretched right hand.

**Secret Door.** A northwest alcove contains a secret door that opens into area 5d.

The statue holds five gold-painted stone coins in its outstretched hand. Close inspection reveals that one of the coins is loose and can be removed from the statue's hand. Engraved on each side of the loose coin is Halaster's rune. A *detect magic* spell reveals an aura of abjuration magic around the coin, and an *identify* spell or similar magic reveals its magical property.

When an elder rune triggers within 60 feet of the creature that possesses the coin, the creature can use its reaction and the coin to change the elder rune's bane effect into a boon effect, or vice versa. After the coin is used once, it disappears in a flash, accompanied by Halaster's booming laugh.

### 5B. TELEPORT TRAP

This trap is located in the far west alcove in the south wall (see "Teleport Traps," page 194). A creature teleported by this trap arrives at a location determined by rolling a d20 and consulting the following table:

d20	Teleport Destination
1–10	The teleport trap in area 19
11–15	The teleport trap in area 28
16–20	The teleport trap in area 40c

### 5C. ELECTRIFIED PORTCULLISES

This empty, 30-foot-wide, 10-foot-deep, 10-foot-high chamber is closed off by two humming iron portcullises with 3-inch gaps between their 1-inch-thick bars. A winch on the north wall of the chamber raises and lowers both portcullises simultaneously, but it's beyond the reach of characters standing outside the room. A *mage hand* cantrip or an *unseen servant* spell cannot exert enough force to turn the winch, but a *telekinesis* spell does. A character can also circumvent one or both portcullises using a spell such as *misty step* or *gaseous form*. Any creature that touches either portcullis or passes between its electrified bars takes 22 (4d10) lightning damage, or 44 (8d10) lightning damage if the creature is made of ferrous metal or wearing metal armor.

### 5D. DEEP DUERRA'S DEN

This chamber, hidden behind a secret door, is choked with dust and cobwebs. The room's only feature is a 9-foot-tall stone statue of a cloaked female dwarf, her face half hidden under a cowl. In one outstretched hand, she holds an alien skull, yellowed with age.

The statue depicts Deep Duerra, the duergar god of conquest and psionics. Recognizing this sinister figure requires a successful DC 20 Intelligence (Religion) check; dwarves (including duergar) have advantage on the check. A successful DC 15 Intelligence (Arcana or Nature) check confirms that she is holding the skull of a long-dead mind flayer.

**Treasure.** A *detect magic* spell reveals an aura of illusion magic around the mind flayer skull, and an *identify* spell or similar magic reveals its magical properties. A creature with the skull in its possession is invisible to mind flayers, as is anything the creature is wearing or carrying. The skull crumbles to dust and is destroyed 1d10 days after leaving the statue's grasp.

## 6. LOOTED CHEST

**Scorch Marks.** This circular chamber has a 20-foot-high domed ceiling. Every surface is scorched and covered with soot, in a manner suggesting that multiple fiery explosions have occurred here.

**Xunderbrok.** On a section of the back wall, an exclamation is scrawled in the soot: XUNDERBROK! (A previous explorer spelled this word on the wall. For information on its meaning, see area 39c on level 6.)

**Chest.** A stone chest also blackened by soot lies open in the middle of the floor. (The stone chest is empty, its contents looted long ago. It weighs 500 pounds.)

### TELEPORT TRAP

In addition to the empty chest, the middle 10-foot square of the room contains a teleport trap (see "Teleport Traps," page 194). A creature teleported by this trap arrives at a location determined by rolling a d20 and consulting the following table:

d20	Teleport Destination
1–6	The teleport trap in area 13a
7–12	The teleport trap in area 22b
13–20	The teleport trap in area 40c

## 7. FIDELIO'S FOLLY

**Chasm.** This partially destroyed room is dimly lit by the lava at the bottom of the nearby chasm (see area 40). Past the chasm's ledge is a spectral bridge that connects two other partially destroyed chambers (see area 16).

**Peeling Paint.** The vibrant green paint that once adorned the walls has mostly peeled off from the chasm's extreme heat.

**Ghost.** As one or more characters attempt to cross the room, the **ghost** of Fidelio, a human paladin of Tyr, appears in the middle of the room. The air around it reeks of cheap cologne.

Fidelio's ghost has 80 hit points and appears as a translucent knight in shining armor, with the symbol of Tyr (a set of balanced scales) on his ghostly breastplate. The ghost is lawful good and speaks in Common. If the ghost is reduced to 0 hit points, it re-forms 24 hours later in a random location within the Obstacle Course and remains there until encountered again.

Over a century ago, Fidelio began his campaign to single-handedly rid Undermountain of evil, foolishly believing that Tyr would not let him perish. The arrogant paladin fought his way down to the Obstacle Course, only to be disintegrated unceremoniously by Netherskull. Fidelio's convictions are so strong, however, that his spirit cannot rest until it defeats Netherskull in battle. The ghost has confronted the death tyrant many times on its own, but these battles are always short-lived, ending with Netherskull destroying the ghost and causing it to re-form elsewhere in the dungeon.

Fidelio's ghost is looking for a potential host who is willing to be possessed by it. A character who allows the possession forgoes the saving throw to resist the effect, and you can allow the player to continue running the character. While possessed, the character gains the following flaw, which supersedes any conflicting personality trait: "I, Fidelio, favored son of Tyr, must strike down Netherskull at all costs, as justice demands." The character also reeks of cheap cologne while possessed.

His arrogance aside, Fidelio won't possess a humanoid without its consent. If it can't find a willing host, it offers to join the party on two conditions: the characters must seek out Netherskull with haste, combat it, and allow Fidelio to deal the death blow to it. The ghost knows the location of the death tyrant's lair (area 39c) but doesn't know how to open the doors that lead to it, or about the secret way in (area 39b).

If Netherskull is reduced to 0 hit points by a creature other than Fidelio's ghost or its host, the paladin of Tyr can't accept that someone other than he dealt the killing blow. The ghost wallows in despair, doomed to haunt the Obstacle Course until another follower of Tyr convinces it to move on with a successful DC 20 Charisma (Persuasion) check. A non-follower can attempt the check, but only by posing as a Tyr worshiper and fooling the ghost with a successful DC 10 Charisma (Deception) check.

If it succeeds in reducing Netherskull to 0 hit points, either as a ghost or when in possession of a host, Fidelio's ghost is laid to rest. "Victory at last!" says the ghost as it fades away. Afterward, Tyr bestows a *blessing of protection* (see "Supernatural Gifts" in chapter 7 of the *Dungeon Master's Guide*) on any character who served as Fidelio's host.

For laying Fidelio's spirit to rest, the characters should receive XP as if they had defeated the ghost in combat.

## 8. TELEPORT TRAP

This unadorned hallway contains a teleport trap (see "Teleport Traps," page 194). A creature teleported by this trap arrives at a location determined by rolling a d20 and consulting the following table:

**d20 Teleport Destination**

1–12	The teleport trap in area 11
13–16	The teleport trap in area 26
17–20	The teleport trap in area 31

## 9. HIDDEN RUNE

This 20-foot-high chamber shows signs of past extravagance. It has the following features:

**Chasm.** The floor to the north gives way to a chasm and a hot, bubbling pool of lava 30 feet below. Intense heat from the lava fills this room.

**Bridge.** A 10-foot-wide spectral bridge—nothing more than a flat plane of wispy, magical force—extends across the chasm from this room to another ledge 120 feet away. (For more information on the bridge, see area 16. The far ledge is described in area 17.)

**Double Door.** At the south end of the room, two pillars carved with scores of eyes flank a stone double door engraved with a giant letter H.

If their handles are tugged, the double doors fly open, revealing a stone wall with a giant elder rune carved into it (see "Elder Runes," page 12). Draw a card from the Elder Runes Deck (see appendix B) to determine which rune waits beyond the doors. This rune targets all creatures in the room with the same effect (bane or boon, determined randomly). If Halaster's personal rune is indicated, an additional effect occurs: the pillars flanking the doorway shoot multicolored rays from their eyes, and each creature in the room becomes the target of a *prismatic spray* spell (save DC 22). Once this effect is resolved, the elder rune on the wall disappears, and the doors slam shut unless they are held open or otherwise prevented from closing.

When the doors close, the trap resets so that the next time the doors open, another randomly determined elder rune appears on the wall behind them.

## 10. ROLLER-DRAGON

This oval chamber has a 10-foot-high ceiling. Standing against the east wall is a stone statue of a young gold dragon on stone rollers. The dragon's mouth is agape, teeth bared, and its wings are folded in tight.

**DRAGON STATUE**

The statue, which weighs 5 tons, can move forward or backward on its stone rollers. It moves on its own when the teleport trap triggers (see "Teleport Trap" below) but otherwise remains still. While the statue is still, its rollers are locked to prevent the statue from being moved.

The rolling statue is designed to fit snugly in the dungeon's 10-foot-wide passageways. It is a Large object with AC 17, 120 hit points, and immunity to all damage except force damage.

**TELEPORT TRAP**

A teleport trap fills the 10-foot-square space in front of the west exit. A creature teleported by this trap arrives at a location determined by rolling a d20 and consulting the following table:

**d20 Teleport Destination**

1–12	The teleport trap in area 13a
13–18	The teleport trap in area 22b
19–20	The teleport trap in area 40c

**Additional Effect: Rolling Dragon.** When a creature is teleported to this location from another teleport trap, a disembodied voice shouts, “Teleported!” at the same moment the 10-foot-wide dragon statue rolls forward 60 feet, passing through the teleport trap’s space and slamming into the wall of the corridor that leads west. Any creature in the path of the rolling statue, including the one teleported by the trap, must succeed on a DC 15 Dexterity saving throw to get out of its way. On a failed save, the creature is struck by the rolling statue, falls prone, and takes 55 (10d10) bludgeoning damage.

The statue returns to its original position against the east wall after 1 minute, ready to roll again the next time a creature teleports into the room.

## 11. DEAD END

**Teleport Trap.** A teleport trap (see “Teleport Traps,” page 194) is situated near the bend in the corridor.

**Corpse.** A dead drow lies on the floor at the end of the tunnel, around the corner from the teleport trap.

The rotting corpse of a drow mage lies slumped against a wall at the end of the tunnel, his face frozen in a scream, his black robe torn and dusty. The drow, Elvilac Zmirth, was killed by Netherskull’s remote Death Ray (one of the death tyrant’s regional effects) after finishing a long rest in this dead-end tunnel. His sister, Lorlynn, can be found in area 14b.

### TREASURE

Characters who search Elvilac’s remains find a zurkh-wood wand (used as an arcane focus), a spellbook with black leather covers, and a spider silk pouch containing three soft purple mushrooms that give off an aura when subjected to a *detect magic* spell or similar magic. Elvilac’s spellbook contains all the spells he had prepared (see the **drow mage** stat block), plus *dispel magic*, *stone skin*, and *telekinesis*. Each of the purple mushrooms can be eaten as an action and has the magical properties of a *potion of greater healing*.

### TELEPORT TRAP

A teleport trap fills the 10-foot-square space marked on map 15. A creature teleported by this trap arrives at a location determined by rolling a d20 and consulting the following table:

d20	Teleport Destination
1–12	The teleport trap in area 6
13–16	The teleport trap in area 24a
17–20	The teleport trap in area 28

## 12. WHEEL ROOM

Hidden behind a secret door is a dusty, 10-foot-high room that contains the following features:

**Lever.** In the middle of the room, a 6-foot-diameter rusty iron wheel protrudes from the floor.

**Unseen Servant.** Standing silently in the northwest corner is a **living unseen servant** (see appendix A).

The rusty iron wheel can be rotated a half turn in either direction, squealing loudly until it clicks to a stop. Turning the wheel causes mechanisms under the floor

to clank and whir, locking the lids of all the covered pits on this level and deactivating all the teleport traps on this level. Resetting the wheel to its original position reactivates these traps.

The living unseen servant doesn’t announce its presence to anyone. If the characters turn the wheel but fail to destroy the unseen servant, it waits until they leave the room before using the wheel to reactivate the traps on this level.

## 13. HIDDEN TRAPS

Two traps are hidden in these unadorned halls.

### 13A. TELEPORT TRAP

A teleport trap (see “Teleport Traps,” page 194) fills the 10-foot-square space marked on the map. A creature teleported by this trap arrives at a location determined by rolling a d20 and consulting the following table:

d20	Teleport Destination
1–10	The teleport trap in area 19
11–18	The teleport trap in area 22a
19–20	The teleport trap in area 40c

**Additional Effect: Summoned Devil.** After a creature triggers the trap and is teleported away, an **ice devil** appears in the trap’s space and attacks any other creatures it sees at the same moment a booming voice shouts, “Teleported!” The devil doesn’t trigger any of the teleport traps on this level. It disappears when reduced to 0 hit points or after 1 minute. Each time the trap is triggered, a new ice devil appears.

### 13B. COVERED PIT

This hidden pit (see “Covered Pits,” page 194) is 40 feet deep, and a creature that falls the distance takes 14 (4d6) bludgeoning damage. In addition, Halaster has cast a *glyph of warding* spell at the bottom of the pit, set to trigger a *cloudkill* spell (save DC 22) when a creature lands on the floor of the pit. The poisonous fog created by the spell fills the pit and lasts for 10 minutes. The spell is cast using an 8th-level spell slot. It deals 36 (8d8) poison damage on a failed saving throw, or half as much damage on a successful one.

## 14. SEPULCHERS

This corner of the dungeon holds a pair of dusty crypts.

### 14A. SOUTHERN CRYPT

The door to this room is engraved with a large rune, while the door frame is carved with leering dwarven skulls. A character who understands Dwarvish recognizes the rune on the door as a dwarven symbol of death (identical to the one in area 27).

Behind the door is a dusty, 10-foot-high crypt that contains the following features:

**Sarcophagi.** Three open stone sarcophagi rest in the middle of the crypt, their lids lying in pieces on the floor.

**Skeletons.** Piled against the back wall are scores of moldering dwarf skeletons (inanimate and harmless).

A pair of drow mages and siblings named Elvilac and Lorlynn searched and plundered the sarcophagi. Each sarcophagus rests atop a 1-foot-tall stone bier and is 7 feet long, 3 feet wide, and 3 feet tall. The contents of the sarcophagi are as follows:

- The northern sarcophagus contains the moldy bones of a dwarf with corroded bits of armor clinging to it. Its skull is hidden inside a rusty bucket helm.
- The middle sarcophagus is empty, but a body-shaped impression in the dust suggests that someone rested here recently. (Elvilac, the dead drow in area 11, rested here while he meditated.)
- The southern sarcophagus contains the bones and tattered robe of a long-dead mind flayer.

#### 14B. NORTHERN CRYPT

The door to this room is identical to the one guarding area 14a, except for a triangular hole at the bottom. Behind the door is a dusty, 10-foot-high crypt containing the following features:

**Skeletons and Sarcophagi.** Twelve dwarf skeletons mill aimlessly around three unmarked stone sarcophagi in the middle of this crypt.

**Lorlynn.** The southern sarcophagus is missing its lid. A female **drow mage** named Lorlynn Zmirth rests inside. She sits up when intruders enter the crypt.

Lorlynn came to Undermountain with her twin brother Elvilac in hopes of finding useful spellbooks and magic. Netherskull has chosen to leave her alone for the time being. Her brother wasn't so fortunate (see area 11). Lorlynn doesn't know he's dead and is expecting him to return any moment, but news of his death doesn't upset her. So gloomy a creature was he that if Lorlynn can recover and animate his corpse, it will be as though he never died.

Lorlynn wears a tattered gray spider silk robe and cowl that, coupled with her gaunt features, makes her appear distinctly banshee-like. She abhors the company of other humanoids except her brother. She is in a relaxing trance when the characters first arrive. Normally indifferent toward adventurers, she turns hostile if she finds that the characters have her brother's spellbook and refuse to surrender it to her. If her skeletons are turned or destroyed and she is reduced to half her hit points or fewer, Lorlynn offers information in exchange for her life. She knows one random Undermountain secret, determined by drawing a card from the Secrets Deck (see appendix C). She also knows how to deactivate the pit traps and teleport traps on this level using the wheel in area 12, but knows nothing of the living unseen servant that Halaster recently put there.

Each sarcophagus sits atop a 1-foot-tall stone bier and is 7 feet long, 3 feet wide, and 3 feet tall. A character with a Strength score of 15 or higher can push off the lid of a sarcophagus easily. The contents of each sarcophagus are described below:

- The northern sarcophagus has a gaping crack in one of its sides, and four harmless rats have used this crack to creep inside and make a nest among the moldering bones of a sahuagin (placed here by Halaster to confound grave robbers). Lifting the lid or

tapping on the sarcophagus causes 1d4 rats to emerge in a panic. The detritus in the nest includes two random trinkets, determined by rolling on the Trinkets table in chapter 5 of the *Player's Handbook*.

- The middle sarcophagus is full of cobwebs, hidden under which is a right-handed iron gauntlet with six fingers. Characters can use the gauntlet to activate the gate in area 24c.
- The southern sarcophagus (Lorlynn's bed) has a secret compartment in the bottom that can be found with a successful DC 20 Wisdom (Perception) check. Its contents are described in "Treasure" below.

**Treasure.** Lorlynn wears a black gold ring set with bloodstones (250 gp) on the index finger of her right hand and carries a bone wand (her arcane focus), a pouch containing two bone dice (1 gp each), and a blood-stained sackcloth doll with two jet eyes (100 gp per eye).

The secret compartment in Lorlynn's sarcophagus holds her spellbook, which has covers made of stitched elf flesh. It contains all the spells she has prepared plus *animate dead*, *arcane eye*, and *wall of stone*.

### 15. RUINED ARMORY

**Chasm.** The air is hot and dry. A crumbling ledge overlooks a great chasm brightly lit by a bubbling pool of lava 30 feet below. Visible from this location is a spectral bridge that spans the chasm (see area 16).

**Debris.** What's left of the floor is strewn with broken, corroded fragments of dwarf-sized chain mail and plate armor.

**Arch.** Embedded in the middle of the south wall is a stone arch made up of one hundred stone jigsaw pieces. This arch is one of Halaster's magic gates (see "Gates," page 12).

#### ARCH GATE TO LEVEL 20

Each of the arch's one hundred jigsaw pieces weighs 10 pounds. The rules of this gate are as follows:

- Only one piece of the arch can be removed at any given time. A *detect magic* spell reveals that one of the pieces (determined randomly) is magical. When that piece is removed from the arch, it disappears, and the gate opens for 1 minute. When the gate closes, the piece removed from the arch magically reappears in its proper place, and a different piece becomes magical and must be removed to reopen the gate.
- If a wrong piece is removed from the arch, an **adult white dragon** magically appears in an unoccupied space within 60 feet of the arch and attacks any creature it can see. The dragon disappears when it is slain or after 1 minute. When the dragon disappears, the piece that was removed from the arch magically reappears in its previous place.
- Characters must be at least 16th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 9b on level 20, in the closest unoccupied space next to the identical gate located there.

## 16. SPECTRAL BRIDGE

A 120-foot-long, 10-foot-wide bridge of wispy magical energy spans the lava-filled chasm, connecting areas 9 and 17. This bridge provides a relatively safe means of crossing the chasm, particularly given that the chasm suppresses *fly* spells and similar magic (see area 40).

The bridge, suspended 30 feet above the surface of the lava, is flat, translucent, and without railings. Normally, it is solid and safe to walk on—but any section of the bridge within 10 feet of a magic item becomes insubstantial. A creature or object passes through an insubstantial section of the bridge like it's not there. A successful *dispel magic* spell cast on the bridge (DC 18) causes the entire span to disappear for 1 hour.

In order to retain their magic items as they cross the bridge, the characters must devise a way to distance the items from the bridge as they cross it, such as by tying the items to ropes and dangling them more than 10 feet from the span.

### FIREBALL TRAP

Whenever a creature on the bridge crosses the midpoint of the span, there is a 25 percent chance that the lava pool below spouts a fireball that explodes at a point centered on that creature. The effect is that of a *fireball* spell (save DC 19) cast using a 7th-level spell slot. It deals 42 (12d6) fire damage on a failed saving throw, or half as much damage on a successful one.

## 17. RUINED CHAMBER

What's left of this room is perched above the lava at the north end of the spectral bridge (area 16). Most of the chamber was destroyed when the chasm was created, but the following features remain:

**Frescoes.** Damaged frescoes cling to the few walls that weren't destroyed by the chasm's formation. These frescoes depict obscene orgies between drow and demons.

**Door Carving.** Covering the north door (to area 18) is a silver-inlaid carving of a spider's web.

## 18. RUINED SHRINE

This room stands empty except for fist-sized bas-reliefs of spiders at various heights along the walls. The furnishings of the shrine were either destroyed by the formation of the chasm or disintegrated by the death tyrant. What remains is an empty chamber with a crumbling ledge that overlooks a lava pool 30 feet below.

Characters who make no effort to conceal themselves as they approach the ledge are spotted by the creatures frolicking in area 40d: six **lava children** (see appendix A) and seven **magma mephits**. See area 40d for details.

### TREASURE

A character who searches the north wall and succeeds on a DC 15 Intelligence (Investigation) check discovers that one of the spider carvings on that wall can be detached. The carving is 6 feet off the floor, weighs 10 pounds, and acts as a plug sealing a stone tube. Removing the plug causes 250 pp to cascade out of the tube onto the floor.

## 19. GRABBY PILLARS

**Ropers.** Three **ropers** are disguised as 10-foot-tall pillars of rough-hewn stone that extend from floor to ceiling. Lying on the floor between the pillars is a key of bone. Set into each pillar at a height of 7 feet is a lidded eye fixed on the key. (These are the ropers' actual eyes, which appear still and lifeless.)

**Frescoes.** The walls are covered with faded frescoes that depict Underdark caverns and fungi forests.

**Teleport Trap.** A teleport trap (see "Teleport Traps," page 194) fills the space marked on the map.

The 6-inch-long key is carved from a dragon's finger bone, and its yellow head is shaped like an H. This key unlocks the doors to area 39c. A similar key can be found in area 30b.

The ropers remain still and hold their pillar-like shapes until the key is disturbed or until one or more of the ropers is attacked or poked in the eye, whereupon all three sprout tendrils and attack all other creatures in the room. The ropers ignore intruders otherwise, since Halaster keeps them well fed.

### TELEPORT TRAP

A creature teleported by this room's teleport trap arrives at a location determined by rolling a d20 and consulting the following table:

d20	Teleport Destination
1–8	The teleport trap in area 5b
9–14	The teleport trap in area 13a
15–20	The teleport trap in area 26

## 20. SEPARATED HALL

This empty hallway has been broken away from the rest of the level by the lava-filled chasm (described in area 40). Creatures in the hall can hear the lava children playing in area 40b to the north.

## 21. DESTROYED ROOM

A crumbling ledge overlooks a great chasm brightly lit by a bubbling pool of lava 30 feet below. Characters who peer over the ledge can see several creatures frolicking in the lava.

Characters who make no effort to conceal themselves as they cross the room are detected and attacked by the creatures frolicking in the pool: six **lava children** (see appendix A) and seven **magma mephits**. See area 40d for details.

## 22. TELEPORT TRAPS

These tunnels contain two teleport traps (see "Teleport Traps," page 194).

### 22A. WEST TELEPORT TRAP

A creature teleported by this trap arrives at a location determined by rolling a d20 and consulting the following table:

d20	Teleport Destination
1–10	The teleport trap in area 26
11–20	The teleport trap in area 28

**Additional Effect: Vergadain Lives!** When a creature is teleported by this trap, a disembodied voice shouts, “Teleported!” at the same moment the **stone golem** in area 23 animates. This golem begins stalking through nearby tunnels, attacking all other creatures it sees. If it finds nothing to attack after prowling these tunnels for 10 minutes, it returns to its alcove and goes dormant.

### 22B. EAST TELEPORT TRAP

A creature teleported by this trap arrives at a location determined by rolling a d20 and consulting the following table:

d20	Teleport Destination
1–10	The teleport trap in area 6
11–20	The teleport trap in area 8

### 23. STATUE OF VERGADAIN

A 9-foot-tall **stone golem** carved in the likeness of Vergadain, the dwarven god of luck and wealth, stands in this alcove with shoulders squared and a smug look carved into its face. Dwarves immediately recognize Vergadain's likeness, while other characters can determine its identity with a successful DC 15 Intelligence (Religion) check. Its eyes are glittering black sapphires that can't be pried loose until the golem is destroyed (see “Treasure” below).

The golem remains motionless until it is attacked or activated by the trap in area 22a. It has the following additional trait:

**Magic Theft.** As a bonus action, the golem targets one creature it can see within 30 feet of it. The target must succeed on a DC 17 Charisma saving throw, or all magic items in its possession are teleported to the bottom of the pit in area 31.

**Treasure.** The two black sapphires embedded in the golem's eyes are worth 5,000 gp each.

### 24. GITHZERAI RETREAT

Four githzerai have taken refuge in this corner of the Obstacle Course (see “Githzerai Zerths,” page 193). Using psionics, they hide themselves from the scrying eyes of Halaster. They also avoid Netherskull.

The githzerai leader, Yrlakka, is a father figure to the others and serves as their mentor. They attack mind flayers and their thralls on sight, but all other creatures are treated with cautious respect until they prove themselves undeserving of such consideration.

All rooms and corridors in this part of the dungeon have flat, 10-foot-high ceilings.

#### 24A. HALL OF SMITHS

**Decor.** Painted stone tiles of dwarf smiths at work once covered the walls, but most have cracked and fallen to the floor, where they lie in small heaps of swept-up rubble.

**Scuff Marks.** Scuff marks on the floor show evidence of stone furnishings long since removed.

Characters who hold bright light sources in this room or make a lot of noise alert the githzerai in area 24c, who remain where they are but can't be surprised.

**Teleport Trap.** This trap fills a 10-foot-square section of the passage leading to area 24d. A creature teleported by this trap arrives at a location determined by rolling a d20 and consulting the following table:

d20	Teleport Destination
1–8	The teleport trap in area 6
9–16	The teleport trap in area 8
17–20	The teleport trap in area 26

Since they can't avoid the trap, the githzerai steer clear of area 24d and the hallway that leads to it unless they need to use the trap to escape a greater danger.

#### 24B. RESTING CHAMBER

The githzerai use this chamber to sleep and meditate. Five bedrolls are laid out on the dusty floor, one for each githzerai (including the missing zerth).

#### 24C. ZERTHS

The door to this room is ajar. Characters who approach stealthily might overhear the githzerai speaking quietly inside. The room's features are as follows:

**Githzerai.** Four **githzerai zerths** are having a hushed conversation in the middle of the room, speaking Gith. They stop talking and ready themselves for combat if they detect intruders.

**Arch.** A stone arch is embedded in the middle of the south wall. Carved into the arch's keystone is an image of a six-fingered gauntlet.

The zerths include Yrlakka, the group's leader, and three of his pupils: two female githzerai named Azal and Vond, and a male named Rishindar. Yrlakka's primary concern is the safe return of his missing pupil, Ezria, who he believes was captured while scouting the githyanki forces on level 16. If the characters agree to find Ezria, Yrlakka and his remaining pupils tag along unless the characters would rather complete the quest by themselves. If Ezria is rescued and reunited with his companions, Yrlakka rewards the characters with the wand in his possession (see “Treasure” below).

If the characters aren't interested in aiding the githzerai but request help getting through the Obstacle Course, Yrlakka tells them that the level is rigged with many traps and guarded by a death tyrant.

**Arch Gate to Level 17.** The arch is one of Halaster's magical gates (see “Gates,” page 12). This gate's rules are as follows:

- The gate opens for 1 minute if a creature touches the arch with a six-fingered gauntlet (one can be found in area 14b).
- Characters must be 14th level or higher to pass through this gate (see “Jhesyra Kestellharp,” page 10). The first creature to pass through the gate triggers an elder rune (see “Elder Runes,” page 12).
- A creature that passes through the gate appears in area 7a on level 17, in the closest unoccupied space next to the identical gate located there.

The githzerai have correctly deduced that a six-fingered gauntlet is required to activate the gate but don't know where to find such an item. (The characters can lo-

cate one in area 14b. A character proficient with smith's tools can also fashion one out of scrap metal in a tenday using an intact forge.)

**Treasure.** Yrlakka carries a *potion of resistance* (fire) in a tiny crystal vial fastened to a cord around his right ankle, and he has a *wand of magic detection* hanging from his belt.

#### 24D. FOUNTAIN

In the west half of the room, a semicircular fountain emerges from the north wall. Fresh water springs from the mouth of a stone trout held in the arms of a merman bas-relief carved above the fountain's basin, which is filled almost to the brim.

The water pouring into the fountain is drinkable. It drains out slowly through holes along the inside lip of the basin.

### 25. ABANDONED SMITHY

Characters who listen at the doors to these rooms can easily hear the clanging of hammers striking metal, even though the forge was destroyed and abandoned long ago. The sounds are illusory effects created by the Mad Mage (see "Halaster's Lair," page 311) that end when any door to the smithy is opened.

#### 25A. EMPTY STORAGE ROOM

Raw metal was stored here until it could be cast into weapons and armor. Now, the room has been mostly cleared out, and the door that leads to area 25b has been smashed to rubble.

What looks like a large iron book lies facedown on the floor in the northeast corner. Closer inspection reveals that the object is a cast-iron mold for smelting metal ingots. The hinged covers form the top and bottom halves of an ingot mold last used by duergar long ago. One side of the mold bears the image of a dwarf's head in profile, the other an image of a mind flayer's skull.

#### 25B. DESTROYED FORGE

This room contains a rusty iron anvil and the shattered remains of a stone forge, cold and dark for centuries. Bare iron hooks line the walls, the floor is strewn with rubble, and the door to area 25a has been smashed.

If you haven't done so in a while, remind the players that their characters can't shake the feeling that they're being observed (one of Netherskull's regional effects).

### 26. STATUE OF MORADIN

This 20-foot-high, domed chamber is dominated by a 12-foot-tall stone statue of Moradin, the great dwarven god of the forge. It stands in the middle of the room facing the only exit. The statue is veined with bright mithral, and with one hand it raises a stone hammer carved with faintly glowing runes. A steel plaque at the base of the statue reads in Dwarvish, "All that is made can be unmade."

The statue can't be budged or damaged. A *detect magic* spell reveals powerful auras of abjuration and transmutation magic surrounding both it and the hammer, which cannot be separated from one another.

### TELEPORT TRAP

This trap fills the 10-foot square directly in front of the statue. A creature teleported by this trap arrives at a location determined by rolling a d20 and consulting the following table:

d20	Teleport Destination
1–6	The teleport trap in area 1
7–14	The teleport trap in area 10
15–20	The teleport trap in area 35

**Additional Effect: Moradin Smash!** When a creature is teleported to this location from another teleport trap, a disembodied voice shouts, "Teleported!" at the same moment the statue of Moradin animates and takes a swing at the creature with its hammer. The target must succeed on a DC 17 Dexterity saving throw or take 40 (6d10 + 7) force damage. Any creature reduced to 0 hit points by this damage is disintegrated, along with all items it is wearing and carrying except for artifacts. After swinging the hammer once, the statue reverts to its inanimate state until the trap is triggered again.

#### 27. MARK OF DEATH

Halaster captured a dwarf vampire named Zorak Lightdrinker and magically bound him here.

**Open Pit.** A 20-foot-long, 40-foot-deep pit spans the width of the corridor. Blood stains the pit's sheer walls, which are too smooth to climb without climbing gear, magic, or a trait such as Spider Climb.

**Sarcophagus.** At the bottom of the pit rests a 6-foot-long, 3-foot-wide alabaster sarcophagus draped in cobwebs. Its lid is carved to resemble a giant bat with folded wings. (The sarcophagus contains a vampire.) Floating above the vessel is a magic rune that glows as bright as a candle flame.

A character who understands Dwarvish recognizes the glowing, magical rune as a dwarven symbol of death (identical to the one inscribed on the door to area 14a). The first time a creature crosses from one side of the pit to the other, the rune disappears and imprints itself as a death mark on a visible portion of the creature's face or body. The mark disappears when its bearer dies or when the vampire is destroyed. Only a *wish* spell or a deity can remove a death mark otherwise.

The sarcophagus at the bottom of the pit is a 2,000-pound chunk of hollowed-out alabaster. Zorak Lightdrinker, a vampire in mist form, is trapped inside. When the death mark is imprinted on a creature, the sarcophagus crumbles to dust and Zorak is released. The sarcophagus is otherwise indestructible.

A *geas* spell cast by Halaster compels Zorak to hunt down and destroy the creature bearing the death mark, singling out that target above all others. Zorak knows the exact location of the marked creature while the two of them are on the same plane of existence. Slaying the bearer of the death mark frees Zorak from Halaster's *geas* spell, whereupon the vampire seeks to return to his true lair in the Underdark.

If a successful *dispel magic* spell is cast on the rune (DC 19) before it imprints on a creature, the rune dis-

appears for 1 minute, allowing creatures to cross the pit in the meantime without the rune imprinting on any of them.

#### DWARF VAMPIRE

Zorak Lightdrinker is a shield dwarf **vampire**, with a challenge rating of 14 (11,500 XP) and these additional changes:

- Zorak has these racial traits: He speaks Common and Dwarvish. He has resistance to poison damage and advantage on saving throws against poison.
- He wears plate armor (AC 18), wields a *dwarven thrower*, and gains the action options described below.

**Multiaattack.** Zorak makes two attacks with his *dwarven thrower*, only one of which can be a ranged attack.

**Dwarven Thrower.** *Melee or Ranged Weapon Attack:* +12 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 11 (1d8 + 7) bludgeoning damage, or 12 (1d10 + 7) bludgeoning damage when used with two hands to make a melee attack. On a ranged attack that hits, the hammer deals an extra 1d8 bludgeoning damage (2d8 if the target is a giant). *Hit or Miss:* If thrown, the weapon flies back to Zorak's hand after the attack.

## 28. STATUE OF THARMEKHÛL

A 12-foot-tall stone statue with *continual flame* spells cast on its eyes stands facing the exit in the middle of this 20-foot-high, domed chamber. The statue represents Tharmekhûl, the dwarven god of fire and molten rock. It holds an obsidian greataxe above its head. A steel plaque at the base of the statue reads in Dwarvish, "Fire is the cure."

The statue can't be budged or damaged. A *detect magic* spell reveals powerful auras of abjuration and transmutation magic surrounding both the statue and the axe, which can't be separated from one another.

#### TELEPORT TRAP

This trap fills the 10-foot square directly in front of the statue. A creature teleported by this trap arrives at a location determined by rolling a d20 and consulting the following table:

d20	Teleport Destination
1–3	The teleport trap in area 5b
4–6	The teleport trap in area 11
7–20	The teleport trap in area 40c

**Additional Effect: Shearing Flame.** When a creature is teleported to this location from another teleport trap, a disembodied voice shouts, "Teleported!" at the same moment the statue of Tharmekhûl animates and takes a swing at the creature. Flames spread across its obsidian axe as it slashes. The axe is considered a magic weapon in the statue's grasp. The target must succeed on a DC 15 Dexterity saving throw or take 16 (2d12 + 5) slashing damage plus 11 (2d10) fire damage. After swinging the axe once, the statue reverts to its inanimate state until the trap is triggered again.

## 29. TRAPPED HALLS

A unusual pit and an unusual painting await adventurers in these tunnels.

#### 29A. PIT OF BROWN MOLD

This hidden pit (see "Covered Pits," page 194) is 50 feet deep, but the floor of the pit is lined with a 10-foot-square patch of brown mold. A creature that falls the distance takes 17 (5d6) bludgeoning damage plus damage from the brown mold (see "Dungeon Hazards" in chapter 5 of the *Dungeon Master's Guide*).

#### 29B. UNDERBREW IN CHAINS

Affixed to the back wall of the western alcove is a stone-framed painting of a scarred male dwarf wearing black plate armor. He is bound by heavy iron chains and shackles anchored to the floor of a dreary dungeon cell. The painting is 3½ feet wide by 7 feet tall.

Thanks to a permanent *Nystul's magic aura* spell cast on the painting, a *detect magic* spell does not reveal that the painting is magical. It is a magical prison that can hold one humanoid creature at a time. The first humanoid creature that approaches within 5 feet of the painting must succeed on a DC 22 Charisma saving throw or be magically pulled into it, switching places with the dwarf currently trapped inside (see below). A humanoid drawn into the painting finds itself chained in an extra-dimensional cell 10 feet on a side. While trapped in the cell, the creature is paralyzed. The painting has AC 11, 4 hit points, and immunity to poison and psychic damage. Destroying it frees the trapped creature, which appears in the closest unoccupied space adjacent to the painting.

**Thwad Underbrew.** The dwarf in the painting is a beard-stroking villain named Thwad Underbrew, a former champion of Gorm Gulthyn (the dwarven god of vigilance) who long ago set out to rid Undermountain of the evil that is Halaster Blackcloak. Halaster defeated Underbrew but offered to spare the dwarf's life if he vowed to serve the Mad Mage as an enforcer, ridding the dungeon of other invaders. Unwilling to face his own mortal end, Underbrew made this vow and convinced himself over time that the executions he performed were acts of mercy, because those he killed would never be forced to turn against their beliefs as he had. In time, these acts stopped weighing on Underbrew's conscience. In fact, the dwarf began to enjoy his grisly work.

Thwad Underbrew is a shield dwarf **champion** (see appendix A), with these changes:

- Underbrew is neutral evil.
- Instead of a greatsword, he wields a maul (which deals bludgeoning damage instead of slashing damage).
- He has these racial traits: He speaks Common and Dwarvish. He has darkvision out to a range of 60 feet, resistance to poison damage, and advantage on saving throws against poison.

## 30. HALASTER'S HANDIWORK

The challenges that await adventurers in these areas can be directly attributed to the Mad Mage.

### 30A. NETHERSKULL'S BIOGRAPHER

**Arch.** A stone arch decorated with gold-inlaid images of soaring dragons is embedded in the middle of the north wall, atop a 3-foot-high red marble dais. Carved into the wall above the arch are the following words in Draconic: "Only a dragon can unlock this gate."

**Gong.** A 3-foot-diameter bronze gong hangs from a sturdy wooden frame anchored to the floor near the west wall. The gong is embossed with carvings of ears of corn. A padded wooden mallet dangles from a hook on one of the support posts.

**Monsters.** Sitting on the steps of the dais, scribbling madly in a journal with a quill pen, is a wretchedly pale man in a dusty black robe. He is watched over by two invisible **nycaloths**.

To flatter Netherskull, Halaster assigned a would-be apprentice to chronicle the death tyrant's history in a series of journals. This biographer is a skittish, ill-bred, and unkempt male human in his thirties named Kavil Mereshanter. Kavil is a **mage**, with these changes:

- Kavil is neutral evil.
- He speaks Dwarvish, Common, Giant, and Undercommon.

Kavil was denied admittance to Dweomercore (level 9), and Halaster robbed him of his spellbook. The Mad Mage has promised to return the book once Kavil completes his work. (In fact, Halaster has misplaced the spellbook, though Kavil is unaware of this.)

As Netherskull's appointed biographer, Kavil is expected to earn the death tyrant's trust, but Netherskull trusts no wizard, and has been reluctant to grant interviews. Kavil has instead filled one journal after another with his own narrative concoctions and self-pitying asides. The biography is a mostly fictionalized, somewhat sensationalized version of Netherskull's life, death, and undeath. Kavil knows that anyone who reads this drivel won't be fooled, but he's hoping the deluge of words will impress Halaster while simultaneously discouraging close examination of the work.

Kavil won't start a fight, but he sides with the nycaloths if a battle erupts, which is likely since the fiends have orders to slay intruders. If reduced to 33 hit points or fewer, Kavil switches sides and offers information in exchange for his life. He knows one random Undermountain secret, determined by drawing a card from the Secrets Deck (see appendix C), as well as a secret way into Netherskull's lair (see area 39b). Kavil isn't aware of the secret door that leads to area 30b.

Characters who spend at least 10 minutes poring over Kavil's journal can piece together bits of Netherskull's history and, with a successful DC 10 Wisdom (Insight) check, separate out Kavil's gibberish to learn the following truths:

- The beholder's true name is unknown. It changed its name to Netherskull after becoming a death tyrant.
- Netherskull has slain countless interlopers, none more deserving of death than a pompous human paladin named Fidelio, who wept bitter tears before his disintegration.

- Netherskull's primary goals are to destroy Halaster and take over Undermountain.

**Arch Gate to Level 18.** The arch in the north wall is one of Halaster's magic gates (see "Gates," page 12). The arch's gold inlay can't be removed. The rules of this gate are as follows:

- The gate opens for 1 minute when a real or illusory dragon touches the arch. An artistic rendering of a dragon, such as a dragon-shaped figurine or a drawing of a dragon, also opens the gate.
- Characters must be at least 15th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 16 on level 18, in the closest unoccupied space next to the identical gate located there.

**Gong.** A *detect magic* spell reveals an aura of conjuration magic around the gong. If the gong is struck with the mallet, three items appear on the floor before it: a small clay bowl filled with bland, edible food (hunks of bread and cheese, strips of meat, and dried nuts); an empty tin cup; and a glass carafe containing 1 gallon of water. The items disappear after 1 hour. Removing any of these items from the room also causes them to vanish. Once it is used to summon food and water, the gong can't do so again until the next dawn. If the gong is taken from this room, it loses its magical property.

### 30B. PLAY-BY-PLAY GENERATOR

This dusty room has a 10-foot-high ceiling. A 3-foot cube composed of equal parts adamantine and flesh sits atop a 3-foot-tall hexagonal plinth of carved stone. The surface of the cube facing the secret door bears Halaster's fleshy, grimacing visage.

Disturbing the cube causes it to sprout spindly arms, legs, and wings. It then fights until destroyed. It has the statistics of a **quadrone**, with these changes:

- The cube is chaotic evil.
- It speaks Common and is the source of Halaster's play-by-play (see "Halaster's Play-by-Play," page 194).
- Whenever it would normally make a shortbow attack, it instead hurls a magic dart at a target it can see up to 60 feet away from it. Each dart hits its target automatically (no attack roll required) for 5 (2d4) force damage.

As the cube attacks, it continues its play-by-play routine, commentating its battle with the adventurers. Destroying the cube ends the play-by-play throughout the Obstacle Course.

**Hidden Key.** A secret compartment is hidden atop the hexagonal plinth. Finding it requires a successful DC 15 Wisdom (Perception) check. It contains a 6-inch-long key carved from a dragon's finger bone, shaped like an H. This key, which is identical to the one in area 19, unlocks the doors to area 39c.

### 31. HALL OF EMBERS

**Brazier.** A 5-foot-tall, 7-foot-diameter stone brazier dominates the northwest part of the room. Eight embers gather and swirl above the empty brazier like fireflies.

**Statue.** A 3-foot-tall, 5-foot-long statue of a giant toad sits beside a 10-foot-square, 50-foot-deep open pit in the southeastern part of the room.

**Alcove.** An empty alcove to the north contains a teleport trap (see “Teleport Traps,” page 194).

#### BRAZIER

The eight embers swirling above the brazier radiate auras of conjuration and transmutation magic under the scrutiny of a *detect magic* spell or similar magic.

The embers easily slip through the grasp of *mage hand* spells and other magical effects, but a creature within reach of the brazier can use an action to try to catch an ember, doing so with a successful DC 20 Dexterity check. Catching an ember causes it to vanish and triggers a random magical effect, determined by rolling a d6 and consulting the Magic Embers table. Any creature that gains a benefit also gains awareness of that benefit. Embers that are caught do not reappear.

#### MAGIC EMBERS

##### d6 Magical Effect

- |   |   |
|---|---|
| 1 | The creature that caught the ember gains immunity to fire damage for the next 24 hours.   |
| 2 | The ember becomes a single bead from a <i>necklace of fireballs</i> .   |
| 3 | The creature that caught the ember gains the ability to speak and understand Ignan for the next 24 hours (useful for communicating with the mephits and lava children on this level). |
| 4 | The ember becomes an <i>elemental gem</i> (fire).   |
| 5 | The ember becomes a diamond worth 5,000 gp.   |
| 6 | The ember becomes a tiny iron key that unlocks the jaws of the giant toad statue.   |

#### GIANT TOAD STATUE

The giant toad statue merges seamlessly with the floor and can't be moved. A character who inspects the statue and succeeds on a DC 15 Wisdom (Perception) check notices two things: the statue's jaws are hinged but locked shut, and a tiny keyhole is positioned just above its bulbous eyes. Inserting the proper key into the keyhole causes the statue's hinged mouth to open, as does a *knock* spell or similar magic. The mouth can also be opened by a character using thieves' tools who succeeds on a DC 20 Dexterity check.

Opening the statue's mouth causes a 50-foot rope ladder to tumble out, extending all the way to the bottom of the pit. The ladder is securely attached to a stone bar lodged in the toad's throat, and characters can use it to safely climb in and out of the pit.

#### OPEN PIT

This 50-foot-deep pit has walls too smooth to climb without climbing gear or a special climbing trait such as Spider Climb. An antimagic field like that created by an *antimagic field* spell fills the uppermost 40 feet of the pit, leaving a 10-foot cube at the bottom unaffected.

**Treasure.** Any magic items teleported away by the statue of Vergadain in area 23 or by the teleport trap in this room lie unharmed at the bottom of the pit.

#### TELEPORT TRAP

This trap fills the alcove. A creature teleported by this trap arrives at a location determined by rolling a d20 and consulting the following table:

d20	Teleport Destination
1–12	The teleport trap in area 26
13–20	The teleport trap in area 36a

**Additional Effect: Magic Item Theft.** When a creature is teleported to this location from another teleport trap, any magic items in its possession are teleported to the bottom of the pit in this room.

#### 32. EMPTY JUNCTION

Scrawled in chalk on the west wall is the word “LOOT” in Dwarvish, with an arrow pointing toward the southwest tunnel.

#### 33. SHOTS IN THE DARK

This room is empty except for a pair of loaded wooden ballistae aimed squarely at the doors. When either door is opened, magic causes the ballista across from the door to discharge its wooden bolt, targeting the first creature in its path. Each ballista has a +6 bonus to hit and deals 16 (3d10) piercing damage on a hit.

The ballistae are securely bolted to the floor, and each comes equipped with one bolt.

#### 34. CHASM'S EDGE

This hall terminates abruptly at the edge of the lava-lit chasm. If the characters make a lot of noise here, they attract the attention of Netherskull in area 39c, who flies into the chasm and attacks them.

#### 35. SCYTHE-SEEING

**Chasm.** The southern end of this chamber has collapsed into a lava-filled chasm (see area 40). Sweltering heat from the lava fills the room.

**Doors.** The northern half of the room is empty except for two doors. The door in the north wall is round and made of adamantine (see area 39c).

**Corpse.** Between the northern and southern halves of the room, where the room is narrowest, a female dwarf has fallen prey to a scythe trap, her dead body pinned between the trap's blades and the western wall. Halaster has placed a teleport trap (see “Teleport Traps,” page 194) just south of the scythe trap.

#### SCYTHE TRAP

If the dead dwarf is disturbed, the scythe blades shatter due to the built-up pressure from the gears hidden in the walls. Any creature within 5 feet of the broken trap must succeed on a DC 14 Dexterity saving throw or be struck by flying broken blades for 9 (2d8) slashing damage. A character proficient with thieves' tools can use them to try to safely release the pressure and render the trap harmless, doing so with a successful DC 20 Dexterity check. If this check fails by 5 or more, the trap flies apart as described above.

**Treasure.** The dead dwarf was an adventuring rogue named Xelba Shunlight. She clutches a shortsword and wears torn and bloody studded leather armor, as well as a dungeoneer's pack (with no rations), a mess kit, a miner's pick, and a random trinket (roll on the Trinkets table in chapter 5 of the *Player's Handbook*). Tied to her waist is a hide pouch that contains a figurine of wondrous power (onyx dog).

#### TELEPORT TRAP

A creature teleported by this trap arrives at a location determined by rolling a d20 and consulting the following table:

d20	Teleport Destination
1–8	The teleport trap in area 6
9–14	The teleport trap in area 10
15–20	The teleport trap in area 24a

### 36. LOOTED VAULTS

These dwarven vaults were looted long ago. The heavy iron vault doors have all been warped and pulled away from their frames, and they can no longer be closed.

#### 36A. TELEPORT TRAP

A creature teleported by this trap arrives at a location determined by rolling a d20 and consulting the following table:

d20	Teleport Destination
1–8	The teleport trap in area 1
9–20	The teleport trap in area 8

#### 36B. GOLD-VEINED VAULT

The lead door that once secured this room has been torn open with such force that it's bent and hanging from a single hinge.

This vault was plundered long ago. The 10-foot-high walls are lined with stone bricks veined with gold. A few of the bricks have come loose, revealing thin sheets of lead behind them. These lead sheets are designed to prevent magical senses from piercing the vault.

#### 36C. OBSIDIAN VAULT

The lead door that once secured this room is bent inward at the bottom, creating a 3-foot-high triangular hole through which Medium and smaller creatures can fit.

Like area 36b, this vault was plundered long ago. The 10-foot-high walls are lined with obsidian bricks, behind which are thin sheets of lead designed to keep magical senses from peering inside.

#### 36D. DAMAGED STONE VAULT

**Door.** The lead door that once secured this room has been torn off its hinges and lies on the floor.

**Chasm.** The southwest corner of the chamber has fallen away, revealing a lava-filled chasm (see area 40).

The lava children in area 40b like to climb up to this room and leap off the edge into the lava below. If the characters didn't deal with the lava children already, they might encounter one or more of them here.

### 37. HARMLESS HALASTER STATUE

This cavern has a jagged, 20-foot-high ceiling. The floor is smooth and level except for a sloping tunnel that descends to level 16.

In the middle of the cave stands a life-size statue of Halaster with lidless eyes carved into its flowing robe. The statue is a Medium object with AC 17, 45 hit points, and immunity to poison and psychic damage. A character can topple the statue with a successful DC 15 Strength (Athletics) check.

### 38. ZOMBIE HORDE

**Zombies.** The stench of death fills this 20-foot-high cavern, which contains forty **zombies** in various states of decay. They shamble about aimlessly.

**Sinkhole.** A 70-foot-deep sinkhole has formed near the east wall.

The zombies are the remains of humanoids killed by Netherskull and animated by its Negative Energy Cone. They include several humans and dwarves, as well as a few elves, drow, tieflings, quagoths, duergar, hobgoblins, troglodytes, and githyanki. Until Netherskull summons them, the zombies remain here and attack intruders on sight. You can expedite combat by dividing the zombies into mobs of ten or fewer and using the mob rules in chapter 8 of the *Dungeon Master's Guide*.

### 39. NETHERSKULL'S SANCTUM

Adventurers who explore this area are doomed to face Netherskull the death tyrant if they haven't done so already. Netherskull can't be surprised in its lair.

#### 39A. HANGING BEHOLDER STATUE

Hanging from the 30-foot-high, domed ceiling by three iron chains is a 6-foot-diameter carved stone beholder. Netherskull carved the statue using its carefully



manipulated Disintegration Ray, but the rough sculpture is clearly the work of a talentless amateur. Each chain has AC 19, 25 hit points, and immunity to poison and psychic damage. Breaking all three chains causes the statue to fall and shatter on the floor.

### 39B. SECRET TUNNEL

This dusty passage circumvents the adamantine doors to Netherskull's lair (see area 39c) and is hidden behind two secret doors. The death tyrant uses its Telekinetic Ray to open and close the secret doors when it comes and goes through this tunnel.

### 39C. DEATH TYRANT

All doors leading to this area are 1-foot-thick, 7-foot-diameter adamantine disks molded to look like concentric rings of bones with a leering human skull at the center. The skull's nose cavity contains an adamantine keyhole. When one of Halaster's bone keys (see areas 19 and 30b) is inserted into the lock and turned 90 degrees clockwise, four bolt locks slide back from the surrounding walls, and the door swings inward on adamantine hinges. The door remains open until it is closed, and the key can be removed at any time. Without the proper key, it takes four separate *knock* spells to open one of these doors, each spell causing one bolt to slide back. The doors are otherwise impregnable.

There is no keyhole on the inside of the doors. Instead, each door has an adamantine wheel in the middle of it that must be turned counterclockwise to slide back the bolts. This wheel can also be used as a handle to pull the heavy door open. When Netherskull wants to leave the room through a door, it uses its Telekinetic Ray to turn the wheel and leaves the door open until it returns.

**Netherskull.** Unless it has been defeated elsewhere, the **death tyrant** floats 30 feet above the stone-tiled floor of this 40-foot-high chamber. Netherskull seeks to destroy intruders and animate their corpses, turning them into zombie thralls. It calls forth the zombies in area 38 (assuming they haven't been defeated) and commands them to attack all intruders.

If the characters haven't silenced the level's play-by-play announcer (see "Halaster's Play-by-Play," page 194), it becomes increasingly excited as the battle with the death tyrant unfolds. If they defeat Netherskull, the announcer screams, "How could this happen?! This is unbelievable! This might be the greatest upset in the history of Undermountain!" It then falls silent for the rest of the time the characters spend on this level.

## 40. NETHERSKULL'S CHASM

The death tyrant carved out this immense chasm using its Disintegration Ray, and Halaster added his own touches by flooding it with lava and confounding magical flight within the chasm.

Spells and magic items that allow creatures to fly are suppressed within the chasm. Any character who enters the chasm under the effect of a *fly* spell or similar magic goes hurtling down into the lava. Spells that slow one's fall (such as *feather fall*) function normally.

Creatures who spend 1 hour or longer in the chasm or in any of the areas open to it are susceptible to the effects of extreme heat (as described in chapter 5 of the *Dungeon Master's Guide*). The chasm is brightly lit by the lava, which fills the bottom of the chasm to a depth of 20 feet. A creature that enters the lava for the first time on a turn or starts its turn there takes 55 (10d10) fire damage.

The surface of the lava is 30 feet below the floor level of the Obstacle Course. The walls in between are sloped and have abundant handholds and footholds. Climbing them requires a successful DC 10 Strength (Athletics) check; on a check that fails by 5 or more, the creature slips and falls into the lava.

### 40A. MAGMA MEPHITS

Four **magma mephits** lounge in this small lava pool. If the characters parley with the mephits in a language they understand, the mephits try to lure the characters toward area 39c, hoping they'll either kill Netherskull or die in the attempt. The mephits detest the death tyrant and care only about their own well-being.

### 40B. LAVA CHILDREN'S POOL

Eight **lava children** (see appendix A) swim and play in this lava pool. They also climb up to area 36d and do cannonballs into the lava from the top of the 30-foot-high ledge.

### 40C. TELEPORT TRAP DESTINATION

A creature teleported to this location by another teleport trap appears 30 feet above the lava and immediately plunges into it unless the creature has some way to stop the fall. (Remember that spells and magic items that allow creatures to fly are suppressed within the chasm.)

Unlike other teleport traps in the Obstacle Course, this trap doesn't teleport creatures to other locations.

### 40D. MAGMA MEPHITS' POOL

Six **lava children** (see appendix A) and seven **magma mephits** frolic in this lava pool and watch for intruders in areas 18 and 21. If intruders are detected, the mephits incite the lava children into climbing up the walls to attack the new arrivals, while the mephits use their breath weapons and keep their distance.

## AFTERMATH

Netherskull's regional effects end with the death tyrant's destruction, and Halaster takes his time replacing the creature. Eventually he settles on abducting several beholders, releasing them in the Obstacle Course, and letting them vie for control of the level until only one remains. Halaster plans to help the winner transform itself into a new death tyrant.

Although most of the Obstacle Course's remaining inhabitants have no intention of leaving anytime soon, the githzerai stay only as long as they must to reunite with their missing comrade and ensure the destruction of the mind flayer colony on level 17.



## LEVEL 16: CRYSTAL LABYRINTH

**G**IHYANKI RECENTLY TURNED THE CRYSTAL Labyrinth into an outpost of their interplanar empire. It houses a gate to Stardock, a hollowed-out asteroid in orbit around the planet Toril (one of many that form the asteroid cluster known as the Tears of Selûne). Together, the Crystal Labyrinth and Stardock are designed for four 14th-level characters. Those who defeat the monsters on this level should gain enough XP to advance halfway to 15th level.

Before running this level of Undermountain, you should review the “Gith” entry in the *Monster Manual*, because it contains information that will help you role-play githyanki effectively. Additional information about githyanki society can be found in *Mordenkainen’s Tome of Foes*, although that resource is not required to run the Crystal Labyrinth.

### WHAT DWELLS HERE?

Githyanki tracking a splinter colony of mind flayers to Undermountain seized this level and turned what was once a crystalline maze into a fortress. From here, they launch attacks against the mind flayers on level 17. The githyanki also transformed Stardock into a crèche: a fortress dedicated to raising and training young warriors. Because creatures do not age on the Astral Plane, the githyanki must bring their offspring to the Material Plane to mature. Unfamiliar with the asteroid’s actual name, the githyanki refer to Stardock as Crèche K’liir.

### GITHYANKI

The militaristic githyanki who live in the Crystal Labyrinth and Stardock have three important tasks: protect the crèche, train young githyanki warriors, and destroy the mind flayer colony in Seadeeps (level 17).

#### KNIGHTS AND THE DRACONIC TONGUE

Githyanki knights encountered in the Crystal Labyrinth and Stardock speak Draconic in addition to their native language of Gith—all the better to communicate with their red dragon mounts.

#### GITHYANKI LEADERS

The githyanki are led by Al’chaia, a knight who is cruel to her trainees and soldiers. Al’chaia recently acquired a *manual of gainful exercise* and a *tome of clear thought*, and she has promised to award both items to her most accomplished soldier. In truth, she plans to read these tomes to gain their benefits herself, but uses the

#### THE ORIGINAL CRYSTAL LABYRINTH

*Undermountain: Stardock*, written by Steven E. Schend and published in 1997, was the third of three modules in the short-lived “Dungeon Crawl” series of adventures designed for the second edition D&D game. *Waterdeep: Dungeon of the Mad Mage* presents alternative versions of the Crystal Labyrinth and Stardock scaled for fifth edition and this product. If you want to expand this level of Undermountain, the original adventure would be a fine source of inspiration.

## CRYSTAL GOLEMS

Crystal golems found throughout the Crystal Labyrinth look like 10-foot-tall githyanki warriors. They understand Gith but can't speak, and they attack any creatures that don't look like githyanki or red dragons. Each crystal golem is a **stone golem** with these additional traits:

**Illumination.** The golem magically sheds bright light in a 30-foot radius and dim light for an additional 30 feet. This light goes out when the golem is destroyed.

**Light Intensity.** Any creature that starts its turn within 10 feet of the illuminated golem and can see the golem must succeed on a DC 17 Wisdom saving throw or be blinded until the start of the creature's next turn.

A creature can avert its eyes to avoid the saving throw at the start of its turn. If the creature does so, it can't see the golem until the start of its next turn, when it can avert its eyes again. If the creature looks at the golem in the meantime, it must immediately make the save.

promise of this reward to trick her troops into running themselves ragged. Al'chaia's second in command, Ur-lon, is tired of the abuse and plots against her.

## RED DRAGONS

Ashtyrranthon, an adult red dragon, is mother to six young red dragons that live in the Crystal Labyrinth and defend Crèche K'liir. Ashtyrranthon's children are named Ashranthax, Blazutranx, Infernexus, Meteoranzym, Smoakcant, and Zolcharrx.

### ASTYRRANTHOR

Ashtyrranthon can't treat Stardock as her lair, so she has no lair actions here. However, she has the following Innate Spellcasting trait:

**Innate Spellcasting.** Ashtyrranthon's innate spellcasting ability is Charisma. She can innately cast the following spells, requiring no material components:

1/day each: *alarm*, *detect magic*, *gaseous form*, *misty step*, *passwall*, *see invisibility*

Ashtyrranthon spends most of her time on the outer surface of the asteroid, prowling through the wreckage of spacefaring vessels that crashed into Stardock long ago. If combat breaks out inside Crèche K'liir, there is a 10 percent chance that she hears the disturbance. She investigates immediately, joining the battle in progress and using her *gaseous form*, *misty step*, and *passwall* spells to enter hard-to-reach locations. Ashtyrranthon also keeps a specific watch over areas 12f, 13, and 16a from outside the asteroid. If she sees trouble or intruders in those areas, she attacks at once.

## CRYSTAL DUNGEON

All area descriptions for this location are keyed to map 16. As one descends from level 15 or climbs up from level 17, the rough stone walls, floor, and ceiling give way to ever-widening veins of luminous crystal until every surface is made of the substance. In many areas, the githyanki have torn down the crystalline walls to create larger spaces.

Unless otherwise noted, the crystal dungeon has the following unique features:

- The dungeon is brightly lit throughout. The crystal walls, ceilings, and floor emit magical light that changes color every 10 minutes, shifting through all the hues of the rainbow.
- Doors are carved from single slabs of opaque white crystal similar in weight and consistency to stone.

## 1. ENTRY HALL

A crystal golem (see the "Crystal Golems" sidebar) stands guard here. It attacks any creature not escorted by a githyanki or a red dragon. If combat erupts here, the githyanki warriors from area 2a investigate.

## 2. WESTERN CAVERN

The githyanki knocked down several walls to create this chamber, and much of the debris has yet to be cleared.

### 2A. ILMEI'S WATCH

**Crystal Stalactite.** A 10-foot-long crystal stalactite hangs above a pit filled with silvery mist. Encased in the stalactite is Ilmei, a female **githyanki gish** (see appendix A for statistics; see also "Crystal Stalactites," page 212).

**Guards.** Around the pit, four **githyanki warriors** (two males and two females) spar with each other to pass the time.

Fresh out of Crèche K'liir, the young githyanki warriors are hostile toward intruders. If two of them fall, the remaining ones retreat to area 3b or dive into the pit.

Creatures that fall into the pit are immediately transported to the Astral Plane (see chapter 2 of the *Dungeon Master's Guide* for more information).

### 2B. DRAGON ENGRAVINGS

The walls of this chamber are engraved with images of armored githyanki knights riding red dragons.

### 2C. ILLITHID HEADS

Twelve severed mind flayer heads are mounted on the east and west walls of this partially destroyed area. A *detect magic* spell reveals an aura of necromancy magic around each head, which is a Tiny object with AC 5, 3 hit points, and immunity to poison and psychic damage. Reducing a head to 0 hit points destroys it. Whenever a head is destroyed, any remaining mind flayer heads in the area that haven't been destroyed emit a telepathic scream. Each creature in the room takes 1d6 psychic damage for each screaming head (maximum 12d6).

## 3. MAIN CAVERN

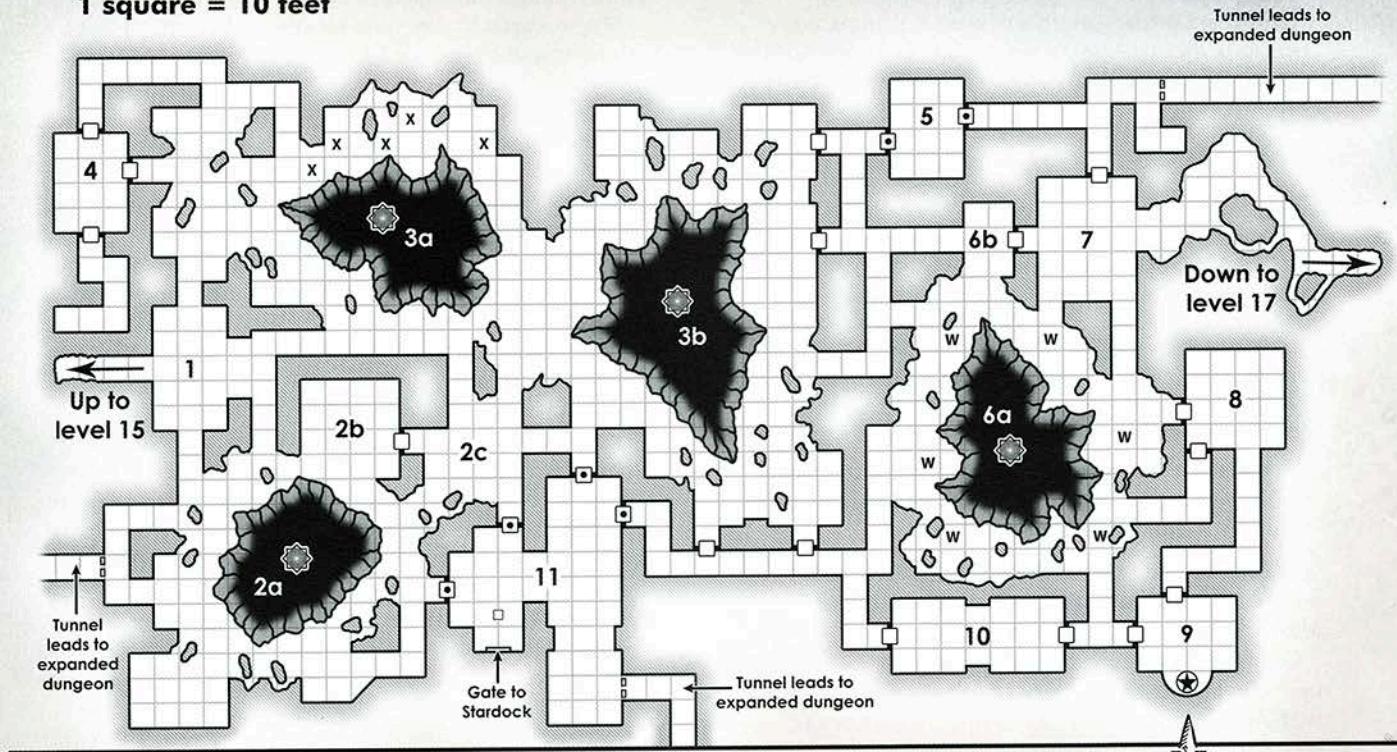
Githyanki twins named Arbez and Surlock are contained within crystal stalactites in this cavern.

### 3A. ARBEZ'S WATCH

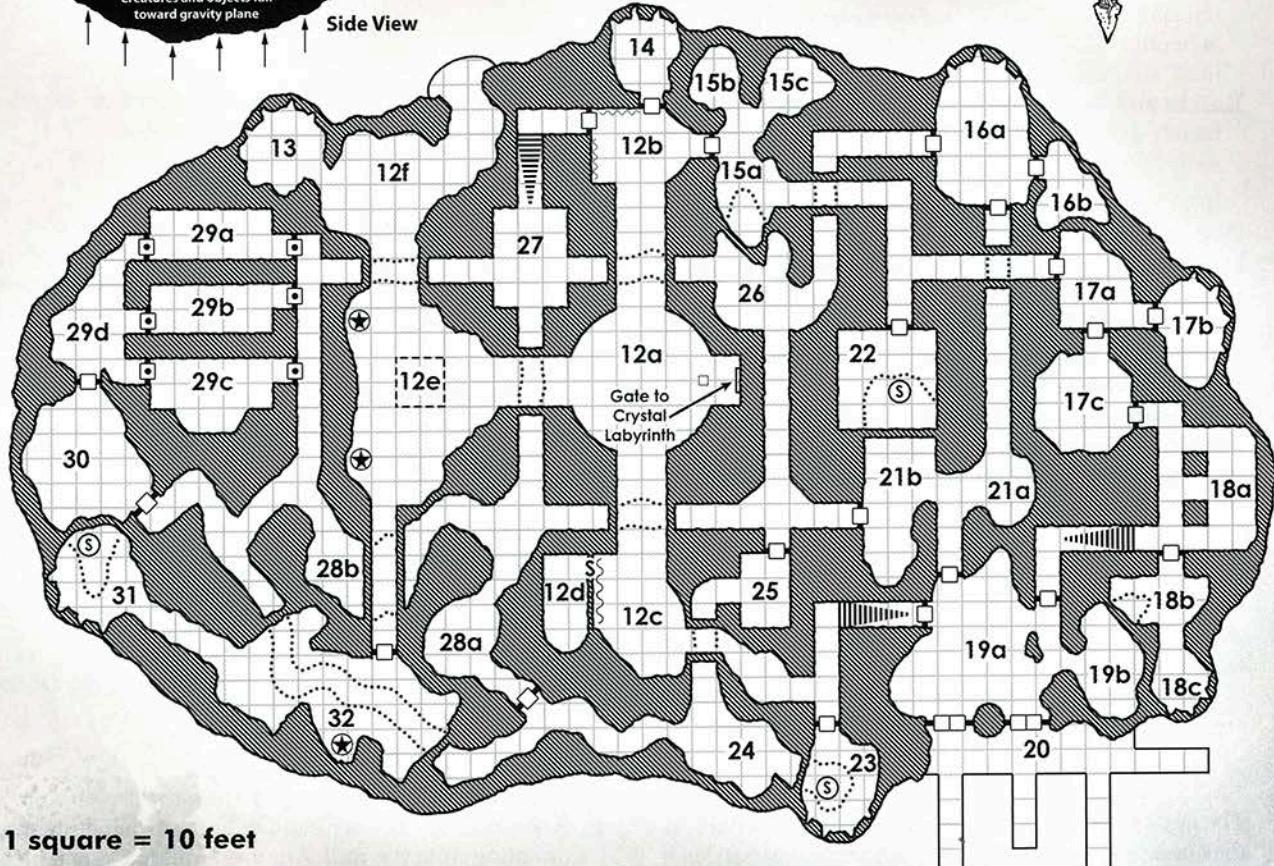
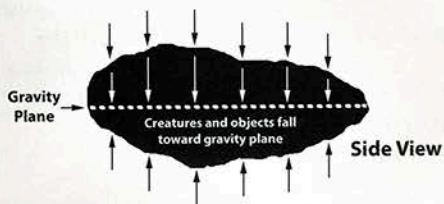
The creatures in area 3b investigate any disturbance in this portion of the cavern, which contains the following:

**Crystal Stalactite.** A 10-foot-long crystal stalactite hangs above a pit filled with silvery mist. Encased in the stalactite is Arbez, a male **githyanki gish** (see appendix A for statistics; see also "Crystal Stalactites," page 212).

1 square = 10 feet



## Stardock



1 square = 10 feet

### CRYSTAL STALACTITES

Four githyanki gish (see appendix A) are encased in transparent crystal stalactites in areas 2, 3, and 6. While encased, these githyanki remain aware of their surroundings but don't require air, food, or water. Until the crystal around them is destroyed, they can't be targeted by attacks or subjected to magical effects. Moreover, they are restrained and can't use their War Magic feature or make longsword attacks. They cast spells through the crystal as though it wasn't there.

Each crystal stalactite is a Large inanimate object with AC 15, 80 hit points, and immunity to poison and psychic damage. A stalactite reduced to 0 hit points shatters, freeing the githyanki within. A githyanki whose stalactite is destroyed is no longer restrained by it and falls into the pit of silvery mist below it, whereupon it returns to the Astral Plane.

**Straw Dummies.** Five freestanding straw dummies with the rough forms of mind flayers (marked X on map 16) stand north of the pit.

Creatures that fall into the pit are immediately transported to the Astral Plane (see chapter 2 of the *Dungeon Master's Guide* for more information).

Githyanki warriors use the straw dummies as targets in combat training exercises. Each is a Medium object with AC 10, 10 hit points, immunity to poison and psychic damage, and vulnerability to fire damage.

### 3B. SURLOCK'S WATCH

**Crystal Stalactite.** A 10-foot-long crystal stalactite hangs above a pit filled with silvery mist. Encased in the stalactite is Surlock, a male **githyanki gish** (see appendix A for statistics; see also the "Crystal Stalactites" sidebar).

**Knight and Dragon.** Near the eastern edge of the pit, a female **githyanki knight** named Deslarr sits astride Ashranthax, a female **young red dragon**.

If they are not alerted to the characters' presence, Deslarr and the dragon chat in Draconic about how many illithids they must kill to prove themselves worthy of "Al'chaia's magic books." They fight to the death.

Creatures that fall into the pit are immediately transported to the Astral Plane (see chapter 2 of the *Dungeon Master's Guide* for more information).

**Treasure.** Deslarr carries a *Stardock rod* (see "Stardock Rods," page 214). Her plate armor is set with eight black jaspers (50 gp each) and eight amber gemstones (100 gp each).

### 4. BARRACKS

Ten beds with pale white crystal frames are set along the walls. At any given time, ten **githyanki warriors** are resting in this area. If they have not been alerted, the githyanki are asleep when the characters arrive. They are hostile toward intruders and fight to the death.

### 5. PRISON CELL

The crystal doors to this room are magically locked, but they open automatically for any creature that carries a *Stardock rod* (see "Stardock Rods," page 214). There

are no physical locks to be picked, but a *knock* spell or similar magic also opens a door.

Magic wards in the room prevent any creature from teleporting into or out of it.

### MARQUOX

A **mind flayer** named Marquox uses its *levitate* spell to float in the center of this otherwise empty room. It was captured while it searched this level for its companions, Tel'zact and Yeluit (see area 29c).

Marquox doesn't know why the githyanki are keeping it alive, but it knows it won't survive long in their captivity. If the characters don't attack it at once, Marquox proposes a deal. If they free it and help it rescue its companions, Marquox guarantees the party safe passage through level 17. A successful DC 16 Wisdom (Insight) check reveals that the illithid has no intention of making good on its promise. If the githzerai zerths from level 15 are with the party, they refuse to help the mind flayer and insist that the characters kill it. If the characters choose Marquox over them, the githzerai abandon the party and withdraw to level 15.

Marquox knows about Stardock but has never visited the asteroid. It also knows that the gate to Stardock is in area 11, and that a black crystal rod is needed to activate it. If the characters allow it, Marquox follows them to Stardock, fighting alongside them until it reunites with its kin. At that point, the mind flayers either turn against the party (if the characters appear weak) or lure the characters to the mind flayer colony on level 17, where Extremiton (the colony's ulitharid leader) can decide what to do with them.

### 6. EASTERN CAVERN

The githyanki knocked down several walls to create this chamber, and much of the debris remains.

#### 6A. MIRRK'S WATCH

**Crystal Stalactite.** A 10-foot-long crystal stalactite hangs above a pit filled with silvery mist. Encased in the stalactite is Mirrk, a female **githyanki gish** (see appendix A for statistics; see also "Crystal Stalactites," page 212).

**Guards.** Unless they have been lured elsewhere, six **githyanki warriors** (three females and three males) stand guard around the edge of the pit in the squares marked W on map 16.

The warriors speak in Gith about their dislike of Al'chaia and their respect for Urlon. They are hostile toward intruders and fight until three or more of them fall, whereupon the remaining warriors retreat to area 7 or dive into the pit.

Creatures that fall into the pit are immediately transported to the Astral Plane (see chapter 2 of the *Dungeon Master's Guide* for more information).

#### 6B. SCRYING CHAMBER

The north wall of this chamber hums and glows purple. A *detect magic* spell reveals an aura of divination magic radiating from the wall. Any creature that spends 1 minute touching the wall can cast the *scrying* spell targeting the ulitharid on level 17, using the wall as a focus. A

character who examines the wall can, with a successful DC 14 Intelligence (Arcana) check, ascertain that it's a scrying device and figure out how it works.

## 7. ANTI-ILLITHID DEFENSE

Two crystal golems (see "Crystal Golems," page 210) guard this room. They attack any creature that enters this area unescorted by a githyanki, a crystal golem, or a red dragon. If combat breaks out in this chamber, the githyanki warriors in area 6a come to investigate.

A permanent enchantment in this chamber grants any creature in the area advantage on saving throws against being charmed, and causes the *levitate* and *detect thoughts* spells to automatically fail when cast.

## 8. OFFICER QUARTERS

Four beds with pale white crystal frames are set along the walls. A male **githyanki knight** named Eshant and a male **githyanki gish** (see appendix A) named Theru stand in the middle of the room, engaged in a tense debate. Characters who get close to this area without alerting the githyanki hear the two arguing in Gith about which of them is worthier of "Al'chaia's magic books." The debate is intense but stops short of physical violence. If the characters don't interrupt, the gish eventually backs down and withdraws to area 9 to cool his heels. Eshant and Theru attack intruders on sight.

### TREASURE

Eshant and Theru carry one *Stardock rod* apiece (see "Stardock Rods," page 214).

Eshant's plate armor is set with six black jaspers (50 gp each) and six red spinels (100 gp each). Eshant also carries a *potion of greater healing* in a crystal vial worn on a thin platinum chain (25 gp) around his neck.

## 9. TROPHY ROOM

**Stuffed Ulitharid.** A 10-foot-tall, stuffed ulitharid (see appendix A) stands in a 15-foot-high alcove along the south wall of the room.

**Illithid Heads.** Fifteen mounted mind flayer heads decorate the walls.

## 10. GOLEM LABORATORY

**Urlon.** Urlon, a male **githyanki gish** (see appendix A), is using a set of mason's tools to carve the head of a half-completed crystal golem lying atop a 10-foot-long, 5-foot-wide, 4-foot-high table in the west side of the room.

**Golem.** A crystal golem (see "Crystal Golems," page 210) stands guard in the east side of the room, surrounded by shelves stacked with books, spell components, pieces of crystal, and mind flayer skulls.

The crystal golem doesn't attack unless Urlon orders it to do so, or if the characters attack it or Urlon first.

Urlon does not attack the characters unless he has no other choice. Believing that his superior, Al'chaia, is a tyrant unfit for command, he tries to use the characters to eliminate her. This is true even if the characters are accompanied by githzerai from level 15; unlike most

githyanki, Urlon sympathizes with githzerai and doesn't regard them with utter contempt.

If the characters are willing to listen, Urlon tells them in Common that Al'chaia keeps two magic tomes meant to enhance strength and intellect in a chest in her quarters on Crèche K'lir. If the characters offer to kill Al'chaia, Urlon opens the gate in area 11 for them. Urlon won't accompany the characters, however, since doing so would surely compromise his ability to assume command once Al'chaia is dead. He doesn't care whether they keep Al'chaia's magic books or not.

To earn the characters' trust, Urlon answers any questions they have about the current state of the Crystal Labyrinth and the asteroid. If the characters attack him, Urlon retreats to Stardock by way of the gate in area 11 while the crystal golem covers his escape.

### TREASURE

Urlon carries a *Stardock rod* (see "Stardock Rods," page 214), a set of mason's tools, and a green crystal wand (his arcane focus).

Amid the worthless skulls, spell components, and crystal fragments on the shelves are several books of interest:

- Wedged between red crystal bookends carved in the likeness of red dragons (250 gp for the pair) is a six-volume doctrine of planar philosophy written in Common titled *The Spectrum of Multiversal Beliefs*, which delves deeply into the conflicting cosmic philosophies of several different planar factions. Each volume is worth 250 gp separately, but the complete set is worth 2,500 gp.
- Stacked one atop another are three identical spell-books shared by the githyanki gish. Each of these books contains the spells that Urlon and his fellow gish normally prepare (see appendix A), plus *detect magic*, *fabricate*, *haste*, *hold person*, and *shield*.

## 11. STARDOCK GATE

The crystal doors to this room are magically locked, but they open automatically for any creature that carries a *Stardock rod* (see "Stardock Rods," page 214). There are no physical locks to be picked, but a *knock* spell or similar magic also opens a door.

The room contains the following:

**Golem.** A crystal golem (see "Crystal Golems," page 210) stands in the southernmost section of the room. It attacks any creature not escorted by a githyanki, a crystal golem, or a red dragon.

**Gate to Stardock.** In the western section of the room, a stone arch set with glowing red crystals is embedded in the south wall.

**Pedestal.** Rising from the floor 10 feet in front of the arch is a 3-foot-high pedestal made of red crystal with a small hole in the top.

Together, the arch and pedestal comprise a teleportation gate. The hole bored into the top of the pedestal is 1 inch wide and 6 inches deep. When a *Stardock rod* (see "Stardock Rods," page 214) is inserted into the hole, the solid wall inside the arch disappears for 1 minute, replaced by an open doorway to area 12a. This

### STARDOCK RODS

A *Stardock rod* is a 1-foot-long black crystal rod that is needed to open the magic gate in area 11 and its corresponding gate in area 12a. A *Stardock rod* weighs 1 pound, radiates an aura of conjuration magic under the scrutiny of a *detect magic* spell, and has no other magical properties.

magic gate remains open while the rod is in place and closes 1 minute after the rod is removed from the pedestal. While the gate is open, creatures in this room can clearly see into area 12a, and vice versa.

The pedestal and the archway are impervious to damage, and the red crystals embedded in the arch can't be removed. The first time a creature tries to pry a crystal from the arch, a random elder rune appears above the pedestal, targets a random creature within 60 feet of it, then disappears (see "Elder Runes," page 12). Determine the elder rune randomly by drawing a card from the Elder Runes Deck (see appendix B).

## STARDOCK

All area descriptions for this location are keyed to map 16.

Originally carved by dragons, the asteroid known as Stardock orbits the planet Toril—one of hundreds that form the asteroid belt known as the Tears of Selûne. Over ages, illithids, undead mages, and spacefaring pirates have fought over and expanded Stardock's halls, but the asteroid was long abandoned by the time the githyanki and their red dragon allies moved in. The asteroid's features are as follows:

- The restrictions on magic in Undermountain don't apply here, since Stardock is outside the dungeon.
- Interior areas are brightly lit by *continual flame* spells cast on crumbling stone wall sconces.
- Tunnels have 20-foot-high arched ceilings, and rooms have flat 25-foot-high ceilings, unless otherwise noted. Staircases are carved out of solid rock and are 30 feet high and 30 feet long. Walls and ceilings are roughly hewn, and floors are smooth.
- The asteroid magically generates breathable air that fills Stardock's interior and extends out 120 feet from the asteroid. Beyond this range is the airless void of space. A creature can survive in space for a number of rounds equal to its Constitution modifier (minimum 1 round) before it dies.
- The temperature inside the asteroid's air envelope is 70 degrees Fahrenheit unless otherwise noted.
- An invisible gravity plane cuts through the asteroid along its equator, as illustrated in the Side View of the asteroid on map 16. Creatures and objects inside the asteroid's air envelope fall toward this gravity plane. Creatures and objects inside the asteroid fall toward the floor, as normal.
- There are no cardinal directions (north, south, east, or west) in Stardock or in space, and compasses don't function here.

Creatures can propel themselves through space using magic such as *fly* spells, but wings and other nonmagical means of propulsion are useless in the frictionless void.

## 12. DRAGONS' DOMAIN

Ashtyrranthon and her six children make their home here. Magic keeps the temperature at 120 degrees Fahrenheit throughout these chambers, making it perfect for the dragons' comfort. Characters who stay in this area for more than 1 hour suffer the effects of extreme heat (see chapter 5 of the *Dungeon Master's Guide*).

### 12A. ARCH GATE

**Ceiling.** This room has a 30-foot-high, domed ceiling.

**Scales.** The floor is littered with red dragon scales.

**Gate to the Crystal Labyrinth.** A stone arch set with glowing red crystals is embedded in the back wall of an alcove.

**Pedestal.** Rising from the floor 10 feet in front of the arch is a 3-foot-high pedestal made of red crystal with a small hole in the top.

Inserting a *Stardock rod* (see the "Stardock Rods," sidebar) into the hole in the pedestal creates an open doorway inside the arch that leads to area 11. The pedestal and archway are otherwise identical to those in area 11.

Any character who examines the scales and succeeds on a DC 15 Intelligence (Nature) check realizes that the scales came from multiple owners. Most were shed by an adult red dragon, while a few were cast off by one or more young red dragons.

### 12B. TIAMAT SHRINE

**Tapestries.** Two beautiful tapestries hang on the walls.

**Carving.** Carved into the floor is a stylized, 15-foot-diameter disk-shaped engraving of Tiamat, her five chromatic dragon heads spewing their breath weapons.

One tapestry depicts Tiamat combating twelve storm giants. The other shows Tiamat battling a bearded and bloodied old man in wizard robes with seven golden canaries circling his head. A character who succeeds on a DC 15 Intelligence (Religion) check recognizes the old man as a representation of Bahamut, the god of good dragons, in human form, and the seven canaries as his polymorphed gold dragon advisors.

**Treasure.** Each tapestry is 20 feet on a side, weighs 25 pounds, and is worth 750 gp intact.

### 12C. FALSE HATCHERY

**Lava Curtain.** A 30-foot-wide curtain of lava along one wall drains into a pool 1 foot deep, 30 feet long, and 10 feet wide. A secret door stands behind the lava curtain, opening into area 12d. The characters can't open or pass through the secret door without coming into contact with the lava.

**Eggs.** Six red-speckled dragon eggs sit in the lava pool.

The lava curtain is created magically but is not itself magical. A creature that enters the lava for the first time on a turn or starts its turn there takes 55 (10d10) fire damage.

Each egg is 4 feet tall, hollow, and 500 pounds. A character who inspects the eggs closely and succeeds on a DC 12 Intelligence (Investigation) check realizes that they are fakes made of polished stone.

## 12D. DRAGON HATCHERY

**Lava Pool.** The entire floor is a 1-foot-deep pool of lava. The lava is created magically but is not itself magical. A creature that enters the lava floor for the first time on a turn or starts its turn there takes 55 (10d10) fire damage.

**Egg.** A red-speckled dragon egg rests in the lava near the chamber's curved wall.

The red dragon egg stands 4 feet high and weighs 250 pounds. To properly develop, the egg must spend another six months in an environment of extreme heat. When the egg hatches, a **red dragon wyrmling** emerges. The wyrmling is loyal to no one except itself. If the characters steal the egg, Ashtyrranthon and every other dragon of her line will hunt the characters until the egg is recovered.

## 12E. FALSE HOARD

Loud noises in this area alert the denizens of areas 12f and 13, who remain where they are but can't be surprised.

**Illusion.** A 20-foot-wide, 4-foot-high pile of coins, jewels, and art objects lies on the floor in the 20-foot-square area marked on map 16. The treasure pile is an illusion that can be dispelled (DC 16). A *detect magic* spell reveals its illusory nature. The treasure has no substance, so any physical interaction with the pile also reveals that it's an illusion.

**Scales.** The floor around the treasure pile is littered with cast-off red dragon scales.

**Statues.** Two 20-foot-tall, gilded statues of dragons of an unknown type stand along one wall.

Characters who examine the scales can tell that they came from a red dragon. A character who succeeds on a DC 15 Intelligence (Nature) check realizes that the scales came from multiple dragons. Most were shed by an adult red dragon, while a few were cast off by one or more young red dragons.

The ancient statues testify to the unknown draconic creators of this chamber. They are impervious to damage, which prevents any of their gold leaf from being removed.

## 12F. DRAGONS' HOARD

The characters hear the strumming of a lute (see area 13) as they approach this rough-hewn cave, the contents of which are as follows:

**Hoard.** An enormous pile of coins and gems fills this chamber. Sleeping under this hoard are two male **young red dragons** named Blazutranc and Meteoranzym.

**Tunnel.** A wide tunnel strewn with cast-off red dragon scales breaks through the outer shell of the asteroid and forms a ledge overlooking the planet Toril.

Blazutranc and Meteoranzym are slumbering beneath the treasure pile. Characters who approach quietly and succeed on a DC 14 Wisdom (Perception) check spot the gleaming red scales of the dragons beneath the treasure. When they become aware of intruders, the dragons fight until one of them is reduced to 60 hit

points, whereupon they both leave the asteroid in search of their mother, Ashtyrranthon.

**Treasure.** The hoard consists of 249,280 cp, 121,472 sp, 11,302 ep, 6,025 gp, 200 pp, two ambers (100 gp each), four coral branches (250 gp each), two spinels (100 gp each), three bloodstones (50 gp each), five hematites (10 gp each), an old painting of a dwarf miner (25 gp), and a bear mask made of jade (250 gp).

## 13. JERATH'S QUARTERS

Characters who heard the strumming lute in area 12f can follow the music to this chamber, which contains the following:

**Jerath.** Jerath, a blinded **githyanki knight** with no eyes or armor (AC 12), sits in a chair strumming a lute. His greatsword leans against a wall within easy reach.

**Furnishings.** A lavish wood-framed bed stands near the wall across from four 2-foot-high, 6-inch-wide window slits. By peering through the slits, one can see the starry void of space beyond.

Jerath lost his eyes in a battle against the ulitharid on display in area 9. He saved Ashtyrranthon's life when she was a wyrmling, and she has cared for him since his injury. Characters who speak Gith and succeed on a DC 12 Charisma (Deception) check can convince Jerath that they are githyanki. Jerath shares any information he knows with fellow githyanki, including the layout of Stardock, the unhappiness of the young dragon Infernexus, and Al'chaia's cruelty.

If Jerath believes the characters are not githyanki, he tries to keep them in this area with conversation or a song. He knows that Ashtyrranthon crawls by the window slits once every 10 minutes to check on him. If she sees or smells intruders in Jerath's presence, she storms into area 12f, makes her way here, and dispatches them.

## 14. INFERNEXUS'S QUARTERS

The unhappiest of Ashtyrranthon's brood, a male **young red dragon** named Infernexus, claims this chamber as his lair. The dragon sleeps across from the door underneath four 2-foot-high, 6-inch-wide window slits that peer into the starry void.

Ashtyrranthon's youngest child is miserable on Stardock. He is eager to leave the asteroid and begin life on his own, but his mother insists he help the githyanki. So he spends most of his time here, sleeping or darkly staring out into space.

If the characters do not attack him at once, Infernexus proposes a deal. He helps them achieve their goals in the asteroid if they promise to kill his mother and help him carve out a lair for himself in Undermountain. He's very particular and doesn't consider any lair other than the Twisted Caverns (level 4) suitable. If a deal is struck, Infernexus becomes the characters' loyal companion for 1d10 days. But if they haven't gotten the dragon to the Twisted Caverns by then, he betrays them.

If the characters attack Infernexus or refuse his deal, he fights until reduced to 100 hit points or fewer. He then screams for his mother, who hears the call and arrives at the window slits 1d4 + 1 rounds later.

## 15. GITHYANKI TRAINEES

Githyanki children are brought to the crèche to grow, train, and study in these connected caverns.

### 15A. TRAINING AREA

If the characters make any loud noise here, the **githyanki knight** in area 15b investigates. This cavern has the following features:

**Straw Dummies.** Straw dummies crafted to resemble mind flayers stand near the center of the chamber.

**Apparatus.** A large climbing apparatus made of black steel is mounted to one wall.

**Inscriptions.** Gith inscriptions cover the remaining walls. (They recount crimes perpetrated by the githzerai and the mind flayers against the githyanki.)

The straw dummies are used for combat practice. Each is a Medium object with AC 10, 10 hit points, immunity to poison and psychic damage, and vulnerability to fire damage.

### 15B. TUTOR'S QUARTERS

A male **githyanki knight** named Kaaltav dwells in this area. If not already alerted, the knight sleeps in a canopy four-poster and wakes at any loud noise. If he is alerted, the knight moves to area 15a to keep intruders from harming the children in area 15c.

**Treasure.** Kaaltav's plate armor is set with six zircons (50 gp each) and six violet garnets (100 gp each).

### 15C. GITHYANKI QUARTERS

Twenty githyanki children (noncombatants) sleep in small stone-framed beds in this room. Any movement in the room wakes 1d6 of them, who see the characters and shout out in alarm. The githyanki knight in area 15b arrives 1 round later as the other young awake. While the knight fights the characters, the githyanki young run throughout the crèche and raise the alarm.

## 16. NURSERY

Infant githyanki are brought to the crèche shortly after birth and raised in this nursery until they are old enough to undertake their training.

### 16A. SLEEPING AREA

**Children.** Forty githyanki infants (noncombatants) sleep in crystal cradles arranged in five rows of eight.

**Window Slits.** Four 2-foot-long, 6-inch-wide window slits reveal the starry void of space beyond.

A creature moving through this chamber must succeed on a DC 10 Dexterity (Stealth) check to avoid waking the sleeping infants. On a failed check, or if any loud noise occurs in this area, the infant githyanki wake and begin to cry. Both githyanki knights in area 16b investigate quickly.

Ashtyr Ranthor crawls by the window slits once every 10 minutes to check on the area. If she sees intruders here but the infant githyanki appear safe, she holds off attacking for fear of harming them. As soon as the intruders move into another area of Stardock, the dragon uses her magic or her burrowing speed to enter the asteroid and attack them.

## 16B. NURSERY GUARDIANS

Two **githyanki knights**, a male named Ir'igo and a female named Kritinaya, sleep in wooden beds against the walls. Any loud noise wakes the knights, who fight to the death against intruders.

**Treasure.** Ir'igo's plate armor is set with six orange carnelians (50 gp each) and six amethysts (100 gp each). Kritinaya's plate armor is set with eight lapis lazuli gemstones (50 gp each) and two blue spinels (500 gp each).

## 17. WAR WIZARDS

Gish live and train in this section of Crèche K'liir.

### 17A. GISH STUDY

**Furnishings.** Six cushioned chairs form a circle around a brazier of purple fire at the center of the room.

**Gish.** A female **githyanki gish** (see appendix A) named Vheza sits in one chair, reading a tome.

If Vheza sees intruders, she flees to area 17b with her book and makes her stand there.

**Treasure.** The book that Vheza is reading is written in Gith and titled *The Ascension of Vlaakith*. It chronicles Vlaakith the Lich-Queen's rise to power in githyanki society and postulates that her absolute rulership would have been impossible had she not mastered arcane magic. The book also discusses the importance of wizardry as a githyanki tool for defeating their enemies and conquering the multiverse. The tome is worth 50 gp.

### 17B. GISH QUARTERS

**Beds.** Six beds framed in white metal stand in a row down the center of the rough-walled room.

**Gish.** Two female **githyanki gish** (see appendix A) named Evir and Hraznin sit on beds and debate the finer points of magic. Each gish uses a crystal orb as an arcane focus and fights to the death.

**Window Slits.** Four 2-foot-long, 6-inch-wide window slits offer views of stars, the planet Toril, and the occasional spectacular sunrise.

### 17C. ARCANE TRAINING GROUND

The scorched remains of straw dummies crafted to resemble illithids are scattered around this rough-walled octagonal room. Burn marks from spell training cover the walls, floor, and ceiling.

## 18. LIBRARY

The githyanki keep a modest library of books and maps on shelves carved into the asteroid's rock walls. These shelves run from the floor to the 15-foot-high ceiling of each chamber. Most githyanki use *mage hand* to reach higher shelves, but a character can climb a shelf with a successful DC 12 Strength (Athletics) check.

### 18A. BOOK COLLECTIONS

The walls of this cavern and the two columns that support the roof are lined with books. All the volumes here are in Gith and concern the githyanki's history battling illithids and githzerai (see the "Gith" entry in the *Monster Manual*).

## 18B. MAP ROOM

The shelves along the walls of this cavern are piled high with leather and bone tubes holding maps of planar locations and small, unnamed dungeons. A character who searches through the maps for 1 hour and succeeds on a DC 15 Intelligence (Investigation) check discovers a recently updated map of Stardock, though none of the asteroid's rooms are labeled.

## 18C. READING ROOM

Two cushioned chairs in this rough-walled room face 2-foot-long, 6-inch-wide window slits through which can be seen the void of space.

## 19. WAREHOUSE

Food, water, and other supplies for the inhabitants of the crèche are stored here.

## 19A. LOADING DOCK

**Warriors.** Four githyanki warriors are organizing crates and setting aside food for the kitchen. They attack in response to any threat or suspicious activity. If two githyanki fall, the survivors retreat to area 21.

**Containers.** Stacked about the room are forty crates filled with nonperishable food and forty barrels of fresh water.

**Beams.** Two thick wooden beams lean against the wall between sets of double doors.

The food crates are each 2 feet on a side and weigh 50 pounds. The water barrels are 4 feet tall and weigh 500 pounds each. As an action, a creature can attempt a DC 22 Strength check to push over a stack of crates or barrels. A successful check triggers a domino effect, causing all the stacks to fall. Each creature on the floor of the room when the stacks topple must succeed on a DC 15 Dexterity saving throw or take 11 (2d10) bludgeoning damage and be knocked prone.

The beams can be used to bar the double doors from the inside—a defensive measure in case the asteroid is attacked by spacefaring creatures. Each beam is 8 feet long and weighs 250 pounds. Once the double doors are barred shut, only a siege engine or a creature that has the Siege Monster trait can force them open.

## 19B. COLD STORAGE

This area extends under area 18b, as indicated on the map. A magic ward keeps the temperature in this area at 10 degrees Fahrenheit. Characters who stay in this area for more than 1 hour suffer the effects of extreme cold (see chapter 5 of the *Dungeon Master's Guide*).

The githyanki keep twelve crates here, filled with fresh produce and meat and stacked in two rows of six. Each crate is 2 feet on a side and weighs 50 pounds.

The foodstuffs come from distant worlds and are unfamiliar to most of Toril's population. Labels written in Gith reveal some of the crates' more savory contents, such as infinity vine stalks, H'cathan doom radishes, aartuk tongues, giant space hamster hocks, dried mortiss meat, pickled jammer leeches, and puffer steaks.

## 20. DOCK

This stone dock was carved out of the asteroid. Despite its incalculable age, it's sturdy and safe. Because the dock is built along the asteroid's gravity plane, creatures can stand on its underside as easily as atop it. The experience of standing on the topside or underside of the dock can be disorienting, however, what with the planet Toril looming large below the asteroid.

The air around the dock is no different from the air in the asteroid, and the temperature here is 70 degrees Fahrenheit. These things cease to be true when one leaves the asteroid's air envelope, where the inhospitable vacuum of space awaits.

### ASHTYRRANTHOR ATTACKS!

The **adult red dragon** Ashtyrranthor patrols the outside of the asteroid, staying inside its air envelope. If the characters stay on the dock for more than 10 minutes or make any loud noise while in this area, Ashtyrranthor notices them and swoops in for the kill.

### SHIP ARRIVALS

Spacefaring vessels dock here to bring in supplies for the inhabitants of Stardock. There are no ships at the dock while the characters are on the asteroid.

If you want to expand the characters' adventures to their widest possible extent, a githyanki astral ship or a spelljamming vessel could arrive while the characters are exploring Stardock. Where such a ship would go next is up to you.

## 21. WARRIOR QUARTERS

Githyanki warriors live and train in this area.

### 21A. GUARD POST

A male **githyanki knight** named Raajna and his mount, a female **young red dragon** named Smoakcant, are on duty here. They keep the warriors in line and defend the nursery (area 16). If they are not alerted to the characters' approach, the two are talking in Draconic, discussing how to best torture new mind flayer prisoners. The githyanki and the dragon fight intruders to the death.

**Treasure.** Raajna's plate armor is set with six red spinels (100 gp each) and two peridots (500 gp each).

### 21B. WARRIORS' QUARTERS

This area extends under area 22, as indicated on map 16. The rough-walled chamber contains the following:

**Warriors.** Ten githyanki warriors (five females and five males) reside here. If they have not been alerted, half of the githyanki are asleep when the characters arrive. The others are playing Dragonchess and talking in their native language.

**Furnishings.** Fifteen wooden bunk beds are arranged in three rows of five in the narrower portion of the room. Six round tables, each encircled by five chairs, stand in the wider area.

**Secret Trapdoor.** A secret trapdoor in the 30-foot-high ceiling leads to area 22. The trapdoor is a 3-foot-square stone slab that requires a successful DC 13 Strength (Athletics) check to lift.

The githyanki fight intruders until six or more of them fall. The remaining warriors then retreat to area 27. The githyanki knight and the red dragon in area 21a investigate any combat or other disturbance in this area.

**Treasure.** There are five Dragonchess sets here. Each set has transparent crystal pieces and is worth 250 gp.

## 22. AL'CHAIA'S QUARTERS

Al'chaia commands the githyanki forces in the Crystal Labyrinth and Crèche K'liir. This room serves as her quarters. The chamber's contents are as follows:

**Al'chaia.** Al'chaia, a **githyanki knight** with 140 hit points, stands at a 5-foot-diameter round table in the center of the room, poring over reports written in Gith that document recent clashes with the mind flayers on level 17.

**Dragon.** Zolcharrx, a female **young red dragon**, is curled up in a corner of the room, watching Al'chaia wearily.

**Furnishings.** A huge, well-carved canopy bed standing against one wall has a small, shiny, black metal chest next to it (see "Treasure" below). Mounted on other walls are thirteen stuffed mind flayer heads.

**Secret Trapdoor.** A secret trapdoor in the floor under the table opens into the ceiling of area 21b. The trapdoor is a 3-foot-square stone slab that requires a successful DC 13 Strength (Athletics) check to lift.

The characters can avoid a fight here if they quickly inform Al'chaia, in Draconic or Gith, that Urlon (see area 10) wants her dead. Al'chaia thanks them for the information. She then promises the characters safe passage back to and through the Crystal Labyrinth, provided they leave Crèche K'liir as soon as they complete "one small task" for her.

If the characters are reluctant to accept her terms, Al'chaia offers them a *manual of gainful exercise* or a *tome of clear thought* if they can get more information out of her githzerai prisoner, Ezria. Specifically, she wants to know why he's in Undermountain and how many other githzerai are with him. A successful DC 19 Wisdom (Insight) check reveals that Al'chaia has no intention of upholding her end of any deal.

If the characters agree to question Ezria, Al'chaia and Zolcharrx escort them to the prison (area 29b) to meet the prisoner. If the characters obtain the information Al'chaia requested, she and Zolcharrx usher characters from the prison to area 20, where Al'chaia pretends the books are located. She then shouts for Ashtyrranthon before she and Zolcharrx attack. Ashtyrranthon joins the fight 1d4 + 1 rounds later.

Al'chaia fights until reduced to 90 hit points or fewer, then flees. Zolcharrx, ever loyal, fights to the death to cover Al'chaia's escape.

Characters who understand the Gith language can translate the battle reports in Al'chaia's custody with a successful DC 15 Intelligence (Investigation) check. Doing so reveals how many githyanki are currently stationed on level 17 of Undermountain, as well as the names of the githyanki leaders on that level.

## TREASURE

Al'chaia's plate armor is set with eight black jaspers (50 gp each), eight red tourmalines (100 gp each), and four topazes (500 gp each).

The chest is locked. Al'chaia hides the key to the chest in the sphincter-like maw of the stuffed mind flayer head closest to the chest. A successful DC 25 Dexterity check using thieves' tools picks the lock, and a successful DC 30 Strength (Athletics) check forces the chest open. A *knock* spell or similar magic also opens it. The chest is a Small object with AC 19, 22 hit points, and immunity to poison and psychic damage. It contains 900 gp, a *manual of gainful exercise*, a *tome of clear thought*, and a *Stardock rod* (see "Stardock Rods," page 214).

## 23. OBSERVATION ROOM

This unoccupied room has four 2-foot-long, 6-inch-wide window slits that reveal starry space beyond. The githyanki observe incoming vessels from here.

A secret trapdoor in the floor opens into the ceiling of area 24. From here, it's a 30-foot drop to the floor of that chamber. The trapdoor is a 3-foot-square stone slab that can be lifted with a singular or combined Strength of 15 or higher.

## 24. KNIGHTS' QUARTERS

This area extends under area 23, as indicated on map 16. This chamber contains the following:

**Knights.** Two male **githyanki knights** named Kr'rison and Vlaadric are engaged in an argument that's on the verge of coming to blows.

**Beds.** Four stone-framed beds line the south wall.

**Secret Trapdoor.** A secret trapdoor in the 30-foot-high ceiling leads to area 23. The trapdoor is a 3-foot-square stone slab that requires a successful DC 13 Strength (Athletics) check to lift.

If the characters get close to this area without alerting the githyanki, they hear the two arguing in Gith about which one of them deserves "Al'chaia's magic books." If attacked, Kr'rison and Vlaadric fight together until one falls. The other then retreats to area 27.

## TREASURE

Kr'rison's plate armor is set with six red-brown carnelians (50 gp each) and four ambers (100 gp each). Vlaadric's plate armor is set with eight chalcedonies (50 gp each) and two aquamarines (500 gp each).

## 25. MEMORIAL HALL

The names of githyanki who died hunting illithids on Toril are carved in neat rows on the walls of this chamber. The longest wall is dominated by a relief carving of a githyanki soldier battling three mind flayers.

## 26. KITCHEN

The characters hear a lot of clatter as they approach this area, which extends under area 15a (as indicated on map 16). The kitchen contains the following:

**Cooks.** Four **githyanki warriors** (two females and two males) prepare a large meal, moving between a pair

of roaring iron stoves and a 10-foot-long table covered with pots, bowls, and cutlery.

**Shelves.** Shelves carved into the walls hold jars of spices and various other cooking ingredients.

The warriors attack intruders on sight. Combat here brings reinforcements from area 27.

The stoves are piping hot. Any creature that touches a stove for the first time on a turn takes 3 (1d6) fire damage.

## 27. MESS HALL

**Furnishings.** Six 10-foot-long tables, each set with eight chairs, stand in neat rows.

**Githyanki.** Unless they have been drawn elsewhere, five **githyanki warriors** (three females and two males) and one male **githyanki gish** (see appendix A) are eating together at a table, talking in low, angry tones.

If the characters get close to this area without alerting its occupants, they hear the githyanki complaining in Gith about Al'chaia's cruelty. The githyanki attack at once in response to any threat, fighting until four or more of them fall. Survivors then flee to area 30 without going through area 29.

## 28. ARMORY

The githyanki repair and store weapons and armor here.

### 28A. ARMOR STORAGE

Ten suits of plate armor and thirty suits of half plate hang on wooden stands throughout the room. The armor is crafted in the baroque style favored by the githyanki, and the suits of plate armor have empty sockets and fittings where gemstones are meant to be set (though none are present in the suits displayed here).

### 28B. SMITHY AND WEAPON STORAGE

**Githyanki.** A female **githyanki warrior** named Salarrl is busy repairing armor at a forge. A wooden trestle table and an iron anvil are arranged nearby.

**Weapons.** Thirty greatswords hang on weapon racks mounted to the walls.

Salarrl is engrossed in her work. Any character who succeeds on a DC 12 Dexterity (Stealth) check can sneak by her unnoticed. If she detects intruders, Salarrl retreats to area 30.

## 29. PRISON

Enemies of the githyanki are imprisoned in this area, which consists of three large cells (areas 29a, 29b, and 29c) and a guard post (area 29d). A separate and permanent antimagic field fills the interior of each cell.

The doors to the cells, which stand outside the range of the antimagic fields, are magically locked. Any creature that carries a *Stardock rod* (see "Stardock Rods," page 214) can open a cell door, which has no physical locks to be picked. A door can also be opened by a *knock* spell or similar magic cast outside the cells.

The guards in area 29d know when one of the cell doors is opened and investigate.

### 29A. EMPTY CELL

The walls of this cell are covered in crudely etched graffiti dating back to a time before the githyanki took over Stardock.

### 29B. EZRIA'S CELL

Ezria, a **githzerai zertz** with 32 hit points remaining, is imprisoned here. He lost his left eye years ago in a brawl with a blue slaad. An eye patch covers the loss but does little to hide the nasty scar across his face. He owes his fresh bruises to his githyanki hosts.

Ezria is normally calm and collected. That changes if the characters are accompanied by one or more mind flayers, whereupon Ezria loses his composure and tries to kill the illithids with his bare hands. He doesn't trust anyone who would ally with such creatures.

Ezria was caught spying on the githyanki in the Crystal Labyrinth. They have been torturing him for information, hoping to learn how many other githzerai are nearby. Ezria's will is nigh unbreakable, and he has answered none of the githyanki's questions. Ezria is not of a mind to share this information with the characters, either—at least not until they earn his trust by seeing him safely back to his friends on level 15.

If the characters profess to be enemies of the mind flayers, Ezria tells them that a mind flayer colony has formed in Seadeeps (level 17), and the githyanki are waging war against them. He will gladly accompany the characters if their intention is to wipe out the illithid colony. (As a party member, he's entitled to a full share of XP for defeating monsters.) At the very least, if the characters help Ezria escape, he asks to stay with them until they return to the Crystal Labyrinth. He then departs to rejoin his friends on level 15.

### 29C. IMPRISONED ILLITHIDS

Tel'zact and Yeluit, two **mind flayers** from Seadeeps (level 17), are held captive here. Al'chaia is keeping them alive until they can be pitted against her finest githyanki knights in a display of battle prowess for the benefit of the young warriors in training.

If the characters try to engage with Tel'zact and Yeluit, the mind flayers propose a deal. With the aid of their *detect thoughts* spells, the illithids have learned that Al'chaia keeps a *manual of gainful exercise* and a *tome of clear thought* in her quarters. If the characters help the mind flayers escape, the illithids help them search for Al'chaia's quarters (area 22) and claim the books. If an opportunity arises to turn against the characters for personal gain, the freed illithids take advantage of it.

### 29D. GUARD ROOM

**Gish.** Two female **githyanki gish** (see appendix A) named Aruut and Yangol stand in the middle of this unfurnished room, speaking to each other in low tones as they watch the cell doors.

**Green Crystals.** A glowing green crystal is embedded above each cell door.

Characters who get close to the githyanki without alerting them overhear them talking (in Gith) about the mind flayer prisoners in area 29c. Aruut and Yangol are

looking forward to the prisoners' executions. If a fight breaks out here, the githyanki in area 30 investigate.

A *detect magic* spell reveals an aura of divination magic around each green crystal. Whenever a cell door is opened, the crystal above the doorway to that cell goes dark until the door closes. This is true regardless of which of a cell's two doors is opened. When Aruut and Yangol see a crystal go dark, they enter the cell to make sure nothing is amiss.

**Treasure.** Each githyanki gish carries a *Stardock rod* (see "Stardock Rods," page 214).

## 30. WARRIOR TRAINING

This area extends under area 31, as indicated on map 16. Characters who listen at a door to this room before entering hear a female voice barking commands in Gith and the sound of warriors in training. The chamber contains the following:

**Githyanki.** A female **githyanki knight** named Saziq leads six **githyanki warriors** (three females and three males) in weapon drills.

**Training Equipment.** Thirty straw dummies shaped like illithids are arranged throughout the cavern.

Racks of ropes and weights line the walls.

**Secret Trapdoor.** A secret trapdoor in the 30-foot-high ceiling leads to area 31. The trapdoor is a 3-foot-square stone slab that requires a successful DC 13 Strength (Athletics) check to push open.

If combat breaks out here, the githyanki gish in area 29d come to investigate. The githyanki attack anyone they perceive as an intruder and fight until five of their number fall, after which the rest retreat to area 21b.

The straw dummies are used for combat practice. Each is a Medium object with AC 10, 10 hit points, immunity to poison and psychic damage, and vulnerability to fire damage.

### TREASURE

Saziq's plate armor is set with eight red-brown carnelians (50 gp each) and four deep green spinels (100 gp each). She also wears a plumed helm encrusted with eight citrines (50 gp each).

## 31. OBSERVATION ROOM

This room is devoid of furnishings and occupants. Four 2-foot-long, 6-inch-wide window slits look out toward the starry void of space.

A secret trapdoor in the floor opens into the ceiling of area 30. The trapdoor is a 3-foot-square stone slab that requires a successful DC 13 Strength (Athletics) check to lift.

## 32. GRADUATION CHAMBER

Githyanki who attain the rank of warrior by hunting down and killing their first mind flayer are celebrated here. This cavern is also used for demonstrations of githyanki battle prowess, during which prisoners are executed by githyanki knights while young warriors cheer.

This cavern has the following features:

**Scrying Eye.** When the characters enter this area for the first time, they see one of Halaster's scrying eyes floating in the middle of the cavern (see "Halaster's Lair," page 311). It studies the characters for a minute or two before disappearing.

**Blood.** The floor is stained with pools of dry blood.

**Altar.** An 8-foot-high, rune-etched stone altar is situated in an alcove. It's topped with a life-size statue of a dagger-wielding githyanki warrior slaying a mind flayer.

The engravings on the altar, written in Gith, tell the story of how the githyanki freed themselves from the yoke of their illithid masters, shattered the mind flayer empires across the multiverse, and carved out their own kingdom on the Astral Plane under the rulership of Vlaakith the Lich-Queen. The altar conveniently omits any mention of the githzerai, but specific mention is made of Gith, the githyanki champion who led her people to freedom, and the sacrifices she made to ensure the future of her people. The statue atop the altar depicts Gith slaying an illithid oppressor to win her own freedom.

## AFTERMATH

If the party defeats Al'chaia and leaves Urlon in charge, the Crystal Labyrinth and Stardock remain largely unchanged in the short term. Fearing that his betrayal of Al'chaia might become known, Urlon orders his warriors to kill the characters if they ever cross paths with the githyanki again.

If the characters wipe out the githyanki and the red dragons, the mind flayers from level 17 are quick to take over the Crystal Labyrinth. If they acquire a *Stardock rod*, the illithids conquer the asteroid as well, hoping to commandeer the next astral vessel or spelljammer ship that comes to Stardock and invade new worlds.

The characters can secure Stardock as a base once the githyanki, dragons, and mind flayers are no longer threats. The asteroid is a quiet place most of the time, far removed from the perils and politics of Toril. The peace is interrupted every month or so by the arrival of a spelljamming vessel bearing provisions gathered from far-flung worlds. Such a vessel might be crewed by githyanki, gnomes, or some other spacefaring race.

About once a year, a githyanki-crewed astral ship delivers young githyanki to the crèche. A githyanki astral ship doesn't travel through space but rather shifts in and out of the Astral Plane, appearing literally out of nowhere next to the asteroid's dock and disappearing back into the silvery void once its delivery is complete. If the githyanki discover that Crèche K'liir has fallen, they retreat to the Astral Plane and return in short order with an overwhelming force to recapture the asteroid.

Halaster cares more about the Crystal Labyrinth than he does about Stardock. Suddenly unhappy with the "renovations" the githyanki have made, the Mad Mage might assert his control over the labyrinth and reshape it to suit his whims.



## LEVEL 17: SEADEEPS

**S**EADEEPS IS DESIGNED FOR FOUR 14TH-LEVEL characters, and adventurers who defeat the monsters on this level should gain enough XP to advance to 15th level. Before running this level, consider reviewing the “Gith” and “Mind Flayer” entries in the *Monster Manual*, as well as the “Ulitharid” entry in appendix A. They will help you roleplay the monsters on this level and bring their conflict in Seadeeps to life.

### WHAT DWELLS HERE?

Mind flayers from the Underdark have formed a new colony on this level of Undermountain, though githyanki from level 16 are determined to wipe it out.

#### MIND FLAYERS

Deep in the Underdark, a githyanki vanguard force attacked a large colony of mind flayers controlled by an elder brain. Fearing the colony’s destruction, the elder brain instructed its most loyal vassal, an ulitharid called Extremiton, to establish a splinter colony somewhere safe from githyanki incursions. Extremiton made its way to Undermountain with a group of mind flayers, laid claim to level 17 of the dungeon, and began fortifying it against attacks from the githyanki and others. The dungeon’s proximity to Waterdeep guaranteed the mind flayers a limitless supply of brains to feed on, while Undermountain’s existing defenses offered an unprecedented level of security.

#### ENEMIES AT THE GATES

Through methods unknown to the illithids, the githyanki vanguard force tracked the survivors of their attack on the colony to Undermountain. Having recently secured the nearby Crystal Labyrinth (level 16), the githyanki now wage war against the mind flayers in Seadeeps. Uncertainty about its own future has forced Extremiton to hold off on transforming into an elder brain. Instead, it is focused on defending the colony and destroying its githyanki neighbors. With only a dozen mind flayers remaining under its rule, Extremiton has resorted to breeding a neothelid (see appendix A) and plans to set it loose in the Crystal Labyrinth to finally wipe out the githyanki force. Extremiton is also gathering thralls of every race to help defend the colony if the neothelid is destroyed or fails in its task.

#### CITY OF THE MIND

Extremiton can sense intelligent creatures within 2 miles of it and is able to communicate with them telepathically. Using this ability judiciously, the ulitharid has learned a great deal about the city above and its inhabitants. Waterdeep has, in a way, captured the ulitharid’s imagination.

Extremiton intends to enslave the population of Waterdeep, but not before it fully understands this strange city and its people. The telepathic communications the ulitharid has initiated with random Waterdavians has provided it with plenty of information, but no firsthand knowledge of how city dwellers behave and react on a daily basis.

### QUALITH DOOR LOCKS

Mounted on both sides of every door in the mind flayer colony (areas 9 through 20) is a burnished plate of dark, alien metal embossed with a braille-like form of tactile writing known as Qualith. Mind flayers use their tentacles to read Qualith, which is composed in four-line stanzas indecipherable to other creatures. A creature that touches a Qualith inscription, however, can receive fragmentary insight into the multilayered thoughts contained in it. A non-illithid that wants to understand a Qualith inscription in Seadeeps can make a DC 18 Intelligence check to interpret the inscription. A failed attempt results in a crushing headache and requires the creature to succeed on a DC 11 Wisdom saving throw or develop a random form of short-term madness (see "Madness" in chapter 8 of the *Dungeon Master's Guide*). A *comprehend languages* spell provides understanding of the inscription roughly equivalent to what a mind flayer would get from it.

Each door plate is imbued with psionic energy that functions like an *arcane lock* spell. The Qualith inscription on the plate describes the genuflections a mind flayer must make with its tentacles to open the door. Other creatures with at least four tentacles (such as flumphs) can imitate these motions to bypass the lock, provided they can interpret the inscription. A creature must be within 5 feet of the door to open it in this way. Creatures without the requisite tentacles and knowledge must deal with the lock by more conventional means, such as a *knock* spell. If magic is unavailable, a locked door can be forced open with a successful DC 30 Strength (Athletics) check.

Clever adventurers might discover that a decapitated mind flayer head, animated through an *animate dead* spell, can be used to access the locks.

In the heart of Seadeeps, the ulitharid has built an enormous dynamo that channels the energy of an underground river to power a series of interconnected metal capsules called psipods. The illithids under Extremiton's command have kidnapped humanoids from Waterdeep and Undermountain and put them to sleep in these capsules, which link their dreaming minds to the ulitharid's dizzying intellect. These captives believe they're in Waterdeep, but the city they see and experience around them is a fabrication created wholly by the ulitharid. Within this alternate reality Waterdeep, or "Alterdeep," Extremiton appears as any character it wants. Its favorite role to play is that of Durnan, the gruff, tight-lipped proprietor of the Yawning Portal.

Extremiton can make any environmental changes to Alterdeep and observe how its captive audience reacts. Meanwhile, it continues to use its telepathy to reach out to the Waterdavians in the city above, gathering more information to better realize its version of the city.

### GITHYANKI

After tracking the splinter colony of mind flayers to Undermountain, githyanki forces from level 16 have begun their systematic eradication of the illithid presence.

The githyanki forces on this level await reinforcements from level 16. Yaveklar, the knight in command, intends to personally cut off the ulitharid's head and present it to her superiors. Her second in command, Lashiir, wants to see Yaveklar stripped of her command for incompetence.

## EXPLORING THIS LEVEL

All location descriptions for this level are keyed to map 17.

The caverns surrounding the mind flayer colony are dark and damp. The space occupied by the colony is smoothly carved from solid stone. Throughout this level, adventurers hear the constant thunder of the underground river, which is especially loud in area 12 and slightly less so in areas 16 through 20.

### 1. TUNNEL PLEXUS

The natural tunnel that descends from level 16 levels out before splitting into several passages that connect to areas 2, 5, and 6. These passageways have uneven floors and ceilings, the distance between which varies from 10 to 15 feet. Characters who navigate these tunnels occasionally come across the bodies of flumphs slain by the githyanki.

### 2. DRIPPING CAVE

Water drips from stalactites that cling to the roof of this damp, 30-foot-high cave.

### 3. HALASTER'S MAW

Most of this 30-foot-high cavern is taken up by a gaping pit roughly 50 feet long, 30 feet wide, and 30 feet deep. Its sides slope inward so that the floor of the pit is 30 feet long by 10 feet wide. A statue of a humanoid figure lies shattered at the bottom of the pit.

The broken statue is all that remains of Aasathra Raghthrokaar, a female dragonborn adventurer who was turned to stone and placed here by Halaster to lure other adventurers to their doom (see "Pit Trap" below).

#### PIT TRAP

A *detect magic* spell reveals an aura of transmutation magic around the pit. Each time part of the statue is disturbed, the pit magically snaps shut like a giant mouth and then slowly opens again. Creatures in the pit when it closes are crushed between its rocky walls and must make a DC 17 Dexterity saving throw, taking 88 (16d10) bludgeoning damage on a failed save, or half as much damage on a successful one. Creatures that are gaseous, amorphous (such as an ooze), or protected by an impenetrable magical barrier (such as that created by an *Otiluke's resilient sphere* spell) take no damage.

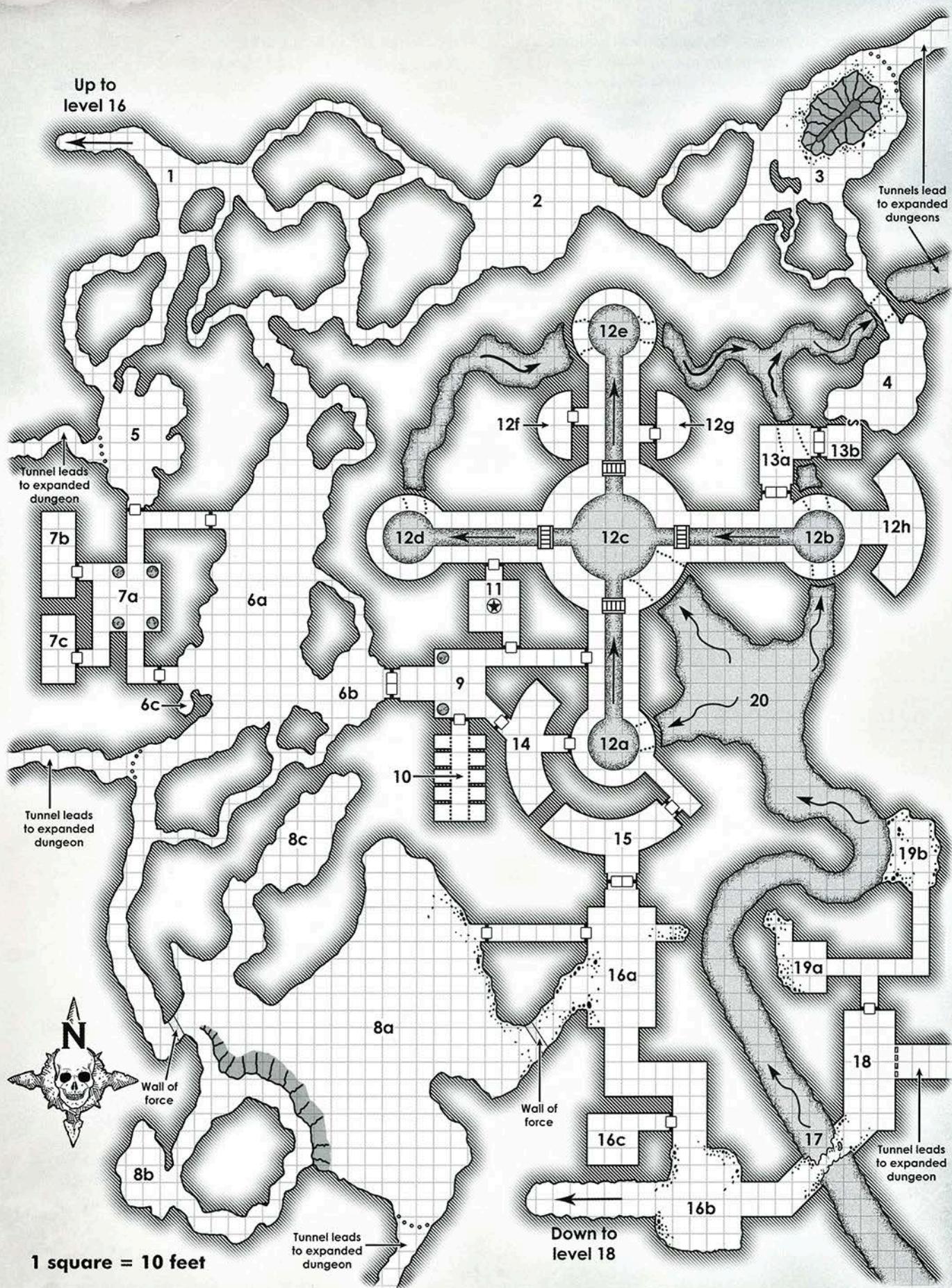
### 4. FLUMPH CLOISTER

**Flumphs.** Stalactites cling to the roof of this 20-foot-high cavern. Lurking among them are nine **flumphs**. The flumphs are passive creatures that fight only in self-defense.

**Secret Door.** A secret door in the south wall is carved to resemble natural stone.

The flumphs telepathically share the following information with friendly visitors:

- Mind flayers have established a splinter colony on this level (areas 9 through 20). An ulitharid called Extremiton leads the colony. Once the colony is secure and its



enemies are eradicated, Extremiton will undergo a transformation ritual to become an elder brain.

- Githyanki want to destroy the illithid colony and any flumphs they encounter. The mind flayers have spawned a neothelid—a worm-like behemoth—to defend their colony and destroy their githyanki enemies. Right now, the neothelid is trapped behind several *wall of force* spells (in area 8).

- The mind flayers have captured many humanoids from Waterdeep and Undermountain, most of whom are kept as “cattle.” The rest are turned into mindless thralls in service to Extremiton.

The flumphs don’t need to enter the mind flayer colony to feed on the illithids’ immense psionic energy. This cave is close enough to the colony that the flumphs can nourish themselves from a safe distance.

The flumphs are aware of the secret door but reluctant to speak of it, since they have come to rely on the illithid colony for sustenance. The flumphs would rather feed on the psionic energy of the mind flayers, who couldn’t care less, than the energy of the githyanki, who abhor the flumphs and attack them on sight.

## 5. GITHYANKI GRAVE

**Seepage.** Water seeps into this 30-foot-high cave through minuscule cracks in the ceiling, flowing in rivulets down the walls and disappearing through natural drains in the floor.

**Corpses.** Lying in alcoves to the east are the corpses of ten githyanki who perished fighting the mind flayers and their thralls.

## 6. BATTLEGROUND

This area has become the main battleground in the conflict between the githyanki and the mind flayers. The ceilings throughout are 20 feet high.

### 6A. CAVE OF CARNAGE

**Corpses.** The uneven floor is strewn with the corpses of githyanki, troglodytes, duergar, ogres, and orogs, as well as eight decapitated mind flayers and two flumphs.

**Githyanki.** Four **githyanki warriors** with *nondetection* spells cast on them lurk behind rock formations in the middle of the cavern.

The githyanki report to the knights in area 7c. Three fight to the death to defend the cavern, while the fourth retreats to area 7a to alert their allies.

### 6B. SEVERED HEADS

**Double Door.** Embedded in the east wall is a stone double door sealed with Qualith door locks (see “Qualith Door Locks,” page 222). Unless it is held open, the door automatically closes and locks.

**Heads on Pikes.** Seven decapitated mind flayer heads with limp tentacles are mounted on pikes in the middle of the cavern, facing the double door. (They were left here by the githyanki.)

### 6C. ONE BRAVE FLUMPH

A **flumph** lurks in the shadows of this alcove, surreptitiously feeding on the psionic energy of the githyanki warriors in area 6a. A successful DC 12 Wisdom (Perception) check is required to detect the creature. The flumph has the same helpful disposition and information as the rest of its kin on this level (see area 4).

## 7. GITHYANKI STRONGHOLD

Two githyanki knights and eight githyanki warriors are stationed here. These githyanki are alert and won’t give up their stronghold without a fight. Yaveklar, the knight in command, carries a *potion of supreme healing*, which she uses if she becomes grievously wounded.

### 7A. ARCH GATE TO LEVEL 15

**Light.** Torches burn in iron brackets mounted to four pillars that support the 20-foot-high ceiling.

**Githyanki.** Four **githyanki warriors** stand guard next to the pillars.

**Arch.** Embedded in the east wall is a stone arch, its keystone carved with an image of a six-fingered gauntlet.

The githyanki warriors follow orders without question and have no authority to negotiate; that task falls to the knights in area 7c. A fight here brings reinforcements from areas 7b and 7c.

**Arch Gate.** The arch is one of Halaster’s magic gates (see “Gates,” page 12). Its rules are as follows:

- The gate opens for 1 minute if a creature touches the arch with a six-fingered gauntlet. (Such an item can be found on level 15.)
- Characters must be 13th level or higher to pass through this gate (see “Jhesiyra Kestellharp,” page 10). The first creature to pass through the gate triggers an elder rune (see “Elder Runes,” page 12).
- A creature that passes through the gate appears in area 24c on level 15, in the closest unoccupied space next to the identical gate located there.

### 7B. BARRACKS

**Light.** Resting on the floor are two glass lanterns with *continual flame* spells cast on them.

**Wounded Githyanki.** Four **githyanki warriors** are recovering from wounds inflicted on them by the mind flayers’ thralls. Each has 30 hit points remaining.

**Fountain.** Embedded in the north wall is a stone fountain with a semicircular basin. The fountain is carved in the likeness of a winged fish with water spouting from its mouth.

The githyanki obey the knights in area 7c and won’t accept healing from strangers without their superiors’ consent.

The water spouting from the stone fish falls into the semicircular basin beneath it and drains out through small holes inside. The water is cool and clean, and serves the githyanki as a source of fresh water.

### 7C. KNIGHTS’ QUARTERS

**Light.** Resting on the floor is a glass lantern with a *continual flame* spell cast on it.

**Knightly Argument.** Left undisturbed, two female **githyanki knights** argue quietly with one another in the middle of the room. One of the knights has a decapitated mind flayer head hanging from her belt.

The older githyanki knight, Yaveklar, commands the githyanki forces on this level. Though she is eager to slay the ulitharid and wipe out the mind flayer colony, Yaveklar is cautious and patient. She has suffered more losses than her superiors would consider acceptable, so she's waiting for reinforcements before launching any further assaults.

The younger knight, Lashiir, stands ready to take over in the event that Yaveklar is removed from command. Lashiir is proposing to attack the neothelid in area 8, using *misty step* spells to bypass the walls of force containing it. Yaveklar is not convinced that her forces are strong enough to defeat the neothelid and still maintain a foothold on this level.

If the characters can communicate with the knights, they can attempt to forge a truce with the githyanki. Yaveklar orders them to slay the neothelid as proof of their worth. If the characters kill the neothelid but return to Yaveklar in a very weakened state, she takes advantage of their situation and tries to finish them off. If they kill the creature and return with strength to spare, Yaveklar agrees to let them travel through Seadeeps unmolested and will even commit forces to a joint operation to conquer the mind flayer colony. If Yaveklar is neutralized, Lashiir readily fills the power vacuum and behaves much like her predecessor.

The illithid head dangling from Yaveklar's belt is a trophy from a recent skirmish. Resourceful characters can animate the head and use its writhing tentacles to unlock doors equipped with Qualith locks (see "Qualith Door Locks," page 222).

**Treasure.** Each githyanki knight wears a suit of baroque half plate armor set with three alexandrites (500 gp each) and ten citrines (50 gp each). In addition, Yaveklar carries a *potion of supreme healing*.

## 8. OPERATION: EAT THEM ALL

The mind flayers have spawned a neothelid and trapped it behind magic walls of force controlled from area 16c. The illithids are waiting for Extremiton to give the order to unleash the savage creature on their githyanki enemies in Seadeeps and the Crystal Labyrinth.

### 8A. NEOHELID'S CAVE

Magic walls of force seal off all tunnels leading to this enormous cavern (see "Walls of Force" below). The floor, while uneven throughout, has been worn smooth by the creature trapped here. The cavern has the following features:

**Neothelid.** A 210-foot-long **neothelid** (see appendix A) is curled up in the middle of the cavern, waiting to be fed.

**Ceiling.** The ceiling is uneven—ranging in height from 60 to 90 feet—and festooned with stalactites.

**Ledge.** A ledge climbs the western wall to a maximum height of 20 feet. At the back of this ledge are two tunnels leading to area 8b.

Food in the form of humanoids is delivered to the neothelid through a stone door set into the east wall, beyond which is a smoothly carved tunnel leading to area 16a. The door is sealed with a Qualith lock (see "Qualith Door Locks," page 222).

The neothelid is always hungry and tries to devour any creature that enters its cave. It lacks the intelligence to distinguish one kind of prey from another and feeds indiscriminately.

**Tunnel to Expanded Dungeon.** If you decide to expand the dungeon southward, the passage in the south wall exists but is sealed off with a wall of force.

**Walls of Force.** The illithids have a psionic device in area 16c that generates the magic walls of force sealing off the neothelid's cavern. Each wall is identical to that created by a *wall of force* spell, with these differences:

- The walls last until the psionic force generator in area 16c is deactivated.
- A *disintegrate* spell cast on a wall destroys it for 1 minute, after which the psionic force generator in area 16c resummons the wall.

### 8B. STANDING GATE TO LEVEL 19

In the middle of this otherwise empty cave is a pair of standing stones topped with a lintel, carved into which is a symbol of an arrow. The standing stones form a magic gate (see "Gates," page 12). Its rules are as follows:

- If an arrow or a crossbow bolt is shot between the standing stones, the gate opens for 1 minute.
- Characters must be 15th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 15 on level 19, in the closest unoccupied space next to the identical gate located there.

### 8C. DEAD-END CAVE

The tunnel leading to this cave narrows dramatically, but not enough to keep the neothelid from reaching prey that flees here. The cave is empty.

## 9. GUARD POST

The doors to this area are made of stone and sealed with Qualith door locks (see "Qualith Door Locks," page 222). Unless they are held open, the doors automatically close and lock. This area has the following features:

**Sentries.** Two **mind flayers** stand behind eight **orogs** (lined up in two rows of four) facing the double door to the west.

**Pillars.** Two stone pillars with glowing veins of crystal stand to either side of the western hallway.

The mind flayers have orders to thwart any frontal assault on the colony. The orogs are thralls under the illithids' command and defend their alien masters to the death.

## 10. DETENTION FACILITY

The mind flayers use this detention facility to hold “cattle”—the term they use to describe humanoids they consider a food source.

The door to the cell block is made of stone and sealed with a Qualith door lock (see “Qualith Door Locks,” page 222). Unless it is held open, the door automatically closes and locks.

The cell block is 10 feet high throughout and contains the following:

**Cells.** Spaced along the corridor are ten cells with doors made of sturdy iron bars through which a Tiny creature could squeeze. Each cell door is fitted with a Qualith door lock (see “Qualith Door Locks,” page 222).

**Prisoners.** Three prisoners are locked in separate cells when the characters arrive: a foul-smelling **troglodyte**, a young male human **veteran** wearing the uniform of a City Watch constable of Waterdeep, and an elderly female **grimlock** in a soiled gray robe.

The three prisoners subsist on a slimy but nutritious gray mold delivered to them in bowls once a day by illithid thralls.

The troglodyte, Glorz, has a dinner date with the neothelid in area 8 and, given its chaotic evil alignment, can’t be trusted to behave itself if set loose.

The City Watch constable, Ishan Toru (LG male Kozakuran human), waits to have his brain devoured by the illithids. Toru’s weapons were taken from him and discarded, and he plans to meet his death with whatever courage he can muster. He remembers being lured into an alley by a young girl who claimed her father was being accosted by ruffians. Toru was knocked unconscious by an unseen foe in the alley and awoke in this cell. If set free, he joins forces with his liberators and helps them in any way he can, but is eager to report to his superiors in Waterdeep about what he has witnessed here. He also has parents and siblings who are no doubt wondering what happened to him.

If his death seems likely, Toru asks one of the characters to take his City Watch badge and return it to his father in Waterdeep. If this is done, Toru’s mother—a renowned jewelry artist—gives that character a sapphire bracelet or pendant worth 2,500 gp as a show of her gratitude.

Ahpok, the old grimlock, has an **intellect devourer** in her skull. She is used by the mind flayers to lure other grimlocks to the colony to have their brains devoured. Ahpok has been unable to leave the colony in recent weeks because of the githyanki, so the illithids have stationed her here with orders to keep an eye on the other prisoners. The grimlock speaks Undercommon. Ahpok claims to know this level of Undermountain by sound, smell, and touch, and offers her services as a guide if the characters agree to set her free. If the characters follow her, Ahpok leads them to the neothelid to be killed and consumed. If the intellect devourer is deprived of its host, it teleports away to seek a new one.

## 11. HALASTER IS GLOWING

The stone doors to this chamber are sealed with Qualith door locks (see “Qualith Door Locks,” page 222). Unless they are held open, the doors automatically close and lock. The ceiling here is 10 feet high. The room has the following features:

**Arch.** Embedded in the middle of the east wall is a stone arch. Carved into its keystone are three human-like stick figures holding hands.

**Statue.** In the middle of the room, a statue of a thin, bearded, wild-haired man wearing a robe covered with eyes stands atop a 3-foot-high block of stone. The statue is surrounded by a faint nimbus of multicolored light and points a stony finger at the eastern arch.

The glowing statue depicts Halaster Blackcloak. It is a magic trap that casts a *prismatic spray* spell every time a creature emerges from the arch gate in the east wall. (Simply passing between the statue and the gate doesn’t trigger the trap.) The rays created by the spell originate from the statue’s pointed finger and target all creatures between the statue and the gate (save DC 19).

A *detect magic* spell reveals auras of abjuration magic and evocation magic around the statue. It melds seamlessly with its base and the floor, as though one with both. It can’t be toppled and is impervious to damage.

Close examination of the statue reveals that the eyes carved into its robe, twenty in all, have lids that are locked open. Casting an *arcane lock* spell on the statue closes the eyelids on all the robe’s eyes and deactivates the statue. Encompassing the statue in a *darkness* spell suppresses the trap for the duration.

### ARCH GATE TO LEVEL 14

The arch is one of Halaster’s magic gates (see “Gates,” page 12). Its rules are as follows:

- If three humanoids hold hands while standing within 5 feet of the gate, it opens for 1 minute.
- Characters must be 13th level or higher to pass through this gate (see “Jhesiyra Kestellharp,” page 10). The first creature to pass through the gate triggers an elder rune (see “Elder Runes,” page 12).
- A creature that passes through the gate appears in area 39b on level 14, in the closest unoccupied space next to the identical gate located there.

## 12. DYNAMO

The central feature of the mind flayer colony is a psionic, quasi-magical turbine powered by a thunderous underground river that flows through it.

River water entering the dynamo is channeled along 10-foot-deep troughs. As the water courses through each trough, it passes U-shaped, gold-plated metal conductors bolted to the sides and bottom of the trough at 10-foot intervals. The energy from the water is transferred to the conductors and used to power the apparatus in area 12g and the psipods in areas 14 and 15. After flowing through the dynamo, the water exits through submerged, rough-hewn tunnels carved into the sides of cisterns. The underground river then resumes its natural course, eventually emptying into the Underdark.

### UNDERGROUND RIVER

The underground river on this level is swift and loud. Creatures within 20 feet of it are deafened by the roar unless a soundproof barrier or a *silence* spell blocks the noise. Any creature that starts its turn in the river and isn't anchored must make a DC 15 Strength saving throw. On a failed save, the creature is swept 60 feet downriver; on a successful save, the distance is halved to 30 feet. The river flows just as strongly through area 12 as it does elsewhere.

Creatures can walk along a stone ledge that hugs the perimeter of the dynamo. The ledge is 1 foot above water level, and four arching wooden bridges span the troughs near the central hub (area 12c). These bridges are securely bolted to the floor. The ceilings above the water collectors are domed and vary in height. The connecting tunnels between the collectors and the bridges have flat, 15-foot-high ceilings.

All doors leading to this area are made of stone and sealed with Qualith door locks (see "Qualith Door Locks," page 222). Unless they are held open, the doors automatically close and lock.

### 12A. SOUTH WATER COLLECTOR

The ceiling in this chamber forms a dome 20 feet higher than the floor around the cistern, which is 10 feet deep. Water pouring in from the east travels north along a trough that leads toward area 12c.

### 12B. EAST WATER COLLECTOR

This area is watched by the ettins that lurk in area 12h.

The ceiling in this chamber forms a dome 20 feet higher than the floor around the cistern, which is 15 feet deep. Water pouring in from the south travels west along a trough that leads toward area 12c. Excess water flows north through a submerged tunnel blocked by a 10-foot-diameter, circular iron grate that tiny creatures can slip through. Forcing open the grate while fighting off the current requires a successful DC 30 Strength (Athletics) check.

### 12C. CENTRAL HUB

The ceiling in this chamber forms a dome 40 feet higher than the floor around the cistern, which is 20 feet deep and fed by a submerged tunnel to the southeast. Water also pours in from 10-foot-deep troughs to the south and east, and forced westward and northward along troughs that lead to areas 12d and 12e, respectively.

### 12D. WEST WATER COLLECTOR

The ceiling in this chamber forms a dome 20 feet higher than the floor around the cistern, which is 30 feet deep. Water pouring in from the east exits through a submerged tunnel in the north wall of the cistern, 20 feet below the water's surface.

### 12E. NORTH WATER COLLECTOR

The ceiling in this chamber forms a dome 20 feet higher than the floor around the cistern, which is 40 feet deep. Water flowing in from the south and west exits through a submerged tunnel in the east wall of the cistern, 30 feet below the water's surface.

Two dead grimlocks float in the cistern, with the brains torn out of their skulls. This is where the mind flayers dispose of creatures they feed on. Eventually, the corpses sink and get swept downriver.

### 12F. DINING EXPERIENCE

The stone door to this room is soundproof, airtight, and sealed with a Qualith door lock (see "Qualith Door Locks," page 222). The ceiling is 10 feet high and flat. The room contains the following features:

**Grimlock.** A stunned male **grimlock** is slumped in one of three stone chairs that face the door.

**Illithids.** Two **mind flayers** are present. One stands behind the grimlock, feasting on its brain while telepathically communicating the experience to the second mind flayer, which looks on.

Dining on brains is a spectator event for mind flayers. With the aid of telepathy, the diner can convey the pleasures of a meal to other illithids in range. These mind flayers don't like being outnumbered. They try to stun as many characters as possible, then gather reinforcements from area 12h.

Most of the grimlock's brain is consumed by the time the characters arrive. Short of a *raise dead* spell or similar magic, there's no way to save the creature from its fate.

### 12G. CONTROL ROOM

The stone door to this room is soundproof, airtight, and sealed with a Qualith door lock (see "Qualith Door Locks," page 222). The ceiling is 10 feet high and flat. The room contains the following features:

**Extremiton.** In the middle of the room, the **ulitharid** (see appendix A) sits on a swiveling crystal throne shaped like a cocoon. The throne's base is shaped from a dark, alien metal. Dozens of thick copper wires connect it to plates of a similar metal bolted to the floor.

**Crystal Screen.** When the characters first arrive, the throne faces the room's curved back wall, which has rows of pale white crystals embedded in it. These crystals project the flickering, spectral image of the Yawning Portal's taproom, as seen through the eyes of its proprietor, Durnan.

**Extractor Staff.** A thin crystal stand near the throne holds a black metal staff shaped like a warped, alien spinal column. This is Extremiton's extractor staff (see the "Ulitharid" entry in appendix A).

While seated in its crystal throne, Extremiton is psychically linked to the psipods in areas 14 and 15 and is maintaining its Waterdeep simulation (see "Alterdeep," page 229). If it leaves the throne, the simulation deactivates and the psipods shut down. When this happens, the mind flayers in areas 14 and 15 make their way here to find out why the ulitharid ended the simulation. It takes them 4 rounds to arrive.

Extremiton has enough on its mind without battling adventurers. If cornered here, it tries to negotiate a peaceful settlement. As a lawful evil creature, it tries to uphold its end of any agreement while twisting a badly worded deal to its advantage. Primarily, Extremiton is

concerned with its own safety and the elimination of the githyanki. The welfare of the rest of the colony comes second. It places no value on prisoners and gladly releases them if doing so is enough to preserve its life.

The scene projected on the back wall is what Extremiton sees when it looks through the eyes of the virtual Durnan in the alternate version of Waterdeep. The view changes abruptly whenever the ulitharid switches characters in the simulation, and the scene fades entirely when the ulitharid leaves its throne.

Given a chance to do so, the ulitharid is delighted and eager to show off its Alterdeep simulation, which it is using to learn more about Waterdeep and its multi-faceted culture. Extremiton fails to mention that once it becomes an elder brain, it plans to use its newfound knowledge to enslave the entire city.

#### 12H. ETTIN THRALLS

This curved chamber has a flat ceiling 10 feet high. Lurking in the dark, empty alcoves to the north and south are four scrawny **ettins**. At full health, each ettin has 60 hit points.

The ettins' minds have been broken by *dominate monster* spells cast on them repeatedly by the illithids over many months. These drooling, gibbering, malnourished thralls won't attack illithids or creatures in their company. All other creatures are attacked on sight. The starving ettins hungrily devour any kills.

#### 13. BACK DOOR

The double doors to these rooms are airtight, sound-proof, made of stone, and sealed with Qualith door locks (see "Qualith Door Locks," page 222). Unless they are held open, the doors automatically close and lock. The ceiling here is 10 feet high.

The mind flayers use this back door to their fortress as a means of escape, in case the colony is overrun by githyanki or other invaders.

#### 13A. TREASURY

Two chests carved from zurkhwood sit atop low stone tables against the west wall of this room.

**Treasure.** The chests contain treasure that the mind flayers use to bribe creatures they can't devour or enslave. Each chest contains 800 pp. Characters who dig through the gold also find a pair of purple-tinted crystal spectacles with platinum frames (2,500 gp), a *potion of resistance* (acid), a *Quaal's feather token* (tree), and a drow-made dagger with silver web filigree. The dagger magically plays a fragment of a guitar solo when struck or used to strike a foe. The dagger is worth 750 gp.

#### 13B. OUTER GUARD POST

The north wall of this empty, unfurnished room contains a secret door.

#### 14. PSIPOD NEXUS I

The doors to this room are made of stone and sealed with Qualith door locks (see "Qualith Door Locks," page 222). Unless they are held open, the doors automatically close and lock. The ceiling here is 10 feet high. The room contains the following features:

**Psipods.** Resting in iron brackets along the curved walls are fifteen coffin-sized bronze cylinders with lids of transparent crystal. Each capsule is tilted at a 45-degree angle, connected to metal floor panels with thick copper wires, and coated in a thin, slimy residue.

**Illithids.** Four **mind flayers** carrying dark sheets of metal resembling clipboards are inspecting the capsules, nine of which contain unconscious humanoids.

The mind flayers are tasked with ensuring that the equipment in this room is functioning properly. They try to stun intruders and trap them inside empty psipods (see "Psipods" below). Their "clipboards" are thin sheets of metal with braille-like writing (Qualith) embossed on them. The mind flayers use their tentacles to interpret the writing, which provides technical schematics for the psipods. A *comprehend languages* spell or similar magic reveals as much, enabling characters to discern what the psipods do and how to disable them.

#### PSIPODS

A psipod is a magic device that connects the mind of an unconscious humanoid to the mind of the ulitharid in area 12g. The psychic residue that coats each psipod is a byproduct of this connection. The residue is sticky and foul-smelling, but harmless. It dissolves after a few hours.

Any creature that enters a psipod's bronze cylinder must succeed on a DC 17 Constitution saving throw or fall unconscious, lulled into that state by a soothing psionic vibration that the ulitharid produces. A creature that succeeds on the saving throw must repeat it at the end of each of its turns until it exits the cylinder.

While in a psipod, an unconscious creature finds itself drawn into a simulated reality created by the ulitharid (see the "Alterdeep" sidebar) and can survive in this state for the remainder of its natural life, its mind and body nourished by the psipod's psychic energy. If the psipod is shut down, or if the unconscious creature is removed from it, the creature can repeat the DC 17 Constitution saving throw at the end of each of its turns, waking on a success. The creature also awakens if it takes damage in the real world, but not if it takes damage in the Waterdeep simulation.

A psipod shuts down if it is disabled or destroyed. To disable a psipod, a creature must disconnect three of the eight copper wires connecting it to the metal panels in the floor. The mind flayers' schematic pads identify which three wires to disconnect on each psipod. (The combination of wires varies from one psipod to another.) If wires are torn out at random, roll a d8 three times (rerolling duplicate results) to determine which three wires shut down that particular psipod, then roll a d8 for each wire that is disconnected to see if it's one of the correct ones. Disconnecting a wrong wire triggers a magical surge that targets all creatures within 5 feet of the psipod except the one inside it. A targeted creature must make a DC 17 Wisdom saving throw, taking 22 (4d10) psychic damage on a failed save, or half as much damage on a successful one. A magical surge from one psipod has no effect on the others.

All the psipods shut down if the ulitharid dies or leaves the crystal throne in area 12g. Each psipod is a

## ALTERDEEP

Unconscious creatures in psipods experience the equivalent of a shared dream as they appear with all their carried possessions in Waterdeep—or rather, an alternate version of Waterdeep created by Extremiton.

Through extensive telepathic contact with Waterdavians, the ulitharid has created a realistic simulation of Waterdeep that is constantly being refined for greater authenticity. Within "Alterdeep," the ulitharid takes on various personas and quietly observes how creatures that are projected into the setting by the psipods interact with each other and the fake creatures and objects around them.

Alterdeep looks, sounds, smells, and feels like Waterdeep. Prolonged exposure to this alternate world, however, increases the possibility of detecting a flaw that betrays its true nature. Although Extremiton has created an impressive facsimile, characters who are drawn into the environment notice slight discrepancies in the way familiar NPCs act, or pick up on minor details that the ulitharid has gotten wrong or can't reasonably duplicate: slight changes in decor, books that are blank between the covers, foul-tasting elven wine, dwarves unable to speak Dwarvish, and so on.

As soon as a character encounters such a discrepancy, the ulitharid also becomes aware of it, since their minds are linked. When confronted with an error, Extremiton either takes steps to correct it or tries to draw attention away from it. For example, it doesn't know Dwarvish well enough to cause the residents of Alterdeep to speak it fluently, so it might subtly remove all known Dwarvish-speaking characters from the simulation until its familiarity with that language improves significantly.

**The Yawning Portal.** The most accurate and fleshed-out location in Alterdeep is the Yawning Portal. Extremiton is particularly fascinated with the establishment, its owner, and its clientele. Most newcomers to the simulation awaken here, and Extremiton tries to create enough situations of interest in the tavern to keep its captive audience engaged. Extremiton appears in the Yawning Portal as its

gruff proprietor, Durnan, though it can inhabit other fake NPCs as well. The ulitharid has focused most of its attention on the Yawning Portal because that location sits atop the entrance to Undermountain and is a hotbed of humanoid interaction.

**Damage, Death, and Healing.** Creatures can be hurt, healed, and killed in the simulation just as they can be in the real world, and a character reduced to 0 hit points makes death saving throws as normal.

Any creature that joins the simulation by entering a psipod and dies in the simulation also dies for real from the shock, as though it had taken enough psychic damage to instantly kill it. Creatures immune to psychic damage can't be killed by this kind of system shock and stabilize automatically inside the simulation.

**Leaving Alterdeep.** If characters in the simulation try to escape Alterdeep's city limits, Extremiton creates situations to dissuade them: bad weather, a city-wide lockdown, a festival—whatever it takes. The ulitharid hasn't researched areas outlying the city. Consequently, nothing but thick fog lies beyond the city gates. The same is true for Alterdeep's version of Undermountain; characters who descend the well in the Yawning Portal taproom find themselves enshrouded in fog with nowhere to go but back up. Extremiton, in the guise of Durnan, discourages exploration of Undermountain by claiming that the Mad Mage has magically sealed it off.

Characters who are brought into the simulation can escape only if Extremiton allows it or if their psipods are shut down. The ulitharid might remove one or more characters from the simulation if it finds them too disruptive, in which case they're taken out of their psipods and confined to area 10 until they can be fed to the neothelid in area 8. The characters can also try to form an alliance with the ulitharid. Extremiton might release them if, in exchange, they promise to destroy the githyanki that are threatening the mind flayer colony. You can roleplay these interactions or have the characters make ability checks to convince Extremiton to let them back into the real world.

Large object with AC 15, 50 hit points, and immunity to poison and psychic damage. A creature inside a psipod has total cover against attacks originating from outside the capsule.

## UNCONSCIOUS HUMANOIDS

Eight of the humanoids in the psipods are **commoners** of mixed race, alignment, and ethnicity. Their names are Daundarak Steelfist (LG male shield dwarf), Jarana Hammerstone (LG female shield dwarf), Falain Tladrue (CG female moon elf), Merrily Shadowstep (NG female lightfoot halfling), Jagtar Uythrapp (LG male Mu-lan human), Lament (N male tiefling), Stormal Voss (LE male Illuskan human), and Lander Hellwind (CG male Illuskan human). All were abducted from Waterdeep. Apply racial traits to them as warranted, and remember that dwarves, elves, and tieflings have darkvision.

The ninth humanoid is Selphorn Amcathra (NE male Tethyrian human **noble**). A resident of the town of Amphail, he was abducted after attending the funeral of a cousin in Waterdeep. Selphorn promises a reward of 500 gp for his safe return to the City of Splendors and makes good on his promise, but he puts his self-interest above all other concerns. Characters from Waterdeep would know that House Amcathra is one of the city's wealthiest noble families.

## 15. PSIPOD NEXUS II

This room is identical to area 14, with these alterations:

- The room contains twenty empty psipods in various stages of completion. (Half of the psipods are fully assembled and functional.)
- Three **mind flayers** are busily assembling one of the unfinished psipods.

## 16. OLD DWARVEN HALLS

The doors in this area are made of stone and sealed with Qualith door locks (see "Qualith Door Locks," page 222). Unless they are held open, the doors automatically close and lock. Rooms here are 20 feet high with 10-foot-high corridors connecting them.

### 16A. NORTH GUARD POST

**Scaladar.** Two modified scaladar guard the hall. They are described in more detail below.

**Furnishings.** Water seeps into the hall through cracks in the arched, 20-foot-high ceiling, spilling onto a 40-foot-long stone table surrounded by stone chairs as big as thrones.

**Dishware.** Shallow niches in the walls hold stone dishes and tankards. Some of the dishware contains

globs of edible gray slime. (The mind flayers use these dishes to bring food to prisoners in area 10.)

**Wall of Force.** The rubble-strewn passage to area 8a is blocked by an invisible wall of force that is generated from area 16c.

The mind flayers gained control of two **scaladar** (see appendix A) and implanted duergar brains in them, bestowing on each construct an Intelligence of 11 and the ability to understand (but not speak) Dwarvish and Undercommon. Each duergar brain is contained in a glass sphere embedded in the construct's head. These scaladar obey the commands of illithids and attack any creatures that aren't mind flayers or their thralls. Trobriand's rings no longer have any effect on these constructs.

#### 16B. SOUTH GUARD POST

This misshapen, 20-foot-high room sits at the top of a sloped tunnel that descends for hundreds of feet to level 18. Guarding the otherwise empty room are eight **duergar**. If they see light approaching, the duergar turn invisible and enlarge themselves, then ambush anyone that enters the chamber. These duergar have had their minds broken by the mind flayers and fight to the death.

#### 16C. PSIONIC FORCE GENERATOR

**Pedestal.** In the middle of the room, two **mind flayers** grip the top of a 4-foot-tall, three-sided crystal pedestal with a fist-sized diamond floating 1 foot above it.

**Anvils.** Piled against the walls are scores of rusty iron anvils forged and abandoned long ago by the Melairkyn dwarves. (Each one weighs 500 pounds.)

The crystal pedestal with the diamond levitating above it is a psionic force generator, a magic device that allows the mind flayers to create and sustain the walls of force that enclose area 8. The mind flayers provide the mental energy that powers the generator. If these mind flayers are attacked, one maintains contact with the crystal pedestal while the other defends it.

The diamond no longer floats if removed from its place above the pedestal. A creature within reach of the diamond can use an action to take it. Without the diamond, the generator shuts down and the walls of force in area 8 disappear. The device can't function without the diamond (or another of the same or greater value). The walls of force also disappear if the mind flayers are pulled away from the pedestal—though the walls reappear if contact is reestablished, as long as the diamond is still floating in place. If the walls disappear, the neothelid in area 8 escapes in search of prey, killing and consuming any creatures it finds.

The crystal pedestal is embedded in the floor and can't be knocked over, but it can be destroyed, rendering the generator irreparable. The pedestal is a Small object with AC 13, 20 hit points, and immunity to poison and psychic damage.

**Treasure.** The diamond is worth 5,000 gp.

### 17. CRUMBLING BRIDGE

Spanning the river at this point is a crumbling stone bridge that can support 200 pounds at a time. Any more weight causes it to collapse. A creature on the bridge when it collapses can leap to one side or the other with a successful DC 15 Dexterity saving throw. On a failed save, the creature falls in the river and might get swept away (see "Underground River," page 227).

### 18. GRAY MOLD

The walls of this room are streaked with a slimy gray mold, some of which has been scraped off. Under the mold are bas-relief sculptures of dwarves chopping down large mushrooms.

The mold growing here is edible and nutritious, but not tasty. The mind flayers feed it to their prisoners. A small cup of the mold is nutritionally equivalent to a day's worth of rations.

### 19. UNGUARDED AREA

Neither the mind flayers nor their thralls come here.

#### 19A. RIVER'S ROAR

Creatures in this 10-foot-high, partially collapsed chamber have disadvantage on Wisdom (Perception) checks that rely on hearing due to the loud roar of the underground river nearby.

#### 19B. SAFE SHORELINE CAVE

The 10-foot-high, rough-hewn chamber is strewn with rubble. The shore is rocky and covered with loose dirt.

### 20. RIVER BRANCHES

The river (see "Underground River," page 227) reaches a depth of 20 feet at this point, where it splits off in three directions. A creature swept along by the river's strong current is pulled in a random direction determined by rolling a d6. On a 1, the creature is swept into area 12a. On a 2, the creature is swept into area 12b. On any other result, the creature is swept into area 12c.

## AFTERMATH

If freed from its confinement, the neothelid wanders Seadeeps and consumes any other creature that crosses its path. Characters might try luring it to another level of Undermountain, where it can wreak even more havoc. If the neothelid becomes too great a nuisance, Halaster takes strides to either destroy or contain it.

Killing Extremiton completes a quest (see "Uncover the Telepathic Spy," page 10). Deprived of their leader, the surviving illithids disappear into other corners of Undermountain or return to the Underdark. With the illithids gone, the githyanki move to secure the level with reinforcements from level 16—assuming there are any githyanki left. If the githyanki are wiped out and Extremiton is allowed to live, it eventually turns itself into an elder brain, which attracts more illithids to the colony. In addition, the illithids continue to capture people from Waterdeep for their Alterdeep simulation, which grows more intricate and nuanced every day.



## LEVEL 18: VANRAKDOOM

**V**ANRAKDOOM IS DESIGNED FOR FOUR 15TH-LEVEL characters, and those who defeat the monsters on this level should gain enough XP to advance halfway to 16th level. The level is named after Vanrak Moonstar, a Waterdavian noble who turned to the worship of Shar (god of darkness and loss), descended into Undermountain, and became a death knight. To grasp what's happening on this level and why, one needs to know the fate that befell Lord Moonstar.

### THE DARK FATE OF LORD VANRAK MOONSTAR

Adherents of Shar have been active in the shadow of Mount Waterdeep ever since a disastrous expedition to the Black Jungles mounted in the Year of the Dark Dawn (1104 DR) by Lord Vanrak Moonstar, a charismatic, outgoing swashbuckler. Vanrak was but a pale shadow of his former self when he returned. A few tendays later, his father, Lord Andvarran Moonstar, the family patriarch, died of a strange wasting disease that could not be cured by healing magic.

Upon assuming leadership of House Moonstar, Vanrak publicly broke with the temple of Selûne (god of the moon), which he blamed for his father's untimely death. Consumed with bitterness, the Dark Ranger, as Vanrak came to be known, secretly embraced Selûne's sister: Shar, the Lady of Loss.

By the Year of the Howling Moon (1130 DR), House Moonstar was in open schism. Family members who

still venerated Selûne aligned themselves with Lord Vanrak's sister, Lady Alathene, and Selûne's priesthood. Meanwhile, Lord Vanrak and his followers extended their dark influence over much of the city's harbor with the aid of a small army of mercenaries bolstered by followers of Shar.

Lady Alathene appeared in open court and asked the Lords of Waterdeep to strip her brother of his title and banish him from the city. She also presented evidence of her brother's numerous crimes, including slavery, arson, theft, and murder. The Lords ordered the immediate capture of the Dark Ranger, but by the time the City Watch had breached the gates of his villa, Vanrak and his followers had already fled through a secret portal into Undermountain. He and his followers remained there until, in the Year of the Dark Mask (1171 DR), they conquered the level of Undermountain that came to be known as Vanrakdoom.

Operating from his new base, Vanrak extended his influence throughout much of Undermountain and even periodically dispatched elite strike teams to battle followers of Selûne in the city above. He achieved his most dramatic success in the Year of the Tomb (1182 DR), when his followers infiltrated the High House of Stars through its cellars, slaughtered most of the inhabitants before they could raise an alarm, engulfed the temple in black fire, and burned it to the ground. The invaders also acquired enough treasure from the temple vaults to fund Lord Vanrak's personal quest for immortality. Within a few years, the Dark Ranger had transformed himself into a death knight.

The Lords of Waterdeep didn't make things easy for Vanrak Moonstar in the years that followed. They hired waves of adventurers to descend into Undermountain to bring Vanrak and his followers to justice. Although none of these adventurers succeeded, they winnowed down Vanrak's army to the point where he could no longer threaten the city.

Halaster Blackcloak compounded Vanrak's woes by urging other Undermountain dwellers to invade Vanrakdoom from time to time. In a desperate move, the few remaining priests of Shar performed rituals to harness the despair of Vanrak's shadow dragon mount, Umbraxakar, and use him to transport Vanrakdoom into the Shadowfell. In the end, Halaster's magical hold over Undermountain proved too strong to overcome, yet a small section of Vanrakdoom crossed over into the Plane of Shadow and became ensconced there.

Confronted by failure, Vanrak came to believe that Shar had deceived him and had orchestrated his downfall solely to spite her nemesis, Selûne. Vanrak had lost his family, his title, and most of his army, and he was in danger of losing hold over his domain. In the Year of Silent Shadows (1436 DR), he renounced his faith in Shar and begged Selûne's forgiveness for the destruction of her temple and its followers. In a desperate act of redemption, the death knight destroyed his undead form using a *sun blade*. A vampire cleric of Shar named Keresta Delvingstone has ruled Vanrakdoom ever since.

With the shadow of Vanrak faded from memory, House Moonstar has prospered. The Waterdavian family is currently overseen by the once shrewd but now senile Lady Wylynd Moonstar, a venerable human noblewoman who, by last estimate, is well over a century old. Although she has no children of her own, Wylynd is surrounded by distant relatives, including a savvy half-drow grandnephew named Helion Moonstar, whom she has chosen to be her heir. The family's business interests lie in cartography and exploration, and Wylynd has been known to fund expeditions to Undermountain from time to time for reasons she prefers to keep to herself.

## WHAT DWELLS HERE?

This level is controlled by servants of Shar and creatures of shadow.

### KERESTA DELVINGSTONE

Keresta Delvingstone grew up in the streets of Waterdeep and is no stranger to hardship. Hoping to make a better life for herself, she became an adventurer and sought fame and fortune in Undermountain. Keresta met her end in the lair of a vampire and became a vampire spawn under its command.

After Vanrak destroyed the vampire and conquered its lair, he took Keresta under his wing. Consumed by darkness and loss, Keresta was drawn to Shar like a moth to a flame and rose to become a vampire cleric of the evil god. She now leads Shar's debased cult in Vanrakdoom and intends to send the group on a mission to destroy the Spires of the Morning, the temple of Lathander (god of birth and renewal) in Waterdeep. She also has her sights set on destroying the House of the Moon—

Waterdeep's temple of Selûne, whom she blames for the destruction of Vanrak Moonstar.

Keresta is a **vampire**, with these changes:

- Keresta summons **giant centipedes** instead of wolves.
- She gains the Spellcasting feature described below.

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

Cantrips (at will): *guidance, mending, resistance, thaumaturgy*  
1st level (4 slots): *bane, command, inflict wounds, ray of sickness*  
2nd level (3 slots): *blindness/deafness, ray of enfeeblement, spiritual weapon*  
3rd level (3 slots): *animate dead, bestow curse, dispel magic, spirit guardians*  
4th level (3 slots): *blight, death ward, divination*  
5th level (1 slot): *antilife shell, destructive wave*

### REGIONAL EFFECTS

Vanrakdoom is Keresta's lair, and the following regional effects are noticeable throughout it:

- Fog creeps into areas of dim light or darkness. It vanishes when light is brought to bear on it but reappears when the light passes. A permanent fog hangs in some areas regardless of light, as noted in the descriptions of those areas.
- Rats and bats are plentiful. In areas where they are not specifically mentioned, droppings and guano betray their presence, and they can be heard constantly scuttling and shrieking in the distant darkness.

If Keresta is destroyed, the fog disperses, and the rats and bats gradually die off until only a scattered few remain.

### UMBRAXAKAR

The shadow dragon Umbraxakar used to be a lawful good bronze dragon named Glyster. Fond of assuming human form, Glyster was Vanrak Moonstar's friend and companion, remaining by the noble's side even after Vanrak's fall from grace. Glyster tried to turn Vanrak away from the worship of Shar, to no avail, and the dragon sank into despair. In this forlorn state, he allowed Shar's priests to transform him into a shadow dragon to better serve Vanrak in the battles to come. Thereafter, Glyster became known as Umbraxakar ("shadowborn" in Draconic).

The death knight and the shadow dragon fought side by side for many years, expanding their domain and then defending it against adventurers and other invaders. By this time, Umbraxakar had stopped caring about anything except his friendship with Vanrak. The friendship finally ended when Vanrak destroyed himself with a *sun blade*, leaving Umbraxakar and the remnants of Shar's wicked cult to fend for themselves.

### VISIONS OF UMBRAXAKAR

As characters explore areas of Vanrakdoom, they experience magical visions of terrible things that the dragon experienced long ago. These visions, byproducts of Umbraxakar's despair, provide clues that can help free the dragon from his dark curse. A character does not ex-

perience such visions within an antimagic field or while under the protection of a *dispel evil or good* spell.

Characters also encounter magical projections of Umbraxakar. These shadowy images take the form of harmless, dragon-shaped clouds of black fog. A projection that is targeted by a *dispel magic* spell or touched by an antimagic field is destroyed instantly. It otherwise cannot be harmed.

## CULT OF SHAR

The cult of Shar in Vanrakdoom consists mainly of vampire spawn under the command of Keresta Delvingstone. Living cultists also find their way here from time to time, guided through Undermountain by the dark grace of Shar herself. Keresta turns the most promising acolytes into vampire spawn. Those deemed unworthy of Shar's blessing nourish Keresta and her spawn with their blood, after which Umbraxakar devours the exsanguinated corpses.

Cultists are neutral evil humans who wear dusty gray robes over their armor. These robes bear the symbol of Shar: a black circle bordered in dark purple.

## INTO THE SHADOWFELL

Areas 19 through 33 of Vanrakdoom are ensconced in the Shadowfell and remain there as long as Umbraxakar is alive. In these areas, bright light is reduced to dim light, and dim light to darkness. In addition, all color has been drained from these areas, and a deathly stench hangs in the air. The walls are severely cracked, the floor tiles are buckled and broken in numerous places, and the ceilings have begun to sag as though they won't remain in place much longer.

Areas within the Shadowfell are no longer part of Undermountain and therefore aren't subject to its magical restrictions (see "Alterations to Magic," page 10).

The shadow dragon's despair can cause other areas of Vanrakdoom to slide in and out of the Shadowfell at irregular intervals—sometimes for a few seconds or minutes, sometimes for hours. Any such shift happens at your discretion and lasts as long as you want. When an area slides into the Shadowfell, all colors and lights within the area become muted as described above.

## SHADOWFELL DESPAIR

Characters who linger in the Shadowfell might become fraught with despair (see "Optional Rule: Shadowfell Despair" in chapter 2 of the *Dungeon Master's Guide*).

## EXPLORING THIS LEVEL

All location descriptions for this level are keyed to map 18. Areas of Vanrakdoom that have shifted into the Shadowfell have darker shading around them on the map.

### 1. ENTRANCE

Characters who descend the tunnel from level 17 come to a series of rough-hewn tunnels that open into a 10-foot-high corridor of smooth worked stone.

## 2. DUSTY EMPTINESS

This room and its connected corridors have 10-foot-high ceilings and floors covered with dust.

## 3. STATUE OF SHAR

**Fog.** The room is lightly obscured by fog.

**Statue.** The east corner holds a black marble statue of a cloaked woman wielding two daggers. Three dust-covered human skeletons lie at the statue's feet.

**Robed Figure.** Kneeling before the statue is a humanoid figure in a purple and black robe.

The kneeling figure is an empty robe that collapses into a pile on the floor if it is disturbed or targeted by a *dispel magic* spell.

The skeletons lying at the statue's feet are the remains of long-dead adventurers placed here as a warning not to disturb the 7-foot-tall statue. A character who succeeds on a DC 15 Intelligence (Religion) check can ascertain that the statue depicts Shar.

## 4. OLD FRIENDS

**Fog.** The room is lightly obscured by fog.

**Tapestries.** Shredded tapestries that once depicted coastal scenes lie in heaps near the walls. Disturbing the tapestries causes a harmless, smoky projection of Umbraxakar to appear in the middle of the room. It rushes toward intruders, hoping to scare them away.

**Vision.** Any character who moves more than halfway into the room experiences one of the shadow dragon's fleeting visions.

### DRAGON'S VISION

In this vision, the character is standing before a cloaked nobleman (Lord Vanrak Moonstar) on a windy cliff overlooking the sea. The noble asks the character to join him on a dangerous quest into the Black Jungles. Putting a hand on the character's shoulder, the man asks, "We are the best of friends, Glyster, are we not?" With that, the vision ends.

## 5. UMBRAXAKAR'S GIFT

**Fog.** The room is lightly obscured by fog.

**Bas-Reliefs.** The walls are covered with bas-relief carvings of jumbled human skeletons.

**Vision.** Any character who moves more than halfway into the room experiences one of the shadow dragon's fleeting visions.

### DRAGON'S VISION

In this vision, the character is camped in a jungle with a handsome nobleman (Lord Vanrak Moonstar). The character hands the knight a polished coral ring as a token of their enduring friendship. Putting the ring on his hand, the nobleman smiles and says, "I will treasure this gift forever." With that, the vision ends.

**Treasure.** The first character to receive this vision steps on a ring lying on the floor. Close examination reveals that the ring is the one from the dragon's vision: a polished coral band that glimmers with a rainbow of color. The ring is nonmagical and worth 250 gp.

## 6. CULTISTS' QUARTERS

**Furnishings.** Six empty wooden bunk beds line the north and east walls. Between the bunks are stone shelves stocked with rations, casks of water, wooden dishware, and steel utensils.

**Arch.** Embedded in the south wall is a stone arch, its sides carved in the form of scantily clad elves (one male and one female) holding fingers to their lips in a gesture of silence.

**Secret Door.** A secret door in the east wall leads to area 5.

### ARCH GATE TO LEVEL 6

The stone arch is one of Halaster's magic gates (see "Gates," page 12). Its rules are as follows:

- If a *silence* spell is cast so that the arch falls within the spell's area, the gate opens for 1 minute.
- Characters must be 9th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 47a on level 6, in the closest unoccupied space next to the identical gate located there.

## 7. HALLS OF WORSHIP

Cultists gather in this area to worship Shar and suffer Keresta's tests of devotion.

### 7A. CRAWLING RATS

Characters hear human voices chanting as they approach this chamber, which contains the following:

**Purple Flames.** The walls are lined with rusty iron sconces, each holding a torch coated in black wax that burns with a purple flame.

**Cult Ritual.** Six human **cultists** of Shar kneel on rough woven mats in the center of this area, chanting in low tones. A human **cult fanatic** engulfed in a **swarm of rats** stands quietly in their midst.

The kneeling cultists are named Caradoc, Feldar, Hong, Khafra, Serenade, and Xandeval. They are chanting the following verse over and over in Common: "Darkness quench the sun. Darkness swallow the moon. We are nothing but the night."

Keresta Delvingstone is using the swarm of rats to test the cult fanatic, whose name is Jian. To pass the test, Jian must allow the rats to crawl over his body without fear or protest, or else they will devour him. Only by passing this test can Jian qualify to become one of Keresta's vampire spawn.

The arrival of intruders prompts the cultists to take up arms and attack. Jian, however, does nothing while the rats swarm over him. If he takes damage, Jian panics and is swiftly devoured by the rats. If the swarm loses more than half its hit points, it scatters and flees.

### 7B. RITUAL PREPARATION

**Table.** In the middle of the room stands a wooden trestle table bearing a small pile of treasure, along with bottles of oil and flickering candles.

**Cultists.** Two human **cultists** of Shar are anointing the precious baubles with oil.

The cultists are named Elthimar and Zelaya. They are carefully anointing items that have been plucked from Umbraxakar's hoard—treasures that will be used in rituals to tether the shadow dragon's memories to specific areas of Vanrakdoom.

**Treasure.** The items on the table include three silver bowls (25 gp each), two ceremonial daggers with wavy obsidian blades (75 gp each), a coral figurine of a mermaid clutching a pink pearl (250 gp), a carved harp of exotic wood with ivory inlay and zircon gemstones (750 gp), and a crystal dragon mask (2,500 gp).

### 7C. FEEDING HALL

Cultists unworthy of becoming vampire spawn are brought here to nourish Keresta's brood.

**Vampires' Feast.** A dead male human lies naked on a chaise longue in the center of the room, his cast-off purple and black robe draped over a small table nearby. Two **vampire spawn** loom over the body, one slurping ferociously at the corpse's wrist while the other sinks her fangs deeper into the corpse's thigh.

**Purple Flames.** The walls are lined with rusty iron sconces, each holding a torch coated in black wax that burns with a purple flame. Situated between the sconces are fancy wooden chairs with red-cushioned seats and backrests.

**Secret Door.** A secret door in the east wall leads to area 8.

The vampire spawn, named Angelica and Yaveros, hiss at intruders and demand they leave at once, attacking those who disobey. Close examination of the dead cultist reveals no signs of a struggle, suggesting that he offered no resistance as he died from exsanguination.

## 8. SCINTILMORN'S REST

**Fog.** The room is lightly obscured by fog.

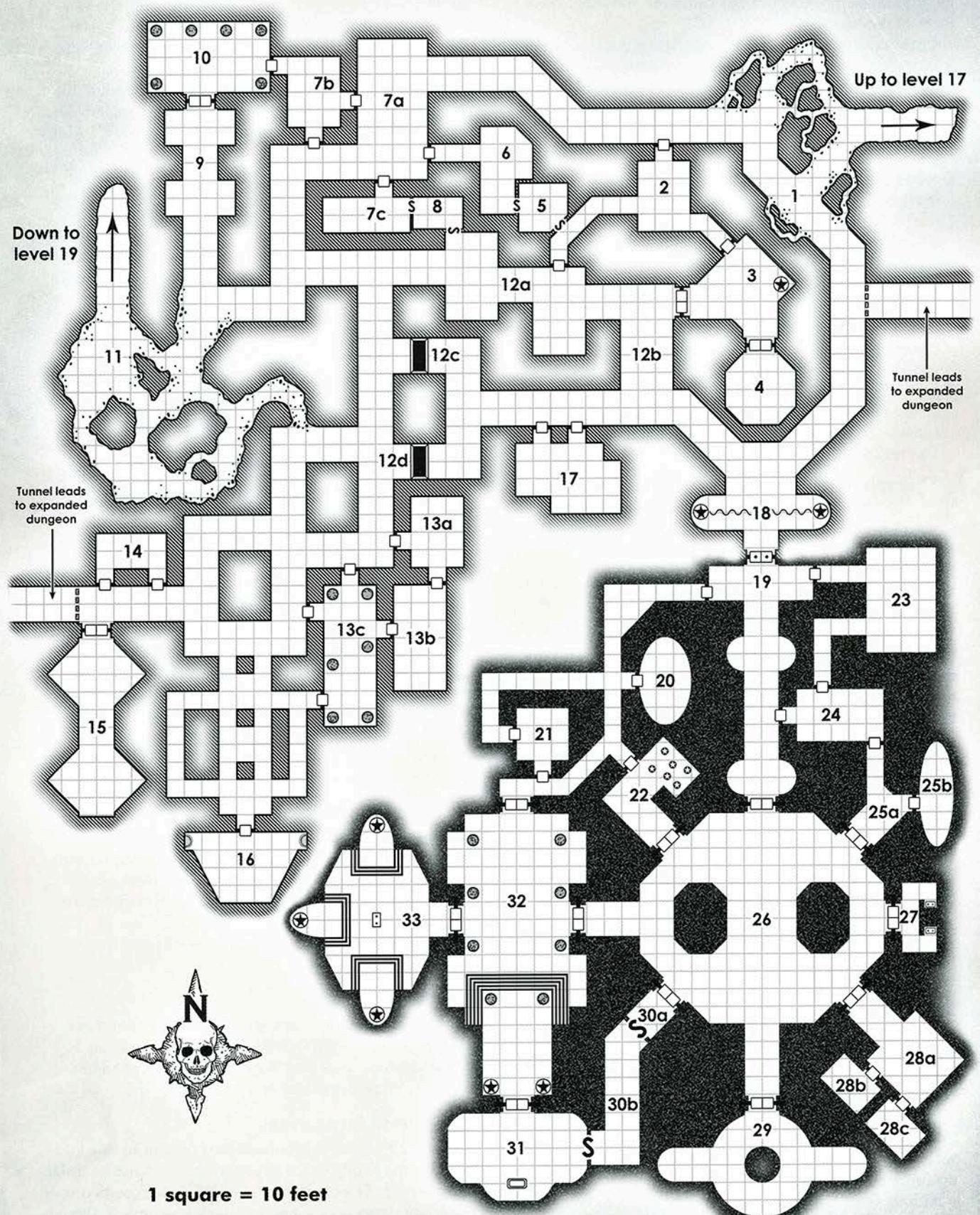
**Vision and Hilt.** Any character who moves more than halfway into the room experiences one of the shadow dragon's fleeting visions and notices the shiny hilt of a longsword lying on the fog-shrouded floor (see "Treasure" below).

### DRAGON'S VISION

In this vision, the character confronts a man in a mithral chain shirt (Lord Vanrak Moonstar). The man's eyes brim with madness as he levels a longsword with a radiant blade at the character and screams, "What have we to fear from darkness, you and I? Undermountain is where we belong. It calls to us—can't you hear it?" Waving the sword in the air like a lunatic, he continues, "Together we shall see the Moonstar name elevated to glorious heights my father could never dream of! Waterdeep will shudder at the very sound of it!" With that, the vision ends.

### TREASURE

The hilt lying on the floor is carved to resemble a bronze dragon with its wings spread and its mouth agape. This device is a *sun blade* that has held many names over the



years, including Sunlight's Wrath and Shar's Bane. A *legend lore* spell reveals its true name (Scintilmorn) and its original purpose: to destroy vampires and other creatures of the night.

**Umbraxakar's Projection.** If the hilt of the *sun blade* is picked up, Umbraxakar's smoky projection forms in the middle of the room (see "Visions of Umbraxakar," page 232). It can't leave the area.

## 9. SHADOW VIGIL

**Double Door.** Carved into the double door to the north are two figures: a skeletal warrior clutching the bladeless hilt of a sword on the left door, and a handsome young man with dragon wings on the right door. Above the double door is a 3-foot-diameter disk painted black with a purple metal rim (the symbol of Shar).

**Cultists and Rats.** Twelve human **cultists** of Shar are chanting outside the doors. Crawling around their feet are four **swarms of rats**.

**Purple Flames.** Mounted on the back walls of four wide alcoves are rusty iron sconces, each holding a torch coated in black wax that burns with a purple flame. The walls of the alcoves are cracked and pitted.

The rats attack creatures not dressed as cultists of Shar. The cultists are chanting to help focus the power of the ritual taking place in area 10, and they try to kill anyone they believe is not a Shar worshiper. They chant the following verse over and over in Common: "Darkness quench the sun. Darkness swallow the moon. Darkness claim this dungeon and all that dwell within."

Knowing that the ritual in area 10 must not be disturbed, the cultists do everything they can to prevent the doors to that area from being opened. If characters enter through the double door, the cultists assume the ritual has already been interrupted and attack immediately.

## 10. RITUAL CHAMBER

**Purple Flames.** Black wax candles set in niches along the walls of this 20-foot-high room burn with a purple flame, filling the room with dim light.

**Cult Ritual.** Six **cult fanatics** are chanting in unison.

Each one stands next to a black stone pillar and is focused on a roiling fog cloud, 8 feet in diameter, that floats at the center of the room 10 feet above the floor. Lines of black energy run between the pillars and the cloud.

The cult fanatics are named Abberoch, Belora, Liana, Shanzo, Torfiana, and Uzalyn. They are performing a ritual designed to anchor one of Umbraxakar's memories to this room, which will enable the shadow dragon to pull more of Vanrakdoom into the Shadowfell. They chant the following verse over and over in Common: "Darkness quench the sun. Darkness swallow the moon. Darkness claim this dungeon and all that dwell within." If attacked, they continue to chant while also defending themselves.

Killing a cult fanatic deactivates one of the pillars, destroying the line of energy emanating from it and weakening the ritual. When all six lines of energy are destroyed, the fog cloud vanishes.

As long as at least one column is active, characters see a faint image in the cloud of an adult bronze dragon surrounded by figures in black robes wearing the holy symbol of Shar and reading from scrolls. As the great creature writhes in pain, its bronze scales begin to darken.

The lines of black energy between the pillars and the cloud are 10 feet above the floor and easily avoided. Any creature that comes into contact with one takes 10 (3d6) necrotic damage from it.

### SURPRISE!

Each time a cult fanatic dies, a **shadow assassin** (see appendix A) rises from the fanatic's corpse and joins the battle, acting on the same initiative count as the fanatic that "birthed" it. The shadow assassins guard the room thereafter.

### TREASURE

Each cult fanatic carries an obsidian holy symbol of Shar (25 gp each). The leader, Abberoch, also has a silver rod with one end formed in the shape of a key (70 gp). The rod unlocks the double door in area 18.

## 11. TUNNELS AND CAVERNS

These rough-hewn tunnels are centuries old, but they offer no clues as to their origin. A tunnel to the north slopes downward and eventually leads to level 19.

## 12. CANDLELIT HALLS

The walls of these 10-foot-high corridors and chambers are lined with shallow niches holding black wax candles that burn with a purple light.

If the characters have had an easy time thus far, Keresta might send waves of **vampire spawn** to harangue them as they make their way through these candlelit halls. The vampire spawn attack in packs of 1d4 + 2 and avoid the pit traps in areas 12c and 12d by crawling along the walls.

### 12A. BAT ROOSTS

The bare walls and floors of these connected chambers are covered with bat guano, and the 10-foot-high ceiling is made of rough stone. Four **swarms of bats** gather here. They shriek in response to intruders and flee the area if disturbed.

**Secret Door.** A secret door in the north wall leads to area 8.

### 12B. MAGIC MOUTH

The first character to move past the midpoint of this area triggers a *magic mouth* spell cast on the floor, which says in Common, "Turn back now, or abandon hope!" The spell resets after 1 hour.

### 12C. PIT OF DARKNESS

An open 20-foot-deep pit spans the corridor in this location. The pit is filled with impenetrable darkness similar to that created by the *darkness* spell. A successful *dispel magic* spell cast on the magical darkness ends it, though the darkness reappears after 1 hour. Other than the darkness, the pit contains nothing.

## 12D. PIT OF BONES

A 20-foot-deep pit spans the corridor in this location. The bottom of the pit is filled with the bones of rats that fell in and fed on each other until they all died.

## 13. VAMPIRE DENS

The stench of death pervades these filthy dens.

### 13A. MAD SPAWN

Brek, a **vampire spawn** who succumbed to despair and madness after falling out of Keresta's favor, is crouching on the ceiling in the northeast corner of this otherwise empty room, muttering to himself. He believes intruders to be figments of his imagination until they attack.

### 13B. RESTING SPAWN

The floor of this room, littered with scores of wooden coffins, is difficult terrain. Some of the coffins are intact, while others have fallen apart with age. Most are empty, but three of the coffins contain resting **vampire spawn** named Deviana, Ezra, and Yuri. Characters who succeed on a DC 15 Dexterity (Stealth) check can move through this room without waking the spawn. Otherwise, all three awaken and attack.

**Treasure.** Characters who search through all the coffins find a silver rod with one end carved in the shape of a key (70 gp). The rod unlocks the double door in area 18.

### 13C. EMPTY HALL

Six web-draped pillars buttress the 20-foot-high ceiling of this otherwise empty hall.

## 14. TEMPLE CHANDLERY

Torches used throughout Vanrakdoom are coated with a black wax that burns with a purple flame. The cultists of Shar know the secret process of making this wax, which they also use to fashion their candles.

This room contains all the supplies and tools needed to create black wax candles and torches, including flasks of oil, ceramic crucibles, and wooden candle molds. The supplies and tools rest on wooden tables spaced haphazardly about the room.

## 15. SHATTERED THRONE

**Ceiling.** The vaulted ceiling soars to a height of 30 feet and is braced by ornate, crumbling stone arches.

**Fog.** The room is lightly obscured by fog.

**Vision and Crumbled Throne.** Any character who crosses the chamber's midpoint experiences one of the shadow dragon's fleeting visions and notices a pile of rubble at the end of the hall: the shattered remains of a stone throne.

### DRAGON'S VISION

In this vision, the character is standing next to a skeletal warrior with red pinpricks of light in his eye sockets (Lord Vanrak Moonstar). Slumped in a stone throne, he says, "Is this to be the legacy of Vanrak Moonstar? A shadow king damned to rule these moonless halls, fending off assassins, mad wizards, and ghosts of the

ancient dead? Is this all that Shar has to offer? I have drunk my fill of darkness and loss, old friend." With that, the vision ends.

## VANRAK'S THRONE

Fog swirls around the pile of shattered stone near the south wall that was once Vanrak's throne. If anyone approaches within 10 feet of the rubble, a smoky projection of Umbraxakar rises from the shattered throne and tries to frighten away interlopers, though it can do no harm. It fades away if the rubble is disturbed.

**Treasure.** Buried under the rubble is Vanrak Moonstar's ancient *mithral armor* (chain shirt), which has the additional property of granting its wearer darkvision out to a range of 60 feet. If a character dons this armor in Vanrakdoom, two **shadow assassins** (see appendix A) materialize nearby and attack the character.

## 16. ARCH GATE TO LEVEL 15

**Ceiling.** This chamber soars to a height of 30 feet.

**Arch.** A stone arch set into the south wall is decorated with gold-inlaid images of dragons in flight. Carved into the wall above the arch are the following words in Draconic: "Only a dragon can unlock this gate."

**Fountains.** Alcoves to the west and east contain stone fountains, each carved to look like a perched bronze dragon spouting water into an ornate stone basin.

The fountains are fed by an underground spring and flow with clean, cool water. The living inhabitants of Vanrakdoom depend on this water for their survival.

A fountain's 4-foot-tall dragon sculpture can be broken off with a successful DC 20 Strength (Athletics) check and used to activate the arch gate in this room. Each sculpture is a Small object that weighs 500 pounds.

### ARCH GATE

The arch is one of Halaster's gates (see "Gates," page 12). Its rules are as follows:

- The gate opens for 1 minute when a real or illusory dragon touches the arch. An artistic rendering of a dragon, such as a dragon-shaped figurine or a drawing of a dragon, also opens the gate.
- Characters must be 13th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 30a on level 15, in the closest unoccupied space next to the similar gate located there.

## 17. LOST DWARVEN HORN

**Fog.** The room is lightly obscured by fog.

**Hooks and Horn.** The walls are lined with small iron hooks upon which pictures were once hung. Hanging from a hook on the east wall is a gold horn encrusted with gems (see "Treasure" below).

**Vision.** Any character who spends at least 1 minute searching the room experiences one of the shadow dragon's fleeting visions.

## DRAGON'S VISION

In this vision, the character is in a great hall buttressed by six columns (area 32), looming above six blindfolded adventurers bound to the columns with rope. A hollow voice (that of Lord Vanrak Moonstar) issues a terrible command: "Umbraxakar, give these fools the death they deserve!" A cone of necrotic energy erupts from the character as the shadow dragon engulfs the nearest prisoner, a male dwarf stripped of gear, with its breath weapon. As the dwarf shrivels and dies, an undead shadow rises from his corpse, and the vision ends.

## TREASURE

A character who studies the gem-encrusted gold horn and succeeds on a DC 25 Intelligence (History) check recognizes it as a one-of-a-kind warning horn entrusted to the royal heir of the Thurumbra clan, a family of shield dwarves thought to have been wiped out by orcs more than a century ago in the distant Sunset Mountains. Dwarf characters have advantage on the check. The horn is worth 2,500 gp as an art object but can be sold for 7,500 gp to a buyer who appreciates its status as a historical relic.

## 18. SHADOW'S EDGE

Two tunnels converge on a 20-foot-high chamber that contains the following features:

**Statues.** Two 12-foot-tall obsidian statues stand atop 5-foot-high blocks of stone in alcoves, facing one another. Each statue depicts a faceless robed woman holding a silver thread taut between her outstretched hands.

**Shadow Curtain.** A thin, translucent curtain of shadow stretches between the statues, rippling like black cloth in a light breeze.

**Locked Double Door.** Beyond the shadowy curtain is a 12-foot-tall arched double door with an ornate carving of a bronze dragon above it, its wings forming the door frame. Draconic letters are carved into the floor in front of the double door.

A *detect magic* spell reveals an aura of conjuration magic around each strand of silver thread. The threads can be cut only by a magic sword. Cutting a thread causes it to disappear but also causes an elder rune (see "Elder Runes," page 12) to momentarily appear between the statue's hands. This elder rune specifically targets the creature that cut the thread. To determine which rune appears, draw a card from the Elder Runes Deck (see appendix B). The shadow curtain disappears when both silver threads are cut.

The rippling curtain of shadow that stretches between the two statues extends from floor to ceiling and radiates a strong aura of necromantic magic under the scrutiny of a *detect magic* spell. The statues are flush with the walls behind them, so circumventing the curtain is not possible.

Any creature that moves through the curtain must make a DC 17 Constitution saving throw, taking 22 (4d10) necrotic damage on a failed save, or half as much damage on a successful one. The greater danger of the curtain is less obvious: if the double door is forced open,

six **wraiths** emerge from the curtain and attack, pursuing creatures that flee. A wraith that has nothing to attack on its turn enters the shadow curtain and vanishes. The wraiths don't appear once the curtain disappears.

## LOCKED DOUBLE DOOR

The Draconic inscription on the floor in front of the double door reads, "The shadow is the key." Carved into the floor above the inscription is a small, 3-inch-deep keyhole that contains no locking mechanism. A silver rod with a key-shaped end, which can be found in areas 10 and 13b, fits into this keyhole perfectly. Using a light source to cast the shadow of a rod-key onto the doors causes them to swing open, allowing access to area 19. It is this shadow, not the key itself, that unlocks the doors. Unless they are held open, the doors close and lock on their own after being open for 1 minute. The doors are not locked from the other side and can be opened from area 19 without a rod-key.

The locked doors can also be opened with a *knock* spell or similar magic, or forced open with a successful DC 28 Strength (Athletics) check.

## 19. HALL OF DEATH

Characters entering this hall for the first time feel as though they've crossed a planar threshold of some kind, but a successful DC 20 Intelligence (Arcana) check is needed to confirm that this part of the dungeon resides in the Shadowfell. All color has been drained from this hall, which greets visitors with the stench of death (see "Into the Shadowfell," page 233). The hall's other features are as follows:

**Ceiling.** The ceiling is arched and 30 feet high.

**Skulls and Bones.** Old skulls and bones (the remains of dead adventurers and monsters) have been swept into alcoves along the hall's southern stretch.

**Vision.** Any character who opens a door leading west or east experiences one of the shadow dragon's visions.

If the bones are disturbed, a giant spectral mouth with fangs appears, floating 10 feet in front of the double door to the south. It recites the following verse in Common before disappearing:

Welcome to Umbraxakar's lair.  
A dragon held in the grip of despair  
Conjures memories of his departed friend:  
Upon sunlight's blade, he met his end.

## DRAGON'S VISION

In this vision, the character is engaged in hand-to-hand combat with a man wearing a mithral chain shirt (Lord Vanrak Moonstar). The brawl ends when the man is knocked to the floor, stumbles to his feet, draws the bronzed hilt of a *sun blade* that suddenly burns with radiance, and says, "Remember this? Your gift to me? Challenge me again, and I'll carve out that big heart of yours and eat it!" The viewer's perspective changes as the character transforms into a bronze dragon and says in Common, "Vanrak! I am your friend. Listen to me. She's using the pain of your father's death to lead you down the darkest of all paths. For the love of Selûne, do not follow her!" With that, the vision ends.

## 20. ANY MOONSTARS IN HERE?

**Furnishings.** Along the room's perimeter are padded wooden chairs and fine tapestries that have fallen apart with age, leaving piles of moldy lumber and tattered cloth. An oval rug covering much of the floor is tattered and severely worn with age.

**Projection.** The first time any creature steps into the room, a menacing draconic form takes shape in the fog. The draconic form looms in the middle of the room and tries to frighten away interlopers with its foreboding presence. Like the shadow dragon's other projections, this one is harmless.

A character who examines the rug and succeeds on a DC 15 Wisdom (Perception) check notices that it bears a large, faded crest of a silver crescent moon and four silver stars set against a field of royal blue. A successful DC 15 Intelligence (History) check reveals that the crest belongs to the Moonstar family of Waterdeep, presided over by the venerable Lady Wylynd Moonstar.

## 21. CLUTTER

This 10-foot-high room is cluttered with decaying furnishings and the skeletal remains of adventurers and monsters killed long ago. Because of the detritus, the floor of the room is difficult terrain.

## 22. UNDER BLACK SHEETS

**Sheets and Statues.** Black sheets are draped over six wooden statues in the northern portion of the room. (Each statue is a painted, life-size representation of Lord Vanrak Moonstar as a death knight.)

**Vision.** Any character who lifts or pulls away a black drape experiences one of Umbraxakar's visions.

### DRAGON'S VISION

In this vision, the character is in the presence of Vanrak Moonstar, a death knight wearing a mithral chain shirt and clutching a bladeless sword hilt. "This is not the fate either of us deserved," he says mournfully. "In darkness, we have lost our way." With that, he causes a blade of light to spring from the sword hilt and drives it down his own throat, reducing his skeletal form to dust. The blade is snuffed out, and all goes dark as the hilt clatters to the floor alongside the death knight's mithral chain shirt. The vision ends with a dragon's anguished roar.

## 23. DECREPIT DINING HALL

Two rusty iron chandeliers hang like giant spiders from the 20-foot-high ceiling, their chains attached to winches mounted to the east wall. Beneath the chandeliers stretches a long wooden table surrounded by twelve high-backed wooden chairs. The furnishings are decrepit and draped in cobwebs.

## 24. DECREPIT KITCHEN

The centerpiece of this 10-foot-high chamber is a free-standing stone oven that was once heated by magical flames but now stands dark and unused. Lining the walls are worktables and cupboards piled with dishware and utensils that haven't seen use in years.

## 25. PRISONER OF DARKNESS

The characters are not the only adventurers to have recently explored this level. One of those who came before them has succumbed to the Shadowfell's despair.

### 25A. VAMPIRIC GUARDS

Corroded, broken weapons litter this hall, as if a battle had been fought here long ago. Clinging to the ceiling above the eastern door are three **vampire spawn** named Darvanos, Hekella, and Tozu. They guard the prisoner in area 25b and attack anyone they don't recognize.

Hekella carries the key that unlocks the prisoner's shackles in area 25b.

### 25B. PANTRY

**Mold.** Black mold clings to the walls, and the air is heavy with the scent of rot.

**Prisoner.** A human adventurer named Portia Dzuth is chained up to the north. Her armor and equipment lie in a heap to the south.

Portia Dzuth hails from Rashemen. She is the sole survivor of an adventuring party hired by Lady Wylynd Moonstar of Waterdeep to find Umbraxakar the shadow dragon and transform him back into Glyster the bronze dragon, friend of House Moonstar. Portia thinks Umbraxakar's curse can be undone by ridding the dragon of its despair, but she has no idea how to accomplish this. She and her companions were captured less than a month ago, but Portia has lost track of time and believes she has been imprisoned in Vanrakdoom for much longer. The vampire spawn feed on Portia whenever blood is in short supply, and she has the bite marks to prove it. After each feeding, Keresta charms Portia to keep her calm and under control.

A character can free Portia from her shackles using the key in area 25a, or by picking the lock with thieves' tools and a successful DC 20 Dexterity check. A character can also free Portia by snapping her chains with a successful DC 30 Strength (Athletics) check.

Portia sank into madness and despair after she was forced to watch Umbraxakar devour the corpses of her slain companions one by one. She stays close to her rescuers, serving as a loyal follower until she is safely out of Undermountain or until Keresta asks her to betray them. While fighting on the party's side, Portia claims an equal share of all XP gained. She is a **champion** (see appendix A), with these changes:

- Portia is lawful neutral and speaks Common.
- She is magically charmed by Keresta and regards the vampire as a trusted friend to be heeded and protected. This effect wears off in 12 hours unless Keresta charms her again.
- She suffers from Shadowfell despair manifesting as unshakable dread. Until the despair ends, she has disadvantage on all saving throws and gains the following flaw: "I'm convinced that I'm going to die in Vanrakdoom." She can attempt to end her despair each time she finishes a long rest, doing so with a successful DC 15 Wisdom saving throw. A *calm emotions* spell also ends her despair, as does any spell or other magical effect that removes a curse.

## 26. VAMPIRE BOSS

If the characters haven't already encountered and defeated Keresta Delvingstone, she's here when they arrive (see "Keresta Delvingstone," page 232). The vampire is not alone. The room's features are as follows:

**Ceiling.** The 30-foot-high ceiling is supported by two thick stone columns that have rusty iron torch brackets mounted to them.

**Vampires in the Fog.** The floor is heavily obscured by a 2-foot-deep blanket of fog. Nine **vampire spawn** crawl under the fog and try to remain hidden until Keresta commands them to attack.

**Keresta Delvingstone.** Keresta looks like a pale woman with a large dragon tattoo imprinted on her pale skin. She stands in the middle of the room, studying a large piece of parchment spread across a wooden table in front of her. Looming behind her is Thagor, an 18-foot-tall **abominable yeti** that serves as her protector.

The haughty Keresta welcomes the characters to their doom and promises them a swift death. If asked about Lord Vanrak Moonstar or Umbraxakar, Keresta laughs and says that Shar's darkness consumes all things in the end.

If reduced to 0 hit points, Keresta turns to mist and retreats to her resting place in area 31 (via area 30). In mist form, she can pass through the cracks under doors and blend in with the fog to become effectively invisible.

The abominable yeti and the vampire spawn fight to the death to protect Keresta, as does Portia Dzuth (see area 25b) if she is present and still charmed by Keresta. The squad of vampire spawn is composed of adventurers and cultists who have been turned into undead by Keresta. Their names are Aryk, Bartho, Callia, Gaston, Hector, Ilsaban, Nath, Rhylzar, and Rose.

The parchment on the table is a map of Waterdeep, drained of color like everything else in this part of Vanrakdoom. A quill pen and several ink pots rest nearby. Two daggers stuck in the map mark the Spires of the Morning (the temple of Lathander in the Castle Ward) and the House of the Moon (the temple of Selûne in the Sea Ward). Written around them are the names of various clerics and paladins of Lathander and Selûne whom Keresta plans to assassinate.

## 27. ALTARS OF LOSS

This chamber contains two identical altars in alcoves. Each altar is sculpted from a single chunk of obsidian and inscribed with the following words in Common: "Memories are the shackles that bind us to the lost."

## 28. FORGOTTEN CHAMBERS

Each of these rooms is heavily obscured by fog and has low piles of dusty gray rubble along the walls.

### 28A. HALL OF CENTIPEDES

The walls and floor of this 20-foot-high room bear carvings of centipedes. The room is otherwise empty.

### 28B. EMPTY ROOM

This 10-foot-high room is vacant.

## 28C. SHADOW ASSASSINS

Three **shadow assassins** (see appendix A) lurk in the far corners of this 10-foot-high room. When the door opens, they attack the first character to enter.

## 29. FOGGY HALL

The floor of this room is heavily obscured by a 2-foot-high blanket of thick fog. It swirls lazily around the base of a 20-foot-diameter, cylindrical stone column that supports the 20-foot-high ceiling. Rusty iron torch sconces mounted to this central column stand empty.

## 30. PATH TO THE TOMB

Keresta uses this hallway to reach her tomb.

### 30A. SECRET DOOR

A bas-relief mural covers the southwest wall of this 20-foot-high room. The mural depicts Shar in the form of a young woman, her billowing cloak becoming one with the night sky as she descends upon unsuspecting human mourners in a graveyard. In each hand, she clutches a dagger. Characters who examine the mural closely and succeed on a DC 15 Wisdom (Perception) check notice four 1-inch-diameter holes bored into the gravestones. Keresta uses these holes to pass through the wall in mist form.

**Secret Door.** The entire southwest wall is a stone secret door that pivots on a central axis. The secret door is locked but can be opened with a *knock* spell or similar magic. It can also be forced open with a successful DC 30 Strength (Athletics) check.

### 30B. HIDDEN HALLWAY

This dusty, 20-foot-high corridor is hidden behind two large secret doors. Rusty chains and manacles hang on the walls at 10-foot intervals.

## 31. VAMPIRE'S TOMB

**Sarcophagus.** A lidless amethyst sarcophagus stands atop a 1-foot-high stone bier near the south wall of this 30-foot-high, vaulted chamber. An *antipathy/sympathy* spell protects the sarcophagus and tries to repel humanoids with its antipathy effect.

**Mural.** A 20-foot-square bas-relief mural dominates the east wall and covers a secret door.

### AMETHYST SARCOPHAGUS

The sarcophagus is a Large object weighing 1,100 pounds. It has AC 17, 80 hit points, and immunity to poison and psychic damage. It contains a bed of grave dirt upon which Keresta sleeps. If reduced to 0 hit points and allowed to retreat here in mist form, Keresta returns to this sarcophagus and remains here, paralyzed in vampire form for 1 hour. At the end of the hour, she regains 1 hit point and is no longer paralyzed. She waits here until her Regeneration trait returns her to full hit points, then gathers her forces (including Umbraxakar) and sets out to destroy any enemies still in Vanrakdoom.

**Treasure.** For every point of damage the sarcophagus takes, a piece of it breaks off. Each piece weighs 13 pounds and is worth 100 gp. Eighty pieces can be gathered if the sarcophagus is destroyed.

### BAS-RELIEF MURAL

The mural depicts Lord Vanrak Moonstar as a skeletal death knight, riding on the back of Umbraxakar, the shadow dragon. Lying at the dragon's feet are piles of withered corpses with hideous shadows hovering over them. Characters who examine the mural closely and succeed on a DC 15 Wisdom (Perception) check notice four 1-inch-diameter holes bored into some of the corpses. Keresta uses these holes to pass through the wall in mist form.

**Secret Door.** The mural covers a stone secret door functionally identical to the one in area 30a.

## 32. UMBRAXAKAR'S LAIR

Umbraxakar the shadow dragon dwells here and cannot be surprised by the characters, whose presence he has sensed since they first stepped into the Shadowfell.

Characters who experienced the vision in area 17 recognize this hall as the same one seen in that vision. The hall contains the following:

**Shadows.** The 40-foot-high vaulted ceiling is buttressed by eight stone columns, around which gather eleven **shadows** and four **shadow assassins** (see appendix A) under Umbraxakar's command. (These undead act immediately after the dragon in the initiative count.)

**Dragon's Dais.** To the south, stone steps climb 10 feet to a dais, where Umbraxakar is perched.

**Statues.** A double door at the back of the dais is flanked by two 20-foot-tall, black marble statues, one depicting Shar as a cloaked woman wielding a dagger in each hand and the other showing Halaster Blackcloak clutching a staff. The statues glare at one another like mortal enemies.

### SHADOW DRAGON

Umbraxakar is a Huge **adult bronze dragon** with the shadow dragon template, which causes the following changes to his statistics:

- Umbraxakar is neutral evil.
- He has resistance to necrotic damage. While in dim light or darkness, he has resistance to all damage that isn't force, psychic, or radiant, and he can take the Hide action as a bonus action.
- His Stealth skill modifier is +10.
- While in sunlight, he has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.
- His Lightning Breath becomes Shadow Breath, dealing necrotic damage instead of lightning damage. A humanoid reduced to 0 hit points by this damage dies, and an undead **shadow** rises from its corpse and acts immediately after Umbraxakar in the initiative count. The shadow is under Umbraxakar's control.

Umbraxakar and the shadows under his command try to destroy intruders as quickly as possible, enabling the shadow dragon to revel in their misery rather than his own.

**Umbraxakar's Despair.** The dragon has spent more than a century lamenting the fall of Vanrak Moonstar, his friend. As the dragon ages and becomes more powerful, his despair causes Vanrakdoom to sink deeper

into the Shadowfell. Halaster has made no effort to prevent this from happening because it intrigues him to see part of Undermountain pulled away in such a manner. He's happy to let adventurers kill the dragon and return Umbraxakar's shadowy domain to Undermountain where it belongs.

Characters can try to turn Umbraxakar back into a bronze dragon by ending his despair and breaking Shar's hold over him. To accomplish this, they must present the shadow dragon with items he cherishes and succeed on three separate ability checks to lift his spirits (see below). If they fail more than one such check, they won't have enough gifts left to turn the shadow dragon back into a bronze dragon.

As an action, a character can give Umbraxakar a gift that holds emotional significance for the dragon. Four such items can be found in Vanrakdoom:

- Vanrak's polished coral ring in area 5 (a symbol of friendship)
- Vanrak's *sun blade* in area 8 (a symbol of light)
- Vanrak's *mithral armor* in area 15 (a symbol of preservation and resilience)
- The gold horn in area 17 (a symbol of guilt)

While gifting one of these items, the character must speak sympathetic words to the dragon and succeed on a DC 20 Charisma (Persuasion) check. Other characters can't help on this check; it is made with advantage, however, if the character claims to be an emissary of House Moonstar or refers to the dragon by his true name, Glyster. If the character tries to deceive the dragon in any way, replace the Persuasion check with a DC 20 Charisma (Deception) check. On a failed check, the dragon is not swayed by the characters' words but still keeps the gift.

With each successful check, the dragon becomes visibly more conflicted as moonlight magically flickers across his scales, making them appear more solid and less translucent. A character who sees this magical moonlight can sense, with a successful DC 20 Wisdom (Insight) check, that it's of divine origin. (The moonlight is a blessing from Selûne, though there's no way for the characters to confirm this.)

Three successful checks are needed to rid the dragon of his despair, whereupon he dismisses any remaining undead under his command, causing them to vanish and never return. His spirits lifted by the characters' gifts and words, Umbraxakar changes back into an **adult bronze dragon**, returns the characters' gifts, and insists on being called Glyster henceforth. He offers to help the characters clear out the rest of Vanrakdoom as well as to explore deeper levels of Undermountain in the hope of finding a gate that he can use to escape from Undermountain. Glyster would like to take his collected treasures with him (see area 33) and offers the characters a few choice items if they help him transport the hoard.

Glyster is an archetypal bronze dragon who likes to assume a variety of humanoid and beast forms. For role-playing guidance, see the "Bronze Dragon" entry in the *Monster Manual*.

## OUT OF THE SHADOWFELL

If Umbraxakar dies or turns back into a bronze dragon, all areas of Vanrakdoom currently in the Shadowfell immediately return to the Material Plane and become subject to Undermountain's magic-altering effects (see "Alterations to Magic," page 10). The light-dimming effect of the Shadowfell is also lifted, and natural colors are restored, but the stench of death lingers (see "Into the Shadowfell," page 233). The fog encountered throughout Vanrakdoom is not a byproduct of Umbraxakar's despair and remains until Keresta is destroyed.

## 33. DRAGON'S HOARD

**Altar and Rift.** Above an altar of black stone in the middle of this 30-foot-high vault floats a 10-foot-tall, dagger-shaped rift of wispy shadow that moans.

**Statues.** Steps climb to alcoves in the north, west, and south walls. At the back of each alcove is a wooden statue with coins piled around its base.

### ALTAR AND EXTRADIMENSIONAL RIFT

A *detect magic* spell reveals auras of conjuration magic around the altar and the moaning rift above it. If the altar comes in contact with bright light, four **cloakers** fly out of the rift and attack all other creatures in the room. Once the cloakers emerge, the rift stops moaning.

**Altar.** Inscriptions carved into the altar are written in a secret language known only to Shar's faithful. A *comprehend languages* spell or similar magic reveals that these inscriptions spell out the core tenets of Shar's faith:

- In darkness, act. Never wait for the darkness to pass before making your move.
- Quench the light of the moon when you can. Hide from it when you can't.
- Keep secrets from all except Shar's faithful.
- Only a fool believes in hope.

The altar is a Large object with AC 17, 50 hit points, vulnerability to radiant damage, and immunity to poison and psychic damage. If the altar is destroyed, the shadowy rift collapses, and any creatures trapped in the extradimensional prison beyond are released. They appear in random unoccupied spaces throughout the room.

**Extradimensional Prison.** Any creature that enters the rift's space is transported to an unoccupied space in an extradimensional prison that takes the form of a 30-foot-diameter cave with no light sources and no exits. If the cloakers haven't been released, they attack any creature that appears in their prison.

Characters can escape the prison with a *plane shift* spell or similar magic. Destroying the altar also releases any trapped creatures, as described above.

## STATUES AND TREASURE

The statues and their treasures are as follows:

**North Statue.** This painted wooden statue, 8 feet tall, depicts Keresta Delvingstone with her claws outstretched and her fangs bared. Around its neck, the statue wears a large ruby pendant on a gold chain (750 gp), and draped over its shoulders is a *cloak of the bat*. Piled around the base are 13,700 sp.

**South Statue.** This wooden statue, 10 feet tall, depicts Umbraxakar in humanoid form, appearing as a muscular man with charcoal-colored skin, bronze-colored eyes, and dragon wings. Piled around the statue are 9,300 gp.

**West Statue.** This stone statue stands 9 feet tall and is painted jet black. It depicts Shar as a cloaked woman with a dagger in each hand. A character who searches the statue and succeeds on a DC 15 Wisdom (Perception) check discovers that one of its daggers is a lever that opens a compartment at the base of the statue. The compartment contains a rolled-up painting of Shar (250 gp) and a vial containing 2 doses of midnight tears (see "Poisons" in chapter 8 of the *Dungeon Master's Guide*). Piled around the statue's base are 22,150 ep.

## AFTERMATH

Destroying Keresta Delvingstone puts one last nail in the coffin of the cult of Shar. Any remaining cultists and vampire spawn disperse like rats fleeing a sinking ship. Several months later, the characters (if they're still alive) receive the deed to a run-down estate in Waterdeep worth 15,000 gp along with an official property transfer notice signed by a magistrate and authorized by the Lords of Waterdeep.

Accompanying the deed is a brief letter written in human blood that thanks the characters for destroying Keresta Delvingstone, whom the letter's writer describes as a "thorn in my side for more than a century." The letter is signed with the initials "A.M."

Several Masked Lords of Waterdeep use every resource at their disposal to discourage and thwart investigations into the letter writer's identity. With enough luck and patience, however, characters might come to learn that "A.M." stands for Artor Morlin, the Baron of Blood, a powerful vampire who dwells in a dungeon complex under Waterdeep and can't abide other vampires preying on his city. The baron's presence is one of Waterdeep's most closely guarded secrets.

Freeing Umbraxakar from his curse completes a quest (see "Save the Dragon," page 9) and earns the characters the friendship of a powerful bronze dragon eager to leave Undermountain and return to his coastal lair, helping the characters as he goes.

Halaster doesn't mourn the loss of the shadow dragon or the cult of Shar. He simply cordons off large sections of Vanrakdoom until he can restock them with new monsters and traps.



## LEVEL 19: CAVERNS OF OOZE



**N**AMED FOR THE PRIMORDIAL OOZE THAT FLOWS through its naturally formed tunnels and chambers, this cavernous level of Undermountain is designed for four 15th-level characters. Those who overcome its challenges should reach 16th level. Whimsical even by Undermountain's standards, the Caverns of Ooze offer DMs the rare opportunity to sing, should they wish to portray the genies on this level in the vein of characters from an animated feature film.

### WHAT DWELLS HERE?

Halaster bound two genies to this level and pitted them against one another. The Mad Mage also captured a spelljamming vessel and deposited it here, along with its crew. Finally, the demented followers of an evil god of oozes and slimes make their home here.

### GENIES OF EARTH AND WATER

A dao and a marid live here, having struck bargains with Halaster to rid level 20 of the lich Ezzat. The genies compete with one another. Whichever one obtains the lich's phylactery wins its freedom, damning the other to spend the remainder of its existence in Undermountain. By the rules of Halaster's game, the genies can use adventurers to get the job done, but they can't cause bodily harm to one another, either directly or indirectly. A disgruntled mud mephit named Urm has been forced to act as the genies' go-between.

### SCAVENGER CREW

The Mad Mage captured a spacefaring pirate ship called the Scavenger, stole the magic device that propels it, and left the derelict vessel and its crew to rot in the Caverns of Ooze. The ship's mind flayer captain (see "Captain N'ghathrod," page 250) was forced to eat the brains of several shipmates to survive. The remainder of the crew fled into the caverns and have taken refuge in the ooze-filled caverns around the ship. Now the illithid waits for new humanoid brains to deliver themselves into its waiting tentacles.

### WORSHIPERS OF GHAUNADAUR

The Caverns of Ooze have, at various times, served as a temple and sanctuary for worshipers of Ghaunadaur, the evil god of oozes, slimes, and other subterranean horrors. Halaster rewards these mad zealots by transforming them into oozes that retain most of their memories and intelligence. These servants of Ghaunadaur believe the god himself has blessed them. The Mad Mage does nothing to discourage this impression.

Followers of Ghaunadaur whom Halaster lures to Undermountain invariably visit a floating orb that weeps primordial ooze in area 4. The orb is thought to be part of Ghaunadaur himself. His worshipers sometimes refer to the object as the Weeping Eye. In truth, Halaster found the oozing orb and brought it here solely to flood the caverns and mislead Ghaunadaur's vile devotees.

## WANDERING MONSTERS

Most of the ooze that flows through this level is harmless elemental waste, but this level is also home to meandering Ghaunadaur worshipers and orog space pirates looking for food. You can use the following encounters to harry restless or resting adventurers.

### HUGE GRAY OOZE

The characters encounter six Ghaunadaur-worshiping duergar who were transformed by Halaster's magic into a single **gray ooze** with a challenge rating of 8 (3,900 XP) and these changes:

- The ooze is Huge, with 152 (16d12 + 48) hit points and a Strength score of 18.
- As an action, it can make two attacks with its pseudopods (+7 to hit). On a hit, a pseudopod deals 21 (6d6) acid damage, or 42 (12d6) acid damage while the ooze is enlarged.
- The ooze has the Enlarge and Invisibility traits below.

**Enlarge (Recharges after a Short or Long Rest).** For 1 minute, the ooze magically increases in size. While enlarged, the ooze is Gargantuan, doubles its damage dice with its pseudopod attack, and makes Strength checks and Strength saving throws with advantage.

**Invisibility (Recharges after a Short or Long Rest).** The ooze magically turns invisible for up to 1 hour until it attacks, it uses its Enlarge, or its concentration is broken (as if concentrating on a spell).

### INTELLIGENT BLACK PUDDINGS

The characters encounter two Ghaunadaur-worshiping drow who were transformed by Halaster's magic into **black puddings**, with these changes:

- The black puddings understand Elvish and Undercommon, but can't speak.
- Each pudding has an Intelligence of 14 and the following Innate Spellcasting trait:

**Innate Spellcasting.** The pudding's spellcasting ability is Intelligence (spell save DC 12, +4 to hit with spell attacks). It can cast the following spells, requiring no components:

At will: *dancing lights, mage hand*  
3/day each: *darkness, faerie fire, shield*  
1/day: *Melf's acid arrow*

### SPACE OROGS

The characters encounter 1d4 + 1 **orogs** hunting for easy prey. These orogs were raised in deep caverns on H'catha, a wheel-shaped planet ruled by beholders and the farthest world from Toril's sun. The orogs wear bucket helms resembling bulbous mind flayer heads, with large, glass-covered eye holes and tentacle-like breathing tubes.

In addition to its armor and weapons, each orog carries a tangler grenade. The orogs use these grenades to restrain foes before charging into melee.

**Tangler Grenades.** A tangler grenade is an alchemical, nonmagical item with an ovoid resin shell that shatters on impact. As an action, a creature can throw a tangler grenade at a point up to 60 feet away. Each creature within 10 feet of a shattered tangler grenade

### ELEMENTAL OOZE

The orb in area 4 weeps a steady stream of ooze channeled from the Swamp of Oblivion, the border realm between the Elemental Planes of Earth and Water. This ooze is a thick, viscid brown effluvium with streaks of orange, green, yellow, and black. It smells like rotten eggs and sticks to anything it touches. The ooze is never more than 5 feet deep in any given location and is difficult terrain. It moves slowly in the direction indicated by the wavy arrows on map 19 and also behaves like it's alive, occasionally extruding harmless pseudopods or amorphous shapes that bear passing resemblances to familiar creatures.

must succeed on a DC 15 Dexterity saving throw or be restrained by sticky white webs. As an action, a creature can try to free itself or another creature within its reach from the webs, doing so with a successful DC 20 Strength (Athletics) check. A gallon of alcohol dissolves the webs produced by a single tangler grenade. Otherwise, the webs dissolve on their own after 1 hour, freeing any creatures restrained by them.

## EXPLORING THIS LEVEL

The following encounters are keyed to map 19. Many of the caverns and tunnels are natural formations, while purple worms dug others long ago. The ooze that flows through much of the level smells foul but is harmless (see the "Elemental Ooze" sidebar).

### 1. THE RESPLENDENT GROTTO OF ICHTHYGLUG THE VOLUMINOUS

Halaster has used his magic to tailor these caves to the satisfaction of Ichthyglug the marid.

#### 1A. SHIPWRECK

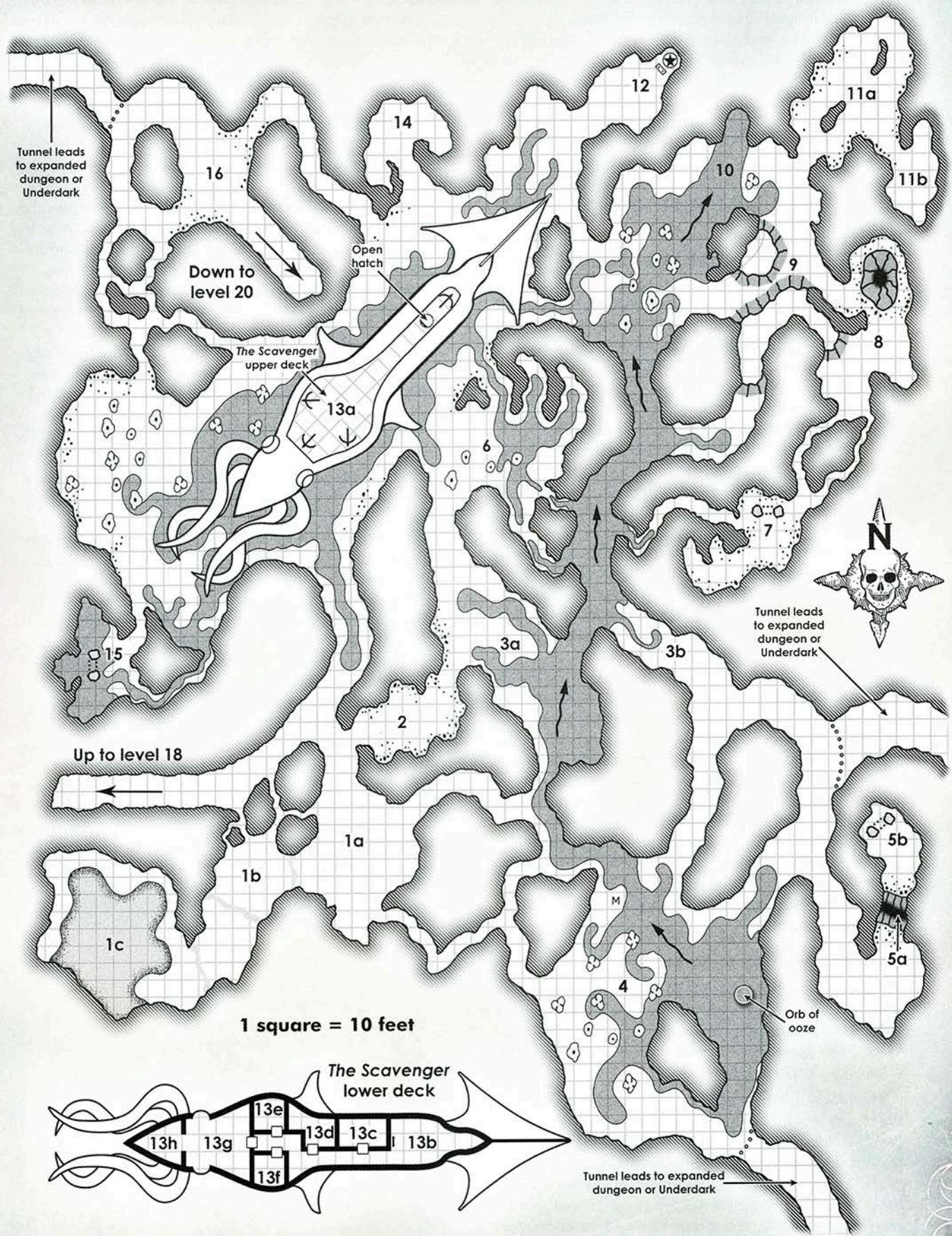
This 50-foot-high cavern contains the wreck of a cog (a 54-foot-long cargo vessel with a single mast). The wreck's features are as follows:

**Hull.** The ship has broken in half, the shattered bow aiming northward and the aft section leaning against the east wall. The oak hull is soft and waterlogged, as though the vessel has been underwater for years, and both halves are encrusted with barnacles.

**Mast and Anchor.** The mast and anchor have broken off and lie in the middle of the cave, with the mast pointing toward a shimmering curtain of water to the west.

**No Sails, No Rigging, No Crew.** The ship's square sail, rigging, and crew are all missing. (The sail and the rigging disintegrated long ago.)

Characters who search the wreck discover its name carved over the barnacle-encrusted rudder: the *Blue Opal*. A character who learns the ship's name and succeeds on a DC 20 Intelligence (History) check recalls that the *Blue Opal* sank in Waterdeep's harbor a few years ago under mysterious circumstances, and that the crew was rescued by merfolk who live in the harbor. Armed with this knowledge, a character can examine the hull for signs of foul play and, with a successful DC 15 Intelligence (Investigation) check, discover a square, smooth-cut hole in the aft section below what would have been the water line. A successful DC 16



Intelligence (Arcana) check confirms that a *disintegrate* spell made the square hole, but there's no way to know who cast the spell or why the ship was sunk.

If more than one character enters the aft section at the same time, the partial hull shifts under the added weight, topples to one side, and collapses in on itself with a thunderous racket. Any creature inside the aft section when it collapses must make a DC 15 Dexterity saving throw, taking 22 (4d10) bludgeoning damage from falling debris on a failed save, or half as much damage on a successful one. The watery curtains in area 1b prevent the sound of the collapse from reaching area 1c.

### 1B. CURTAINS OF WATER

This passage has a 20-foot-high, arched ceiling and contains three 1-foot-thick, magic curtains of translucent, shimmering green seawater. Each watery curtain stretches from floor to ceiling and wall to wall. Sound passing through a curtain is greatly reduced; only creatures within 5 feet of it can hear anything from the other side.

Any object thrown or shot through a watery curtain has a cost of 60 feet immediately applied to its distance traveled. If this added distance changes a ranged weapon attack from normal to long range, the attack roll is made with disadvantage. An object that enters the curtain and can travel no farther falls to the floor inside the curtain.

Spell effects that would not reasonably pass through the watery curtain are stopped by the barrier as though it were a solid wall. For example, a *magic missile* spell could pass through the curtain to hit creatures on the far side of it, but the explosion from a *fireball* spell would not get through the barrier.

A creature that passes through a watery curtain gets drenched but suffers no other ill effects. In addition, lit torches and other open flames of a nonmagical nature are doused as they pass through the water. Any creature that takes damage from water, such as a fire elemental, takes 11 (2d10) cold damage when it starts its turn in a watery curtain or enters it for the first time on a turn.

If a watery curtain takes 50 cold damage or more from a single source, it becomes a 1-foot-thick wall of ice (as if created by a *wall of ice* spell) for 10 minutes before reverting to its original form. A watery curtain targeted by a successful *dispel magic* spell (DC 17) is destroyed for good.

### 1C. ICHTHYGLUG'S CAVERNS

**Music.** Magical harp music fills this 30-foot-high cavern.

**Pool.** A 15-foot-deep freshwater pool is home to a **marid** and six **swarms of quippers**.

**Walls.** The damp walls have harmless snails and giant starfish clinging to them.

The marid, Ichthyglug, is swimming in his pool when the characters first arrive. He greets them with a song (see the "Ichthyglug's Song" sidebar). As he sings, Ichthyglug uses his magic to cause fountains of water to erupt from the pool as quippers leap out of the water around him. Ichthyglug is neither good nor evil, but always unpredictable. His attitude toward the characters reflects their attitude toward him.

After concluding his song, Ichthyglug floats up to characters who seem receptive and gives them the opportunity to flatter his singing. After these pleasantries, he offers the characters a quest: destroy the lich Ezzat on level 20 and give the lich's phylactery to Ichthyglug. The marid promises fabulous treasure in exchange, even going so far as to mention that he is forced by Halaster's magic to make good on this promise (see "Treasure" below).

If the characters complete Ichthyglug's quest and give Ezzat's phylactery to the marid, the pool in this cavern turns into a vortex that draws Ichthyglug, the water, the quippers, and the lich's phylactery back to the Elemental Plane of Water. The characters find Ichthyglug's promised reward at the bottom of the drained pool. Characters who complete Ichthyglug's quest should receive XP as if they had defeated the marid and the swarms of quippers in combat.

If the characters destroy Ezzat but give the lich's phylactery to Jarûk the dao in area 11b, Ichthyglug knows this. Furious, he attacks the characters the next time he sees them.

Ichthyglug can't leave his cave without Ezzat's phylactery. If the marid dies here, his body disintegrates into a burst of water and foam, only to re-form 24 hours later. (The characters don't receive XP for killing Ichthyglug more than once.)

The marid commands the quippers to attack anyone who dares to enter his pool. The swarms pose no danger to creatures on land.

**Treasure.** Ichthyglug wears a pair of golden bracers shaped like octopi (250 gp each) and a large silk vest studded with ten blue spinels (500 gp each). These babbles vanish with the marid when he returns to the Elemental Plane of Water.

Ichthyglug's reward consists of a suit of *mariner's armor* (scale mail) and two common wondrous items: a *candle of the deep* and a *pole of angling* (both described below). These items appear only after the characters complete Ichthyglug's quest and help the marid escape from Undermountain.

The flame of the *candle of the deep* is not extinguished when immersed in water. It gives off light and heat like a normal candle.

#### ICHTHYGLUG'S SONG

Welcome to my grotto!  
Call me king of the cray.  
Ichthyglug's my name—  
I'm the catch of the day.

The ocean's my oyster.  
The waves are mine to rule.  
Ichthyglug's my name—  
Baddest fish in the school.

I'm current. I'm the tide.  
I'll rain on your parade.  
Ichthyglug's my name—  
I'm the siren's serenade.

I'll drown you in riches.  
I might go overboard.  
Ichthyglug's my name—  
But please call me "my lord."

The *pole of angling* looks like a 10-foot pole. While holding the pole, one can speak the command word ("Ichthyglug") and transform it into a fishing pole with a hook, a line, and a reel. Speaking the command word again changes the fishing pole back into a normal 10-foot pole.

## 2. SPACE OROGS

**Eyes.** The 15-foot-high ceiling of this passage is carved with hundreds of glaring eyes. (Halaster used magic to create the eyes, which are harmless.)

**Orogs.** Twelve hostile **orogs** (see "Space Orog," page 244) are camped here. Subtract from this number any orogs previously encountered and defeated as wandering monsters.

One of the orogs has 60 hit points and is bigger than the others. Her name is Rukha, and until recently she served as first mate aboard the *Scavenger* (see area 13).

### TREASURE

Rukha the orog has a *sending stone* tucked in one of her gauntlets. Rukha's mate, the former cook of the *Scavenger*, had the matching stone but lost it (see area 13c).

## 3. OOZE THERE?

The characters see odd shapes form out of the ooze that flows nearby.

### 3A. THE GREAT OOZE MARCH

The river of ooze flows north through this 15-foot-high cave (see "Elemental Ooze," page 244). When the characters first arrive, the ooze rises and takes the form of a conga line of modrons stretching as far as the characters can see. The modrons march against the sluggish flow and make little progress. After 1 minute, they sink back into the ooze. The ooze modrons aren't creatures or spell effects, and they can't be harmed or dispelled.

### 3B. OOZE HALASTER

An artery of ooze flows down this tunnel and pools in a slight depression in the rocky floor. The first time anyone comes within 10 feet of the pool, the ooze rises up, takes the form of Halaster Blackcloak, and flails its arms in a way that suggests it might be trying to cast a spell. After 1 minute, the effigy of Halaster loses its form and becomes a pool of ooze once more. The ooze isn't a creature and can't be harmed, nor is it a magical effect that can be dispelled.

## 4. THE WEEPING EYE

**Ooze.** This 60-foot-high cavern contains a large pool of viscid, foul-smelling ooze that flows sluggishly northwest.

**Urm.** A **mud mephit** named Urm crouches near the edge of the ooze (at the spot marked M on map 19), absently poking it with a short pole while mumbling to itself.

**Orb.** Near the east wall, a 10-foot-diameter orb of ooze floats 5 feet above the pool. The orb weeps a continuous stream of ooze into the pool and appears to be its source (see "Orb of Ooze" below).

**Rock Formations.** The cavern's ceiling is dotted with stalactites, and the ooze flows around a few stalagmites that rise from the rocky floor.

Urm had the misfortune of being caught up in the ooze being siphoned from the Swamp of Oblivion and deposited here. Halaster found the mud mephit and cast a *geas* spell on it, compelling it to serve Jarûk the dao and Ichthyglug the marid. The genies use Urm as an intermediary to communicate insults to one another, but the mephit has grown weary of the genies' game. It wants to be free of Halaster's *geas* spell.

Urm knows all about the competition between Jarûk and Ichthyglug, and tries to lead adventurers to both genies, one after the other. Urm offers to take characters to see Ichthyglug first (area 1), since the marid is closer. If the characters have already spoken with Ichthyglug, Urm offers to guide them to Jarûk's caverns (area 11) by following the river of ooze.

Urm is lazy and selfish, inclined not to help characters beyond what it must do to satisfy the terms of its *geas* spell. It is familiar with the dangers lurking in the Caverns of Ooze but denies knowing anything. Removing Halaster's *geas* spell makes the mephit somewhat more helpful but doesn't change its wicked disposition. In exchange for its newfound freedom, Urm shares the following information, which is a mixture of truth and lies:

- The ooze that spills from the orb and fills these caverns comes from a place called the Swamp of Oblivion (true).
- Halaster captured a strange-looking vessel and hid it in a giant cavern nearby (true). The ship is alive (false).
- A powerful demon is trapped in a statue to the north (false).

### ORB OF OOZE

The orb is immobile, though it can be moved with a *telekinesis* spell or similar magic. Casting a *disintegrate* spell on the orb destroys it and stops the flow of ooze into the cavern. Other spells have no effect on the orb.

Creatures and objects can pass through the orb, which is made of the same ooze found throughout this level of the dungeon. Any creature that enters the orb is restrained by it. A creature restrained by the orb can use an action to make a DC 15 Strength (Athletics) or Dexterity (Acrobatics) check, freeing itself on a success. Another creature outside the orb can use an action to attempt the check if its within reach of the restrained creature; on a successful check, the creature is freed from the orb.

## 5. IN THE GRIP OF GHAUNADAUR

A 15-foot-high tunnel containing an open pit connects two caves with 20-foot-high ceilings.

### 5A. PUDDING PIT

This naturally formed pit is 20 feet across and 20 feet deep. At the bottom of the pit are three intelligent black puddings (see "Intelligent Black Puddings," page 244) that used to be drow worshipers of Ghaunadaur. When they detect prey nearby, the puddings climb the sides of the pit and use *faerie fire* spells to outline their intended

targets before attacking with their pseudopods. The puddings cast *Melf's acid arrow* spells at prey beyond their reach.

### 5B. STANDING GATE TO LEVEL 12

At the north end of this 20-foot-high cave are two 15-foot-tall standing stones hewn from black basalt. Carved into the lintel spanning them is a large, blood-red X. The standing stones form one of Halaster's magic gates (see "Gates," page 12).

When a creature comes within 5 feet of the gate, rivulets of blood begin to seep from the rocky pores of the standing stones. The rules of this gate are as follows:

- The gate opens for 1 minute if a creature marked with a bloody X stands within 5 feet of it.
- Characters must be 12th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 8b on level 12, in the closest unoccupied space next to the identical gate located there.

## 6. CAVE WITH A VIEW

**Stalactites.** A few stalactites cling to this cavern's 30-foot high, domed ceiling.

**Vessel.** An enormous vessel is clearly visible through openings in the northwest wall (see area 13).

### 7. STANDING GATE TO LEVEL 21

**Rubble.** The floor of this 20-foot-high cave is strewn with stony rubble that acts as difficult terrain.

**Fake Beholder.** A **gas spore**, easily mistaken for a beholder, floats near a pair of 15-foot-tall menhirs made of semitransparent crystal. Imprisoned inside each menhir is a sleeping **nalfeshnee**, its leathery wings wrapped tightly around its head and body.

The gas spore drifted into this cave from area 8. Its spores contain memory fragments of the dead beholder that birthed it. A creature that inhales the spores inherits a random memory, determined by rolling on the Beholder Memories table. These memories are experienced from the eye tyrant's point of view.

#### BEHOLDER MEMORIES

##### d100 Memory

01–20	The beholder chases a deep gnome through a fungal forest in a vast Underdark cavern illuminated by glowing mushrooms and phosphorescent fungi.
21–40	The beholder encounters another of its kind in the Underdark and, after a fierce volley of eye rays, it turns its rival to dust with a Disintegration Ray.
41–60	The beholder examines a tower-sized stalagmite with a large crystal atop it (see level 20, area 14).
61–80	The beholder is swallowed by a purple worm and uses its Charm Ray to make the worm release it.
81–00	The beholder falls into a sinkhole as it succumbs to Halaster's <i>finger of death</i> spell (see area 8).

#### NALFESHNEES

The sleeping demons can't be targeted by spells or attacks while trapped inside the crystal menhirs. They remain asleep until awakened (see "Standing Gate" below). An awakened nalfeshnee teleports out of its menhir and attacks, then returns to slumber in its menhir when there are no more enemies in sight.

#### STANDING GATE

The crystal menhirs are indestructible and form one of Halaster's magic gates (see "Gates," page 12). Striking either menhir with a hard object or targeting it with a *shatter* spell deals no damage but causes the standing stone to ring loudly, awakening the demon inside. Nothing else causes these demons to awaken. While outside its menhir, a nalfeshnee can be magically compelled to divulge the command word that activates the gate. A *legend lore* spell or similar magic also reveals the command word. The current word is "Kelserath," but Halaster changes it every few days.

The rules of this gate are as follows:

- The gate opens for 1 minute if a creature speaks the proper command word within 10 feet of it.
- Characters must be 16th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 23b on level 21, in the closest unoccupied space next to the identical gate located there.

## 8. THANKS FOR THE MEMORIES

**Ceiling.** This cavern has a 30-foot-high ceiling.

**Gas Spores.** Three **gas spores** float above a large sinkhole surrounded by rubble. Another ten **gas spores** float inside the sinkhole, which plunges 100 feet into darkness. (At the bottom of the sinkhole lies a moldering beholder corpse.)

**Elevated Tunnel.** A 10-foot-diameter tunnel in the west wall can be reached by climbing a 10-foot-high ledge. (This ledge is further described in area 9.)

Halaster killed a beholder that sought to carve out a domain on this level. From its moldering corpse grew a host of gas spores. Inspection of the remains accompanied by a successful DC 15 Intelligence (Medicine) check reveals that the beholder died from fire, force, and necrotic damage. Inspection also reveals a treasure (see "Treasure" below).

The gas spores carry the memories of the beholder that birthed them. A creature that inhales the spores inherits a random beholder memory, determined by rolling on the Beholder Memories table. These memories are experienced from the eye tyrant's point of view.

The walls of the sinkhole have abundant handholds and can be scaled with a successful DC 10 Strength (Athletics) check.

#### TREASURE

The dead beholder has a gold tongue stud set with a peridot (750 gp).

## 9. HIGH GROUND

This 30-foot-high cavern contains two 10-foot ledges—a smaller one to the west and a bigger one to the south. Five **gargoyles** perch on the north ledge. When the gargoyles detect intruders, one of them flies north to warn the dao (in area 11) that visitors have arrived. If this gargoyle is wounded or waylaid, all the gargoyles attack. Otherwise, the gargoyles that remain speak to visitors in Terran, welcoming them to the “magnificent subterranean domain of Jarûk the dao.” They hurl mean insults at the characters if they don’t seem to comprehend what the gargoyles are saying.

### TREASURE

A gargoyle that dies but isn’t disintegrated outright falls to stony pieces, revealing a fist-sized, transparent red garnet (500 gp) where its heart used to be.

## 10. CULVERT

The normally sluggish river of ooze flows a bit faster as it approaches a natural, 10-foot-diameter culvert in the north wall. Any creature in the ooze that ends its turn in the culvert must succeed on a DC 15 Strength saving throw or be irresistibly pulled under. Unless the creature is tethered to something, it drowns in ooze as it is borne deep into the Underdark.

## 11. THE GLITTERING CAVERNS OF JARÛK THE PRISMATIC

These crystal-lined caves are home to a dao and its minions.

### 11A. FORTUNE FAVORS THE BOULDERS

**Columns and Crystals.** Two columns of rock support the 30-foot-high ceiling of this cave, the walls of which are encrusted with crystals that catch and reflect light.

**Boulders.** The floor is strewn with boulders and rubble. Six **galeb duhr** beholden to Jarûk hide here, disguised as boulders.

**Music.** Dissonant music emanates from a smaller cave to the southeast (area 11b).

If the characters attack Jarûk in area 11b, the galeb duhr attack the characters when they return to this cave. Otherwise, the creatures remain motionless and pose no danger. If provoked into attacking, the galeb duhr animate boulders. The galeb duhr and their boulders can pursue prey beyond the confines of this cavern.

### 11B. JARÛK’S CAVERN

**Music.** Rock music fills this 30-foot-high cavern, which resembles the inside of a geode. The walls and ceiling are encrusted with crystals that catch and reflect light.

**Dao in the Sand.** The floor is concave and filled with golden sand to a depth of 10 feet. A **dao** hides in the sand until visitors appear.

**Medusas.** Two **medusas** wearing black robes and veils lurk in the northern alcove.

The dao, Jarûk, rises out of the sand when the characters first arrive. He greets them with a song (see the “Jarûk’s Song” sidebar). As he sings, the veiled medusas

emerge from their alcove and begin to dance around him as the sand swirls and forms little dust devils. Jarûk is evil and cruel, but his current predicament motivates him to be a civil host.

Once his song has ended, Jarûk offers the characters a quest: destroy the lich Ezzat on level 20 and bring him the lich’s phylactery. The dao promises treasure in exchange and is forced by Halaster’s magic to make good on this promise (see “Treasure” below). If the characters complete Jarûk’s quest and give Ezzat’s phylactery to the dao, the sandy floor turns into a giant vortex that draws Jarûk, the medusas, the sand, and the lich’s phylactery back to the Elemental Plane of Earth. The characters find Jarûk’s promised reward on the floor of the emptied cave. Characters who complete Jarûk’s quest should receive XP as if they had defeated the dao and the medusas in combat.

If the characters destroy Ezzat but give the lich’s phylactery to Ichthyglug the marid in area 1c, Jarûk knows this and attacks the characters the next time he sees them.

Jarûk can’t leave his cave without Ezzat’s phylactery. If the dao dies here, his body disintegrates into crystalline powder, only to re-form 24 hours later. (The characters don’t receive XP for killing Jarûk more than once.)

The medusas defend the dao to the best of their ability. Jarûk is immune to their Petrifying Gaze.

**Treasure.** Jarûk wears a pair of golden hoop earrings studded with obsidian (500 gp for the pair) and an amber diadem (7,500 gp). These baubles vanish with the dao when he returns to the Elemental Plane of Earth.

Jarûk’s reward consists of a *gem of brightness* and two common wondrous items: *boots of false tracks* and an *orb of direction* (both described below). These items appear only after the characters complete Jarûk’s quest and help him escape from Undermountain.

The wearer of *boots of false tracks* can choose to have the boots leave tracks like those of another kind of humanoid of the wearer’s size. Only humanoids can wear these boots.

Someone who holds an *orb of direction* can use an action to determine which way is north. This property functions only on the Material Plane.

### JARÛK’S SONG

Welcome to my cavern!  
I’m master of this hole.  
Jarûk is who I am—  
The khan of rock and roll.

I’m the sand in your shoes.  
I’m the soil in your graves.  
Jarûk is who I am—  
The diamond in these caves.

I leave no stone unturned.  
My wealth’s beyond belief.  
Jarûk is who I am—  
A god in bas-relief!

Gold runs through my veins.  
It seeps through all my pores.  
Jarûk is who I am—  
The pleasure is all yours.

## 12. GHAUNADAUR SHRINE

**Intelligent Oozes.** Clinging to the 20-foot-high ceiling are three intelligent black puddings that were once drow worshipers of Ghaunadaur (see “Intelligent Black Puddings,” page 244). These oozes are hostile toward all intruders. (A battle here also attracts the Huge gray ooze in area 14.)

**Shrine.** Nestled in a 12-foot-high alcove at the back of the cave is a misshapen granite altar. Staring out from it is a 1-foot-diameter purple disk inscribed with a black, glaring eye. Looming behind the altar is a 9-foot-tall statue carved in the form of an amorphous, forward-lurching pillar that reaches out with a dozen clawed human arms.

The disk embedded in the altar can be removed by turning it 360 degrees counterclockwise. Removing the disk causes copper coins to spill out from a hollow cavity inside the altar (see “Treasure” below).

If the altar is opened, the multiarmed representation of Ghaunadaur animates and attacks creatures within 10 feet of it or within 5 feet of the altar. The statue is a Large object with AC 17, 50 hit points, a speed of 0 feet, and immunity to acid, poison, and psychic damage. It has the following ability scores: Strength 14, Dexterity 10, Intelligence 3, Wisdom 3, and Charisma 1. It has blindsight out to a range of 10 feet and is blind beyond this radius.

As an action, the animated statue makes a single melee weapon attack (+10 to hit) with its claws. On a hit, the claws deal 22 (5d6 + 5) slashing damage to the target, and any nonmagical armor worn by the target is destroyed.

### TREASURE

The altar’s hidden cavity contains 2,000 cp.

## 13. THE SCAVENGER

The *Scavenger* is a 290-foot-long, 50-foot-wide, 25-ton spelljamming vessel—a ship designed to travel through space. Halaster detected the vessel as it orbited Toril and lured it through a magic gate into Undermountain. He then boarded the vessel, stole its spelljamming helm (the magic device that propels and steers the craft), and took the helm to level 23, leaving the captain and crew to fend for themselves.

Mind flayers constructed the *Scavenger* to resemble a giant cuttlefish. Its hull is made of an alien resin as hard as thick wood. Behind the ship’s tentacle-shaped rams are two circular windows of transparent crystal resembling eyes, and an upper deck (area 13a) equipped with four ballistae manned by gray slaadi. An open hatch on the upper deck provides access to the lower deck (areas 13b through 13h). The ceilings on the lower deck are 10 feet high.

The ship sits in a 5-foot-deep pool of ooze in an immense cavern, the ceiling of which varies from 30 to 50 feet high. A character can climb the ship’s hull with a successful DC 15 Strength (Athletics) check; the distance from the cavern floor to the upper deck is roughly 20 feet.

### CAPTAIN N’GHATHROD

The captain of the *Scavenger* is an illithid pirate named N’ghathrod. N’ghathrod is a mind flayer arcanist (see the sidebar in the “Mind Flayer” entry in the *Monster Manual*) with 111 hit points. It uses a crystal orb as an arcane focus and dresses in pirate garb. A wooden peg replaces one of its feet, which it lost in battle years ago. Tucked in the pockets of its overcoat are four fist-sized gray gemstones—the control gems for the gray slaadi that guard the ship’s upper deck. N’ghathrod carries a rapier as an affectation but is not proficient with the weapon.

Before it turned to a life of space piracy, N’ghathrod lived in a mind flayer colony on the ringed planet of Glyth, which is farther from the sun than Toril. A few weeks after the *Scavenger* became trapped in Undermountain, N’ghathrod turned on its orog crew out of hunger, killing four of them and eating their brains. The remaining orog crew members fled to avoid a similar fate. The arrival of adventurers provides N’ghathrod with an unexpected but welcome food source. It tries to separate one party member from the others with a *wall of force* spell. It then uses its Mind Blast to stun its prey as a prelude to extracting its brain.

If N’ghathrod is reduced to 55 hit points or fewer, its survival instinct supersedes its hunger, prompting it to surrender telepathically. The mind flayer apologizes for its assault and proposes an end to hostilities. Given a chance, it recounts how the *Scavenger* was orbiting Toril when it was pulled through a magic gate to its current location. It also reveals that the ship’s spelljamming helm vanished shortly thereafter (spirited away by a *wish* spell, though the mind flayer doesn’t know it). If the mind flayer and the characters establish a truce, N’ghathrod offers to “guard the ship” while the characters set out to retrieve the stolen helm. If the characters succeed, N’ghathrod allows them to claim the vessel as their own, accepting a demotion until it finds a way to get rid of them.

**Lair Actions.** When fighting aboard the *Scavenger*, N’ghathrod can take lair actions. On initiative count 20 (losing initiative ties), N’ghathrod can take one lair action to cause one of the following effects:

- N’ghathrod creates a magical duplicate of itself anywhere aboard the ship. Formed out of psionic energy, this duplicate lasts until it is reduced to 0 hit points, until it is dispelled (DC 15), or until N’ghathrod takes another lair action. The duplicate has the statistics of a normal mind flayer and is friendly toward N’ghathrod, but not under its control. It cannot leave the *Scavenger*.
- N’ghathrod fills all interior areas of the ship with mind-warping images and sounds of the Far Realm that last until initiative count 20 on the next round. Any creature that isn’t an aberration that starts its turn inside the ship must succeed on a DC 15 Wisdom saving throw or take 10 (3d6) psychic damage.

The *Scavenger* is buoyant but has no sails, oars, or other means of propulsion without its spelljamming helm. The vessel can hold up to 10 tons of cargo, and its standard crew complement is twenty. It has AC 15, 400 hit points, a damage threshold of 20, and immunity to poison and psychic damage.

Only a carefully worded *wish* spell can free the *Scavenger* from the cavernous depths of Undermountain. Characters who free the ship from its confines can sell it for 20,000 gp, minus 50 gp for each point of damage the ship has taken.

### 13A. UPPER DECK

**Ballistae.** Three ballistae are mounted on the forward deck, and a fourth on the aft deck. Four **gray slaadi** shapechanged into orogs operate the ballistae, one per weapon.

**Hatch.** Not visible from the floor of the cavern is an open hatch with a ladder that descends to area 13b.

A ballista is a Large object with AC 15, 50 hit points, and immunity to poison and psychic damage. Before it can be fired, a ballista must be loaded and aimed. (The ballistae are loaded when the characters first arrive.) It takes one action to load the weapon, one action to aim it, and one action to fire it (+6 to hit, range 120/480 ft., one target). On a hit, a ballista bolt deals 16 (3d10) piercing damage.

Each ballista comes with ten bolts stored in a rack built into the weapon's stand. A swivel base gives each ballista a firing arc of 180 degrees.

The slaadi have been trained to load, aim, and fire the ballistae. They defend the deck against all boarders, relying on their darkvision to keep watch.

### 13B. CARGO HOLD

**Ladder.** A ladder bolted to a wall climbs to the upper deck (area 13a). Hanging upside down on the ladder is a dead orog in plate armor.

**Crates.** A second dead orog in plate armor, along with its greataxe, lies amid the wreckage of several wooden crates. Toward the back of the hold are five intact wooden crates and five wooden chests secured under heavy cargo nets.

**Dead Cook.** The hallway leading toward the lower deck's forward sections contains a third dead orog, this one wearing a bloodstained apron and no armor.

The dead orog on the ladder hangs by one of its spiked boots. A character can use an action to dislodge the dangling fellow. Examination of all three orogs reveals that their skulls were cracked open and their brains sucked out—the hallmark of a mind flayer attack. The orog in the apron lies outside the door to area 13c.

**Treasure.** The crew plundered most of the food supplies before fleeing the ship, leaving behind five treasure chests and five intact crates (numbered below for ease of bookkeeping). The chests are unlocked, their locks broken off.

Chest 1 contains 400 sp, 180 gp, and three gold bracelets (25 gp each). Half buried by coins is a 5-inch-diameter miniature beholder made of enameled gold with a black pearl central eye and multicolored spinels at the ends of its eyestalks (2,500 gp).

Chest 2 contains six bolts of elven silk (50 gp each) and an engraved box containing five 3-inch-tall figurines—each one depicting a kind of metallic dragon and made of the appropriate metal (250 gp for the set).

Chest 3 contains six vials of stardust that radiate an aura of illusion magic under the scrutiny of a *detect magic* spell. An *identify* spell or similar magic reveals that the dust has a singular magical property. Any creature that sprinkles the dust over itself gains the ability to cast the *dream* spell once as an action (spell save DC 15), requiring no components.

Chest 4 contains 320 gp and a silk pouch holding four blue pellets, each of which reproduces the magical property of a *potion of healing* when swallowed.

Chest 5 contains a matching set of five copper goblets with silver filigree (25 gp each), a black coral necklace (250 gp), and a mummified elven hand wearing two gem-studded gold rings (250 gp each).

Crates 1 through 3 contain poisoned rations. A character who inspects these rations and succeeds on a DC 10 Wisdom (Survival) check can tell that they're unfit to eat. Any creature that ingests a helping of poisoned rations must succeed on a DC 15 Constitution saving throw or be poisoned for 24 hours.

Crate 4 contains 60 days of edible dry rations.

Crate 5 is stamped with the symbol of a smiling gnome face encircled with the words "KRICKENHOF'S KRAFTWERKS" in carnival letters. Packed in peanuts are three gnome inventions: a spring-loaded pogo stick (25 gp), a wind-up tomato masher (125 gp), and a strap-on helmet with a wooden propeller mounted to the top of it. This *propeller helm* is an uncommon wondrous item to which only a Small humanoid can attune. While worn, the helm allows its wearer to use an action to cast the *levitate* spell, requiring no components. The helm's propeller spins and whirs loudly until the spell ends. Each time the spell ends, there is a 50 percent chance that the helm loses its magic and becomes nonmagical.

### 13C. GALLEY AND MESS HALL

This room contains a dining table, six stools, and a small iron stove. Cupboards built into the walls have been thrown open, their contents (utensils and dishware) scattered across the floor.

Casting a *detect magic* spell in this cabin reveals an aura of evocation magic emanating from inside the wall that separates this room from area 13d.

**Treasure.** Characters who search the cabin and succeed on a DC 20 Wisdom (Perception) spot a tiny hole at the base of the wall that separates this cabin from area 13d. Two feet above this hole, lodged inside the wall, is a *sending stone*. (The matching stone can be found with the orog first mate in area 2.)

If a character removes the *sending stone* from the wall, a miniature giant space hamster scuttles out of the hole in the base of the wall and looks rather put out. The space hamster looks remarkably like a normal hamster. It has the statistics of a *rat* but no attacks (and is worth 0 XP). It has made a nice lair for itself in the walls of the ship but poses no danger if it's disturbed. A character can befriend the hamster by offering it food.

### 13D. CAPTAIN'S STATEROOM

**Walls.** The resin walls are sculpted and painted to look like glossy black tentacles entwined around one another and the screaming elves in their grasp.

**Easel and Paintings.** Resting on a wooden easel in the middle of the cabin is a half-finished canvas painting of a colorful alien landscape. Next to the easel, several paintbrushes and jars of paint lie on a small table. Five finished paintings of other alien landscapes are leaning against the back of the easel.

**Chair.** A bloodstained wooden chair with iron wrist-clamps bolted to its armrests sits in a forward alcove. A pool of sticky blood covers the floor around it.

**Secret Compartment.** A character who searches the cabin for secret doors and succeeds on a DC 15 Wisdom (Perception) check finds a small hatch built into the floorboards. This hatch conceals a shallow compartment containing Captain N'ghathrod's spellbook.

N'ghathrod straps captives to this chair before devouring their brains. A creature shackled to the chair can use an action to try to escape, doing so with a successful DC 20 Strength (Athletics) or Dexterity (Acrobatics) check.

**Treasure.** Before he was transformed into an illithid by the process known as ceremorphosis, Captain N'ghathrod was a spacefaring elf. Although it has no memories of its former life, the mind flayer retains its elven fondness for celestial beauty. The paintings, which illustrate worlds that N'ghathrod has visited, are worth 100 gp each.

N'ghathrod's spellbook is bound in leather, its contents written in a Braille-like script. The mind flayer uses its tentacles to read the script, which other creatures can decipher with a *comprehend languages* spell. The book contains all the spells N'ghathrod has prepared, plus *animate dead*, *Bigby's hand*, and *Evard's black tentacles*.

#### 13E. STARBOARD CREW CABIN

This cabin contains two sets of bunks stacked three tiers high.

#### 13F. PORT CREW QUARTERS

This cabin is furnished like area 13e and also contains a dead orog lying face down on the floor. Examination of the corpse reveals that the orog's skull was cracked open and its brain sucked out. Lying at the orog's feet is a greataxe.

#### 13G. BRIDGE

The door to the bridge stands slightly ajar. N'ghathrod, the mind flayer captain, is here (see the "Captain N'ghathrod" sidebar). The features of the bridge are as follows:

**Windows.** Two circular, 9-foot-diameter windows of bulging, transparent crystal rest in bronze fixtures.

**Celestial Chart.** Painted on the sloped ceiling are familiar constellations and unfamiliar planets.

**Grooves.** Grooves in the middle of the floor suggest that a piece of furniture once rested there.

Characters who examine the grooves and succeed on an Intelligence (Investigation) check can ascertain that they're designed to secure a heavy chair or chair-shaped object to the floor. The grooves conform to the footprint of the ship's spelljamming helm, which can be found on level 23.

The chart on the ceiling has the sun at its center, with elongated rings showing the paths of the eight planets that orbit it: rocky Anadia; Coliar the gas giant; Toril and the small asteroid cluster orbiting it called the Tears of Selûne; the water worlds Karpri and Chandos; the noxious ringed planet Glyth; the asteroid cluster of Garden,

which is held together by an enormous plant; and the wheel-shaped H'catha. Beyond the planets are the constellations of Realmspace, all visible in the night skies of Toril at various times of the year.

#### 13H. OH CAPTAIN, MY CAPTAIN!

The floor here is covered with shattered glass and brine, the remains of jars that once held pickled humanoid brains. The curved walls bear empty shelves where Captain N'ghathrod stored its emergency food reserves. The mind flayer was forced to eat the pickled brains after its crew fled and now hungers for fresh food.

### 14. OOZE DEN

This 10-foot-high cave has become the lair of a Huge gray ooze (see "Huge Gray Ooze," page 244), which lurks in the northernmost alcove to the right of the entrance. If the characters already fought this ooze in area 12, the cave is empty.

### 15. STANDING GATE TO LEVEL 17

Rising out of a 2-foot-deep pool of ooze is a pair of 15-foot-tall standing stones topped with a lintel, carved into which is a symbol of an arrow. The standing stones form a magic gate (see "Gates," page 12). Its rules are as follows:

- If an arrow or a crossbow bolt is shot between the standing stones, the gate opens for 1 minute.
- Characters must be 14th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 8b on level 17, in the closest unoccupied space next to the identical gate located there.

### 16. TUNNEL TO LEVEL 20

At the top of the tunnel that descends to level 20 is an 18-foot-high, ring-shaped cavern created by a purple worm that Halaster disposed of long ago.

## AFTERMATH

The characters have a couple of reasons to return to this level after exploring it:

- If they acquire the phylactery of the lich Ezzat, the characters must come back to the Caverns of Ooze with the phylactery to claim their prizes from the marid in area 1c or the dao in area 11b. Giving the phylactery to one genie makes an enemy of the other.
- If the characters recover the spelljamming helm that was stolen by Halaster, they can return it to the Scavenger and use a *wish* spell to expel the vessel from Undermountain.

The level changes little in the characters' absence, at least in the short term. If Ichthyglug or Jarûk is set free, Halaster might trap an efreeti on this level and pit it against whichever genie was denied Ezzat's phylactery, setting up the new arrival in a cave befitting its fiery nature.



## LEVEL 20: RUNESTONE CAVERNS

**R**UNESTONE CAVERNS IS DESIGNED FOR FOUR 16th-level characters, and characters who defeat the monsters on this level should gain enough XP to advance halfway to 17th level. This level introduces the characters to a potentially powerful ally in their fight against Halaster—or an enemy whose destruction can put them in the Mad Mage’s good graces.

### WHAT DWELLS HERE?

The Runestone is a large magic crystal, created by Halaster Blackcloak, that is embedded in the top of a huge, hollowed-out stalagmite that rises from the center of this level’s main cavern. This spire serves as the lair of a lich named Ezzat, who has long been Halaster’s enemy.

In an effort to destroy Ezzat, Halaster created a legion of stone golems modeled after himself, placing a fragment of the Runestone in each one to imbue it with more intelligence and personality. When Ezzat learned what Halaster was up to, the lich placed wards on the stalagmite tower to prevent constructs from assaulting it. This countermove prompted Halaster to abandon his golems and stop making new ones.

### EZZAT THE LICH

Ezzat has become obsessed with destroying Halaster and usurping his control over Undermountain. As his mania and thirst for power grows, the lich becomes more like Halaster with each passing day.

Characters who destroy Ezzat and locate his phylactery earn Halaster’s favor. Those who ally with the lich earn Halaster’s enmity.

### STONECLOAKS

Halaster created stone golems in his own likeness and used fragments of the Runestone to imbue them with intelligence. Then he set them loose on this level. Called Stonecloaks, these 10-foot-tall golems worship the Mad Mage as a god and regard the Runestone as his eye into their dark domain. The Stonecloaks don’t like it that a lich has taken refuge in the stalagmite tower, but Ezzat’s wards mean that there’s little they can do about it.

Unless otherwise noted, a Stonecloak uses the **stone golem** statistics, with these changes:

- A Stonecloak has Intelligence and Charisma scores of 9.
- It understands the following languages but can’t speak: Abyssal, Celestial, Common, Draconic, Dwarvish, Elvish, Infernal, and Undercommon. Stonecloaks use a system of eye blinks to communicate nonverbally with one another.

### WANDERING MONSTERS

The magical emanations of the Runestone attract earth-dwelling creatures such as bulettes, earth elementals, purple worms, and xorn to this level. The characters might also come across an expedition that has traveled from Shadowdusk Hold.

## SHADOWDUSK EXPEDITION

An expeditionary force has been sent from Shadowdusk Hold (level 22) to collect Runestone fragments. The force consists of a chaotic evil human **archmage** named Akarrth Shadowdusk, a **beholder** named Gz'arp, two **grells**, and two **nothics**. The grells and nothics are Akarrth's servants, the beholder his tenuous ally.

The characters can easily strike up an alliance with Akarrth, but any such pact is doomed to crumble in short order because the archmage is insane.

**Treasure.** Akarrth carries a wooden rod carved with tentacles that serves as an arcane focus (10 gp), as well as a spellbook bound in mind flayer skin that contains all the spells he has prepared.

## RUNESTONE CAVERNS

All location descriptions for this level are keyed to map 20. The caverns and tunnels are uniformly damp from water that enters through narrow cracks in the walls and ceilings, and the sound of dripping water echoes throughout.

### 1. DESICCATING SYMBOL

At the end of the tunnel that leads down from level 19, Ezzat has inscribed a glyph on the floor using a modified version of the *symbol* spell, requiring a successful DC 20 Intelligence (Investigation) check to spot. Cast using a 9th-level spell slot, the glyph triggers the death effect (save DC 20) when any creature crosses over it. After the effect is triggered, ghostly skulls float above the area where the glyph is inscribed.

### 2. MAD GOLEM'S LAIR

Characters who approach this cavern from any direction hear stone smashing against stone. The cavern has a peaked roof 50 feet high and the following features:

**Construct.** A hulking, mobile mass of jumbled stone stands atop a natural rise in the center of the cavern. It is using its fists to smash something.

**Forge.** Carved into one wall is a stone forge that hasn't been lit in ages. A rusty iron anvil sits atop a 1-foot-high granite plinth in front of the forge.

The jumbled construct was once a 10-foot-tall stone golem created in the image of Halaster. In its madness, it has attached so many pieces of other Stonecloaks to itself that it has become a lumbering, 17-foot-tall amalgamation of stone torsos, limbs, and heads—all of which resemble parts of the Mad Mage.

Any character who gets close can see that the object being destroyed by the mad golem is a stone golem that resembles Halaster. Even if the characters intervene quickly, the Stonecloak is already in pieces and can't be saved.

As the characters observe it for the first time, the mad golem removes the Runestone fragment from the pulverized remains of its latest victim and swallows it, then begins attaching pieces of the destroyed stone golem to itself. Swallowing the Runestone fragment allows the mad golem to ignore its Immutable Form trait and restores all its hit points. Characters who interrupt or

attack the golem incur its enmity. Otherwise, it shows little interest in them.

The mad golem is a **stone golem** with a challenge rating of 12 (8,400 XP) and these changes:

- The golem is Huge and has 264 (23d12 + 115) hit points.
- Each of its slam attacks deals 24 (4d8 + 6) bludgeoning damage on a hit.
- It has Intelligence and Charisma scores of 9.
- It understands the following languages but can't speak: Abyssal, Celestial, Common, Draconic, Dwarvish, Elvish, Infernal, and Undercommon.

The golem is too big to fit down any tunnel smaller than 10 feet wide. Left to its own devices, it remains here and waits for another Stonecloak to wander into the area, then attacks it.

### TREASURE

Any character who searches the interior of the forge and succeeds on a DC 15 Wisdom (Perception) check finds the soot-covered tinderbox, which contains a single *bead of force*.

### 3. SUNKEN PARADISE

This cavern has a peaked roof 30 feet high and features a broad crevasse 300 feet deep. A rocky ledge surrounds the crevasse.

After descending 200 feet, the crevasse breaks through the roof of a vast cavern not shown on map 20. This otherworldly cavern is 100 feet high, 1,200 feet long, and 800 feet wide. It has the following features:

**Light.** The cavern is lit by phosphorescent moss that grows on weird rock formations along the walls. A dozen **giant fire beetles** that primarily feast on carrion dwell here, adding to the illumination.

**Fungi Forest.** Half the cavern is a forest of towering zurkhwood, interspersed with barrelstalks, bluecaps, and trillimacs (see "Fungi," page 59).

**Lake.** The other half of the cavern contains a 30-foot-deep lake fed by three small waterfalls. Several small rocky islands rise out of the lake, each holding a number of empty huts (an abandoned kuo-toa settlement).

The fungus forest and the underground lake are home to all kinds of subterranean wildlife, including bats, fish, and non-biting insects. For characters who reach it safely, the cavern provides a secure, idyllic refuge from the perils of Undermountain.

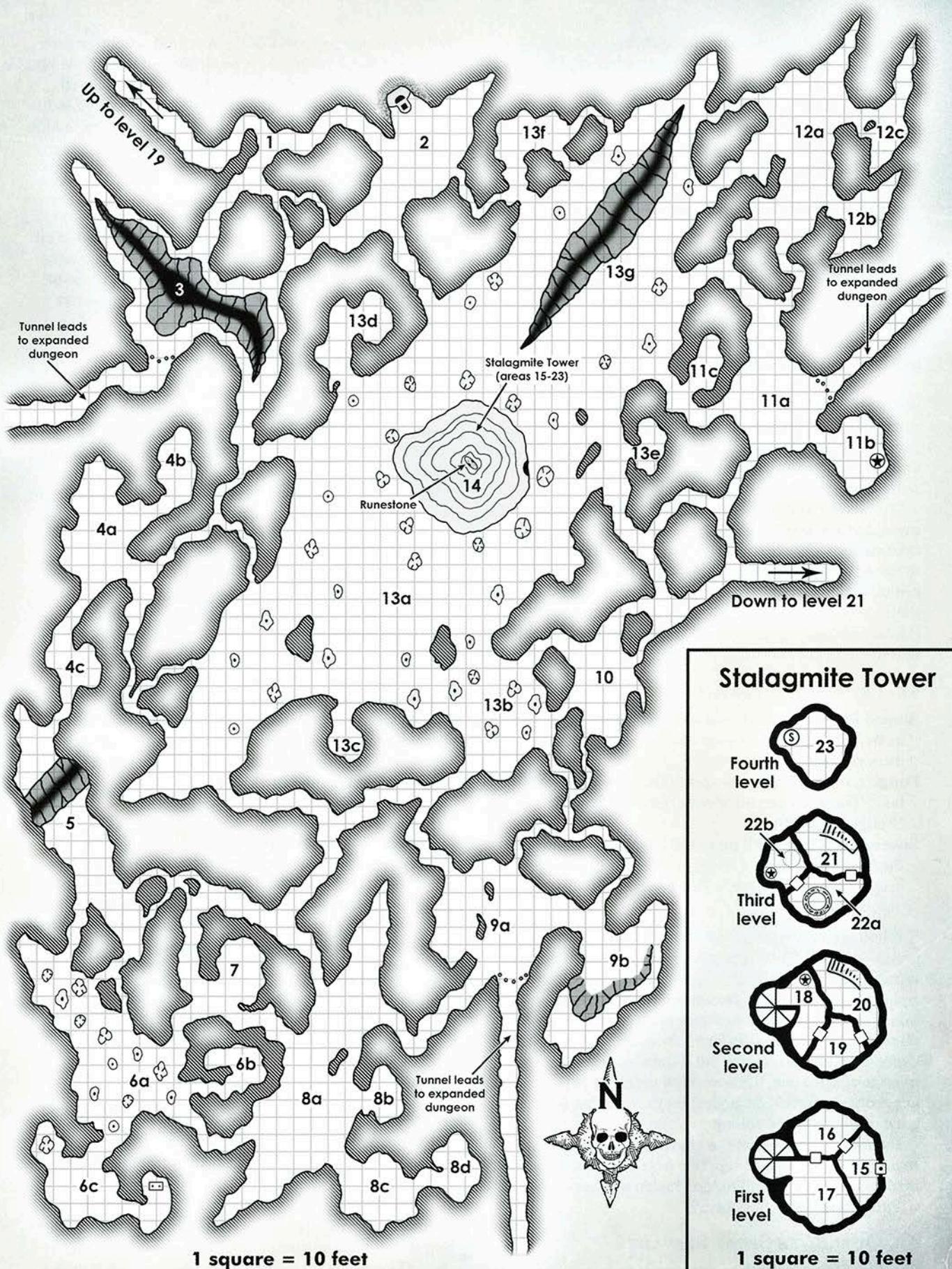
### 4. MYCONID COLONY

A myconid colony manages to thrive in this area, since the tunnels leading to these caves are too narrow for the Stonecloaks to squeeze through. The myconids must endure the occasional gargoyle attack, however.

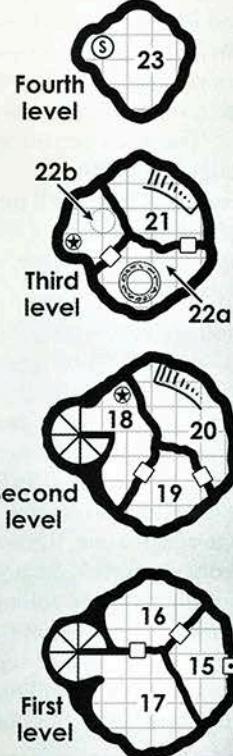
The myconids provide strangers with food, water, shelter, and safe passage through their small domain.

#### 4A. MELTING CAVE

Most of the myconids live in this cave, the ceiling of which is uneven and ranges in height from 15 to 30 feet. The cave's other features are as follows:



### Stalagmite Tower



1 square = 10 feet

**Moss.** Thick moss grows on the walls and the ceiling.  
**Fungi.** The earthen floor gives rise to a forest of fungi, including barrelstalks, timmasks, tongues of madness, and trillimacs (see “Fungi,” page 59).  
**Giant Insects.** Six **giant centipedes** and four **giant fire beetles** are meandering among the fungi.

**Myconids.** The northern alcove is mostly clear of moss and fungi and filled with clouds of spores. Ten **myconid sprouts** and thirteen **myconid adults** gather here in silent meditation.

The centipedes and the fire beetles share this delicate ecosystem with the myconids, serving to help control the growth of fungi in the caverns. The light from the fire beetles’ carapaces is the cave’s only illumination. These creatures are not under the myconids’ control and fight only in self-defense.

The myconid sprouts form an inner ring 6 feet in diameter, and the adults are in a protective ring 10 feet in diameter around them. The myconids use their Rapport Spores action option to peacefully meld with one another. Creatures that approach within 10 feet of the outer ring are subject to the spores’ effect.

Characters who make telepathic contact with the myconids are greeted warmly. The myconids offer to take visitors to their sovereign (area 4b) or escort them to the edge of their domain. The friendly fungus folk are blissfully unaware of the conflict happening outside their caverns, but they’re afraid of the “rock giants” (Halaster’s stone golems) and “rock demons” (gargoyles) that dwell in the caves around them.

#### 4B. FRIENDLY SOVEREIGN

**Sloped Floor.** The cave floor slopes upward, reducing its height from 15 feet near the entrance to 10 feet at its north end.

**Fungi.** Exotic mushrooms sprout from the earthen floor. The walls are lined with ripplebark (see “Fungi,” page 59).

**Sovereign.** A 9-foot-tall **myconid sovereign** stands near the back of the cave. Its bioluminescent cap sheds bright light in a 10-foot radius and dim light for an additional 10 feet.

When not melding with its subjects, the myconid sovereign—named Fleet—spends its time cultivating exotic mushrooms and crafting potions. Using its Rapport Spores action option to facilitate telepathic communication, Fleet welcomes characters to its domain and offers them two potions as gifts (see “Treasure” below). Fleet expects nothing in return, but if the characters are of a mind to reciprocate, the sovereign urges them to destroy any “rock demons” (gargoyles) they encounter, for the good of the myconid colony.

**Treasure.** Fleet offers the characters a *potion of mind reading* and a *potion of superior healing*. Each potion is held in a clay gourd and hidden inside a hollowed-out trillimac (see “Fungi,” page 59).

#### 4C. QUAGGOOTH SPORE SERVANTS

**Guards.** Five **quaggoth spore servants** gather here.  
**Fungi.** The walls are lined with ripplebark (see “Fungi,” page 59).

The animating spores of the myconid sovereign have given the dead quaggoths a semblance of life. While in the presence of one or more myconids, the quaggoth spore servants regard all creatures with detached indifference and refrain from attacking. But they turn hostile if there are no myconids around to pacify them.

### 5. GIGGLING CHASM

A 20-foot-wide, 70-foot-deep crevasse has opened up in the floor of this 20-foot-high cavern. The sound of an old man giggling rises from the depths of the crevasse every minute or so. This is a harmless illusion, one of Halaster Blackcloak’s regional effects (see “Halaster’s Lair,” page 311).

### 6. LAIR OF THE MUMMY LORD

These caves form the lair of a duergar mummy lord named Gorka Tharn. Characters who cast spells in these areas or disturb the features of the caverns awaken the mummy lord, allowing the creature to bring its lair actions and regional effects into play (see the “Mummies” entry in the *Monster Manual*). In its lair, the mummy lord has a challenge rating of 16 (15,000 XP).

#### 6A. TOOTHY MAW

This 20-foot-high cavern resembles a tooth-filled maw because of its numerous stalactites and stalagmites. The plentiful rock formations make it difficult for large and cumbersome creatures to pass through the cavern, so the Stonecloaks avoid this area.

Casting a spell of 1st level or higher in this cavern has a chance of waking the mummy lord equal to the spell’s level × 10 percent. If the mummy lord awakens, the duergar mummies in area 6b rise out of their mass grave and emerge from that area, moving to attack all creatures in the mummy lord’s lair.

#### 6B. MASS GRAVE

The floor of packed earth in this 10-foot-high cave is a shallow grave for eight duergar **mummies** (Gorka Tharn’s former disciples). The mummies burst out of the ground and attack any creatures that enter this area. If intruders flee, the mummies pursue. If the mummies awaken, so too does Gorka Tharn.

#### 6C. MUMMY LORD’S CRYPT

**Niches.** Niches carved into the walls of this damp 20-foot-high cavern contain hundreds of moldy skulls (a mix of dwarf and duergar). A few fallen skulls rest on the cavern floor.

**Shrine.** A small chamber to the east contains a chipped stone altar with treasure piled around it. The wall behind the altar is painted with a faded mural.

**Alcove.** An alcove to the northwest features a central stalagmite and stalactite, each 8 feet tall and covered with soot drawings of snakes and scorpions.

Stealing any of the treasure around the altar or touching the stalagmite automatically awakens Gorka Tharn. In addition, casting a spell of 1st level or higher in this cavern has a chance of waking the mummy lord equal to the spell’s level × 10 percent.

Gorka Tharn was a duergar priest of Laduguer, now transformed into a **mummy lord**, with these changes:

- The mummy lord speaks Dwarvish and Undercommon.
- It has the *stone shape* spell prepared instead of *divination*.
- It has the Enlarge and Invisibility action options described below.

**Enlarge (Recharges after a Short or Long Rest).** For 1 minute, the mummy lord magically increases in size, along with anything it is wearing or carrying. While enlarged, the mummy lord is Large, doubles its damage dice with its Rotting Fist attack, and makes Strength checks and Strength saving throws with advantage. If the mummy lord lacks the room to become Large, it attains the maximum size possible in the space available.

**Invisibility (Recharges after a Short or Long Rest).** The mummy lord magically turns invisible for up to 1 hour or until it attacks, it casts a spell, it uses its Enlarge, or its concentration is broken (as if concentrating on a spell). Any equipment the mummy lord wears or carries is invisible with it.

The stalagmite in the northwest alcove is hollow and serves as Gorka Tharn's sarcophagus. The mummy lord is lodged inside the stalagmite's funnel-shaped interior. When it awakens, the mummy lord uses a *stone shape* spell to create an opening large enough for it to emerge. It destroys any intruders in its lair, then returns to its sarcophagus and its slumber.

At the bottom of the stalagmite's hollow cavity, four 1-foot-tall clay urns contain Gorka Tharn's preserved internal organs, including the mummy lord's shriveled heart. Only by destroying the heart can the characters prevent the mummy lord from rejuvenating. The heart is a Tiny object with AC 5, 25 hit points, and immunity to all damage except fire.

**Stone Altar and Treasure.** The altar is carved from a single block of granite and dedicated to Laduguer, the evil god of the duergar. The mural painted on the wall behind the altar depicts a shadowy figure cradling a pile of gemstones in its arms. Any character who has an appropriate background or who succeeds on a DC 15 Intelligence (Religion) check confirms that the mural is meant to depict Laduguer.

Piled around the altar are 5,000 cp, 2,300 sp, 470 gp, five flawed diamonds (100 gp each), and an electrum teapot (25 gp). A rusty warhammer is also found among the valuables. It disintegrates the first time it is used to strike anything hard.

## 7. CRYPT RAIDERS

This 12-foot-high cave contains six **duergar**, three males and three females, who have come up from level 21 to loot the shrine of Laduguer (area 6c). The male duergar are Klom Xornbane, Skrac Blackskull, and Anchok Muzgardt. The female duergar are Akith Xornbane (Klom's sister), Garlynth Ironhead, and Xarta Muzgardt (Anchok's sister). The duergar are hard to tell apart, since all of them wear mean-looking iron bucket helms with visors.

Having slipped past the Stonecloaks and the gargoyles in areas 8 and 9, these duergar have just started a short rest to recharge their Invisibility when the characters happen upon them. The hateful, xenophobic duergar enlarge themselves and attack. They are too stubborn and determined to back down or surrender.

Each duergar carries a small gray sack holding 5 days of rations, and a large, empty gray sack to carry loot from the shrine.

A character who interrogates a duergar captive and succeeds on a DC 20 Charisma (Intimidation) check learns the following information:

- The duergar live in the Deep Mines (another name for the Terminus Level), the next level down from the Runestone Caverns.
- The Deep Mines are ruled by Fazrian, a "bald, green-skinned giant with glowing eyes and white-feathered wings." Any character who succeeds on a DC 18 Intelligence (Religion) check realizes, based on this description, that Fazrian is a planetar.
- The duergar have come to plunder a shrine of Laduguer on this level, then return to the Deep Mines with loot to earn Fazrian's favor. They know the shrine's location (area 6c) but nothing about the mummy lord that guards it.

## 8. MADE OF STONE

Gargoyles and stone golems watch over these caves, and Halaster has left a few other surprises here as well.

### 8A. GARGOYLES AND GOLEMS

**Ceiling.** This cavern has walls that slope inward to form a 30-foot-high peak.

**Gargoyles.** Six **gargoyles** cling to ledges 20 feet up the walls, three at the north end of the cavern and three at the south end.

**Golems.** Two **stone golems** carved to resemble Halaster (see "Stonecloaks," page 253) stand watch on the cavern floor. One is positioned near the tunnel to area 9a; the other is close to the tunnel to area 6a.

The gargoyles serve Halaster. They remain motionless unless they are attacked or combat erupts in this area, whereupon they fight as allies of the stone golems.

The golems are hostile toward any creature that doesn't look like Halaster or a gargoyle. A character disguised as Halaster can make a Charisma (Deception) check contested by the golems' Wisdom (Insight) check, with advantage on the check if the portrayal is particularly convincing. On a successful check, the golem won't attack that character unless the character attacks it.

### 8B. NATURAL FRIEZE

Rivulets of water trickling down the back wall of this damp 15-foot-high cave have eroded the stone in a spectacular way, creating a natural frieze that resembles a hunched male human leaning down to pick up a staff while a great blue dragon sneaks up behind him. Halaster's contribution to the natural carving is the staff, which he formed out of the rock.

### 8C. ACID TENTACLES

The gargoyles and golems in area 8a won't enter this empty cavern, the ceiling of which is a rough 15-foot-high dome. A *detect magic* spell reveals an aura of conjugation magic throughout the cave—the effect of a magic trap placed here by Halaster.

When one or more creatures reach the cavern's midpoint, 15-foot-long tentacles of acid magically erupt from the floor, walls, and ceiling. A creature that enters the tentacle-filled cavern for the first time on a turn or starts its turn there must succeed on a DC 22 Dexterity saving throw or take 10 (3d6) acid damage and be grappled by a tentacle (escape DC 22). A creature that starts its turn grappled by a tentacle automatically takes 10 (3d6) acid damage.

The tentacles can't be damaged, and *dispel magic* has no effect on them. The tentacles disappear when all creatures have left the cavern. If the words "Halaster, save us!" are spoken aloud in the cavern in Common, the tentacles disappear, and the trap can't trigger again for 1 hour.

### 8D. GOLDEN HAUNGHARASSK

**Slime.** A thin layer of slime covers the walls and floor of this 20-foot-high cavern.

**Fungus.** A patch of glowing fungus sprouts from the east wall.

**Giant Snail.** In the northern part of the cave lurks Haungharassk, a magical snail as large as an elephant, with a shell of gleaming gold.

Halaster placed Haungharassk here, setting up the trap in area 8c both to confine the creature and to prevent others from killing it. The giant snail is an unaligned Huge beast with AC 6, 52 (7d12 + 7) hit points, and walking and climbing speeds of 10 feet. It can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check. Its ability scores are as follows: Strength 20, Dexterity 3, Constitution 13, Intelligence 3, Wisdom 10, Charisma 3. It has no attacks and can't speak. A pound of salt thrown onto the snail's skin deals 1d6 acid damage to the creature.

The glowing golden hue of Haungharassk's shell is augmented by veins of real gold. That gold can be stripped from the shell, but only if the snail is dead (see "Treasure" below). Killing the snail yields no XP.

A *detect magic* spell reveals a powerful aura of abjuration magic around the snail. A creature that uses an action to touch the living snail gains 6 temporary hit points that last for 24 hours. Any creature or object that touches the living snail also gains the benefit of a *remove curse* spell. The snail loses these magical properties if it dies.

The characters can lead Haungharassk around by feeding it plants, fungi, or algae. A successful DC 10 Intelligence (Nature) check enables a character to discern what the giant snail likes to eat.

The patch of glowing fungus magically regrows each time it is picked. It is the snail's food source. The fungus dies if taken from this area.

**Treasure.** Characters who kill Haungharassk can strip 100 pounds of gold from the snail's shell with a few hours' work. The gold is worth 20,000 gp.

### 9. WAY TO THE GATE

These out-of-the-way caverns hold one of Halaster's magic gates, the approach to which is closely watched by his servants.

#### 9A. STONECLOAK SENTRY

Two **stone golems** carved to resemble Halaster (see "Stonecloaks," page 253) stand east of the two columns of rock that support the 20-foot-high ceiling of this otherwise empty cave. Characters who enter the area through the northwest tunnel can't see the golems right away because the rock columns provide total cover.

The golems are hostile toward any creature that doesn't look like Halaster. A character disguised as Halaster can make a Charisma (Deception) check contested by the golems' Wisdom (Insight) check, with advantage on the check if the portrayal is particularly convincing. On a successful check, the golem won't attack that character unless the character attacks it.

#### 9B. ARCH GATE TO LEVEL 15

**Rubble.** The floor of this 50-foot-high cavern is strewn with the remains of a dozen gargoyles. (The gargoyles once guarded the gate in this cavern, but the Stonecloaks destroyed them.)

**Arch.** A ramp hugs the south wall and climbs to a 20-foot-high ledge. A stone arch is embedded in the wall at the west end of the ledge.

The arch is one of Halaster's gates (see "Gates," page 12). It is composed of one hundred stone jigsaw pieces, each weighing 10 pounds. The rules of this gate are as follows:

- Only one piece of the arch can be removed at any given time. A *detect magic* spell reveals that one of the pieces (determined randomly) is magical. When that piece is removed from the arch, it disappears, and the gate opens for 1 minute. When the gate closes, the piece removed from the arch magically reappears in its proper place, and a different piece becomes magical and must be removed to reopen the gate.
- If a wrong piece is removed from the arch, a **beholder** magically appears in an unoccupied space within 60 feet of the arch and attacks any creature it can see. The beholder disappears when it is slain or after 1 minute. When the beholder disappears, the piece that was removed from the arch magically reappears in its previous place.
- Characters must be 13th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 15 on level 15, in the closest unoccupied space next to the identical gate located there.

**Puzzle Piece.** On the ledge near the arch, not visible from the cavern floor, a 25-pound chunk of smooth stone is carved in the shape of a jigsaw puzzle piece and painted with part of an unknown image on one side. This stone is the missing piece of the jigsaw puzzle in area 10.

## 10. MAD MAGE'S PUZZLE

**Indentation.** A 4-inch-deep, 8-foot-wide, 10-foot-long rectangular indentation is carved into the floor of this 20-foot-high cavern.

**Jigsaw Pieces.** A loose pile of carved, painted stones stands near the south wall.

The pile contains ninety-nine chunks of stone, each weighing 25 pounds and carved in the shape of a jigsaw puzzle piece. The pieces form an image of Halaster, his head thrown back in laughter as he rides a great blue dragon. With a successful DC 15 Intelligence (Investigation) check, a character can fit all the puzzle pieces together with 1 hour's work. If other characters assist, the character gains advantage on the check, but the time to complete the puzzle is not reduced. When all the pieces are placed, the characters realize that one puzzle piece is missing. (It can be found in area 9b.)

When all one hundred jigsaw puzzle pieces are placed properly in the rectangular indentation on the floor, an elder rune appears above it and targets a random creature in the cave (see "Elder Runes," page 12). Draw a card from the Elder Runes Deck (appendix B) to determine which rune appears.

## 11. WEIRD MAGIC

Halaster fills these caves with magical effects designed to confound adventurers.

### 11A. HAMMER TIME

**Motes.** This 20-foot-high cave is dimly lit by dozens of tiny, tinkling motes of light that flit about like moths.

**Golem.** Swinging ineffectually at the lights is a **stone golem** that has stone mallets at the end of its arms instead of hands.

The hammer-handed golem is carved to resemble Halaster (see "Stonecloaks," page 253) and is hostile toward any creature that doesn't look like the Mad Mage. When the golem hits a creature with one of its mallets, the target must succeed on a DC 17 Constitution saving throw or be stunned until the end of its next turn.

A character disguised as Halaster can make a Charisma (Deception) check contested by the golem's Wisdom (Insight) check, with advantage on the check if the portrayal is particularly convincing. On a successful check, the golem is indifferent toward that character.

The magical light motes are harmless but attracted to movement, and they swirl around any creatures that pass through the cave. The lights can't be dispelled, but they are suppressed in the area of an *antimagic field* spell or similar effect.

### 11B. STATUE OF TRANSFORMATION

This dead-end cave has a domed ceiling 15 feet high. A 5-foot-tall statue stands atop a 2-foot-tall granite plinth near the east wall. The ancient-looking statue depicts a hooded woman with her hands cupped in front of her. Part of the statue's head has broken off, and spongy white toadstools are growing out from the broken stone.

The statue is a Medium object with AC 17, 30 hit points, and immunity to poison and psychic damage. A *detect magic* spell reveals an aura of transmutation magic around it. Whenever a nonmagical object weighing 10 pounds or less is placed in the statue's cupped hands, it turns into a different object as determined by rolling percentile dice and consulting the Object Transformation table. The statue becomes nonmagical if it loses more than half its hit points.

### OBJECT TRANSFORMATION

#### d100 New Object

01–10	Bag of 20 caltrops (2 lb.)
11–25	Bar of soap (1/4 lb.)
26–35	Clay bowl containing 20 candied plums (1 lb.)
36–50	Dead, rotting fish (2 lb.)
51–60	Full water skin (5 lb.)
61–75	Hunk of moldy cheese (1/4 lb.)
76–90	Stirge meat pie (1 lb.) served piping hot
91–00	Magic Halaster doll (1 lb.) that says something each time it is squeezed

Each time an object is removed from the statue's cupped hands, there is a 20 percent chance that the white toadstools growing out of the statue's broken head release a cloud of milky-white spores. The cloud fills a 20-foot-radius sphere centered on the statue and lasts for 1 minute. Any creature that starts its turn in the cloud must succeed on a DC 15 Constitution saving throw or contract a disease called blinding sickness, which lasts until cured with a *lesser restoration* spell or similar magic. Pain grips the diseased creature's mind, and its eyes turn milky white. Until the disease is cured, the creature is blinded and has disadvantage on Wisdom checks and Wisdom saving throws.

Sunlight or any effect that deals fire damage or radiant damage destroys the toadstools.

### 11C. UNRELIABLE ORACLE

This empty, 10-foot-high cavern has a large question mark carved into the east wall. If anyone asks a question in this cave, a whispering voice replies with an answer determined by rolling percentile dice and consulting the Oracle Answers table.

### ORACLE ANSWERS

#### d100 Answer

01–25	"No more answers today! Come back tomorrow." The oracle then ceases to function for 24 hours.
26–40	"You already know the answer."
41–65	"Ah, one of life's great mysteries."
66–80	"Can you please rephrase the question?"
81–00	"Hold, please." This answer is followed by 1d10 minutes of instrumental music, during which time the oracle answers no further questions. When the music ends, roll again on this table.

## 12. OLD BEHIR LAIR

A mated pair of behirs once occupied this corner of the dungeon, but the Stonecloaks killed them.

### 12A. BONES AND STONES

**Uneven Surfaces.** The cavern's roof and floor are jagged and uneven, with the distance between them ranging from 10 to 30 feet.

**Scorched Walls.** The walls are covered with scorch marks (from the behirs' lightning).

**Skeletons.** The skeletons of two enormous, multilegged reptiles (behirs) lie in the middle of the cavern, surrounded by glimmering blue scales.

**Shattered Statue.** Rubble from what looks like a large statue are spread around the skeletons.

The behirs were smashed to a pulp by Halaster's stone golems, but their skulls and bones are mostly intact.

One of Halaster's stone golems was destroyed in the battle that took place here. Among its shattered limbs and various unrecognizable fragments, characters can find the right half of the golem's shattered head. A *detect magic* spell reveals an aura of illusion magic around the partial head. The first time a character approaches within 10 feet of the head, the source of the aura becomes apparent as a *magic mouth* spell cast on it says, in Ezzat's voice and in Common:

Down and down and down once more  
Awaits the mad one's doom;  
Between there and here, heaven's tears.  
Evil knocking on the Far Realm's door.

### 12B. TREASURE CAVE

This cave contains a hoard left behind by the behirs.

**Treasure.** The behirs' unguarded hoard consists of 12,000 cp, 5,450 sp, 1,825 gp, four garnets (100 gp each), a dwarven burial circlet fashioned from mithral and set with four aquamarines (2,500 gp), and a *chime of opening*.

### 12C. COLUMN OF EYES

A natural column of rock stands in the entrance to this cave. A *detect magic* spell reveals an aura of conjuration magic surrounding the column. Whenever a creature comes within 10 feet of the column, dozens of eyes open on its surface, staring in all directions. The eyes follow creatures that move past the column, but they are only harmless magical effects created by Halaster. Casting *dispel magic* on the column removes the eyes from it permanently.

The cave once served as a larder for the behirs. It is strewn with the bones of past victims: unlucky adventurers, duergar, drow, quaggoths, cloakers, darkmantles, hook horrors, and umber hulks. Nothing of value can be found among the bones.

## 13. RUNESTONE CAVERNS

An immense central cavern (area 13a) has several smaller caverns extending off it (areas 13b through 13f). A howling wind echoes throughout this area, and its source can be traced to a broad chasm (area 13g).

### 13A. MAIN CAVERN

Characters see a bright blue-white light ahead as they approach this cavern. The cave's features are as follows:

**Runestone.** The cavern is lit by a 10-foot-diameter circular lozenge of crystal (the Runestone) embedded at the peak of a 120-foot-tall stalagmite.

**Stalactites.** The cavern walls taper inward as they rise, becoming a curved, 200-foot-high ceiling dotted with stalactites 10 to 15 feet long. A 60-foot-long stalactite hangs directly above the stalagmite tower, its tip 10 feet above the brightly glowing Runestone.

**Stalagmites.** The cavern floor is level and dotted with stalagmites 10 to 15 feet high.

Each time the characters visit this area, there is a 25 percent chance that Halaster links to the Runestone and uses it to spy on the main cavern. If he sees the characters and has any reason to want them dead, Halaster casts spells with a suitably long range at them through the Runestone, including *Bigby's hand*, *chain lightning*, *fireball*, and *meteor swarm*, as the opportunity presents itself. See area 14 for information on the Runestone.

### 13B. GLARING GARGOYLES

This side cavern has an uneven floor and ceiling 50 feet high and is adorned with a scattering of stalagmites and stalactites. Three **gargoyles** perch atop 10-foot-high stalagmites. These servants of Halaster watch and listen to the Runestone, waiting for new commands from their lord and master. The gargoyles attack any group of creatures they outnumber, but they avoid the Stonecloaks.

### 13C. MOLDY CAVE

Water drips from the ceiling onto a floor carpeted in thick gray mold. The mold is edible but not nutritious.

### 13D. ROTTING XORN CARCASS

Rats and vermin nibble away at the rotting carcass of a xorn that lies at the back of this cave. Seven days ago, the xorn ran afoul of the golem in area 2 and was mortally wounded. It retreated to this cavern and died here.

**Treasure.** Cutting open the xorn's carcass reveals an undigested *ring of x-ray vision* and a lumpy, half-digested topaz (50 gp).

### 13E. OLD CAMPSITE

A ring of fire-scarred stones near the north wall of this 10-foot-high cave marks a long-abandoned campsite. Someone has used a knife to scratch the following warning, in Dwarvish, into the east wall: "The Mad Mage watches us. The Runestone is his eye!"

### 13F. HALASTER'S HEAD

Lying on the floor of this otherwise empty 10-foot-high cave is an oversized stone head resembling the head of Halaster Blackcloak. The stone head once belonged to a Stonecloak that was cannibalized by the renegade golem in area 2.

### 13G. GUSTING CHASM

A howling, 60-mile-per-hour wind blows up and out of this 300-foot-deep chasm. A magical effect created by Halaster, the wind is strong enough in the immediate

vicinity of the chasm to snuff out torches and other open flames of a nonmagical nature.

The chasm has abundant handholds and is easily climbed. Characters who descend to the floor find it jagged, uneven, and littered with the broken pieces of stone golems (tossed into the chasm by the mad golem in area 2), four dead gargoyles in pieces, and the bones of a dwarf (a miner who slipped and fell into the chasm over a century ago). The miner's pick lies near the bones.

## 14. THE RUNESTONE

The tip of the giant stalagmite at the center of area 13a is pierced by a large hole. Set within this hole is a 10-foot-diameter, circular lozenge of translucent white crystal called the Runestone. The crystal radiates bright blue-white light in a 120-foot radius and dim light for an additional 120 feet. Halaster's red-glowing rune floats inside it.

The Runestone is a Large object with AC 10; 90 hit points; immunity to bludgeoning, piercing, and slashing damage from nonmagical weapons that aren't adamantine; and immunity to poison and psychic damage. Provided it has at least 1 hit point, the crystal can magically repair itself, regaining 10 (3d6) hit points each hour.

As an action, Halaster can establish a magical link with the Runestone from anywhere inside Undermountain, provided the crystal hasn't been destroyed. This link allows him to see, speak, and cast spells through the Runestone as though he were standing in its space. Spells he casts through the Runestone appear to originate from the rune lodged inside it. Halaster can end the link at any time (no action required).

While Halaster is linked to the Runestone, its light changes from blue-white to red-orange, and Halaster's rune turns from bright red to fluorescent purple. The brightness and extent of the light doesn't change.

### CAPTURING IPSSES

Characters who lurk outside the stalagmite tower long enough might see Ezzat open the outer door to release his pseudodragon, Ipses (see area 17). The lich stands in the open doorway while Ipses hunts vermin and gathers up any Runestone fragments it finds in the surrounding cavern. Once the pseudodragon has eaten and taken care of business, it returns to the tower. The outer door then shuts and locks as Ezzat and Ipses retreat inside.

Ipses has long been denied the taste of good food and simply can't resist an offering of fruit, candy, cheese, or some other delicacy. If the pseudodragon goes missing in the cavern, Ezzat locks up the tower and searches for it. Characters who capture Ipses can hold the pseudodragon hostage and use it to wring information from Ezzat, as you determine. (See "Roleplaying Ezzat," page 262, for more information.)

In exchange for the pseudodragon's safe return, the lich also offers to trade the potions in area 20. If the characters demand more, Ezzat throws in what he claims is a *staff of frost*. If that deal is done, the sentient staff (see area 16) reveals its true nature and attacks Ipses's abductors as soon as the pseudodragon is safe.

### RUNESTONE FRAGMENTS

The surface of the Runestone is rough and splintered. Every 12 hours, a pebble-sized fragment of the Runestone breaks off and falls to the cavern floor, though the Runestone shows no signs of ever being diminished by shedding these fragments. A broken-off fragment is magical but no longer glows. It comes to rest 1d4 × 10 feet from the base of the stalagmite.

Ezzat's pseudodragon companion, Ipses, gathers up Runestone fragments as it hunts for food around the stalagmite, but a few occasionally escape its notice. A character who examines the cavern floor around the spire with a *detect magic* spell finds 1d4 fragments. Without such magical aid, a character can find one fragment with a 1-hour search and a successful DC 20 Wisdom (Perception) check.

Halaster has discovered a process for implanting Runestone fragments in constructs to imbue them with more intelligence and personality. These fragments might also have other magical properties, at your discretion.

Delivering a Runestone fragment to Jalester Silvermane in Waterdeep completes a quest (see "Retrieve a Runestone Fragment," page 9).

## STALAGMITE TOWER

The stalagmite tower at the center of the main cavern is 120 feet tall and has chambers hollowed out of the lower two-thirds of its height. Those hollowed-out areas have 3-foot-thick outer walls, 2-foot-thick inner walls, and 3-foot-thick floors, all hewn from solid rock. All ceilings in the tower are 20 feet high. The outer surface of the stalagmite has numerous footholds and ledges, and can be climbed with a successful DC 15 Strength (Athletics) check.

The stalagmite tower is impervious to damage, as well as to magic that would alter its form (such as a *stone shape* spell) or create openings through it (such as a *passwall* spell or a *portable hole*). A creature can exit the tower by using magic, but the tower prevents any creature from entering it in similar fashion. Spells such as *dimension door* or *teleport* thus can't be used to get inside the tower, nor can creatures be magically summoned inside it by anyone except Ezzat.

No constructs can approach within 10 feet of the stalagmite. Such creatures encounter what feels like an unbreakable wall of force surrounding the entire stalagmite and extending under the cavern floor.

## 15. OUTER DOOR AND FOYER

The tower entrance is on the eastern side of the stalagmite and offers the only access to Ezzat's lair.

### OUTER DOOR

**Bas-Relief.** The outward-facing side of the door bears a bas-relief sculpture of a humanoid skull with a black sapphire embedded in each eye socket.

**Words of Unwelcome.** Carved into the frame above the door are the words "GO AWAY!" written in Common.

**Alarm.** An *alarm* spell silently warns Ezzat if any other creature opens the door.

A *detect magic* spell reveals a powerful aura of abjuration magic around each sapphire. Close examination reveals the image of a tiny black spider etched into each one. Two drow **vampires** are trapped in the gemstones and are magically released the first time a creature other than Ezzat opens the door or pries either gemstone out. Each vampire initially appears as a cloud of mist, then spends its first turn in combat reverting to its true form. The vampires' names are Sabatene Xilzrin and Tebran Madannith. Their houses were destroyed long ago. They have spent the last fifty years imprisoned by Ezzat, thirsting for blood.

Neither Sabatene nor Tebran can enter the stalagmite without Ezzat's invitation, since the tower is his residence. Far removed from their resting places, they have nowhere to go if their physical forms are destroyed. A drow vampire reduced to 72 hit points or fewer attempts to flee rather than risk destruction. Although they have common enemies and similar needs, the two vampires are allies only by circumstance and care nothing for each other.

**Treasure.** The black sapphires (500 gp each) can be pried out of the door with a dagger or similar tool.

#### FOYER

A wooden coat rack stands in the north corner of this otherwise empty room.

### 16. ANIMATED STAFF

**Light.** Wax candles in stone holders light the room.

**Furnishings.** In the middle of the room, a wooden chair faces a small wooden table upon which rests a game board topped with painted figurines.

**Staff.** Floating next to the table is a 5-foot-long staff made of chiseled ice.

Ezzat animated a *staff of frost* and imbued it with sentience. Because of the alterations made to it, the staff is a creature and no longer usable as a magic item.

The animated staff is a Medium construct with AC 17, 40 hit points, resistance to cold damage, immunity to poison damage, a flying speed of 30 feet, and the ability to hover. It has blindsight out to a range of 60 feet and is blind beyond this radius. The staff's alignment is neutral evil. It can speak and understand Common. It has the following ability scores: Strength 12, Dexterity 12, Constitution 10, Intelligence 18, Wisdom 14, Charisma 10. Reducing the staff to 0 hit points destroys it.

The staff is friendly toward Ezzat and Ipses (the lich's pseudodragon), and hostile toward all other creatures. It has no concern for its own well-being and fights without mercy. Ezzat calls off the staff if its destruction seems likely, or if he has cause to parley with intruders.

The staff can use its action to make a melee weapon attack against a creature within 5 feet of it: +5 to hit; 7 (2d6) bludgeoning damage plus 1 cold damage on a hit.

The staff has 10 charges. As an action, it can expend 1 or more of its charges to cast one of the following spells (save DC 12): *cone of cold* (5 charges), *fog cloud* (1 charge), *ice storm* (4 charges), or *wall of ice* (4 charges). It regains 1d6 + 4 expended charges daily at dawn. If the staff expends its last charge, roll a d20. On a 1, the staff turns to water and is destroyed.

### ROLEPLAYING EZZAT

Ezzat was a mage who had an opportunity to become Halaster's apprentice. A good-aligned human priest discouraged him from pursuing that evil path. After his priest friend died of old age and Ezzat became a lich to avoid a similar fate, he became obsessed with finding a way not only to destroy Halaster but to gain control over Undermountain.

Ezzat is a lich who speaks Common, Dwarvish, Draconic, Elvish, Sylvan, and Undercommon. He plans to destroy Halaster when he's good and ready. Until then, he'd rather not be disturbed. If the characters ask for help in destroying Halaster, the lich shares what he knows about the Mad Mage but declines to aid them in any other way. Assume that Ezzat knows all the information about Halaster given in appendix A, including the Mad Mage's lair actions and regional effects, but not his statistics.

If the characters appear intent on destroying Ezzat, the lich accuses them of being the unwitting tools of the Mad Mage. He uses all the magic at his disposal to get rid of them. See areas 16 and 17 for more information.

A creature can grab the staff out of the air with a successful grapple check against the staff, and grappling the staff does not reduce the creature's speed. Any creature that successfully grapples the staff must succeed on a DC 12 Charisma saving throw or be charmed by the staff until the staff is no longer in its grasp. While the creature is charmed, the staff can issue commands to it, which the creature does its best to obey. The creature can repeat the saving throw each time it takes damage, ending the effect on itself on a success. A creature that successfully resists the staff's control can't be charmed by it for 24 hours.

A creature holding the staff that isn't charmed by it can use an action to attempt to break the staff over a knee or against a solid surface, doing so with a successful DC 17 Strength (Athletics) check. Breaking the staff in this manner destroys it.

### TREASURE

The game on the table is called Coronair, more commonly known as crowns. A game of strategy like chess, it enables two players to reenact a battle of the Crown Wars between two elven coronals. The set features a varnished oak game board and painted wooden figurines, weighs 5 pounds, and is worth 250 gp intact. The game board doubles as a carrying case for the figurines.

The position of the figurines on the board suggests that a game is in progress. The staff is waiting for Ezzat to return so that they can finish their game, which the lich is presently four moves away from winning. The staff moves its own pieces.

### 17. LICH'S STUDY

Ezzat the **lich** spends much of his time in this dusty, cobweb-filled room, poring over books that claim to shed light on Halaster's mastery of Undermountain. The lich's neutral evil **pseudodragon** companion, Ipses, stays close to its master.

**Light.** Dozens of wax candles light the room, perched atop candle holders or affixed to skulls, petrified rats, and other miscellaneous objects.

**Books.** The room is cluttered with stacks of books, most of them caked with dust (see “Books” below).

**Desk and Chair.** A path between the books leads from the door to an old desk and chair by the east wall.

**Stairs.** A spiral staircase climbs to area 18.

If the characters discover the lich here, see the “Role-playing Ezzat” sidebar for guidelines on determining his reaction. The characters gain no XP for defeating Ezzat unless they also destroy the lich’s phylactery (located in area 23).

Ezzat has the *forcecage* spell prepared instead of *plane shift*, and he wears an *amulet of proof against detection and location* that conceals him from divination magic and scrying sensors.

Ezzat’s pseudodragon is selfish and doesn’t like sharing its master with strangers. The lich lets the pseudodragon out of the tower once a day so that it can catch food and scour the cavern floor for Runestone fragments (see “Capturing Ipses,” page 261).

Ezzat enjoys the pseudodragon’s company but does not need its assistance in battle. If a fight breaks out, Ipses settles atop the lintel of the nearest door and tries to stay out of harm’s way. It has little cause to fear for the destruction of its master as long as Ezzat’s phylactery remains secure in area 23. Ipses won’t willingly betray Ezzat by divulging the phylactery’s location.

#### BOOKS

Ezzat has amassed a large collection of books written by self-proclaimed experts on Undermountain. Most of the tomes are filled with information of questionable worth and accuracy. The lich has spent years separating truth from fiction, trying to learn how Halaster’s command of the dungeon has gone unchallenged and how Undermountain changes to serve its master’s whims.

**Ezzat’s Journal.** A book lies open on the desk, next to a quill and a jar of ink. This is Ezzat’s journal, a distillation of the lore found in his other books. Any character who reads the journal learns Undermountain’s history (see “Dungeon History,” page 6) as well as the ways in which the dungeon affects magic (see “Alterations to Magic,” page 10). Ezzat’s advanced understanding of this lore is what enabled him to create such potent magical defenses around his tower.

In later entries, Ezzat postulates that Jhesiyra Kestellarp, one of Halaster’s original seven apprentices, is the key to seizing control of Undermountain (see “Jhesiyra Kestellarp,” page 10). The lich describes how Jhesiyra was imprisoned by her master, only to escape during the Spellplague. She then used a *wish* spell to imbue herself into the stones of Undermountain and hide from Halaster.

Ezzat believes that Jhesiyra can affect Undermountain in ways that even Halaster cannot, and the lich longs to find some means to contact her. In the journal’s final entry, he writes of wanting to use *wish*—a spell he does not yet know—to forge an alliance with Jhesiyra, defeat Halaster, and end the Mad Mage’s reign in Undermountain forever. (The lich doesn’t realize that Jhesiyra is beyond the reach of any mortal magic.)

#### TREASURE

Ezzat wears an *amulet of proof against detection and location* and carries an ebony wand (25 gp) that he uses as an arcane focus.

### 18. GNOMES’ LANDING

Standing in an alcove at the top of the spiral staircase leading to this area is a 6-foot-tall stone statue depicting three smiling gnomes balanced precariously on each other’s shoulders.

### 19. EZZAT’S SCRYING MIRROR

Mounted on the south wall 6 inches above the floor is a 3-foot-wide, 9-foot-tall rectangular mirror with a stone frame. Carved into the top of the frame is a human-sized eyeball.

Ezzat uses the mirror as a focus for his *scrying* spell. Whenever this mirror is used to scry Halaster, the spell appears to succeed automatically but shows a false image of Halaster sweeping a dungeon floor with a broom. The image pauses every few minutes to wave at the viewer, do a little dance, or strum the broom as if it were a guitar. Ezzat understands that this scene is one of Halaster’s magical tricks, and he does not bother trying to scry the Mad Mage from here.

### 20. LABORATORY

**Table.** A stone table cluttered with decrepit alchemical apparatus and dirty bottles of reagents stands at the center of the room. Among the clutter on the table is a small clay bowl containing crystal pebbles (see “Runestone Fragments”).

**Cabinet.** A narrow cabinet with glass doors stands in the northwest corner.

**Stairs.** A stone staircase with no railing hugs the outer wall and climbs to area 21.

The bowl contains six crystal pebbles, each one a Runestone fragment that has been collected by Ipses the pseudodragon (see area 14). Bringing a fragment to Jalester Silvermane in Waterdeep completes a quest (see “Retrieve a Runestone Fragment,” page 9).

#### TREASURE

Sitting on the top shelf of the cabinet are two *potions of resistance* (force and lightning). The other shelves are strewn with spell components, including two forked mithral rods (250 gp each). These are material components for the *plane shift* spell, attuned to the Astral Plane and the Shadowfell, respectively. They serve little use in Undermountain, given the dungeon’s restrictions on such magic.

### 21. LIT LANDING

A small crystal embedded in the ceiling flickers with the light of a candle flame. If the crystal is pried from its cavity, it goes dark. This room is otherwise empty.

### 22. ROOMS OF MAGIC

Ezzat summons and speaks to planar beings in area 22a, and keeps his spellbook in area 22b.

## 22A. MAGIC CIRCLE

**Circle.** A circle of runes is inscribed on the floor.

**Door Symbol.** The door to area 22b has a large symbol chiseled into it. (The symbol is Ezzat's personal sigil, which appears nowhere else in the tower. It is purely decorative.)

A character who examines the circle and succeeds on a DC 13 Intelligence (Arcana) check can determine that it confers the same benefit as a *magic circle* spell that affects celestials, elementals, fey, and fiends all at once. The circle is permanent, but defacing any part of its inscribed length renders it nonmagical.

## 22B. EZZAT'S SPELLBOOK

**Statue.** A shallow alcove holds a 6-foot-tall painted statue of Ezzat as he appeared in life. A leather-bound tome (Ezzat's spellbook) is clutched to the statue's chest.

**Secret Door.** Hidden in the ceiling is a secret door leading to area 23 (see "Stone Plug" below).

The statue projects an antipathy effect like that created by an *antipathy/sympathy* spell (save DC 20) while the spellbook is in its grasp. The spell affects all creatures except Ezzat and is inactive whenever the spellbook is removed from the statue.

No spells or other magical effects can move or damage the statue, which is a Medium object with AC 17, 33 hit points, and immunity to poison and psychic damage. If the statue is destroyed, it turns to dust. A *delayed blast fireball* spell (save DC 20) then immediately detonates in its space.

**Stone Plug.** The secret door in the ceiling is an airtight, circular stone plug 8 feet in diameter. A character who examines the ceiling closely can spot the circular seam in the rock with a successful DC 15 Wisdom (Perception) check.

The stone plug, which weighs 1,000 pounds, has its rim beveled to keep the plug from falling through the hole. It can be pushed upward with a *telekinesis* spell or similar magic, or obliterated entirely with a *disintegrate* spell. Characters who have a combined Strength of 34 or higher can push the plug out of the hole, provided they have something firm to stand on.

**Treasure.** Ezzat's spellbook weighs 13 pounds and contains all the spells the lich has prepared, plus the following: *alarm*, *arcane lock*, *burning hands*, *charm person*, *clairvoyance*, *comprehend languages*, *cone of cold*, *delayed blast fireball*, *Evard's black tentacles*, *fear*, *feeblemind*, *flesh to stone*, *geas*, *hold person*, *ice storm*, *imprisonment*, *knock*, *levitate*, *magic mouth*, *maze*, *meteor swarm*, *mislead*, *plane shift*, *prismatic wall*, *remove curse*, *telekinesis*, *true polymorph*, *unseen servant*, *wall of force*, and *web*.

## 23. EZZAT'S PHYLACTERY

**Lich Cave.** This room is carved to look like a natural cave with a 20-foot-high, domed roof. Hundreds of pebble-sized crystals (fragments of the Runestone) line the walls, flickering like tiny stars as they catch the light.

**Demon.** A *marilith* demon slithers about the room.

**Phylactery.** Lying in the middle of the floor is a small ornate metal box (Ezzat's phylactery).

Ezzat recently summoned the marilith to guard his phylactery. A *geas* spell cast on it by the lich requires the demon to protect the phylactery against theft or destruction. The marilith takes out its frustration at being stuck here by attacking intruders. If a character snatches the phylactery and flees, the marilith tries to pursue so as to avoid taking psychic damage from Ezzat's *geas* spell. The stone plug in the floor is too heavy for the marilith to lift.

A *detect magic* spell reveals an aura of transmutation magic radiating from the walls, which have more than six hundred Runestone fragments embedded in them. Each fragment extends the duration of the *geas* spell affecting the marilith by 30 days. The Runestone fragments disappear if the spell ends, their magic spent. The Runestone fragments can't be pried from the walls, since the same magic that protects the stalagmite tower from damage prevents their removal.

### PHYLACTERY

Ezzat's phylactery is a box 6 inches long, 3 inches wide, and 4 inches tall that weighs 2 pounds. It is made of adamantine with gold trim, and its interior is inscribed with tiny silver runes. A *detect magic* spell reveals a powerful aura of necromancy magic around it. Any character who examines the box and succeeds on a DC 15 Intelligence (Arcana) check recognizes it as a lich's phylactery. (For more information on lich phylacteries, see the "Lich" entry in the *Monster Manual*.)

Destroying Ezzat's phylactery requires that it be struck by eight *disintegrate* spells at the same time. A *legend lore* spell cast on the box provides the following insight: "Seek out eight magi who possess the power of disintegration and bring them to common purpose. Their combined force can destroy the phylactery." Other reliable divination spells provide similar advice.

## AFTERMATH

If the characters destroy Ezzat and give his phylactery to one of the genies on level 19 (or remove it from the dungeon themselves), the lich is effectively kicked out of Undermountain. This outcome pleases Halaster, who allows a promising apprentice to take over the stalagmite tower. Drivvin Freth, the drow archmage encountered on level 12, is a good choice. If Drivvin is unavailable, Halaster invites some other evil archmage to take up residence in the tower.

Halaster uses a magic scrying sensor (see "Halaster's Lair," page 311) to check on Haungharassk, his prized giant snail, once a day. If he discovers that the snail has been killed or stolen, the Mad Mage uses the Runestone to scream epithets that echo throughout the caverns.

If the characters destroy the Runestone, Halaster sets out to destroy all the gargoyles and Stonecloaks on this level for failing him. He then begins luring and binding demons to the Runestone Caverns—nalfeshnees, glabrezus, hezrous, and vrocks, for a start. Eventually, he might get around to trapping a demon lord here as well.



## LEVEL 21: TERMINUS LEVEL



NOWN ALSO AS THE DEEP MINES, THIS LEVEL of Undermountain originally revealed its riches to dwarves and, later, to warmongering duergar. The gray dwarves have long controlled the mines, first depleting them of mithral, then excavating the iron to supply their forges. Now, Halaster's whims and depraved planar influences have supplanted the duergar as the most dangerous inhabitants of the level.

The Terminus Level is designed for four 16th-level characters. Those who overcome this level's challenges should gain enough XP to reach 17th level.

Because duergar feature prominently on this level, consider familiarizing yourself with their entry in the *Monster Manual*.

### WHAT DWELLS HERE?

The Terminus Level is where Halaster dumps his failed monster experiments. Some time ago, a planetar named Fazrian slew most of these blasphemous horrors, but succumbed to its own blood lust. The fallen angel has since claimed the level as its own and judges all intruders who enter its domain. Those found guilty are slain and fed to a trio of otyughs—denizens of the Terminus Level that the planetar deigned to spare.

The planetar's "court" is full of evil sycophants, including yugoloths that were sent by Halaster to advise Fazrian and duergar under the command of a conniving despot named Valtagar Steelshadow.

### FAZRIAN THE PLANETAR

Fazrian is a planetar formerly in the service of Torm, god of courage and self-sacrifice. The planetar was summoned to Undermountain months ago by an adventuring cleric. Sickened by the foulness it beheld, Fazrian sought to cleanse the Terminus Level of corruption, but the magic suffusing Halaster's abominations corrupted the planetar's divine zeal. The more horrors it destroyed, the more joy Fazrian took in their slaughter. Fazrian's fall from grace was swift, culminating in the murder of the cleric and her companions. The planetar now passes judgment on all who stand before it. Those who lack the willingness to sacrifice themselves for a greater end (such as greedy treasure-seekers drawn to Undermountain for no other reason) are found guilty and executed.

A mote of goodness still burns within the planetar. If the characters can make Fazrian realize that it has become what it sought to destroy, the planetar will end itself and, with its self-sacrifice, earn Torm's forgiveness.

### REGIONAL EFFECTS

The Terminus Level has been warped by Fazrian's presence, which creates the following magical effects that end when the planetar dies:

- A faint breeze bears the scent of roses mixed with sulfur. Characters who try to track the breeze to its source are led toward Fazrian in area 23b. Warm blood oozes from the walls and drips from the ceiling, starting and stopping for no apparent reason. (The

blood might attract ravenous, blood-drinking creatures such as stirges or vampire spawn.)

- The song of an unholy choir echoes through an area whenever a fight breaks out, then fades away when combat ends.

## YUGOLOTHS

Halaster recently sent Fazrian a host of yugoloths to command. They include a pair of arcanaloths named Aximus and Exekarus; the nycaloth, Raxxus; and the ultroloth, Xindulus. Why Fazrian spared these yugoloths and destroyed the others is uncertain, but one could speculate that the planetar didn't want to seem entirely ungrateful. The survivors wormed their way into Fazrian's evil graces, coming to believe that the fallen angel is destined for glory. In Fazrian they see the potential for great rewards—or, at least, compensation beyond the modest sum the Mad Mage promised them.

The yugoloths place their own welfare above all others. If more profitable prospects come along, they don't hesitate to abandon Fazrian in favor of whatever lucrative offer catches their attention.

## DUERGAR CALASSABRAK

A duergar prince named Valtagar Steelshadow traveled to Undermountain to plunder its mines and use the wealth to buy his way back into the court of his older brother, King Horgar Steelshadow V, the Deepking of Gracklstugh (see the adventure *Out of the Abyss* for more information on this subterranean duergar city). Valtagar's problems began years earlier, when he led a hunting expedition into a region of the Underdark patrolled by the drow houses of Menzoberranzan. Valtagar was captured by drow scouts, and Horgar was forced to pay a king's ransom in coin and slaves to free him. Hungry for vengeance, Valtagar and his followers began attacking drow outposts, hoping to foment war between Gracklstugh and Menzoberranzan. When drow ambassadors confronted Horgar with proof of Valtagar's plot, Horgar banished Valtagar and his co-conspirators, who would henceforth be known as *calassabruk*—outcasts no longer welcome in Gracklstugh.

After long holding the Deep Mines, Valtagar and his duergar followers were forced back into the Underdark by the planetar's sudden arrival and subsequent bloody crusade. Weeks after retreating, they returned to discover that the mines were much changed and even deadlier than before. The planetar slaughtered a number of Valtagar's followers until the prince stood before the planetar alone, empty-handed and daring the fallen angel to kill him. Valtagar's gesture of self-sacrifice moved Fazrian, who judged him worthy of remaining alive. Valtagar now holds a tenuous position as Lord of the Mines, one of the fallen angel's advisors. Despite now being "vassals" of Fazrian, all the duergar on this level remain loyal to their prince and follow Valtagar's orders without question.

Valtagar intends to overthrow Fazrian, buy off the yugoloths, and seize control of the Terminus Level. Toward that end, he is quick to forge alliances with adventurers who are also interested in bringing about the planetar's downfall.

## WANDERING MONSTERS

Halaster continues to use the Terminus Level as a dumping ground for stray monsters. Duergar also patrol the mines.

### BEHOLDER ZOMBIES

Four **beholder zombies**, set loose by Halaster, wander the Terminus Level. Once they're destroyed, no more are encountered.

### DUERGAR PATROL

The characters encounter six **duergar** (three males and three females) on patrol, their heavy helms and armor dripping with blood (see "Regional Effects," page 265). These duergar have orders to deliver adventurers to Valtagar Steelshadow unharmed. If a fight breaks out, they use *Enlarge* and defend themselves. If the battle goes poorly for them, the duergar turn invisible, retreat, and report to Valtagar in area 15.

### REMORHAZ

Released here by Halaster, this **remorhaz** creeps up on the characters and attacks. There is a 50 percent chance that a passing duergar patrol (see above) hears the ruckus and arrives on the scene at the end of the third round of combat. If the remorhaz is still around, the duergar help defeat it. Afterward, the duergar grumble that the remorhaz is but the latest monstrosity the Mad Mage has loosed in the mines. They otherwise behave as any other duergar patrol.

## EXPLORING THIS LEVEL

All location descriptions for this level are keyed to map 21. The walls, floors, and ceilings are streaked with blood (see "Regional Effects," page 265), and the air is warm and dry.

### 1. ENTRANCE

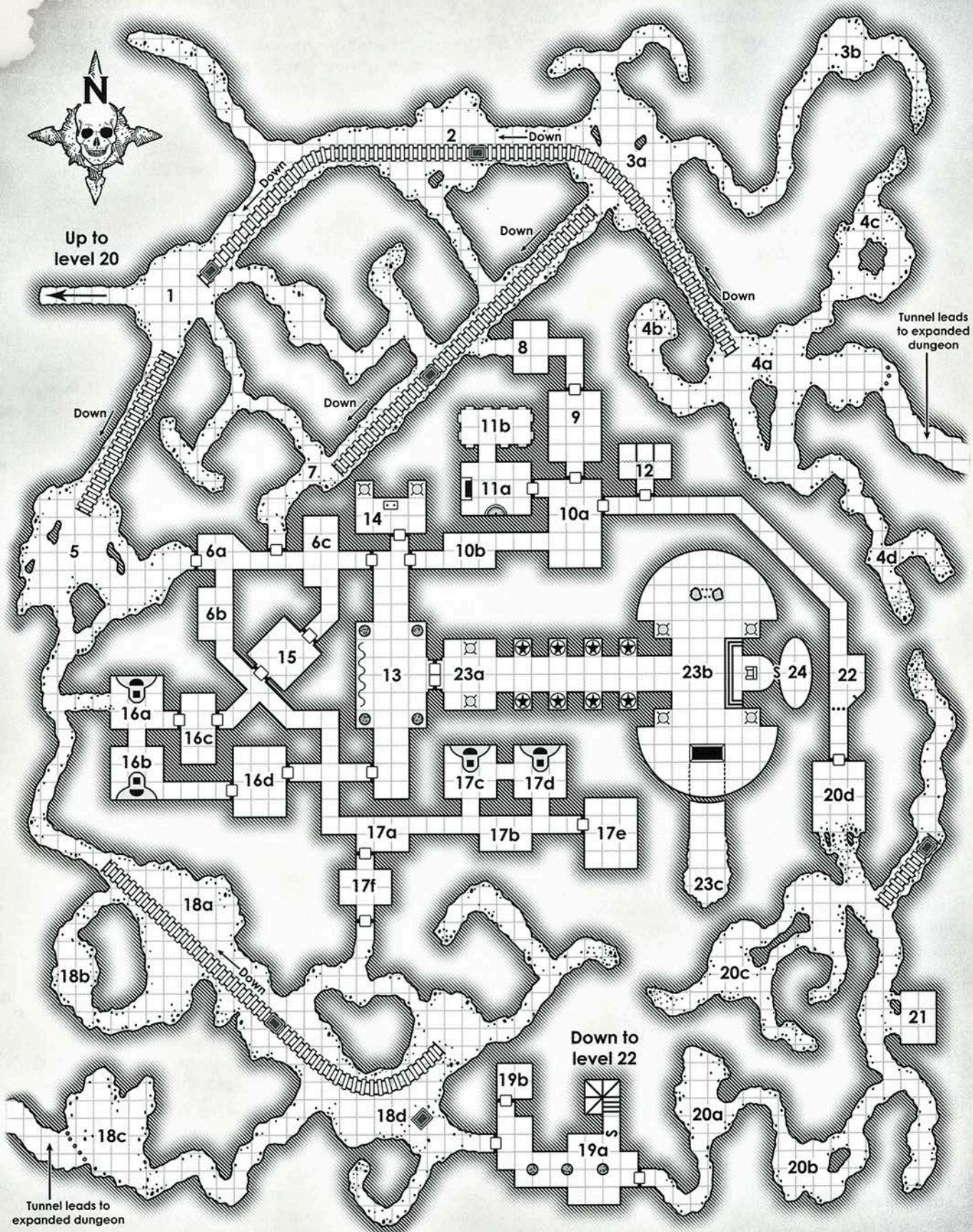
The tunnel from level 20 leads to a featureless, 20-foot-high cavern with four tunnel exits, two of which contain iron tracks. An empty mine cart rests at the end of the northern track.

### MINE TRACKS AND CARTS

The Terminus Level has iron tracks throughout, and iron mine carts ride the rails. Since the tracks are built on slopes, carts are secured with chocks—two sets of two zurkhwood blocks attached to one another by a length of rope. If its chocks are removed, a cart begins to roll. Its initial speed of 10 feet increases by 10 feet every round until it comes to the end of its track or reaches its maximum speed of 60 feet. A cart stops if it hits a stopped cart or the iron guard barrier at either end of the track.

Each cart weighs 300 pounds empty and is equipped with a hand brake. A creature inside a cart or next to one can use its action to pull the hand brake to reduce the cart's speed by up to 30 feet, bringing it to a stop if its speed drops to 0.

Moving out of the way of a rolling cart requires a successful DC 10 Dexterity saving throw, and any creature struck by a cart takes 10 (3d6) bludgeoning damage.



1 square = 10 feet

## 2. ORE-FILLED CART

This 20-foot-high cavern has tracks running through it. A mine cart laden with iron ore has chocks holding it in place. If these wooden blocks are removed, the cart rolls down the tracks toward area 1, building up speed as it goes (see "Mine Tracks and Carts," page 266).

## 3. DEPLETED MINE

This area was once a mithral mine, but picks and hammers no longer ring out here.

### 3A. LARGE CHAMBER

Iron tracks run through this 20-foot-high cave. A few abandoned mining tools lie scattered on the floor.

### 3B. DISCARDED MINING GEAR

The floor of this 10-foot-high cave is strewn with rusty mining gear, including helmets, picks, shovels, and an iron sled for dragging ore.

## 4. DEEPER MINES

Driven out of the Underdark by rampaging demons, two fomorians have taken refuge in this depleted mithral mine. The duergar are spying on the fomorians to determine whether they should be eradicated or enslaved.

### 4A. INVISIBLE SPIES

**Silt.** The floor of this 20-foot-high cave is covered in a 2-inch-thick layer of fine silt in which can be seen giant-sized bare footprints and smaller boot prints.

**Duergar.** Three invisible **duergar** lurk in the cave's eastern alcove.

The duergar are spying on the fomorians and trying to remain unseen. If a battle erupts between the characters and the fomorians in these caves, the duergar use the distraction to skulk away and report to Valtagar in area 15. If the characters detect them, the duergar explain their purpose and offer to escort them to Valtagar.

Characters who succeed on a DC 15 Wisdom (Survival) check can identify the bare footprints as belonging to two separate bipedal creatures, both very large and deformed. These tracks crisscross the cave with enough frequency to imply that their makers dwell nearby. A successful check also reveals three sets of dwarf-sized boot prints, allowing the tracker to follow the prints straight to the invisible duergar.

### 4B. SOMETHING WICKED

Two **fomorians** dumped here by Halaster rest at the back of this 20-foot-high cave. These hideously misshapen giants are new to Undermountain and believe the mines are haunted by dwarven ghosts. In actuality, they have been rattled by the sounds of invisible duergar moving about and talking to one another.

The fomorians are tired of licking blood and slime off rocks to fill their bellies, prompting them to attack smaller creatures on sight.

**Treasure.** At the back of the fomorians' cave are two sacks made of gas spore hide. One sack contains 2,100 cp, 1,590 sp, 480 gp, and the broken pieces of a wooden rocking chair. The other contains thirteen misshapen chunks of yellow quartz (50 gp each) and a rusty iron rowboat anchor that weighs 30 pounds.

## 4C. DEAD-END LOOP

This mine tunnel loops back on itself. The floor is littered with slime-covered rocks, which the fomorians have been licking for nourishment.

## 4D. DEAD-END FORK

This tunnel terminates in two dead ends, both heaped with piles of rubble. The west fork once connected with a tunnel to the south, but the roof caved in. The collapse looks recent—within the past month or so.

## 5. RUBBLE-STREWN CAVERNS

**Dust and Debris.** Dust falls from cracks in the 15-foot-high ceiling, covering a rubble-strewn floor.

**Noise.** A tunnel to the south (leading to areas 16 and 18) echoes with the sounds of hammers and picks striking stone.

## 6. DUERGAR OUTPOST

Areas 6a through 6c have 10-foot-high ceilings. Streaks of blood cover their tiled floors and walls.

The duergar stationed in these areas have orders to escort visitors to Valtagar Steelshadow in area 15. If combat erupts in one room, the occupants of the other two rooms join the fight. The duergar in areas 17a and 17b also hear the commotion and investigate, moving 50 feet per round. Valtagar and others in nearby areas might also hear the activity, but they remain where they are.

### 6A. NORTH WATCH POST

Two female **duergar** named Kavalra and Nisha guard this chamber.

### 6B. SOUTH WATCH POST

Four **duergar**, two males named Duldor and Grim dor and two females named Marna and Ukorra, maintain a guard station here.

### 6C. COMMAND POST

The northern half of the room contains a stone desk and a high-backed chair—furnishings brought here from area 16d. Seated behind the desk is Valtagar's captain of the guard, Rojkarn Ironhead, a **duergar** with 40 hit points. He wears a tall helm bristling with spikes and fitted with a scowling iron mask. He is flanked by two female **duergar** bodyguards named Brona and Ubrix.

Rojkarn is cruel, cantankerous, and blindly loyal to Valtagar Steelshadow. It pains him to see Valtagar submit to the evil planetar's will. Rojkarn spends much of his waking hours complaining about how the planetar is nothing but a mad tyrant and ranting about how duergar are meant to rule, not be ruled. With each new tirade, Brona and Ubrix roll their eyes in exasperation.

## 7. CLERIC'S END

This tunnel slopes up toward the northeast, intersecting multiple rubble-strewn passages along the way. A mine track runs the length of the passageway.

When the characters first arrive, a silent, spectral scene plays out before them: a middle-aged human cleric wildly swings her *mace of smiting* at an unseen foe. The cleric wears a blood-streaked breastplate emblazoned with a white right-handed gauntlet (the symbol of Torm). Suddenly, as she pulls her mace back for another swing, her head separates from her shoulders, sliced off by an invisible blade. Then the image fades.

## 8. MINING EQUIPMENT

This 10-foot-high room contains rusty helmets, picks, hammers, and pitons on stone shelves along the walls.

## 9. MINERS' QUARTERS

This 10-foot-high room is constructed of interlocking, blood-streaked stone tiles. Rectangular stone slabs lie in neat rows against the east and west walls. These slabs once served as beds for dwarf miners, but they have not been used in centuries.

A thick layer of dust covers everything.

## 10. COMMON AREAS

Most of the ceilings in this area are 10 feet high. Blood-smeared tiles cover the floors and walls throughout.

### 10A. DINING HALL

This room has a vaulted ceiling, rising 15 feet high. The guards in area 10b notice any light or noise here and quickly investigate. The room has the following features:

**Table and Benches.** A 25-foot-long stone dining table is in the middle of the room, flanked by two equally long stone benches.

**Hutch.** A stone hutch against the west wall contains assorted iron plates and flatware.

### 10B. DEN

This room is largely empty, having been stripped of furniture. Two male **duergar** guards named Malgorn and Zelk stand watch here. They have orders to escort visitors to Valtagar Steelshadow in area 15.

Malgorn is one card away from owning a complete deck of Three-Dragon Ante cards made of thin-pressed gold. He has begun obsessing over the missing card ("The Thief") and complains about it incessantly. He has found the other cards scattered throughout the Terminus Level and is storing them in a pouch tied to his belt. He's not optimistic about finding the last card, though. Sick of hearing about the situation, Zelk adds to Malgorn's misery by repeatedly asking him if he has searched in places he knows Malgorn has already thoroughly checked.

**Treasure.** Each of the sixty-nine gold cards in Malgorn's incomplete deck is worth 10 gp, but the set is worth 2,500 gp once the deck contains all seventy cards. The characters can find the missing card in area 23c.

## 11. KITCHEN AND PANTRY

Food is stored and prepared here. The blood that leaks from the walls and floors makes little of it appetizing.

### 11A. KITCHEN

**Fireplace.** This 15-foot-high room is warm and smells of cheap spices. A large fireplace dominates the west wall. A bed of hot coals fills the hearth with smoke and orange light. Suspended above the coals is a covered iron cauldron.

**Duergar Cook.** An old, hunched duergar wearing what amounts to a dusty gray sack stirs the cauldron with an iron spoon. He is without armor or weapons.

**Preparation Area.** Short stone tables in the middle of the kitchen are used for food preparation. Utensils hang from hooks above them.

**Sink.** A stone faucet and handle jut from the south wall, just above a semicircular basin enclosed by a 2-foot-high retaining wall.

The cook, Lorga, prepares bland mushroom stew. Despite his blinding cataracts, he knows his way around the kitchen and the adjoining pantry. If he hears one or more characters enter, he shouts in Dwarvish, "The stew will be ready when it's ready! Get out, lest ye taste none of it!" If they don't leave at once, he says, "My eyes are clouded, but my ears and nose work fine. Test not my resolve!"

A *lesser restoration* spell or similar magic restores Lorga's sight. He offers no thanks to whoever rids him of the disability. As dour and pessimistic as any other duergar, he quickly finds something else to complain about.

Lorga poses no threat (0 XP). He merely wishes to die serving Valtagar, whom he has known since the prince was a child. Lorga isn't holding out hope that he'll ever hear the belching forges of Gracklstugh again, but it infuriates him that Valtagar—a duergar prince—must kowtow to the "mad giant" Fazrian. Lorga suggests that the characters locate Valtagar and forge an alliance with him before they all fall to the giant's sword.

Once the hot coals are doused or swept from the fireplace, the chimney can be climbed easily. After 90 feet, it breaks into a damp, soot-stained natural cave roughly 50 feet square. The cave contains nothing of interest.

Turning the handle on the faucet opens a valve that allows fresh, cold water from an underground stream to pour into the basin and mix with the blood pooling there (see "Regional Effects," page 265). A stone plug covers the drainpipe in the bottom of the basin.

### 11B. PANTRY

Fifty gray sacks rest atop stone shelves carved into the walls of this 10-foot-high room. The sacks contain edible fungi and dried moss.

## 12. MINERS' POTTY

Thin, crumbling brick walls divide the northern half of this 10-foot-high room into three stalls, each one tucked behind a rusty chain-link curtain that hangs limply from the ceiling. Cut into the floor of each stall is a circular hole that leads to a cesspit.

## 13. GRAND VESTIBULE

**Blood.** Blood leaks down the walls and across the decor of this once grand hall.

**Pillars.** Four stone pillars buttress the 30-foot-high vaulted ceiling. The middle third of each pillar is carved to look like a scowling dwarf with bulging muscles that supports the column's upper third on its broad shoulders. Blue sapphires glitter in the dwarves' eyes.

**Double Door.** The doors in the east wall stand 18 feet high, a carving of a mighty waterfall spanning their surfaces. Mithral inlays make the carved falls look like they are running with molten metal.

**Curtain.** A 40-foot-long, 20-foot-high curtain of black dragon scales hangs from an iron rod bolted to the west wall. (The scales have become brittle with age and are not valuable.)

**Hanging Horn.** Suspended from the ceiling by iron chains is a 20-foot-long iron horn with etched Dwarvish runes coiling around it.

The giant horn weighs 2 tons. It dangles 20 feet above the floor on three thick, 5-foot-long iron chains. The Melairkyn dwarves forged the horn and placed it here to guard the treasure in this hall (see "Treasure" below). A *detect magic* spell or similar magic reveals an aura of conjuration magic around the horn. A character who understands Dwarvish can translate the horn's runes, not all of which are visible from the floor. The runes visible from the floor read, "If you blind us." A character must fly up to the horn or climb above it to read the message in its entirety, which is "If you blind us, shall we not revenge?"

Removing one or more gemstones from the pillars causes the horn to magically emit a somber tone. As the horn sounds, the spirits of thirteen dwarf warriors appear in unoccupied spaces throughout the hall and attack all other creatures in the area. These unaligned spirits use the **champion** statistics (see appendix A), except that they wield greataxes instead of greatswords. They understand Dwarvish but can't speak, and they can't leave the hall. They disappear after 1 hour or when they drop to 0 hit points. Once the horn has sounded, it can't sound again until 7 days have passed. If no gemstones remain in the pillars when this time elapses, the horn becomes nonmagical and can no longer summon dwarven spirits. Removing the instrument from the hall also renders it nonmagical.

### TREASURE

Eight blue star sapphires (1,000 gp each) are embedded in the eyes of the dwarf carvings—two gemstones per pillar. Each gem is set 18 feet above the floor and can be pried out with a dagger or similar tool.

## 14. SHRINE OF LADUGUER

As a gesture of goodwill toward its new duergar allies, Fazrian had this waiting chamber converted into a shrine of Laduguer, the duergar god of labor and slavery. Presiding over the shrine are two **arcanaloths** named Aximus and Exekarus. These fiends use *alter self* spells to appear as duergar priests. Valtagar and the duergar

under his command avoid the shrine, finding the yugoloths' presence insulting and their motives suspicious.

The room has a flat, 10-foot-high ceiling. Although blood often flows from gaps between the room's wall tiles (see "Regional Effects," page 265), Aximus and Exekarus regularly use *prestidigitation* cantrips to clean it away. The room's other contents are as follows:

**Haze.** A thin, smoky haze fills the room. (The haze doesn't obscure the room's other features.)

**Braziers.** Alcoves in the north wall contain two braziers fashioned from melted-down iron armor and weapons. Each is alight with burning coals that shed bright light in a 10-foot radius and dim light for an additional 10 feet.

**Altar and Shield.** Between the alcoves, an iron altar traced with silver and shaped like a giant anvil rests beneath a round, 10-foot-diameter iron shield mounted on the north wall. The shield bears the symbol of a broken arrow with a jagged arrowhead. Standing before the altar are a pair of duergar (Aximus and Exekarus) in drab robes.

To prepare for their roles, the arcanaloths learned everything they could about Laduguer's principles of conduct. To their surprise, Aximus and Exekarus found these principles compelling. Some of the arcanaloths' favorite maxims include:

- "No matter how much wealth and power you have, it's never enough."
- "The fight never ends. Take what you deserve and destroy all who stand in your way."
- "Let no emotion rule you. Abandon joy, love, pride, anger, and ambition, for they are signs of weakness. Know your role and perform it to the best of your ability."

Laduguer's dogma guides Aximus and Exekarus as much as it does any duergar, and the yugoloths try to impose these principles on all who claim to serve Fazrian. If the characters haven't encountered Fazrian, Aximus and Exekarus insist on taking them to meet the planitar, whom they admire. Those who refuse to accompany the arcanaloths are left behind as Aximus and Exekarus proceed to area 23b to inform Fazrian that visitors have arrived. Obedience to Fazrian is all that matters to Aximus and Exekarus—at least until someone convinces the arcanaloths to switch allegiances.

The arcanaloths' attitude toward the characters is indifferent at the start, though the fiends quickly turn hostile if attacked. The arcanaloths' attitude changes to friendly if the characters appeal to their love of magic by giving them a single very rare magic item, multiple rare magic items, or a spellbook containing at least one spell of 6th level or higher. Aximus and Exekarus make their love of all things magical known to anyone that seeks their assistance. If their attitude toward the characters is changed in this way, the arcanaloths repay the party's kindness any way they can—short of placing themselves in harm's way. Their helpfulness doesn't last long, however. After 24 hours, the arcanaloths' attitude toward the party becomes indifferent once more, and further bribes are needed to regain their assistance.

The large iron shield hanging on the wall weighs 750 pounds and bears the broken arrow symbol of Laduguer. Any duergar recognizes the symbol right away, while non-duergar recognize it with a successful DC 15 Intelligence (Religion) check. Any humanoid that touches the shield becomes cursed with the flaw: "I take no joy or pleasure in anything." This flaw supersedes any opposing flaw. Casting a *remove curse* spell or similar magic on the creature ends the curse on it.

#### TREASURE

Aximus and Exekarus hide their spellbooks in the folds of their robes. Each book contains all the spells the arcanoloths have prepared, plus *eyebite*, *forcecage*, and *incendiary cloud*.

### 15. VALTAGAR'S QUARTERS

The walls and floor of this 15-foot-high chamber are covered with interlocking stone tiles. The room contains the following:

**Valtagar.** When the characters first arrive, Valtagar Steelshadow (see below) is reading his spellbook—a bound stack of mithral plates. The book rests atop a stout, stone lectern in the middle of the room.

**Golem.** Standing in the south corner is an **iron golem** that looks like a 10-foot-tall duergar. The golem understands Dwarvish and obeys Valtagar's commands.

**Masks.** Dozens of iron masks hang from hooks on the southeast wall (see "Iron Masks" below).

**Other Furnishings.** Against the northwest wall stands a low double bed. In the middle of the room, a locked iron strongbox rests atop a low marble table flanked by two stone chairs.

#### VALTAGAR STEELSHADOW

Valtagar wears a black robe with a cowl that obscures his face. Suspicious and volatile, he is a duergar **archmage**, with these changes:

- Valtagar is lawful evil.
- He has the *Otiluke's resilient sphere* spell prepared instead of *banishment*.
- He has these racial traits: He speaks Common, Dwarvish, Infernal, Terran, Troglodyte, and Undercommon. His walking speed is 25 feet, and he has darkvision out to 120 feet. He has advantage on saving throws against poison and resistance to poison damage. He gains the *Enlarge* and *Invisibility* action options described below.

**Enlarge (Recharges after a Short or Long Rest).** For 1 minute, Valtagar magically increases in size. While enlarged, Valtagar is Large, doubles his damage dice on Strength-based weapon attacks, and makes Strength checks and Strength saving throws with advantage. If Valtagar lacks the space to become Large, he attains the maximum size possible in the space available.

**Invisibility (Recharges after a Short or Long Rest).** Valtagar magically turns invisible for up to 1 hour or until he attacks, he casts a spell, he uses his *Enlarge*, or his concentration is broken (as if concentrating on a spell). Any equipment he wears or carries is invisible with him.

Archmages are exceedingly rare in duergar society, and Valtagar's gift for wizardry never sat well with the clans of Gracklstugh. He doesn't put himself in harm's way unless he has a clear tactical edge. If the characters threaten him after they gain entry to his quarters, he orders his golem to attack while he grabs his spellbook off the lectern, casts *teleport*, and joins his wife in area 18d.

Valtagar has faced adventurers before and has a healthy fear of them. If the characters are willing to engage in civil discourse, he tries to hire them to slay Fazrian. The patience of his duergar followers is wearing thin, and he loses nothing by setting the adventurers loose against the planetar. In exchange, Valtagar guarantees safe passage through his domain whenever they need it and promises to tell them the location of a secret staircase that descends to the next level of Undermountain (see area 19a). To establish trust, he tells them about the secret vault hidden behind Fazrian's throne (see area 24) and shares what he knows about Fazrian and its allies:

- A powerful cleric summoned a celestial being of immense power named Fazrian, then directed it to slay a host of monsters that once haunted the Deep Mines.
- That act of slaughter corrupted Fazrian. After slaying many monsters, it decapitated the cleric and installed itself as lord of the Deep Mines. Fazrian rarely leaves its throne hall and keeps the cleric's headless corpse as a memento.
- Fazrian takes advice from four yugoloths. These fiends arrived shortly after Fazrian's madness took hold. Aximus and Exekarus can be found in the nearby shrine of Laduguer (area 14). Raxxus is at Fazrian's side (area 23b). Valtagar says that Xindulus roams where it will, choosing not to reveal that the ultroloth guards the secret staircase down to the next level of Undermountain (area 19a).

#### IRON MASKS

The iron masks are visors taken from the helmets of duergar warriors who followed Valtagar throughout his exile, only to fall in battle. Valtagar displays them not for sentimental reasons, but to reinforce his determination to return home.

#### TREASURE

The mithral spellbook on the lectern weighs 30 pounds. It contains all the spells Valtagar has prepared. Its cover is embossed with a broken arrow, the symbol of Laduguer.

The iron strongbox contains 600 pp. Minted in Gracklstugh, these coins bear the stern visage of Deepking Horgar Steelshadow V on one side, the mind flayer skull symbol of Deep Duerra (the duergar god of conquest and psionics) on the other, and a Dwarvish motto on the rim that translates as "As low as we can go."

### 16. FIRE AND IRON

The duergar use the forges in areas 16a and 16b to mold iron into 10-pound bars, which are stored in area 16c. Area 16d is an old overseer's office that the duergar have turned into a barracks. A total of fifteen duergar work and sleep in these areas.

The floors and walls are covered with interlocking, blood-streaked stone tiles. The ceiling is 10 feet high throughout.

#### 16A. NORTHERN SMELTER

**Smoke and Heat.** Smoke fills this room, making the area lightly obscured. The temperature inside the room is a searing 120 degrees Fahrenheit.

**Forge.** Roaring flames fill a stone forge that protrudes from the north wall.

**Smiths.** Two sweaty, unarmored **duergar** are working the forge, smelting iron. Both wear tinted goggles and thick gloves.

**Buckets.** Piled around the forge are buckets of iron ore.

The duergar are a male named Brok and a female named Fumira. Brok uses long-handled iron tongs to place chunks of iron ore in the forge. Once the iron melts, Fumira scoops out the molten iron with a long-handled ladle and pours it into two iron molds, which Brok clamps shut. They then take the clamped molds to area 16c to cool. Afterward, they return to the forge with two empty molds and repeat the process.

Without their armor, Brok and Fumira have AC 10. They keep their war picks and javelins close by, but fight only in self-defense. If they detect intruders, they stop working and grumpily offer to escort the new arrivals to Rojkarn Ironhead, the captain of the guard (area 6c)—leading the party through areas 16c, 6b, and 6a. The duergar have nothing much to say to visitors, preferring to let Rojkarn answer any questions they might have.

If a fight breaks out, the duergar in areas 16b and 16d quickly join the battle. (The duergar in area 16c is deaf.)

The forge puts out tremendous heat thanks to a **fire elemental** magically trapped inside it. Runes carved on the inside walls of the forge prevent the elemental from escaping or harming anyone outside the forge. Destroying the forge releases the elemental, whereupon it attacks everyone in sight. The forge has AC 17, 80 hit points, and immunity to poison and psychic damage.

#### 16B. SOUTHERN SMELTER

This room is identical to area 16a except that the forge protrudes from the south wall, and the two unarmored **duergar** working here are a pair of females named Krinxa and Wolthra.

#### 16C. IRON STOCKPILE

**Duergar.** In the north half of the room, an elderly male **duergar** carrying an iron cane and an ear horn sits in a stone rocking chair next to a pile of iron molds and clamps.

**Iron Bars.** The south half of the room contains four uneven stacks of iron bars, each stack nearly filling a 6-foot cube.

Old age has rendered the duergar smith, Ghorso, deaf and nearly immobile. His walking speed is 10 feet with the cane or 5 feet without it. Despite his age, he is fully armed and armored. He would rather die in combat than succumb to the ravages of age, but he fights only in self-defense. If the characters try to talk to him, he plays dumb and is not the least bit helpful. A *lesser restoration*

spell or similar magic can restore Ghorso's hearing, for which he is not the least bit grateful. "Now I can hear every wretched noise in this gods-forsaken place!" he says with a sneer.

Clamped iron molds from areas 16a and 16b are brought here to cool. Once they reach room temperature (50 degrees Fahrenheit), Ghorso unclamps the molds, opens them, pries out the hardened iron ingots, and stacks them atop the existing piles. It's a tedious, thankless job.

**Treasure.** Stockpiled here are 12,800 iron bars, each worth 1 gp and weighing 10 pounds.

#### 16D. BARRACKS

This room contains two dozen iron cots arranged haphazardly in the middle of the space. Ten **duergar**, five males and five females, are asleep here at any given time, snoring loudly. The males are named Bulborm, Daarsh, Krod, Mranhaim, and Muzdrok. The females are named Azgra, Narlith, Roxinda, Sorka, and Svilla.

The duergar sleep in their armor and keep their weapons within reach. They awaken to sounds of combat in areas 16a or 16b. A creature that succeeds on a DC 10 Dexterity (Stealth) check can sneak about the room without waking the duergar.

### 17. HAMMERS AND ANVILS

This part of the dungeon rings with the sound of hammers on anvils. As one approaches the forges (areas 17c and 17d), the sound grows louder and is joined by the roaring and crackling of flames. The light of the forges spills out into the main hallway and, when the door is open, into area 17e.

The duergar guards stationed in these areas have orders to escort visitors to Valtagar Steelshadow in area 15. If combat erupts in one room, the occupants of the other rooms join the fight. The duergar in areas 6a, 6b, and 6c hear echoes of the commotion and investigate, moving 50 feet per round. The inhabitants of other nearby areas go about their business.

The stone floors and walls are covered with bloody tiles. The ceiling is 10 feet high throughout.

#### 17A. WESTERN GUARD POST

Two male **duergar**, Kalrog and Klang, keep guard here. Klang is Kalrog's older brother, and the two are highly competitive.

#### 17B. EASTERN GUARD POST

Smoke and heat from the forges billow into this chamber, keeping it a sweltering 90 degrees Fahrenheit. Two **duergar**—a male named Prax and a female named Torga—mind this watch post, incidentally standing guard over a variety of extra supplies that are stored here. Driven into the south wall are twelve stone pegs on which soot-stained leather aprons and tinted goggles are hung.

#### 17C. WESTERN SMITHY

**Smoke and Heat.** Smoke fills this room, rendering everything in the area lightly obscured. The temperature here is a scorching 120 degrees Fahrenheit.

**Forge.** Crackling flames fill a stone forge that protrudes from the north wall. An iron anvil squats in front of the forge (which is similar to the one in area 16a).

**Smiths.** Two sweaty, female **duergar** are fashioning an iron javelin. Both are unarmored, wearing leather aprons and gloves. One of them wears tinted iron goggles as she hammers the javelin into shape. The other has an iron eye patch and uses tongs to hold the metal in place as it's struck.

**Iron.** The floor is covered with small stacks of iron bars and loose piles of scrap iron.

The duergar, Falhra and Helgra, craft weapons here. Years ago, a flying piece of molten iron put out Helgra's right eye; an iron eye patch bolted to her skull covers the empty eye socket.

Without their armor, Falhra and Helgra have AC 10. They keep their war picks and javelins close by, but fight only in self-defense. Visitors who trouble them are told to seek out Rojkarn Ironhead, the captain of the guard. "He wears a big helmet," one says with a sneer. The other can provide directions to area 6c, where Rojkarn's office is located.

**Treasure.** Sixty iron bars are stacked on the floor. Each bar is worth 1 gp and weighs 10 pounds.

#### 17D. EASTERN SMITHY

This room is identical to area 17c except that the two unarmored **duergar** working here are males named Forn and Wulluk, and they're fashioning shields and bits of scale mail instead of weapons. Forn is fat and lazy, Wulluk old and cantankerous. They grate on each other's nerves and constantly put each other down. They otherwise behave similarly to the duergar in area 17c.

#### 17E. ARMORY

Stone pegs in the walls display six dwarf-sized suits of scale mail, ten helmets, ten shields, thirteen war picks, and thirty javelins, all fashioned from iron.

#### 17F. EQUIPMENT STORAGE

The walls of this 10-foot-high room are lined with low stone shelves that hold worn mining picks and hammers. Rusty iron buckets, helmets, and shovels hang from stone pegs above the shelves.

### 18. IRON MINE

The duergar mine these tunnels for iron ore, which is taken to areas 16a and 16b to be smelted. The operation runs smoothly because of the merciless oversight of Stalagma Steelshadow, Valtagar's wife.

The area is filled with the sounds of hammers and picks striking stone. The ceiling is roughly 10 feet high throughout.

#### 18A. OLD SCAFFOLDING

A mine track passes through this cave, which is filled with torn-down iron scaffolding. Duergar miners can be heard to the west (area 18b) and the south (areas 18c and 18d).

#### 18B. DUERGAR MINERS

Seven **duergar**—three males named Greorx, Hwahl, and Uzwurn, and four females named Awmok, Nezza, Proxna, and Warda—mine iron ore here. Eager for any distraction, the miners attack intruders on sight. Given the noise that echoes throughout the tunnels, the sound of clashing steel is unlikely to be noticed by the duergar in areas 18c and 18d. Magical explosions or other unusual sounds do draw their attention, though.

#### 18C. A MINER DISTURBANCE

Eleven **duergar** work here. Three of the workers are enlarged female duergar (Brakka, Korla, and Zagra) who use picks to break up a vein of iron ore that runs through the ceiling. Six normal-sized males (Hax, Mruuzdain, Oznur, Ramdrax, Tarnvur, and Yarox) work on expanding the cavern northward, while two normal-sized females (Nura and Speleosa) use hammers and spikes to separate iron from loose chunks of rock. If the miners notice the party, they attack, letting their enlarged allies barrel in first.

#### 18D. OVERSEER

This section of the mine has been depleted of mithral and iron ore. It contains the following:

**Stalagma.** Stalagma Steelshadow, a female adult steel dragon in duergar form, is mounted on a **gorgon** near the bend in the mine track. (If Valtagar Steelshadow escaped from area 15, he is riding behind Stalagma on the gorgon.)

**Xorn.** Three **xorn** under Stalagma's command are gathered around a broken mine cart filled with coins.

Stalagma is Valtagar Steelshadow's beloved mate, and only Valtagar knows that his wife is a dragon in disguise. In her true form, Stalagma looks like a slender, 30-foot-long dragon with shiny steel-gray scales covering her body, steely talons, and blade-like horns that sweep back from her narrow head. She has the statistics of an **adult silver dragon**, with these changes:

- Stalagma is lawful evil.
- While in duergar form, she has the Duergar Resilience and Sunlight Sensitivity traits of a **duergar**, as well as its Enlarge and Invisibility action options. In this form, she wields a glaive and can use her action to attack with it three times (+13 to hit), dealing 13 (1d10 + 8) slashing damage on a hit, or 19 (2d10 + 8) slashing damage in her enlarged duergar form.
- Instead of Cold Breath, she breathes acid in a 60-foot-long, 5-foot-wide line. The breath weapon deals acid damage instead of cold damage.
- She speaks Draconic, Dwarvish, and Terran.

Stalagma is as miserable and conniving as any duergar. She raised the gorgon, and it allows no one except her to ride it. The beast is smart enough to obey Stalagma's verbal commands, and it's strong enough to bear her weight while she's in her enlarged duergar form.

Stalagma attacks any non-duergar who aren't under her husband's protection. If additional reinforcements are needed, Stalagma bellows, "To arms!" in Dwarvish. Her booming voice causes the duergar in areas 18b and 18c to stop working and converge on her location with

their weapons drawn. The battle cry also awakens the guards sleeping in area 19b, who collect their weapons and investigate. If her gorgon mount is killed or she is taking too much damage as a duergar, Stalagma uses her next action to revert to her true form. Other duergar who see Stalagma in her true form flee unless Valtagar is present to reassure them that the dragon is their ally.

Stalagma controls the xorn by feeding them treasure from the broken-down mine cart. In addition to Dwarvish and Draconic, she speaks Terran, so the xorn can understand her.

**Xorn.** The xorn are initially hostile toward Stalagma's enemies. They quickly become indifferent toward characters who offer them gems as food, preferring such delicacies to the coins that Stalagma usually feeds them.

**Treasure.** The mine cart has two broken axles. It contains 2,000 sp and 3,200 gp.

## 19. OUTPOST

These chambers guard the stairs to level 22. The ceilings are 20 feet high throughout.

### 19A. WAY TO LEVEL 22

**Debris.** In the west side of the room lie the crumbling remains of a stone table and four stone stools.

**Pillars.** Three stone pillars in the east side of the room are streaked with glittering mithral veins that look like lightning bolts shooting up from the floor. (Any attempt to extract the mithral from the pillars proves futile.)

**Xindulus.** An invisible **ultroloth** named Xindulus guards a secret door leading to a 10-foot-wide spiral staircase that descends to level 22 (see "Secret Door" below).

If anyone opens the secret door, the ultroloth appears and tries to slay them. It ignores those who leave the secret door alone, allowing them to move through the area unmolested. If threatened by three or more enemies, it tries to summon 1d6 **mezzoloths**, 1d4 **nycaloths**, or another **ultroloth** (see the "Variant: Yugoloth Summoning" sidebar in the "Yugoloths" entry in the *Monster Manual*).

Xindulus won't negotiate with adventurers unless they offer it something immensely valuable, such as a legendary magic item or an artifact.

**Secret Door.** A fresco that depicts dwarves battling a black pudding conceals the secret door in the north wall. Bloodstains mar the carving, making the dwarves look horribly wounded and giving the ooze a disgustingly realistic sheen. The secret door stands in a section of wall that bears the image of a dwarf wizard wielding a staff. The staff is made of real iron and is partially embedded in the stone.

An *arcane lock* has been cast on the secret door. A *knock* spell causes the door to swing inward, revealing a dusty tunnel that ends at a downward-spiraling staircase. Forcing open the magically locked door requires a successful DC 25 Strength (Athletics) check. Touching an iron object to the iron staff in the fresco suppresses the *arcane lock* spell for 1 minute.

### 19B. EMPTY BARRACKS

This room is empty.

## 20. POISONOUS MINE

These chambers have 15-foot-high ceilings, with 10-foot-high tunnels connecting them. The sounds of picks striking stone echo throughout, becoming louder as one approaches areas 20b and 20c.

Noxious gas seeps into this mine through small fissures in the walls, filling areas east of the door to area 19a and south of the door at area 20d, except for area 21. The gas is invisible, but characters can smell the toxic fumes and hear a faint hissing. It takes 1 minute for the gas to build up in a creature's system, after which the creature must succeed on a DC 15 Constitution saving throw or become poisoned. A creature that holds its breath for the whole minute has advantage on the saving throw, while a creature that doesn't need to breathe automatically succeeds. A creature can end the gas's effect on itself by finishing a short rest in a location with clean air. A *lesser restoration* spell or similar magic also ends the effect on a creature.

### 20A. HALASTER'S WATCHING!

The characters encounter one of Halaster's scrying eyes (see "Halaster's Lair," page 311) in this otherwise empty cave. The scrying sensor watches them until they leave, then disappears.

### 20B. POISONED MINERS

Three poisoned **duergar** (two males and one female) use picks to chip iron ore from the walls of this cave. If outnumbered, they turn invisible and join their fellows in area 20c. Otherwise, they attack. The males are named Orn and Thumrok. The female is named Durundra.

### 20C. POISONED MINERS

Eight poisoned **duergar** (six males and two females) lethargically swing their picks, working iron veins in the cavern walls. They are hostile toward non-duergar. They're bold if they outnumber their foes but flee to area 21 if that situation changes. The males are named Hrok, Jarazk, Krod, Mraginar, Norl, and Rok. The females are named Bralith and Sunmerva.

The cave is strewn with old mining equipment: shovels, broken picks, rusty iron sleds for dragging ore, and so forth. A casual search also yields a pair of empty water skins, a shattered wooden ale cask, and a 20-foot-long coil of hempen rope too old to be of much use.

### 20D. EMPTY ROOM

Dwarves dug through the south wall of this room, hoping to find rich veins of mithral. Instead, they found iron and poisonous gas. The room is empty, though characters can hear the miners working in areas 20b and 20c.

## 21. CLEAN AIR STATION

The duergar come here to shake off the effects of the poison gas. Runes are chiseled into the smooth gray walls. A character who studies the runes and succeeds on a DC 15 Intelligence (Arcana) check realizes they are part of an ancient spell that continually and perpetually freshens the air in this room while hedging out poisonous gases and similar effects, magical or otherwise.

## 22. GUARD POST

**Walls.** Interlocking stone tiles cover the floor and walls of this 10-foot-high room.

**Portcullis.** An iron portcullis blocks the tunnel to the south. The portcullis can be forcibly lifted by creatures who have a combined Strength of 50 or higher. The bars of the portcullis are spaced 3 inches apart.

**Lever.** A stone lever in the down position juts from the angled wall east of the portcullis. (Moving this lever to the up position raises the portcullis.)

## 23. FAZRIAN'S COURT

Time and neglect have diminished the grandeur of these vaulted halls, wherein the fallen angel awaits.

### 23A. GRAND FOYER

The 18-foot-high double doors to the west swing inward, revealing a stone-tiled foyer with a 40-foot-high ceiling. The area contains the following features:

**Braziers.** The foyer is heated and dimly lit by two 6-foot-tall, 6-foot-wide stone braziers filled with burning coals. Smoke and embers rise from each.

**Statues.** Extending eastward from the foyer is a 20-foot-wide, 30-foot-high arched hall lined with 15-foot-tall iron statues of armored dwarves draped in cobwebs. *Continual flame* spells flicker behind the eye holes of their helms, and their iron greataxes are raised high.

### 23B. HALL OF FINAL JUDGMENT

The floor of this 40-foot-high chamber is shaped like the head of a double-bladed axe. The room, which smells of roses and sulfur, contains the following:

**Fazrian and Fiend.** A hairless, green-skinned planetar with white-feathered wings and eyes of molten silver sits on a bone throne in a raised alcove. Lurking in the shadows behind the throne is Raxxus, a **nycaloth**. (The yugoloth passively guards the wall behind it, which contains a secret door to area 24.)

**Braziers.** The chamber is dimly lit by four 6-foot-tall, 6-foot-wide stone braziers filled with burning coals that produce smoke and embers.

**Standing Gate.** To the north stands a pair of crystal menhirs, each imprisoning a **marilith**.

**Open Pit.** A gaping pit lies to the south, its rectangular mouth measuring 10 feet wide by 20 feet long by 30 feet deep, with a 20-foot-high, 20-foot-wide passage at the bottom leading south. Characters near the lip of the pit can hear large creatures (the otyughs in area 23c) shuffling in the darkness below.

Fazrian is a lawful evil **planetar** that lacks the Healing Touch action option. Unless he is incapacitated, Fazrian can take one of the following lair actions on initiative count 20 (losing initiative ties) while on the Terminus Level:

- Blood flows from Fazrian's eyes until initiative count 20 on the next round. No creature within 120 feet of the planetar can regain hit points until the effect ends.
- Fazrian's eyes become smoldering black voids until initiative count 20 on the next round. All other

creatures within 120 feet of the planetar have disadvantage on saving throws until the effect ends.

- Blinding magical light springs from Fazrian's eyes until initiative count 20 on the next round. If a creature starts its turn within 120 feet of the planetar and the two of them can see each other, Fazrian can force the creature to make a DC 20 Constitution saving throw. On a failed save, the creature is blinded. The blindness lasts until the creature receives a *lesser restoration* spell or similar magic.

Once an exemplar of courage and good judgment, Fazrian now seeks to destroy any creature it believes is undeserving of continued existence. Fazrian's views are a mockery of what they once were. Every creature is guilty of "deformity" in the planetar's eyes. Unless someone can swiftly prove their innocence, Fazrian sentences that individual to an immediate death.

Persuading the planetar to render a verdict of not guilty requires at least one party member to submit to Fazrian's judgment. That character must then offer to surrender their own life to spare the lives of the others. Any character who stands before Fazrian and shows both courage and self-sacrifice is found innocent of the crime of deformity. Denials, protests, and challenges to Fazrian's authority are met with stern pronouncements of guilt. The planetar can tell when it is being lied to (thanks to its Divine Awareness trait), and characters who lie to Fazrian are immediately judged guilty.

The planetar has delusions of raising an army to sweep through Undermountain and purge it of those it deems abhorrent. Before letting innocents off the hook, Fazrian demands that they each swear an oath to serve it henceforth. Those who refuse to take the oath are found guilty of the crime of cowardice and sentenced to death.

Once judgment is rendered, Fazrian orders Raxxus to step forth, slay the guilty party or parties, and cast their bodies into the pit (see area 23c). After the guilty have been punished, those found innocent are escorted by Raxxus to the arcanaloths in area 14 for indoctrination. If the nyctaloth is killed, the planetar takes up its sword and attacks the guilty.

Only a character judged innocent by Fazrian can alter the planetar's disposition enough to make it realize how corrupt it has become. Such a character can use an action to call on the planetar to look inward and judge itself, making a DC 26 Charisma (Persuasion) check as part of that action. If the player roleplays well, grant the character advantage on the check. A character who gets a failure on the check can't try again, but they can still help another character who then tries to convince the planetar of its own guilt. On a successful check of this sort, a lingering shred of goodness in Fazrian is awakened. The planetar weeps as it begs Torm for forgiveness. Then, in a final act of atonement and self-sacrifice, it impales itself on its sword and dies.

If the planetar dies by its own hand or at the hands of the characters, Torm bestows on each character a *blessing of protection* (see "Supernatural Gifts" in chapter 7 of the *Dungeon Master's Guide*). This blessing is permanent if its receiver is a worshiper of Torm; otherwise, the blessing lasts for 10 days. Torm's blessing is

not bestowed on any character who releases one or both mariliths that are trapped in the crystal menhirs (see "Standing Gate to Level 19" below).

**Nycaloth.** Raxxus serves as the planetar's executioner, ready to step forward and slay whatever Fazrian commands it to kill. Raxxus can summon other yugoloths (as described in the "Variant: Yugoloth Summoning" sidebar in the "Yugoloths" entry in the *Monster Manual*) and tries to do so if reinforcements are needed. Characters who defeat the planetar can tempt Raxxus with a bribe. Treasure in the amount of 10,000 gp or more can change the nycaloth's attitude toward the party from hostile to indifferent; treasure in the amount of 25,000 gp or more changes its attitude to friendly. Raxxus won't hurt the characters if it's indifferent toward them and helps the characters if it's friendly toward them. The nycaloth's disposition reverts to hostile if the characters threaten it or fail to make payment in a reasonable amount of time.

**Standing Gate to Level 19.** The crystal menhirs are indestructible and form one of Halaster's magic gates (see "Gates," page 12). Striking either menhir with a hard object or targeting one or both with a *shatter* spell deals no damage, but causes an affected standing stone to emit a loud ringing that awakens the marilith demon inside. Nothing else causes these demons to awaken.

The first thing an awakened marilith does is free itself using its Teleport action option. The mariliths are hostile toward all creatures that aren't demons, and they despise angels most of all. If a marilith is released in Fazrian's presence, the demon and the angel fight until only one is left standing. If the planetar is forced to fight one marilith by itself, assume that Fazrian emerges victorious with 60 hit points remaining. If forced to fight both mariliths by itself, Fazrian is killed and each demon is left with 60 hit points.

After being released from its menhir, a marilith can be magically compelled to divulge the command word that activates the gate. A *legend lore* spell or similar magic also reveals the command word. The current command word is "Yuraj," but Halaster changes it every few days. The rules of this gate are as follows:

- The gate opens for 1 minute if a creature speaks the proper command word within 10 feet of it.
- Characters must be 15th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 7 on level 19, in the closest unoccupied space next to the similar gate located there.

### 23c. GARBAGE DISPOSAL

A 20-foot-wide, 20-foot-high tunnel at the bottom of the pit in area 23b leads south before coming to a dead end. The floor of the tunnel is covered with bones, bits of adventuring gear, and other debris.

At the end of the tunnel lurk three hungry **otyughs**. When they detect other creatures in the pit, they rush forth and attack while using their Limited Telepathy to taunt prey.

**Treasure.** Scattered among the bones at the south end of the tunnel are 1,300 sp, 600 gp, and a thin gold playing card stamped with the image of a masked man and titled "The Thief." The card is worth 10 gp and completes a deck of cards found in area 10b.

## 24. SECRET VAULT

This oval chamber has a domed ceiling 20 feet high, as well as the following features:

**Bloody Hand.** Dry blood stains every surface except for a patch in the shape of a giant hand on the back wall.

**Head and Mace.** Piled in the middle of the room are ten shattered stone chests. A mace and a headless human corpse lie on the floor next to this rubble. The corpse's severed head lies a few feet away. Maggots feast on the rotting remains.

Any character who succeeds on a DC 15 Intelligence (Religion) check realizes that the hand shape on the back wall resembles the symbol of Torm.

Characters who witnessed the ghostly scene in area 7 recognize the corpse as that of the cleric in the vision. Brythia Mulspeer and her adventuring companions were exploring Undermountain when the perils became too much for them. Brythia petitioned Torm for aid, and Fazrian answered the summons. The planetar provided much-needed assistance and healing, then chose to remain by Brythia's side as the adventurers descended deeper into Undermountain. When blood lust finally took hold of the planetar, it turned on the adventurers and decapitated Brythia with its greatsword. This former cleric of Torm can be questioned using *speak with dead*. Having succumbed to Fazrian's blood lust, Brythia wishes only to see the planetar redeemed.

### TREASURE

The mace is a *mace of smiting* that belonged to Brythia. Characters who witnessed the ghostly scene in area 7 recognize the mace as the weapon used by the cleric in that vision.

The stone chests once contained coins hidden here by Melairkyn dwarves. The duergar broke open the chests and dumped the coins in a mining cart in area 18d.

## AFTERMATH

Fazrian's death enables the duergar to regain control of the Terminus Level. Valtagar has no immediate plans other than to fortify the level and prepare for his eventual return to Gracklstugh.

Any yugoloths that remain make the best of a bad situation. Aximus and Exekarus are more likely to ally with the duergar than with a band of adventurers, while Raxxus prefers to accompany the adventurers rather than stay with the duergar. If Xindulus is alive, the ultroloth takes its chances in Shadowdusk Hold (level 22), trying to forge an alliance with the death knights there.

Regardless of what happens, the Mad Mage continues to use the Terminus Level as a dumping ground for failed monster experiments. Characters who leave the level and later return might encounter one or more of these horrors.



## LEVEL 22: SHADOWDUSK HOLD

**S**HADOWDUSK HOLD IS DESIGNED FOR FOUR 17th-level characters, and characters who defeat the monsters on this level should gain enough XP to advance halfway to 18th level.

### WHAT DWELLS HERE?

A Waterdavian noble family driven into exile long ago has carved out a home for itself on this level.

### THE SHADOWDUSKS

The Shadowdusk family, like many other Waterdavian noble lineages, made its fortune in trading. Three sisters named Arandraya, Maelweene, and Yarlithra Shadowdusk became famous for sponsoring and then leading adventuring expeditions into Undermountain. One of the items they recovered from the dungeon was a tablet of black crystal that allowed contact with entities of the Far Realm. Their brother, Xerrion, came to possess the tablet and used it to contact otherworldly beings in an attempt to destroy his family's business rivals and political enemies. This contact drove Xerrion mad, and it didn't take long for the madness to spread to other members of the Shadowdusk family and come into public view. As the family's behavior grew more bizarre, local broadsheets circulated rumors that the Shadowdusks had been replaced by aberrant horrors in human guise. Their ancestral villa, Shadowdusk Hold, was burned to the ground in the Year of the Harp (1355 DR). The Waterdavian authorities who investigated the blaze never made their findings public, but the commonly held belief

is that the city's Watchful Order of Magists and Protectors was responsible.

All three of Xerrion's sisters were killed in the fire that consumed Shadowdusk Hold. Xerrion escaped and fled to his sisters' redoubt in the depths of Undermountain. From there, he used *sending* spells to contact Shadowdusk family members living abroad and brought them to live with him in a twisted, underground version of Shadowdusk Hold. Among those who answered the call was Margaraste Shadowdusk, a distant cousin whom Xerrion would later marry.

Level 22 of Undermountain became a safe haven where the Shadowdusks could treat with Far Realm horrors away from the prying eyes of their fellow Waterdavians. In the end, Xerrion and Margaraste stepped through a gateway into the Far Realm and were never seen again. In their absence, the torch of leadership passed to Xerrion's niece and nephew, Dezmyr and Zalther—the twin children of his late sister Yarlithra. These former paladins of Torm abandoned their faith long ago, becoming death knights.

Over the years, Halaster Blackcloak has kept his eye on the Shadowdusks and their plots, even as he allows the family free rein in their corner of his domain. The Mad Mage has decided that these are the kinds of nobles that need to be making decisions and wielding power in Waterdeep—so that he can secretly rule the city using them as puppets. As such, he encourages the Shadowdusks to consolidate power in preparation for a triumphant and bloody return to Waterdeep, after which Halaster will seize power as the city's Shadow Lord.

### STAR SPAWN

Creatures from the Far Realm visit Shadowdusk Hold from time to time. If you have a copy of *Mordenkainen's Tome of Foes*, you can add one or more star spawn from that book to the roster of creatures encountered on this level of Undermountain.

The Shadowdusk family motto used to be "No secrets without truth." After the family's fall, its motto changed to "We do not fear the darkness." The family's crest is a lit torch with three embers rising from the flame, set against a purple background. In the wake of the family's descent into Undermountain and madness, this crest has been literally turned upside down, so that the torch flame points downward.

### DEZMYR AND ZALTHAR

The current leaders of Shadowdusk Hold are the twins Dezmyr and Zalthar Shadowdusk. They have remained close throughout life and undeath, and might have led their mortal family skillfully if circumstances had played out differently.

The twins are devoted to each other and are obsessed with returning their family to prominence and ultimately seizing control of Waterdeep.

## EXPLORING THIS LEVEL

All location descriptions for this level are keyed to map 22.

The following features apply throughout Shadowdusk Hold unless otherwise noted in an area's description:

- The hold consists of three tiers. Ceilings in rooms and hallways are 15 feet high unless stated otherwise. The floors are smooth stone polished to a mirror finish.
- Any humanoid that dies in Shadowdusk Hold rises from its corpse 1d4 hours later as a **will-o'-wisp** under the DM's control. Casting *dispel evil and good* on the corpse before the will-o'-wisp forms prevents such an occurrence, as does bringing the body out of Shadowdusk Hold or into the area of a *hallow* spell.
- Sconces throughout Shadowdusk Hold flicker with torchlight created by *continual flame* spells. These magic torches are set in upside-down sconces, and their magical flames point downward.

### TIER 1

The uppermost tier of Shadowdusk Hold closely resembles the style and architecture of the family manor in Waterdeep before it was destroyed. This section of the hold resembles a mausoleum. The Far Realm's influence on this tier is faint.

Two members of the Shadowdusk family reside here: a wizard named Melissara Shadowdusk and her mad husband, Derrion.

### 1. GRAND FOYER

The stairs from level 21 descend to a grand entry chamber that contains the following features:

**Pillars.** Pillars support the 40-foot-high, vaulted ceiling.

**Grells.** Six **grells** float behind the pillars to the north.

The grells attack visitors and can use their tentacles to open and close doors as needed.

**Apparitions.** Spectral images of dead servants and adventurers occasionally fade into view, wander the hall, then fade away. These images are harmless regional effects created by Halaster (see "Halaster's Lair," page 311).

**Statues.** Statues depicting two well-dressed humans stand in alcoves to the south.

The statues show the Shadowdusk twins, Zalthar and Dezmyr, as they appeared in life. Zalthar's statue is in the west alcove and stands 6 feet 11 inches tall. Dezmyr's statue to the east stands 6 feet 3 inches tall. An inscription on the bottom of each statue identifies its subject.

### 2. TWISTED GALLERY

**Bas-Reliefs.** The curved walls are lined with bas-relief carvings, and plaques mounted beneath them tell the story of a forgotten Waterdavian family.

**Statues.** Two 9-foot-tall statues stand on raised platforms in alcoves to the north and south.

The bas-reliefs carvings depict Arandraya, Maelweene, and Yarlithra Shadowdusk negotiating trade deals in Waterdeep, exploring Undermountain in their free time, pouring treasure into family coffers, and giving a black tablet to their brother, Xerrion. The carvings go on to show the original Shadowdusk Hold (in Waterdeep) on fire, Xerrion Shadowdusk escaping into Undermountain with the black tablet, the creation of a new Shadowdusk Hold in the dungeon's depths, Xerrion's marriage to Lady Margaraste, and the married couple stepping through a gate of tentacles into the Far Realm.

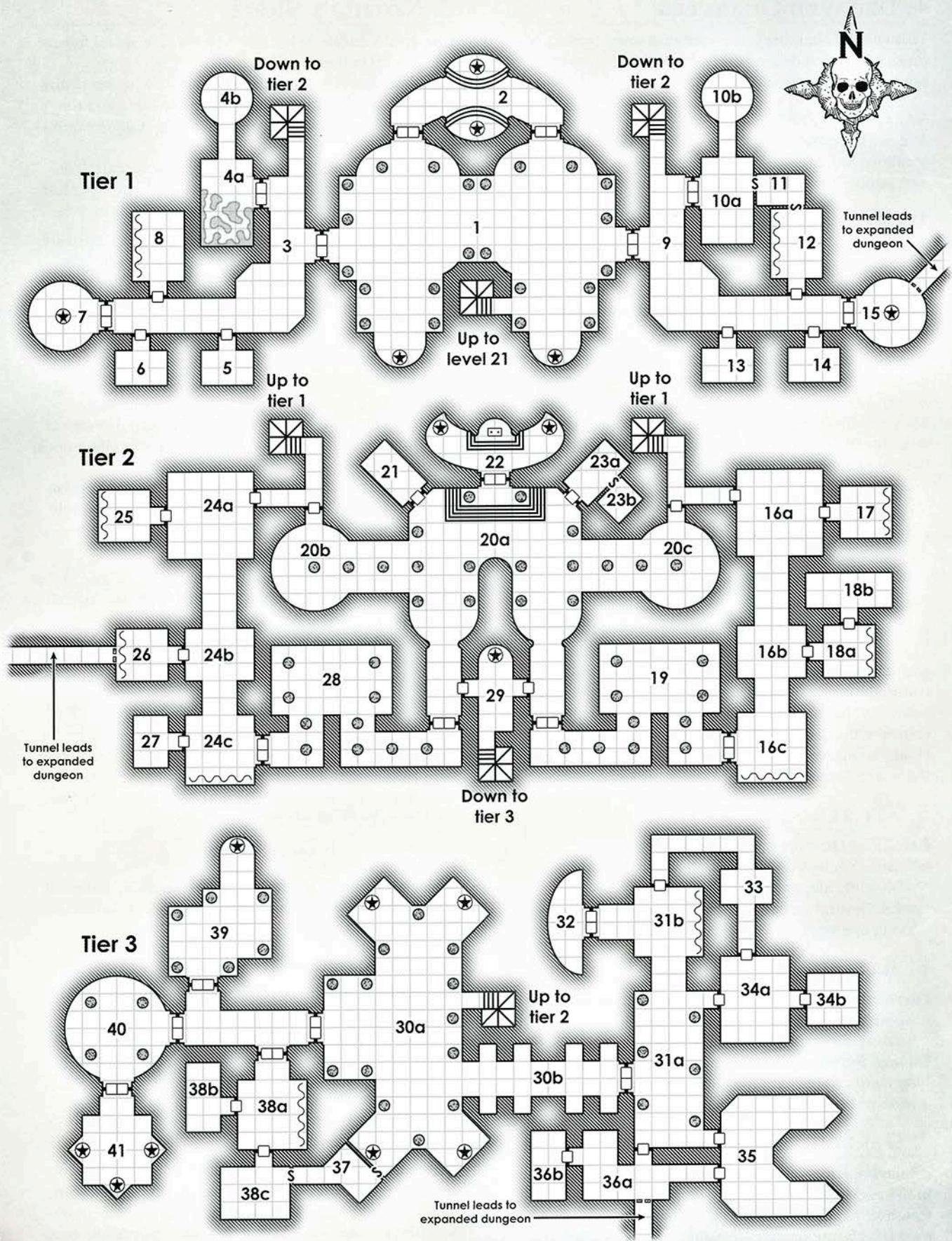
A successful DC 15 Intelligence (History) check identifies the family crest in the reliefs—a lit torch with an orange flame and three embers trailing off it—and the two mottoes of House Shadowdusk: "No secrets without truth" and "We do not fear the darkness." The crest appears upright in earlier scenes and inverted in later scenes. A character who recognizes the crest and the family mottoes also knows that the Shadowdusks were presumed destroyed.

The statue to the north depicts Lord Xerrion Shadowdusk, a male human of middle age with regal bearing and sharp features. The south statue depicts Lady Margaraste Shadowdusk, a middle-aged female human with long, curly hair and a kind smile. An inscription on the bottom of each statue identifies its subject.

### 3. WEST WING

Four **nothics** lurk in the northern arm of this L-shaped gallery, poring over wall carvings and chattering to themselves. Beyond the nothics, a staircase descends 50 feet to tier 2.

The nothics are puzzled by the carvings, which depict various deceased members of the Shadowdusk family. They attack intruders on sight.



## 4. DECAYED QUARTERS

This suite of chambers has been destroyed by the creatures now in residence here, all traces of the rooms' previous purposes obliterated.

### 4A. GRELL NEST

A hive-like nest with multiple dark openings fills the southern half of this room. Seven **grells** lurk inside the wet, papery nest and emerge from it to attack intruders.

### 4B. MAD CREATURE

**Nothic.** A **nothic** squats near the east wall, frantically scratching at the stone.

**Scrawls.** Scrawled exhortations in Deep Speech and Undercommon cover the walls, floor, and ceiling.

The nothic used to be an apprentice mage named Rhamagant, who served as Vertrand Shadowdusk's assistant (see area 17 for more information about Vertrand). The nothic remembers nothing of its previous life and fights only in self-defense. A character who questions the nothic in a language it understands can glean the following useful information amid its mad ravings:

- This level of Undermountain is called Shadowdusk Hold, and it has three tiers.
- The deeper into Shadowdusk Hold one goes, the closer one gets to the Far Realm.
- There's a secret room on each tier.

The nothic knows the locations of all the secret doors leading to the secret rooms in Shadowdusk Hold (areas 11, 23b, and 37). Any character who can communicate with the nothic can, with a successful DC 20 Charisma (Intimidation or Persuasion) check, convince it to accompany the party and point out secret doors. When it comes within 10 feet of a secret door in Shadowdusk Hold, the nothic begins scratching at it while muttering the words "secret door" in Undercommon.

## 5. STOREROOM

**Cold.** This chamber is kept magically cold.

**Shelves.** Shelves line every wall, all of them stacked with wine, ale, and perishable food.

**Casks.** Several wooden casks of drinkable water stand along one wall.

## 6. KITCHEN

**Furnishings.** This room contains an iron stove, three wooden tables for preparing food, and a cupboard holding silver utensils and dishware.

**Unseen Servants.** Four **living unseen servants** (see appendix A) prepare meals on command and use brooms to sweep the floor.

## 7. DEREPLIC SHRINE

An incomplete statue partially hewn from marble stands in the middle of the area. The stone is carved into the rough shape of the god Torm. Someone who succeeds on a DC 15 Intelligence (Religion) check identifies the statue's unfinished features as the iconography of the god of duty, loyalty, and law.

## 8. NOTHIC'S NICHE

**Fissure.** A **nothic** hides in a 5-foot-wide natural fissure in the 20-foot-high ceiling.

**Furnishings.** A rectangular stone table with ten chairs stands at the center of the room. The table and the floor around it are strewn with debris from the crumbling ceiling.

**Tapestry.** A great tapestry covers the west wall. It depicts a noble wedding inside a vast chamber that has shadowy tentacles sprouting from its dark corners.

The nothic uses the fissure in the ceiling as a private lair. It observes intruders and uses its Weird Insight on interesting-looking characters so it can later report any secrets it learns to Dezmyr Shadowdusk. It leaves the niche only if attacked and fights to the death to defend its lair.

### TREASURE

Stashed on a shelf inside the nothic's ceiling niche are 15 pp and 200 gp in a leather sack, and a *potion of supreme healing* in a glass vial fastened to a silver necklace (25 gp).

The tapestry depicts the ghastly wedding of Xerrion and Margaraste Shadowdusk. It is worth 750 gp and weighs 50 pounds.

## 9. EAST WING

**Drifting Light.** A visible **will-o'-wisp** drifts through this long, L-shaped gallery.

**Carving.** An alcove in the corner of the L bears a relief carving of Shadowdusk nobles being paid respect by the common folk.

**Stairs.** A staircase at the end of the north arm of the gallery descends 50 feet to tier 2.

The will-o'-wisp serves Melissara in area 10a. It wanders from one end of the hall to the other, waiting for her summons, but turns invisible and flees to warn her at the first sign of intruders.

## 10. NOBLE QUARTERS

This suite belongs to Melissara Shadowdusk, a distant cousin of the Shadowdusk twins, and her deranged husband, Derrion.

### 10A. MELISSARA'S CHAMBER

**Melissara.** A middle-aged woman (Melissara Shadowdusk) sits in an easy chair in the northeast corner, reading and muttering to herself.

**Other Furnishings.** A canopied bed and an armoire stand against the south wall, and a silk curtain obscures a corridor to the north.

**Secret Door.** A secret door in the east wall opens into Melissara's study (area 11).

Melissara has so far managed to escape the horrible insanity that besets the rest of her family, but she can sense that her mind is slowly being eroded by contact with the Far Realm. Fearing that her descent into madness is inevitable, she lives in a state of self-imposed exile and chooses to remain in Shadowdusk Hold despite every instinct telling her to flee.

Melissara is a human **archmage**, with these changes:

- Melissara is neutral.
- She speaks Common, Deep Speech, Draconic, and Dwarvish.
- She has the *dimension door* spell prepared instead of *banishment*.

If the characters address her in a civilized manner, Melissara listens to what they have to say. She then implores them to destroy Dezmyr and Zalthar before they can enact their plan to conquer Waterdeep, not realizing that death knights are not so easily vanquished. Melissara asks that she and Derrion be left out of the ensuing conflict and provides the following information to the characters in good faith:

- All members of the Shadowdusk family have, to some extent, been corrupted by the Far Realm. To the best of Melissara's knowledge, the damage is irreparable.
- Other family members living in Shadowdusk Hold include Melissara's three cousins: the wizards Berlain, Cassiok, and Vertrand.
- Dezmyr and Zalthar are death knights that dwell on the lower tiers of Shadowdusk Hold. Contact with the Far Realm has given Dezmyr the ability to warp reality to a limited extent. Zalthar has no such ability but wields a sword that drains souls.
- The lowest tier of Shadowdusk Hold is home to a blue dracolich in league with the death knights. (Melissara knows the dracolich's phylactery is hidden somewhere in Shadowdusk Hold, but doesn't know where.)

If the characters have no interest in conversing with Melissara, she uses *dimension door* to get to area 11 and sends her lunatic husband to eliminate them.

**Treasure.** The armoire holds fine clothing and a wooden jewelry box containing a pair of matching gold bracelets (250 gp each), a gold-and-pearl necklace (1,250 gp), and the key to the strongbox in area 10b.

#### 10B. DERRION'S CHAMBER

**Derrion.** A middle-aged man with a scarred face (Derrion Shadowdusk) is pacing about the room anxiously.

**Furnishings.** These include a simple bed to the west, a dresser filled with clothes to the east, and a weapon and armor rack.

Derrion enjoys killing unwelcome visitors. He is a human **champion** (see appendix A), with these changes:

- Derrion is chaotic evil.
- He speaks Common and Deep Speech.
- Derrion stores his weapons and plate armor on the equipment racks. If he doesn't have time to don his plate armor, he makes do with a chain shirt (AC 15).

Derrion accompanies Melissara whenever she leaves their suite, fearing that she will come to harm without his protection. He lives in constant fear that adventurers might invade Shadowdusk Hold and lay waste to it. Prolonged exposure to the Far Realm has made him sleep-deprived and irritable. His eyes are bloodshot, and he hears whispers of things that aren't real. Only Melissara can control his inexplicable rage toward visitors.

**Treasure.** Under the bed is a locked strongbox containing 200 pp and 1,000 gp. The key in area 10a unlocks the strongbox, which can also be opened with a *knock* spell or similar magic, or by a character using thieves' tools who succeeds on a DC 15 Dexterity check.

### 11. MELISSARA'S STUDY

**Bookcase.** A long bookcase with glass doors takes up much of the north wall (see "Bookcase" below).

**Desk.** A sturdy writing desk covered in stacks of parchment stands against the east wall (see "Desk" below).

**Workbench.** A workbench near the south wall holds a set of alchemist's supplies.

#### BOOKCASE

The bookcase's glass doors aren't locked.

**Treasure.** The case holds texts on various arcane subjects, focusing on evocation magic and planar travel. Three of the texts are valuable (100 gp each). They are titled *Tenebrous and the True Path to Lichdom*, *Musings of a Planar Traveler*, and *Touched by the Far Realm: A Wizard's Lamentable Descent into Lunacy*. Tucked among these mundane tomes is Melissara's spellbook, which bears the (right side up) Shadowdusk family crest on the cover and contains the spells Melissara has prepared, plus *arcane lock* and *glyph of warding*.

#### DESK

The desk holds an orderly stack of notes. Half of the notes detail meticulous magical experiments and studies regarding the nature of the Far Realm. The other notes are nonsensical ravings that hint at a fractured mind slowly coming undone.

The bottom drawer is sealed with an *arcane lock* spell cast by Melissara. Inside is a small black journal. The first page of the book is trapped with a *glyph of warding* spell, whose explosive runes deal fire damage (save DC 15). The glyph is keyed to go off if anyone but Melissara opens the journal (a precaution to prevent her cousins from reading it and discovering her secrets).

The journal details Melissara's unease with her family, as well as her growing fear of losing her mind and soul to the Far Realm. She seems desperate to use her writings in the journal as a touchstone to her own mind.

### 12. LOUNGE

**Tapestry.** A beautiful tapestry covers the west wall (see "Treasure" below).

**Furnishings.** Several sitting areas with comfortable chairs and side tables are arranged about the room. An empty bottle of fine wine stands on an end table next to a used wineglass.

**Secret Door.** A secret door in the north wall opens into Melissara's study (area 11).

#### TREASURE

The tapestry depicts the original Shadowdusk Hold, an impressive villa overgrown with ivy that stood in Waterdeep's Sea Ward until it was burned to the ground. The tapestry is worth 250 gp and weighs 50 pounds.

## 13. WALKING DEAD

**Zombie.** A human **zombie** in rotting, soiled robes shuffles back and forth through the room. A powerful stench of decay accompanies it.

**Furnishings.** Moldy furnishings include a bed, a desk strewn with yellowed papers, and a barren bookshelf.

The zombie is what remains of Zail Ephram, a human wizard and adventurer who was killed in Shadowdusk Hold. Melissara Shadowdusk (see area 10a) used an *animate dead* spell to animate the wizard's corpse. The zombie has nothing of value and attacks any creature that disturbs it other than its creator.

The papers on the desk are architectural drawings. Characters who spend 1 hour studying the drawings can piece together accurate maps of tiers 1 and 2 of Shadowdusk Hold, except for secret doors and areas hidden behind them.

## 14. TRAINING ROOM

**Mannequins.** Two wooden practice dummies stand near the east and west walls.

**Racks.** A weapon rack and an armor rack hang on the north wall, one to each side of the doorway.

**Mats.** Canvas mats stuffed with straw are spread out to create a sparring area in the middle of the room.

The armor rack contains two shields and two suits each of leather, studded leather, chain shirt, and plate armor. The weapon rack contains one matched pair each of longswords, daggers, battleaxes, quarterstaffs, warhammers, and spears.

## 15. FOUNTAIN

A low-walled marble fountain with a statue of an aboleth as its centerpiece dominates the room. Water spills from the aboleth's mouth and splashes noisily into the stone basin. Drain holes in the basin's rim prevent overflow.

### TREASURE

A *detect magic* spell cast on the fountain reveals an aura of conjuration around the aboleth statue, contained within which is the source of the water: a *decanter of endless water*. The decanter can be obtained only by destroying the statue, which has AC 17, 60 hit points, and immunity to poison and psychic damage.

## TIER 2

Stairs from areas 3 and 9 lead down 50 feet to tier 2. Vertrand and Berlain, two thoroughly corrupt and evil members of the Shadowdusk family, inhabit this tier.

Barely perceptible whispers can be heard throughout the tier, and shadowy forms constantly writhe and recoil at the corner of each character's eye.

## 16. ARCANE SANCTUM

Three invisible **will-o'-wisps** linger in this area in case Vertrand or Berlain require their services.

## 16A. BURNED LIBRARY

Berlain (see area 18b) lost her temper here a tenday ago and used multiple *fireball* spells to destroy the room's contents.

**Burned Shelves and Racks.** The walls are lined with burned bookshelves and scroll racks.

**Charred Furnishings.** The charred remains of three padded chairs and three coffee tables lie atop badly burned rugs in the middle of the floor.

## 16B. LABORATORY

A workbench along the west wall of this area is covered with tools, components, and magical apparatus.

**Treasure.** The bench holds a set of alchemist's supplies, a poisoner's kit, a healer's kit, and an unlit lantern filled with oil. A recently brewed *potion of invisibility* rests among other vials that contain mundane liquids.

## 16C. CLEAN ROOM

**Antimagic.** All magic is suppressed here, as if by an *antimagic field* spell.

**Tapestry.** A tapestry on the south wall depicts a landscape of trees made of tentacles, and floating islands of rock covered with drooling mouths and bloodshot eyeballs (see "Treasure" below).

This room is used to rid objects and creatures of undesirable magical energy that might destabilize a sensitive experiment. In addition to the antimagic effect always active in the room, any creature that passes through this area has any magic items it carries and any magical effects active on it suppressed for 1d4 minutes after it exits. *Detect magic* cast from outside the room does not detect the antimagic field.

**Treasure.** The tapestry weighs 30 pounds and is worth 250 gp (assuming the characters can find a buyer who appreciates its disturbing, otherworldly imagery).

## 17. VERTRAND'S ROOM

**Vertrand.** A bald, elderly man (Vertrand Shadowdusk) sits at a writing desk to the north, his back to the doorway.

**Bed.** A simple bed stands against the south wall.

**Tapestry.** A tapestry hanging on the east wall depicts noble members of the Shadowdusk family, their features distorted in unnatural and frightening ways. (Close examination reveals that the tapestry has been damaged by mold, rendering it worthless.)

Vertrand has smooth flesh where his eyes should be, for he surrendered his ocular orbits to a Far Realm entity in exchange for blindsight. Having foreseen the arrival of intruders, Vertrand has elected to face them alone. "Death owns us all," he says, before rising to his feet and unleashing his destructive spells.

Vertrand is a human **archmage**, with these changes:

- Vertrand is chaotic evil and speaks Abyssal, Common, Deep Speech, and Undercommon.
- He has blindsight out to a range of 60 feet, but is blind beyond this radius.
- He has the *confusion* spell prepared instead of *banishment*.

Vertrand's desk holds writing implements and handwritten notes written by Vertrand before he lost his eyes. The notes are difficult to follow and require a successful DC 20 Intelligence (Investigation) check to decipher. The notes detail Vertrand's research into magical vortices, and how to widen and destabilize planar portals.

**Treasure.** Vertrand's spellbook is in the desk's top drawer. It contains all the spells he has prepared, plus *legend lore*, *conjure elemental*, and *planar binding*. The spells are written out using a form of Braille script.

## 18. BERLAIN'S SUITE

A horribly disfigured mage named Berlain Shadowdusk claims these chambers.

### 18A. STUDY

**Furnishings.** A black stone desk stands to the south.

Next to the desk is a slender stone lectern with an open book resting on it.

**Tapestry.** A tapestry covering the east wall shows a tentacled creature from nightmare stuffing a number of naked, terrified humanoids into its black maw.

Berlain's notes, strewn across her desk, are a blend of arcane esoterica and insane pronouncements. All of it paints a picture of horrific experiments performed on living humanoids. A recently scrawled annotation laments a lack of fresh subjects that is stalling her work.

**Treasure.** Berlain's spellbook rests atop the lectern. It contains all the spells she has prepared, plus *fireball* and *modify memory*.

The tapestry weighs 40 pounds and is worth 250 gp (assuming the characters can find a buyer who appreciates its disturbing imagery).

### 18B. BEDCHAMBER

**Furnishings.** A chest of drawers and a bed heaped with pillows stand along the west wall. A sitting area with comfortable chairs is set up against the east wall.

**Monsters.** A mutated humanoid (Berlain Shadowdusk) sits on the edge of the bed, patching gashes in her robe. Floating nearby are two **grells**.

A little over a year ago, Berlain and her brother Korva briefly entered the Far Realm, whereupon they became fused into a single physical form. This merging obliterated most of Korva's body and personality, leaving Berlain with an extra mouth and an extra set of arms that once belonged to her brother. She also inherited a few of his internal organs and personality traits. She can speak using one or both of her mouths.

Berlain has dirty blonde hair, piercing dark eyes, and two mouths where one would normally be—one below the other, canted at an angle. Sprouting from her misshapen shoulders are two pairs of arms—her original limbs above those of her brother. She wears a poorly stitched robe made from other garments and designed to fit her mutated form.

Berlain has a close kinship with Vertrand, and the two wizards work well together. Berlain has no interest in forging alliances with visitors and tries to capture intruders for use as experimental subjects.

Berlain is an **archmage**, with these changes:

- Berlain is a chaotic evil aberration who speaks Common, Deep Speech, Grell, and Undercommon.
- She has the *polymorph* spell prepared instead of *banishment*.
- As a bonus action, she can use her extra mouth and arms to cast any cantrip she has prepared.

The grells serve as Berlain's valets, and she communicates with them in their own language. The grells try to grapple and subdue intruders on sight.

**Treasure.** The chest of drawers contains torn-up scraps of clothing. In the bottom drawer is an unlocked coffer containing 300 gp, a polished crystal orb carved to look like a glistening doppelganger eyeball (usable as an arcane focus), and a *spell scroll of flesh to stone*.

## 19. SHADOWDUSK HOLD FRESCO

This chamber is empty except for a dusty fresco on the north wall. Measuring 30 feet long by 15 feet tall, it depicts a stately, ivy-covered mansion and estate that once stood in Waterdeep—the original Shadowdusk Hold.

Situated in small niches that form the mansion's windows are tiny, 3-inch-tall painted wooden busts representing members of the Shadowdusk household circa 1355 DR. Characters who have seen other depictions of Arandraya, Maelweene, Yarlithra, and Xerrion Shadowdusk recognize their tiny likenesses alongside the busts of other family members and servants. Two window niches are noticeably empty, because Zalthar has removed the busts within (see area 34a).

## 20. PILLARED HALL

Stone pillars support the flat, 40-foot-high ceiling. Every sound here is amplified, such that even a whispered voice or soft footstep can be heard throughout areas 20a, 20b, and 20c. Dexterity (Stealth) checks to move silently through the area are made with disadvantage.

### 20A. CENTRAL CHAMBER

**Guards.** Five invisible **will-o'-wisps** patrol this area.

**Dais.** Five steps lead to the top of a stone dais, at the back of which is a set of gold-plated double doors that open into area 22.

If visitors arrive unannounced, the will-o'-wisps become visible and impatiently question the new arrivals. Characters must present a plausible reason for their presence and succeed on a DC 20 Charisma (Deception or Persuasion) check to convince the will-o'-wisps not to attack them. If they don't like what they hear, three of the wisps attack. The other two break away to warn Vertrand (area 17) and Berlain (area 18b), who, along with Berlain's grell valets, converge on this area. If a battle erupts here, the nothics in area 20b join the fray.

### 20B. WEST ATRIUM

Five **nothics** hide behind the pillars in this area. They fight alongside the will-o'-wisps in area 20a but avoid combat otherwise. If the characters attack the nothics, any will-o'-wisps in area 20a come to the nothics' aid.

### 20C. EAST ATRIUM

This side chamber is unoccupied.

## 21. PARLOR

Simple yet comfortable furniture is set around this dusty parlor, which has not seen much use in recent years. A sideboard standing against the northwest wall has a large, steel-framed mirror mounted above it.

## 22. TORM'S SHRINE

**Altar and Fresco.** Three steps ascend to an alcove holding a stone altar. The wall behind the altar bears a fresco of a large white gauntlet (the symbol of Torm). **Statues.** Standing in the “tips” of the crescent-shaped room, flanking the altar, are a pair of life-size stone statues that depict human paladins clad in plate armor. (The statues resemble Dezmyr and Zalthar Shadowdusk as they appeared when they were alive.)

## 23. MEDITATION ROOMS

Shadowdusk family members use these rooms for silent reflection and contemplation.

### 23A. OUTER SANCTUM

Soft cushions and woven mats adorn the floor of this fragrant room. Brass censers hold cones of unlit incense. A secret door in the southeast wall leads to area 23b.

### 23B. BLACK CRYSTAL TABLET

This chamber contains no light sources and is unnaturally dark. Any bright light that shines into this room or inside it is reduced to dim light, and dim light is reduced to darkness. Darkvision functions normally here.

A stone table rests against the wall opposite the door. A tablet made of black crystal inscribed with strange writing rests on the table. The tablet is cold to the touch, and its writing appears to writhe.

**Treasure.** Xerrion Shadowdusk originally used the tablet to contact beings of the Far Realm. Other family members have used it for similar purposes over the years. It weighs 11 pounds and measures 7 inches wide, 13 inches tall, and 2 inches thick.

The *black crystal tablet* is a legendary magic item that requires attunement by a creature that has proficiency in the Arcana skill. Any creature that attunes to the tablet must make a DC 20 Wisdom saving throw at the end of its next long rest. On a failed save, the creature becomes afflicted with a random form of long-term madness (see “Madness” in chapter 8 of the *Dungeon Master’s Guide*).

As an action, a creature attuned to the *black crystal tablet* can use it to cast *eyebite* or *gate* (the portal created by this spell links to the Far Realm only). After the tablet is used to cast a spell, it cannot be used again until the next dawn.

## 24. NOTHIC WARRENS

This wing of Shadowdusk Hold serves as the home of family members whose mad thirst for arcane knowledge transformed them into nothics.

### 24A. COMMUNAL AREA

Twelve **nothics** gather here and glare suspiciously at strangers while spouting nonsense among themselves.

If the characters do anything to startle the nothics, they attack; otherwise, the nothics let characters pass through this room unmolested.

### 24B. PEEK-A-BOO

Two **nothics** cower beneath mounds of rotting tapestries piled against the east wall. The nothics sheepishly observe passersby and avoid combat.

### 24C. ROTTING REFUSE

The nothics throw garbage here, including the half-eaten corpses of rats, bats, and other vermin. The shredded remains of a tapestry depicting the city of Waterdeep hang on the south wall.

## 25. ABANDONED CHAMBER

This room served as quarters for members of the Shadowdusk family until they became nothics. Nothing remains except for splintered furniture and a shredded, unidentifiable tapestry hanging on the west wall.

## 26. HOARDED SECRETS

The nothics steal books and store them in this chamber, the features of which are as follows:

**Tapestry.** A tapestry depicting silhouetted figures standing before a starry sky covers the west wall.

**Towers of Books.** Stacks of books are set around the room, some rising almost to the ceiling.

### TREASURE

A search of the stacks turns up four profoundly philosophical texts worth 250 gp each to an interested sage. Their titles are *Patterns in the Tapestry of Time*, *The U'keth Prophecies*, *Whispers of a Bygone Truth*, and *Tales of Existential Dread*.

The tapestry features a stunning night sky set with pearls and diamond chips as stars, but the constellations match none known in Faerûn. The tapestry is worth 2,500 gp and weighs 30 pounds.

## 27. PRIVY

This room contains several filthy latrine stalls and is caked in waste. The Shadowdusks use chamber pots that the nothics empty into this area. The nothics use the privy with no regard for its condition.

## 28. LEGACY OF XERRION

Two sets of double doors lead to this hall, and opening either set alerts the creatures on guard here. The hall's contents are as follows:

**Slaadi.** Four invisible **death slaadi** stand guard next to the northernmost pillars. The slaadi serve at the pleasure of Dezmyr and Zalthar, and they attack intruders on sight.

**Fresco.** Two stone benches arranged side by side in the middle of the hall face a colorful fresco on the north wall. The fresco, 30 feet long by 15 feet tall, depicts a slender, middle-aged human wizard (Xerrion Shadowdusk) standing before a magic portal with tentacles pouring out of it. The wizard is smiling, and clutched in his arms is a black crystal tablet.

## 29. LANDING

**Statue.** To the north is a 10-foot-tall statue of a grimacing man being crushed to death by stony tentacles erupting from the floor.

**Stairs.** To the south, a spiral staircase descends 50 feet to area 30a.

## TIER 3

The unnatural corruption of the Far Realm pervades the deepest level of Shadowdusk Hold. Any creature other than a denizen of the hold that finishes a long rest in this tier must make a DC 15 Wisdom saving throw. On a failed save, the creature gains no benefit from the rest and is afflicted with a random form of long-term madness (see “Madness” in chapter 8 of the *Dungeon Master’s Guide*).

## 30. LOWER HALLS

The staircase from tier 2 ends before these halls, which look older than the rest of Shadowdusk Hold.

### 30A. SHADOWDUSK HALL

**House Crest.** Set into the middle of the floor is a 20-foot-diameter disk of purple stone, inscribed upon which is the Shadowdusk crest: a lit torch with three trailing embers, its orange flame pointed toward the double door to the west.

**Mosaics.** The 40-foot-high, vaulted ceiling bears peeling mosaics of cloudy, dramatically lit skies.

**Scorch Marks.** The walls and pillars have numerous scorch marks.

**Statues.** Four 8-foot-tall statues of human nobles stand in wide alcoves to the north and south.

A character who succeeds on a DC 20 Intelligence (Investigation) check can ascertain that the scorch marks on the walls and pillars were made by a blue dragon’s breath weapon. Years ago, Halaster lured a dracolich named Lynnorax to Shadowdusk Hold. Dezmyr and Zalthar pressed the dracolich into service. The dracolich waits for intruders in area 40 and guards the death knights’ vault (area 41).

The statues in the northern alcoves depict Arandraya and Maelweene Shadowdusk. The statues to the south depict their brother, Xerrion, and their other sister, Yarlihra. Each statue stands atop a 2-foot-high block of stone that bears an inscription of the noble’s name.

**Secret Door.** A locked secret door is hidden in the wall next to the statue of Xerrion in the southwest alcove. A character who examines the statue and succeeds on a DC 20 Wisdom (Perception) check notices that one of the rings on Xerrion’s left hand can be twisted around his finger. Turning the ring unlocks the secret door and causes it to swing open into area 37.

### 30B. FAMILY CRYPTS

This arched, 15-foot-high hall is lined with alcoves. Each alcove contains a dusty stone casket holding the remains of a dead Shadowdusk family member, but no treasure.

## 31. APPROACH TO MADNESS

The Far Realm has twisted these rooms, causing the lines where floor, walls, ceiling, and pillars meet to appear warped.

### 31A. WARPED FOYER

This chamber is lined with twisted columns that seem to change shape slightly every few minutes.

### 31B. THRESHOLD OF INSANITY

**Far Realm Proximity.** A strange energy can be felt emanating from the double door to the west. The closer a creature comes to the doors, the more uneasy it feels.

**Slaadi.** Four invisible **death slaadi** stand in front of the double door leading to area 32. The slaadi serve at the pleasure of Dezmyr and Zalthar, and they attack intruders on sight.

**Tapestry.** A tapestry on the east wall depicts a group of humans twisting, warping, and melting into one amorphous, blasphemous entity.

**Treasure.** The tapestry weighs 50 pounds and is worth 750 gp to one who appreciates such horrid decor.

## 32. FAR AND GONE

The curving west wall of this room is a seething mass of color and sickly light—a partially breached portal to the Far Realm. Creatures can’t physically pass through the portal, but the Far Realm’s influence bleeds out into the Material Plane from this place. A character can ascertain the true nature of the portal with a successful DC 20 Intelligence (Arcana) check.

Any creature that comes into contact with the back wall must succeed on a DC 20 Wisdom saving throw or become charmed by the wall for 1 minute. While charmed in this way, the creature is stunned and stares at the wall, absorbing the power and madness of the Far Realm. The effect ends if the creature takes damage, or if another creature uses an action to shake or slap it. When the effect ends, the creature that was charmed gains a random form of indefinite madness (see “Madness” in chapter 8 of the *Dungeon Master’s Guide*).

## 33. SHRINE

Zalthar maintains this area as a shrine to his sister Dezmyr. Her painted likenesses—both as she was in life and as a death knight—hang in frames on every wall.

## 34. ZALTHAR’S CHAMBERS

Zalthar languishes in these chambers, shunning all other creatures except his sister.

### 34A. ZALTHAR SHADOWDUSK

**Furnishings.** This room is furnished with several chairs and sofas, all covered in dust and cobwebs.

**Easel.** A wooden easel stands in the northeast corner, draped in a black cloth. (Under the cloth, resting on the easel, is a half-finished portrait of Dezmyr as she was in life, lying nude on a bed of tentacles.)

**Zalthar.** Seated in a chair, facing the northern and western doors, is Zalthar Shadowdusk—a death knight in

black armor. In his withered hands, he holds two tiny painted wooden figurines (busts of himself and his sister as young children, which he took from the fresco in area 19).

The adventurers catch Zalthar in a moment of reflection, and he considers their presence an affront. He is a **death knight**, with these changes:

- Zalthar wields a *nine lives stealer* longsword with 5 charges remaining. He has a +13 bonus to hit with the weapon. On a hit, he deals 11 (1d8 + 7) slashing damage, or 12 (1d10 + 7) slashing damage if used with two hands, plus 18 (4d8) necrotic damage.
- He has the *locate creature* spell prepared instead of *banishment*.
- He speaks Abyssal, Common, and Deep Speech.

When intruders enter the room, Zalthar stands, draws his sword, and says, "Dezmyr foretold your arrival. I've been waiting for you." He then tries to destroy them.

### 34B. BLACK OBELISK

This 20-foot-high room contains a single object: a 15-foot-tall, tapered obelisk of black stone situated in the middle of the room.

The Shadowdusks found the obelisk on another level of Undermountain and brought it here after subjecting it to Far Realm energies. It radiates a strong aura of abjuration magic under the scrutiny of a *detect magic* spell or similar magic, and a paladin using Divine Sense can detect a celestial presence trapped within it.

Characters who have a combined Strength of 60 or higher can topple the obelisk, which is a Huge object with AC 17, 90 hit points, and immunity to poison and psychic damage. Toppling or destroying the obelisk releases a **couatl** trapped within. The couatl, named Tezca-Zyanya, appears in the form of a Tiny yellow frog. Using its telepathy, the disguised couatl thanks the characters for releasing it. Exposure to the Far Realm has deprived the couatl of its memories, including those that would explain its entrapment and the purpose of the obelisk.

If the party includes no evil characters, Tezca-Zyanya offers to accompany its rescuers and assist them until its services are no longer required. It continues to pass itself off as a frog until circumstances force it to reveal its true form. Trapped in the obelisk for millennia, it knows nothing about Undermountain or Waterdeep.

### 35. EYES OF STONE

This chamber is the only means by which characters can enter level 23 of Undermountain.

**Arch.** A stone arch is embedded in the east wall between the two arms of the chamber. The arch's keystone is carved with the visage of Halaster, whose eyes follow any creature that approaches the arch.

**Petrified Beholder.** In the northern arm of the room, a petrified beholder sprawls on its side on the floor.

The beholder has been here longer than the Shadowdusks. If released from its petrified state with a *greater restoration* spell or similar magic, it attacks other creatures indiscriminately.

### ARCH GATE TO LEVEL 23

The arch is one of Halaster's gates (see "Gates," page 12). Its rules are as follows:

- If any creature touches the arch, the face shouts out in Common: "Yield magic for safe passage!" A stone arm with a flat, outstretched hand then rises from the floor before the arch. If a magic item of at least uncommon rarity is placed into the hand, it sinks back into the floor with the item, which is teleported to Halaster's study in area 37 of level 23. The gate then opens for 1 minute. If an appropriate magic item is not placed in the hand within 10 seconds of its appearance, it points to the nearest creature that Halaster's visage can see. That creature must succeed on a DC 22 Constitution saving throw or be petrified.
- Characters must be 17th level or higher to pass through this gate (see "Jhesiyra Kestellharp," page 10). The first creature to pass through the gate triggers an elder rune (see "Elder Runes," page 12).
- A creature that passes through the gate appears in area 1 on level 23, in the closest unoccupied space next to the similar gate located there.

### 36. VACANT ROOMS

The Shadowdusks never visit these rooms. Characters who rest here are unlikely to be disturbed.

#### 36A. EMPTY CHAMBER

This room stands empty.

#### 36B. RUBBLE-STREWN ROOM

Rubble is scattered across the floor beneath a 20-foot-long, 5-foot-wide gash where part of the ceiling has collapsed.

### 37. SECRET ROOM

This unlit chamber connects areas 30a and 38c by way of secret doors. The secret doors are readily identifiable and easily opened from inside the room.

#### XUNDERBROK

If the word "xunderbrok" is spoken aloud anywhere in this room, a granite cone magically appears on the floor in the southernmost corner of the room. (See level 6, area 39c, for the significance of this word.) The cone is 4 feet tall and 2 feet wide at the base. Close examination reveals that the top of the cone unscrews to reveal a hollow compartment under the cap.

**Treasure.** The cone's compartment contains a *potion of giant strength* (cloud) in a stoppered, J-shaped crystal flask worth 25 gp.

### 38. DEZMYR'S CHAMBERS

Dezmyr dwells here, plotting the conquest of Waterdeep and the destruction of her family's ancient enemies.

#### 38A. MEMENTO MORI

**Tapestry.** A large tapestry depicting the city of Waterdeep hangs on the east wall.

**Skull.** A charred human skull rests atop a 3-foot-high stone pedestal in front of the tapestry.

The charred skull is all that remains of Dezmyr's mother, Yarlithra Shadowdusk, who perished in the blaze that destroyed the original Shadowdusk Hold in Waterdeep. Dezmyr keeps her mother's skull as a memento to remind her of her ambitions and purpose.

**Treasure.** Examination of the tapestry reveals that all the flags flapping above the city bear the upright Shadowdusk family crest. The tapestry is worth 250 gp and weighs 50 pounds.

### 38B. STORAGE

This room contains unused furniture draped in cobwebs, including a canopied bed and a claw-footed armoire. A headless wooden mannequin in the southwest corner wears a dusty yellow ball gown more than a century out of fashion.

### 38C. DEZMYR'S SANCTUM

**Dezmyr.** Dezmyr Shadowdusk (see below) stands in the middle of the room, clad in ancient armor and joined by six **wraiths** (her counselors).

**Portraits.** Dozens of framed portraits hang from hooks on the south and west walls. (The portraits represent various members of the Shadowdusk family. All the depictions are warped in subtle ways. Some of the family members have starry eyes, while others have melted flesh or tentacles sprouting from their faces.)

**Fresco.** A 10-foot-square, tiled fresco on the middle of the east wall depicts Dezmyr and Zalthar Shadowdusk as heavily armored human paladins of Torm, riding on armored horses and brandishing shields. Zalthar's shield is mostly hidden behind his body and horse, but displayed prominently on Dezmyr's shield is the Shadowdusk family crest (a lit, upright torch with three embers trailing off it, set against a purple disk).

Dezmyr is so touched by the Far Realm that she speaks in riddles. As soon as one or more characters enter the room, she says, "The stars turn, and a time presents itself." She then draws her sword and attacks, aided by the wraiths. Dezmyr is a **death knight**, with these changes:

- As a bonus action on her turn, Dezmyr can warp reality, undoing damage dealt to herself or another creature that she can see within 20 feet of her. The beneficiary of this warped reality instantly regains 10 hit points.
- She has the *locate creature* spell prepared instead of *banishment*.
- She speaks Abyssal, Common, and Deep Speech.

**Secret Door.** Set into the east wall, north of the fresco of Dezmyr on horseback, is a locked secret door. Any character who studies the fresco and succeeds on a DC 20 Wisdom (Perception) check can tell that the family crest on Dezmyr's shield can be rotated. Turning it so that the torch is upside down instead of upright unlocks the secret door and causes it to swing open into area 37.

## 39. DRACOLICH'S PHYLACTERY

The Far Realm has warped the fabric of this chamber and its current occupant. The contents of this 20-foot-high room are as follows:



DEZMYR SHADOWDUSK

**Undulations.** The walls and pillars undulate and bulge, as though the stone were amorphous. (The effect is unnerving but harmless.)

**Statue.** A deep alcove in the north wall contains a life-size statue whose human features seems to change every few seconds (see "Morphing Statue" below).

**Cassiok and Pet.** Facing the statue with its back to the rest of the room is a black-robed creature (Cassiok Shadowdusk) leaning heavily on a staff. Next to Cassiok is his loyal pet, a **grick alpha**, and an invisible **gray slaad** that serves as his valet.

Cassiok Shadowdusk is a middle-aged man transformed by prolonged exposure to the Far Realm. Although his head remains human, his body is that of a giant beetle that walks on its hind legs.

Cassiok is an **archmage**, with these changes:

- He is a chaotic evil aberration who speaks Common, Deep Speech, Infernal, and Undercommon.
- He has the *phantasmal killer* spell prepared instead of *banishment*.
- He wears the gray slaad's control gem (a fist-sized gray gem) on a chain around his neck.
- He wields a *staff of power* that grants him a +2 bonus to Armor Class, spell attack rolls, and saving throws. His insectoid physiology prevents him from making melee attacks with the staff.

Cassiok is insane and attacks anyone who isn't a member of his family. The grick and the gray slaad defend him. If reduced to 20 hit points or fewer, Cassiok uses his next action to break his *staff of power* in a retributive strike, cursing the characters as he does so.

#### MORPHING STATUE

A *detect magic* spell cast on the statue reveals an aura of transmutation magic surrounding it and a powerful source of necromancy magic deep inside it.

Without significantly changing its mass, the statue shifts form every few seconds, becoming various members of the Shadowdusk family and, every so often, depicting Halaster Blackcloak or other humanoid creatures that have come into contact with it over the years. When a humanoid creature touches the statue, it temporarily morphs into that creature before assuming one of its other forms. Regardless of the form the statue takes, its features are slightly deformed, as though carved by an inept sculptor.

**Phylactery.** Embedded in the heart of the statue is a black sapphire the size of an apple. This gemstone is worth 5,000 gp and serves as the phylactery of Lynnorax the dracolich (see area 40). If the dracolich is slain, its life force becomes trapped in the jewel until it can possess another dragon corpse and rise again. The gem is destroyed if subjected to the fiery breath of an ancient red or gold dragon; it is otherwise impervious to damage. The statue containing the gemstone is a Medium object with AC 17, 40 hit points, and immunity to all damage except force damage.

#### TREASURE

In addition to his *staff of power*, Cassiok carries a spell-book bound in green slaad hide. It contains the spells Cassiok has prepared.

### 40. LYNNORAX'S LAIR

**Ceiling.** This room has a 40-foot-high, domed ceiling.

**Dracolich.** Lynnorax, an **adult blue dracolich**, faces the double door to the east and exhales lightning in that direction as soon as it sees intruders.

**Pillars.** The four pillars that buttress the ceiling are carved out of black crystal and inscribed with arcane runes.

Lynnорax fights without fear, knowing that its phylactery (hidden in area 39) will preserve its life force if its skeletal body is destroyed.

A *detect magic* spell reveals auras of abjuration magic around the crystal pillars, which grant the dracolich a damage threshold of 40. While in this room, the dracolich doesn't take damage from any single source unless that damage is equal to or greater than its damage threshold, in which case it takes the damage as normal. Damage that fails to meet or exceed the dracolich's damage threshold is magically negated by the pillars. Each time the pillars negate damage to the dracolich, their arcane runes glow brightly.

The dracolich loses the pillars' protection if leaves the room, so it prefers to fight here.

Each pillar is a Huge object with AC 13, 60 hit points, and immunity to poison and psychic damage. Destroying a pillar reduces the dracolich's damage threshold by 10.

### 41. SHADOWDUSK VAULT

The Shadowdusks store their family's wealth here. The walls climb 15 feet vertically before angling inward, coming to a point 30 feet above the floor. The room's contents are as follows:

**Hoard.** Treasure is piled in the middle of the room.

**Statues.** Three statues stand in shallow alcoves. Each depicts a monstrously warped humanoid.

Each statue is roughly 6 feet tall and shows a human figure in robes, standing with arms outstretched. Each one has been warped by the power of the Far Realm:

- The western statue has a mass of tentacles where a normal creature's head would be.
- The face of the southern statue has been replaced with a chisel-toothed maw, and its arms resemble oily pseudopods. The head of the eastern statue has begun to flow and melt, but it is still recognizable as Halaster.

#### TREASURE

The treasure hoard consists of the following:

- 2,200 pp, 24,800 gp, and 14,000 sp
- Three gemstones amid the coins: a topaz (500 gp), a star ruby (1,000 gp), and a jacinth (5,000 gp)
- A tiny, incandescent blue sphere easily mistaken for a magic gemstone (actually an *ioun stone of insight*)
- A child's rocking horse, half scorched by fire, with a gold music box (750 gp) tucked in a small compartment under the hinged saddle

### AFTERMATH

Any humanoid member of the Shadowdusk family killed on this level returns as a **will-o'-wisp** unless certain precautions are taken (see "Exploring This Level," page 278).

If Zalthar and Dezmyr are destroyed, they eventually re-form as death knights are wont to do. Their ambition and hatred burn too fiercely for them to be able to give up their dreams of conquest, and they are too corrupted by the Far Realm to be redeemed.

If they return to find the rest of their family destroyed, the death knights expand their hatred to include the adventurers who dared oppose them. Out of desperation, the twins try to forge alliances with other denizens of Undermountain, such as the drow of House Auvryndar or House Freth, the mind flayers of Seadeeps (level 17), or the cult of Shar in Vanrakdoom (level 18). If no such allies remain, Dezmyr and Zalthar look deep into the Underdark and the Far Realm, drawing forth aberrant horrors by offering them promises of a new life in Undermountain.



## LEVEL 23: MAD WIZARD'S LAIR



HALASTER MAKES HIS HOME IN THE LOWEST LEVEL of Undermountain, which is optimized for four characters of 17th level or higher. Characters who defeat the monsters on this level should gain enough XP to reach 20th level.

### WHO DWELLS HERE?

In addition to Halaster, two of the Mad Mage's apprentices reside on this level: Arcturia and Trobriand.

#### HALASTER BLACKCLOAK

If the adventurers have made their way to this level, Halaster is equal parts impressed and curious. He is ready to grant the characters an audience, having kept an eye on their progress. True to the nature that earned him the moniker "Mad Mage," Halaster's demeanor toward the characters can change on a whim. He might alternate between seeming furious, baffled, annoyed, amused—or simply bored, depending on what the characters have accomplished before reaching this level. See appendix A for more information on the Mad Mage.

If the characters and their actions support Halaster's current goal (see "Halaster's Goals," page 11), the Mad Mage is not necessarily hostile. For example, if his primary goal is to find an apprentice, Halaster has kept an eye on any arcane spellcasters in the party. He might suggest that those characters prove their worth by surviving the Mad Wizard's Lair and "freeing up" an apprenticeship by eliminating Arcturia or Trobriand. If this is done, Halaster is willing to take on an appropriate

character as a new apprentice. Halaster has no sentimental attachment toward his apprentices, and he often enjoys secretly tormenting them.

#### ARCTURIA

Arcturia is a lich and a master of transmutation magic. She has altered her form dramatically over the years, now appearing more alive than undead. Gossamer wings sprout from her shoulders, and bone spurs jut from her forearms and elbows.

If the characters destroyed her phylactery on level 14, Arcturia attacks them on sight. She has no beef with them otherwise.

#### TROBRIAND THE METAL MAGE

Trobriand specializes in the creation of magical constructs. Characters who have passed through the upper levels might have encountered some of his creations.

Fed up with the frailty of the flesh, Trobriand has transferred his spirit into the body of a specially prepared iron golem. This merging of spirit and metal has done nothing to improve his sanity, however.

#### THE DUNGEON

Locations in the dungeon portion of this level (areas 1 through 21) are keyed to map 23. No tunnels or staircases connect this dungeon complex to the upper levels of Undermountain. Characters arrive in area 1 after passing through a gate in Shadowdusk Hold (area 35 on level 22).

## 1. NO RETREAT

**Arch.** The north wall is set with a stone arch, its keystone bearing Halaster's visage whose animated eyes follow any creature that approaches the arch. Carved into the wall above the keystone is a sigil.

**Statue.** An alcove to the south contains a life-size, painted stone statue of Halaster perched atop a 4-foot-tall granite plinth like a vulture, squatting with arms outstretched and fingers curled like talons, as though ready to leap down and claw at anyone who stands before it (see "Halaster Statue" below).

**Frescoes.** Six 10-foot-square painted frescoes adorn the walls around the arch: two flanking the arch on the north wall, two side by side on the west wall, and two side by side on the east wall. Each fresco displays a magically animated image of Halaster performing one or more mundane activities: stretching and yawning, juggling rods, sweeping the floor with a broom, trying to escape from a straitjacket, doing handstands, and shadowboxing.

**Secret Door.** Hidden behind the fresco that depicts Halaster stretching and yawning is a secret door.

Targeting an animated fresco with a *dispel magic* spell has no effect other than to cause Halaster's image to silently mock the spell's caster. The images become motionless while in the area of an antimagic field.

### ARCH GATE TO LEVEL 22

The sigil inscribed above the arch is Halaster's personal rune. Both it and the face carved into the keystone are harmless.

Halaster can open the gate for 1 minute by touching the arch. The gate cannot otherwise be opened from this side. A creature that passes through the gate appears in area 35 on level 22, in the closest unoccupied space next to the gate located there.

### HALASTER STATUE

Anytime a creature other than Halaster tries to cast a spell in this room, the statue's arms animate and perform the quick series of somatic gestures needed to cast *counterspell*. After casting its spell, the statue reverts to its inanimate state until triggered again. The counter-spell attempt succeeds automatically.

The statue is a Large object with AC 17, 50 hit points, and immunity to all damage except force damage. The statue falls to pieces and loses its spellcasting ability if it is reduced to 0 hit points. Destroying the statue triggers a *magic mouth* spell; the mouth appears amid the shattered remains and says, "Is this the end of Halaster Blackcloak? Ha! I think not."

## 2. REVERSED LIBRARY

Everything in this room is upside down because gravity in the room is magically reversed. The room is furnished thusly:

**Bookshelves.** The walls are lined with upside-down bookshelves, fully stocked with upside-down history books from the many parts of the world Halaster has explored.

**Desk.** In the middle of the 15-foot-high ceiling is an upside-down desk topped with a stack of tomes held between two golden, upside-down bookends shaped like bulettes bursting out of the ground.

The reverse gravity field can't be negated, though it is suppressed within an antimagic field. Unless anchored, held down, or affected by a *fly* spell or similar magic, any creature or object that enters this room falls up toward the ceiling.

The desk is empty except for the array of nine books held between the bulette-shaped bookends. Eight of the books contain essays pertaining to the eight schools of magic, one book dedicated to each school. The cover and the pages of the ninth book appear blank.

Placing the other books in alphabetical order by school of magic between the bookends causes Halaster's rune to appear on the cover of the ninth book and spells to appear on its pages. This tome is one of Halaster's spellbooks (see "Treasure" below).

### TREASURE

The gold bookends are worth 500 gp for the pair, while the eight books detailing the schools of magic are worth 100 gp each.

Halaster's spellbook contains the following spells: *Bigby's hand*, *color spray*, *crown of madness*, *enlarge/reduce*, *fabricate*, *false life*, *gaseous form*, *gust of wind*, *hold monster*, *ice storm*, *jump*, *maze*, *Otto's irresistible dance*, *reverse gravity*, *sleet storm*, and *weird*.

## 3. TALKING HEADS

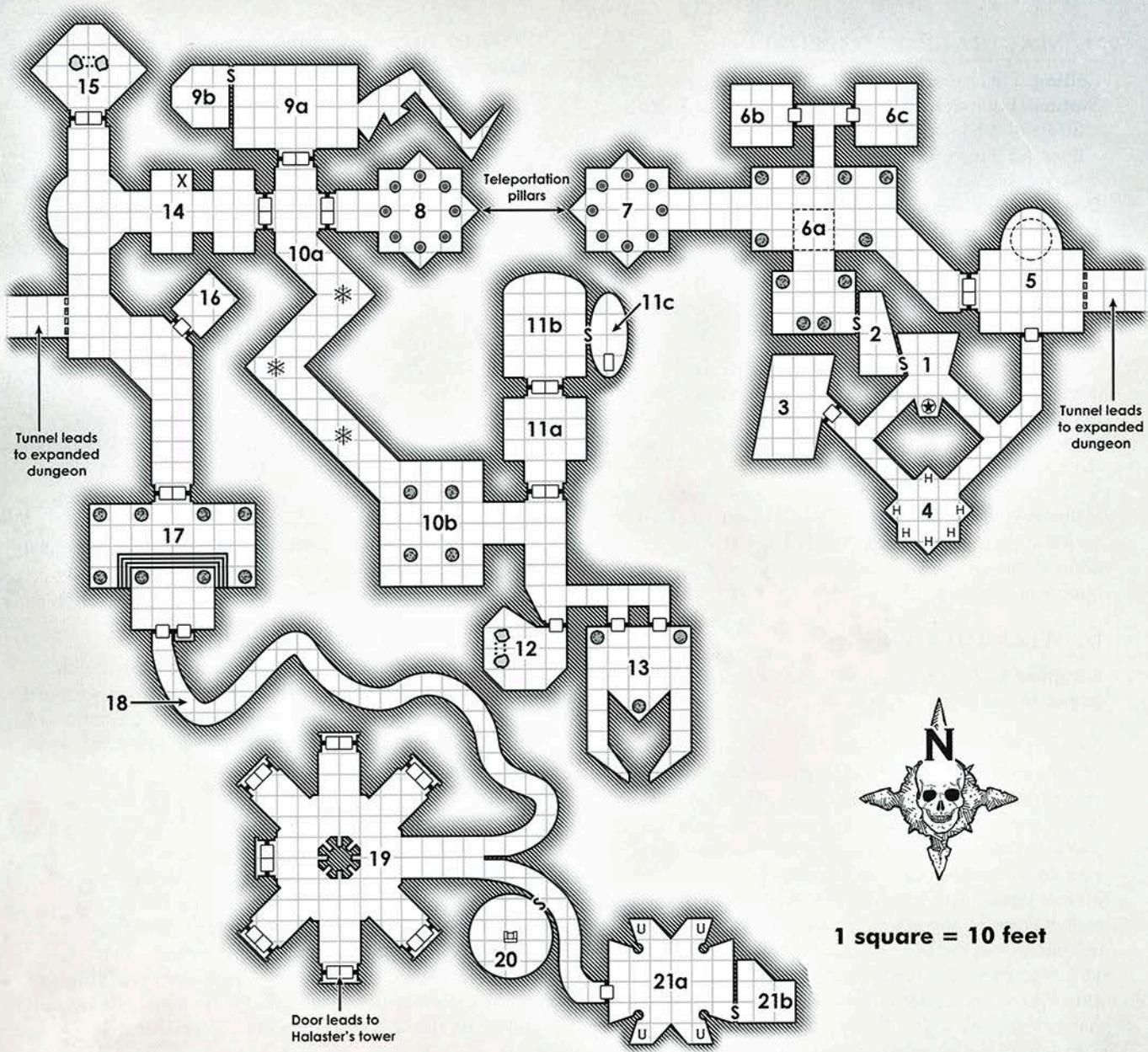
This 10-foot-high room has wooden shelves covering the walls from floor to ceiling. Hundreds of wide-mouthed jars line the shelves, each containing a severed head floating in brine.

The heads in the jars are specimens that Halaster has collected throughout Undermountain: goblins, drow, kuo-toa, duergar, troglodytes, githyanki, mind flayers, and other creatures. Although detached from their bodies, the heads remain alive and sedate as a result of Halaster's magic. Tapping on a jar is enough to stir a head to consciousness. The heads speak only the languages they knew in life and have no recollection of how they ended up in their disembodied state. A character can prompt a head for information, which it's happy to provide. Each head shares one Undermountain secret determined by drawing a card from the Secrets Deck (see appendix C). A head can also confirm that Halaster spends a lot of time on this level of Undermountain.

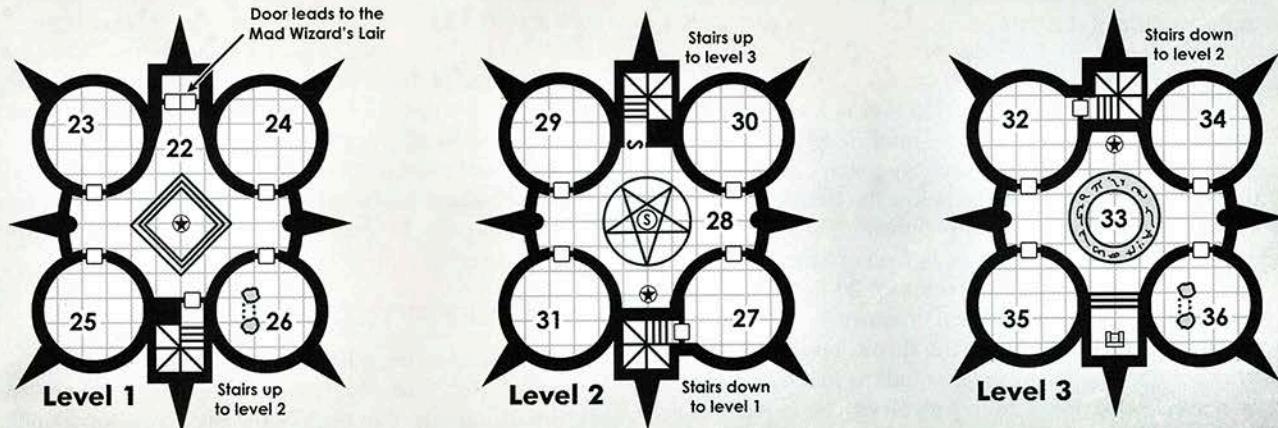
Removing a head from a jar or removing a jar from this room ends the magic that animates the head, which immediately dies.

## 4. HELMED HORRORS

Six **helmed horrors** float in the alcoves marked H on map 23. These constructs attack intruders on sight and fly after those who flee.



### Halaster's Tower



## 5. MAGICAL REPOSITORY

**Ceiling.** This room has a 30-foot-high vaulted ceiling.

**Statues.** Four statues, each one carved to look like a 20-foot-high purple worm bursting up through the floor, fill the corners of the room. (These statues are harmless.)

**Dome.** A deep, 20-foot-high alcove in the north wall contains four **invisible stalkers** trapped inside an invisible, dome-shaped wall of force rising from the floor. (Any items that Halaster removed from the mine carts in level 15, area 1, lie on the floor inside the dome. The dome appears to contain nothing else.)

The dotted circle on map 23 marks the edge of the dome, which was created by a *wall of force* spell made permanent by Halaster. The dome can't be dispelled by *dispel magic*, but a *disintegrate* spell destroys it, freeing the invisible stalkers within.

The invisible stalkers attack any creature other than Halaster that enters the dome using magic (such as a *dimension door* or *misty step* spell). They also attack if the dome is destroyed. The stalkers like to gang up on one opponent at a time.

## 6. WIZARDLYWARDS

A trapped hall (area 6a) guards two of Halaster's vaults (areas 6b and 6c).

### 6A. LIGHTNING PILLARS

This two-chambered hall has a 20-foot-high ceiling supported by ten copper-plated pillars of iron. The pillars generate arcs of magic lightning, as well as bolts that leap from one pillar to another. Creatures standing outside the hall are safe, as are creatures within the 20-foot-square space marked on map 23. A creature that ends its turn in any other space in the hall is struck by lightning from the nearest pillar and must make a DC 15 Dexterity saving throw, taking 22 (4d10) lightning damage on a failed save, or half as much damage on a successful one.

A character who uses an action to study the pillars and succeeds on a DC 20 Intelligence (Investigation) check notices a pattern in the lightning discharges and gains advantage on saving throws made against the pillars. In addition, the character identifies the safe space in the middle of the hall.

### 6B. ANGELIC SHIELD

Mounted on the door to this chamber is a bronze knocker shaped like Halaster's mad visage, his beard entwined around the knocker's ring-shaped handle. A tiny bronze plaque mounted below the knocker reads in Common, "Knock first before entering."

Using the knocker triggers a *glyph of warding* spell cast at 8th level. The glyph creates a 20-foot-radius sphere of magical flame. Each creature in the area must make a DC 22 Dexterity saving throw, taking 45 (10d8) fire damage on a failed save, or half as much damage on a successful one. The tiny glyph can be found on the backside of the knocker's handle with a successful DC 22 Intelligence (Investigation) check.

**Shield.** The room is empty except for a steel shield hanging on the south wall. The shield is cast in the form of a serene, angelic visage wreathed in bronze feathers.

A *detect magic* spell reveals an aura of abjuration magic around the otherwise ordinary shield, inside which is trapped a **pit fiend** named Kastzanedes. Any ability that detects the presence of fiends, such as a paladin's Divine Sense class feature, reveals the presence of such a creature bound within the shield.

If an *identify* spell is cast on the shield, or if it is brought within 10 feet of its sister shield in area 9b, the pit fiend is released. It appears within 5 feet of the shield's bearer or in the nearest unoccupied space. The freed pit fiend attacks any other creatures it can see, targeting celestials above all others.

While trapped in the shield, the pit fiend can communicate telepathically with the shield's wielder. It pretends to be a sentient magic item that is unwilling to disclose its secrets, trying to goad the characters into casting *identify* on it. If that tactic doesn't work, the pit fiend tries to talk the shield's wielder into undertaking a quest to find its sister shield. The pit fiend suspects that the other shield is nearby, but does not know its location.

### 6C. COMPONENTS STOREROOM

This room contains wooden trestle tables laden with material components for spells, including linen-wrapped slabs of butter, casks of licorice root shavings, bottles of snake tongues, a terrarium filled with glowworms, and wax-sealed jars of rotting eggs.

## 7. TELEPORTATION PILLARS

Eight black marble pillars form a circle in this 20-foot-high room. Carved into each pillar is a symbol representing one of the eight schools of magic (Abjuration, Conjunction, Divination, Enchantment, Evocation, Illusion, Necromancy, and Transmutation).

The first time a character enters the circle of pillars, a *magic mouth* spell activates on the floor and speaks the following riddle in Common before vanishing:

A crown festooned my dwarven brow.  
I rest beneath the mountain now.  
Who am I?

The answer is "Melair," the dwarf king who is buried on level 6. The characters can use divination magic to determine the correct answer if they can't work it out.

Speaking Melair's name aloud while standing in the room causes the symbols on the pillars to glow bright colors. The symbols continue to glow for 1 minute. During that time, any creature that enters the area inside the pillars or starts its turn there is teleported to a similar location in area 8, along with anything it is wearing or carrying.

## 8. TELEPORTATION PILLARS

Eight black marble pillars stand in a circle near the walls of this 20-foot-high room. A fist-sized yellow sapphire is embedded in each of the five easternmost pillars at a height of 10 feet, such that all five gemstones face inward. Each of the remaining three pillars, in the west side of the room, bears an empty indentation where a

similar gem is meant to be placed. The three missing gems can be found in area 17.

When all eight yellow sapphires are placed in their pillars, they glow brightly as the pillars' magic activates. Any creature that enters the area inside the pillars or starts its turn there is teleported to a similar location in area 7, along with anything it is wearing or carrying.

The sapphires can be pried from their fixtures, but removing even one of them deactivates the pillars.

#### TREASURE

The yellow sapphires are worth 1,000 gp each.

### 9. VAULTS

These chambers have 15-foot-high, flat ceilings.

#### 9A. HALL OF STAFFS

**Mosaics.** Tiled mosaics depicting a variety of magic staffs cover the walls. (Hidden behind a mosaic depicting a *staff of thunder and lightning* is a secret door.)

**Dead End.** Part of the eastern wall has been obliterated, leaving behind a jagged dead-end tunnel.

The mosaic of the *staff of thunder and lightning*, unlike the others, is cracked and scorched. If this section of wall is targeted by any effect that deals lightning or thunder damage, the secret door hidden behind the mosaic swings open into area 9b. *Knock* spells and similar magic have no effect on the secret door, but a *disintegrate* spell destroys it. No amount of physical force can open the secret door from this side, but the door opens easily from area 9b.

#### 9B. DIABOLICAL SHIELD

Hanging on the west wall of this otherwise empty 15-foot-high room is a steel shield cast in the form of a scowling devil's face wreathed by bronze flames.

A *detect magic* spell reveals an aura of abjuration magic around the otherwise ordinary shield, inside which is trapped a **deva** named Aryx. While trapped in the shield, Aryx can't communicate with anyone. Any ability that detects the presence of celestials, such as a paladin's Divine Sense class feature, reveals the presence of such a creature bound within the shield. If a *dispel evil or good* spell is cast on the shield, or if the shield comes within 10 feet of a fiend, the deva is released, appearing within 5 feet of the shield or in the nearest unoccupied space. Once freed, the deva uses its *detect evil and good* spell to determine if there are any evil creatures in its presence. If so, Aryx attacks them, targeting fiends above all others.

Aryx was sent by Tyr, the god of justice, to talk some sense into Fazrian, the fallen planetar on level 21. Before Aryx could approach Fazrian, however, Halaster trapped the deva in the shield. Aryx must complete its mission before it can return to Tyr's heavenly realm. If the characters claim to have killed Fazrian or helped the planetar achieve atonement, the deva uses a *commune* spell to verify as much. If the characters speak the truth, Aryx shows its gratitude by granting each party member a *blessing of health* (see "Supernatural Gifts" in chapter 7 of the *Dungeon Master's Guide*). If the characters have not yet dealt with the fallen planetar on level 21, Aryx

offers to fight alongside the party until such time as it can leave this level and complete its mission, provided the characters aren't predominantly evil. If the characters help Aryx defeat Fazrian later on, the deva shows its gratitude by bestowing upon them the *blessing of health*.

### 10. ARCANE DISPLAY

These areas have 20-foot-high, arched ceilings.

#### 10A. ZIGZAGGING GALLERY

Characters who make a loud racket in this hall attract the seven **flameskulls** in area 10b. The features of this hall are as follows:

**Chandeliers.** Radiant crystal chandeliers levitate near the ceiling.

**Paintings.** Paintings line the walls. They come in many sizes and have gilded frames.

The hall contains three chandeliers, their locations marked on map 23. Each chandelier magically sheds bright light in a 20-foot radius and dim light for an additional 20 feet. A chandelier can bear up to 150 pounds of additional weight before falling. Casting *dispel magic* on a chandelier causes it to go dark and fall to the floor with a loud crash.

The paintings are stuck to the walls with *sovereign glue* and require *universal solvent* to remove without destroying them. A *detect magic* spell reveals an aura of illusion magic around each painting, of which there are hundreds. Half of them are portraits of Halaster, looking as demented as ever in his *robe of eyes*. About a quarter of them are portraits of other wizards (former apprentices). The remainder are paintings of unknown people with the heads of small beasts (badgers, mice, rabbits, birds, fish, and so forth). The paintings' eyes (including the eyes on Halaster's robes) seem to follow visitors as they move through the hall—a minor magical illusion.

#### 10B. SHIELD TRAP

**Flameskulls.** Unless they were drawn to area 10a, seven **flameskulls** float here, their green flames the only sources of light in this room.

**Decor.** More paintings like the ones in area 10a line the walls. A golden shield encrusted with gemstones hangs on the south wall among the paintings.

Halaster made the flameskulls from the skulls of wizards who tried and failed to become his apprentices. They attack intruders on sight, bombarding them with *fireball* spells in the first round of combat. The flameskulls pursue intruders that flee, using their *mage hand* spells to open doors if needed.

Hanging on a stone peg that juts from the wall, the gold-plated shield is etched with arcane runes. A *detect magic* spell reveals an aura of necromancy magic radiating from the shield. A character who examines the runes and succeeds on a DC 18 Intelligence (Arcana) check can ascertain that the runes give the shield the magical ability to trap creatures inside it.

Any creature that touches the shield must succeed on a DC 18 Wisdom saving throw or become trapped inside it, along with everything the creature is wearing or carrying. The shield displays a faint image of the trapped



creature in its reflective outer surface. The shield can trap only one creature at a time. Whenever it traps a new creature, the shield releases its current prisoner, which appears in an unoccupied space as close to the shield as possible.

A creature trapped in the shield can do nothing except attempt a DC 18 Charisma saving throw at the end of each of its turns. On a successful save, the creature is released and appears in an unoccupied space as close to the shield as possible. On a failed save, the creature takes 31 (7d8) necrotic damage. If this damage reduces the trapped creature to 0 hit points, its body is destroyed as its soul is released into the afterlife.

**Treasure.** The shield is worth 7,500 gp and can be used as an ordinary shield, but battle damage might reduce its value as an art object at your discretion.

## 11. TROBRIAND'S WORKSHOP

These areas have 20-foot-high, flat ceilings.

### 11a. WORK IN PROGRESS

**Scrap Metal.** Workbenches lining the east and west walls are covered in metal scraps.

**Unfinished Construct.** In the center of the room is a Huge scorpion constructed from metal. (This is an incomplete scaladar that is not active.)

### 11b. SCALADAR

**Guards.** Two **scaladar** (see appendix A) guard this room and won't leave it under any circumstances.

**Secret Door.** The walls, floor, and ceiling are covered in 5-foot-square steel tiles. One tile conceals a secret door in the east wall at floor level.

### 11c. TROBRIAND'S BODY

The body of a frail man in dark robes lies atop a stone slab near the south wall. The man has long, wavy hair and a thick beard the color of iron, and he wears a metal ring on the index finger of his left hand.

Characters who have seen images of Trobriand know that the body lying on the slab is his. After Trobriand successfully transferred his spirit to an iron golem (see area 13), his body was placed here by the scaladar servants that guard area 11b. The body is in stasis but can be attacked normally. It is unconscious and has AC 12 and 99 hit points. Without its spirit, the body is an empty vessel, and Trobriand is unaware of what's happening to it while his spirit resides elsewhere. Destroying this body prevents Trobriand's spirit from returning to it when the spirit is forced to vacate the golem in area 13, effectively killing the Metal Mage.

**Treasure.** Trobriand wears a black metal ring on the index finger of his left hand that controls scaladar and overrides all other rings that have that property. It functions only within Undermountain (see the "Scaladar" entry in appendix A).

## 12. GATE TO THE STONE BRIDGE

**Standing Gate.** Two 15-foot-tall standing stones are positioned near the west wall of this 20-foot-high room.

**Bas-Relief.** Spanning the wall behind the standing stones is a bas-relief depicting an armored dwarf with a greataxe fighting a hill giant atop a long, flat bridge.

The bas-relief depicts Torhild Flametongue, king of the ancient dwarven kingdom of Besilmer, fighting a mortal enemy atop the Stone Bridge, a monument that spans the River Dessarin to this day. With a successful DC 20 Intelligence (History) check, a character recalls the legendary battle and the king's fate (he was struck from the bridge and fell to his death).

If a creature uses a finger or a staff to trace Halaster's rune on the surface of either of the standing stones, a gate forms between them and lasts for 1 minute. A *legend lore* spell or similar magic reveals the way to activate the gate, its destination, and the fact that it's one-way only. Any creature that steps through this gate appears, along with any objects it is wearing or carrying, atop the middle of the Stone Bridge. (More information on this location can be found in *Princes of the Apocalypse*.)

## 13. THE METAL MAGE

This 20-foot-high room contains an iron golem that has a head shaped like a metal skull. It stands between three iron-plated stone pillars that hum with magical power. With the aid of these pillars, Trobriand recently transferred his spirit into the golem.

Trobriand is looking forward to testing his new body and attacks intruders on sight, showing no mercy.

### TROBRIAND

While his spirit is bound within the golem, Trobriand has a challenge rating of 22 (41,000 XP) and the statistics of an **iron golem**, with these changes:

- Trobriand has an Intelligence of 20.
- He has the Spellcasting trait described below.

**Spellcasting.** Trobriand is an 18th-level spellcaster. His spell-casting ability is Intelligence (spell save DC 20, +12 to hit with spell attacks). He has the following wizard spells prepared:

Cantrips (at will): *fire bolt, mage hand, prestidigitation*  
 1st level (4 slots): *detect magic, magic missile, shield*  
 2nd level (3 slots): *blur, detect thoughts, misty step, shatter*  
 3rd level (3 slots): *counterspell, dispel magic, fireball, haste*  
 4th level (3 slots): *blight, greater invisibility*  
 5th level (3 slots): *animate objects, Bigby's hand, scrying*  
 6th level (1 slot): *chain lightning, globe of invulnerability*  
 7th level (1 slot): *finger of death, forcecage*  
 8th level (1 slot): *incendiary cloud, power word stun*  
 9th level (1 slot): *power word kill*

Deactivating or destroying one or more of the pillars, destroying the golem, or forcing the golem out of the room causes Trobriand's spirit to vacate the golem and attempt to reunite with his normal body, which is hidden in area 11c. If the characters have not destroyed his body, Trobriand's spirit returns to it immediately, and he awakens in area 11c as an **archmage** with the same spell list as in his golem form and the same spell slots remaining as he had when he left his golem body. His primary goal thereafter is to destroy the characters for meddling in his affairs.

If the golem in this room has not been destroyed when Trobriand's spirit leaves it, the golem becomes an ordinary **iron golem** under the Metal Mage's command and attacks intruders on sight.

If the characters have already destroyed Trobriand's body in area 11c, and then they deactivate or destroy at least one of the pillars in this room, Trobriand's spirit is forced to leave the golem but has nowhere to go, effectively killing him.

#### IRON-PLATED PILLARS

A *detect magic* spell reveals an aura of transmutation magic radiating from each humming pillar. A character who examines the pillars notices tiny runes etched into them. With a successful DC 20 Intelligence (Arcana) check, a character can ascertain that the pillars are empowering the golem in some way. A successful *dispel magic* cast on a pillar (DC 19) deactivates it for 1 minute.

Each pillar is a Huge object with AC 17, a damage threshold of 10, 80 hit points, and immunity to poison and psychic damage.

### 14. MAN WITH THE RABBIT'S HEAD

A short, plump, rabbit-headed man wearing a dirty servant's uniform cowers in the square marked X on map 23. "Rabbithead" is a **commoner**, with these changes:

- Rabbithead is unaligned and unarmed (0 XP).
- He has the head of a rabbit. He can't speak and knows no languages.

This poor fellow is a rabbit transformed by Arcturia's magic into a unique humanoid. The transformation is permanent and can't be undone except with a *wish* spell. Because he's no longer a beast, *speak with animals* can't be used to communicate with him. A character who examines the creature and succeeds on a DC 19 Intel-

ligence (Arcana) check can confirm that it exhibits the traits of a rabbit that has been given humanoid form by a *true polymorph* spell rendered permanent.

Rabbithead retreated here to escape Arcturia's presence and latches onto the adventurers, hoping they'll protect him from her wrath. Characters who succeed on a DC 12 Wisdom (Insight) check can glean that the source of his fear is somewhere to the south, and indeed he grows more nervous the closer he gets to area 17.

If Rabbithead is shown the yellow sapphires from area 8, he indicates through gestures and furtive glances that the missing ones are kept in area 17.

### 15. GATE TO NEVERLIGHT GROVE

A pair of 15-foot-tall standing stones dominates this room, the ceiling of which rises 30 feet high. The stones are covered with moss and have clumps of colorful mushrooms growing on them.

If a creature uses a finger or a staff to trace Halaster's rune on the surface of either of the standing stones, a gate forms between them and lasts for 1 minute. A *legend lore* spell or similar magic reveals the way to activate the gate, its destination, and the fact that it's one-way only. Any creature that steps through this gate appears, along with any objects it is wearing or carrying, in Neverlight Grove, a fungus-filled cavern deep in the Underdark. (More information on Neverlight Grove can be found in *Out of the Abyss*.)

### 16. BROOM ROOM

This room is empty except for a dusty wooden broom that leans against the far wall.

### 17. ARCTURIA'S COURT

Characters who listen at the doors to this room hear harp music beyond. The room has a vaulted ceiling 20 feet high and contains the following:

**Arcturia.** Arcturia—a gaunt figure with blue scales, bone spurs on her forearms and elbows, gossamer wings, and a flowing gown—dances to music atop a stepped dais 5 feet higher than the rest of the room.

**Butterfly Swarm.** Next to Arcturia, a harmless swarm of yellow butterflies has assumed a vaguely humanoid shape and is playing an elegant harp (see "Treasure" below). The harp rests on a stout wooden table. The swarm is under Arcturia's control and disperses when Arcturia isn't around.

**Dais Doors.** Set into the back wall of the dais are two identical doors. The southeast door is trapped (see "Southeast Door" below).

**Furnishings.** Arranged throughout the hall are four stuffed chairs, four padded footstools, two divans, and two large coffee tables. (These furnishings are twelve **mimics** in disguise. Arcturia considers them her most trusted friends. If the lich comes under attack or takes umbrage with visitors, the mimics are quick to reveal their true forms and fight alongside her.)

**Animal-Headed People.** Standing between eight pillars are six humanoids that have the heads of beasts. Three wear servants' uniforms and carry feather dusters, and three wear heavy armor and carry swords.



ARCTURIA

### ARCTURIA

Arcturia is a **lich**, with these changes:

- In addition to her walking speed, Arcturia has a flying speed of 60 feet and can hover.
- She can cast the *alter self* spell at will and uses the following list of prepared spells:

**Cantrips (at will):** mage hand, prestidigitation, ray of frost

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

**2nd level (3 slots):** detect thoughts, enlarge/reduce, Melf's acid arrow, mirror image

**3rd level (3 slots):** counterspell, dispel magic, fireball, slow

**4th level (3 slots):** blight, polymorph

**5th level (3 slots):** animate objects, telekinesis

**6th level (1 slot):** disintegrate, flesh to stone

**7th level (1 slot):** reverse gravity, teleport

**8th level (1 slot):** feeblemind, maze

**9th level (1 slot):** true polymorph

Unable to abide normalcy and consistency, Arcturia fixates on transforming herself, her surroundings, and other creatures. Her moods are ever-changing as well.

If the characters destroyed her phylactery on level 14, Arcturia knows what they did and attacks them at once. Otherwise, she has no grievance with the adventurers and is happy to let them go on their way, neither helping or hindering their efforts.

### ANIMAL-HEADED HUMANOIDS

Like Rabbithead in area 14, these six creatures are animals transformed into humanoids by Arcturia's magic. They have the following traits in common:

- They are unaligned.
- They can't speak and know no languages.

The three humanoids wearing armor are **champions** (see appendix A) with the heads of a dingo, an iguana,

and a stork. If Arcturia becomes embroiled in a battle, two of them fight on her side. The one with the dingo head, who secretly despises Arcturia, sides with her enemies against her. Each guard carries a yellow sapphire (see "Treasure" below).

The three servants are unarmed **commoners** with the heads of an aardvark, a moth, and a shrew. Whenever Arcturia snaps her fingers and points to a spot in the room, these servants begin dusting that location and don't stop until she snaps her fingers again. They otherwise avoid combat.

### SOUTHEAST DOOR

This door has a stone wall behind it, inscribed upon which is an elder rune (see "Elder Runes," page 12). Determine the rune randomly by drawing a card from the Elder Rune Deck (see appendix B). The rune targets the creature closest to the open door. It then vanishes until the door is closed, whereupon another elder rune appears in its place.

### TREASURE

The harp played by the butterfly swarm is an *instrument of the bards* (Anstruth harp).

The yellow sapphires carried by the animal-headed guards fit into the pillars in area 8. Each gemstone is worth 1,000 gp.

## 18. ANIMATED HALLWAY

This 250-foot-long, downward-sloping hallway has been set into permanent animated motion by Halaster's magic. It twists and undulates continuously, making it tricky to negotiate. Any creature that enters the corridor or starts its turn there must succeed on a DC 15 Dexterity saving throw or take 5 (1d10) bludgeoning damage as it is knocked about. If the creature is standing, walking, or running on the floor, the ceiling, or a wall when it fails this saving throw, it tumbles 20 feet down the tunnel before landing prone. A flying creature has advantage on the saving throw and doesn't tumble or fall prone if it fails the save.

## 19. DOUBLE DOOR ROULETTE

**Double Doors.** Seven sets of double doors, six of them at the end of short hallways, stand closed.

**Scintillating Pillar.** A pillar at the center of the 20-foot-high room has deep notches cut into it, which pulse with a shifting rainbow of light.

Behind most of the double doors are blank stone walls. Only the southern set of doors holds a path forward: pulling open these doors reveals area 22 beyond. Creatures that pass through the doorway get no sense that they're leaving Undermountain and entering Halaster's extradimensional tower.

Whenever a double door in this area is opened—except the one to the south (see above)—the pillar emits colored rays from its myriad notches, duplicating the effect of a *prismatic spray* spell (save DC 22) that targets all creatures within 60 feet of the pillar. Any creature that would be transported to another plane by this effect instead appears in the arms of the Halaster statue in area 22.

## 20. HIDDEN HELM

A 10-foot-square, 1-foot-thick secret door conceals this room. Despite its size, the door swings open easily.

Beyond the secret door is a circular room with a 20-foot-high, domed ceiling. It has these features:

**Spelljamming Helm.** In the middle of the room is a gilded wooden throne with a cushioned seat and backrest covered in black velvet sewn with silver stars. This high-backed, 200-pound chair is the *helm of the Scavenger*, which was stolen by Halaster from the ship of the same name (see level 19, area 13).

**Sensors.** Near the ceiling float four invisible scrying sensors created by the four **ultroloths** in area 21a using *clairvoyance* spells. If the ultroloths spot intruders in the room, they teleport to this location and attack.

### HELM OF THE SCAVENGER

*Wondrous item, legendary (requires attunement by a spellcaster)*

This ornate chair is designed to propel and maneuver a ship through space.

**Passive Properties.** The following properties of the helm come into play even when no creature is attuned to it:

- When placed aboard a vessel weighing between 1 and 100 tons, the helm generates an envelope of fresh air around the ship while it is in the void of space (but not underwater). This envelope extends out from the edges of the hull in all directions for a distance equal in length to the vessel's beam, so that creatures aboard and near the ship can breathe normally in space. The temperature within the air envelope is 70 degrees Fahrenheit.
- When placed aboard a vessel weighing between 1 and 100 tons, the helm generates an artificial gravity field while the ship is in the void of space, so that creatures can walk on the ship's decks as they normally would. Creatures and objects that fall overboard bob in a gravity plane that extends out from the main deck for a distance equal in length to the vessel's beam.

**Active Properties.** The sensation of being attuned to the helm is akin to being immersed in warm water. While attuned to the helm, you gain the following abilities while you sit in it:

- You can use the helm to propel the vessel across or through water and other liquids at a maximum speed in miles per hour equal to your highest-level unexpended spell slot.
- You can use the helm to propel the vessel through air or space at a maximum speed in miles per hour equal to your highest-level unexpended spell slot  $\times 10$ .
- Provided you have at least one unexpended spell slot, you can steer the vessel, albeit in a somewhat clumsy fashion, in much the same way that oars or a rudder can maneuver a seafaring ship.
- Whenever you like, you can see what's happening on and around the vessel as though you were standing in a location of your choice aboard it.

**Drawback.** While attuned to the helm, you cannot expend your own spell slots.

## 21. DISPLACED VAULT

These chambers were built by Melairkyn dwarves on another level. Halaster moved them here.

### 21A. ACID AND GLASS

**Ultroloths.** Four **ultroloths** (each marked with a U on map 23) lurk in alcoves along the north and south walls of this 30-foot-high room.

**Glass-Covered Acid Pit.** The floor is a 6-inch-thick sheet of transparent glass, below which is a 30-foot-deep pit containing a 20-foot-deep pool of yellow acid. Visible through the churning, translucent acid are three 1-foot-diameter pitted iron wheels affixed to the pit floor in a triangular formation.

**Secret Door.** A secret door in the east wall is locked.

The ultroloths spend most of their time using *clairvoyance* spells to scry on area 20, but they emerge from their alcoves to attack anyone other than Halaster who enters this room. Their purpose here is to guard area 21b. The acid pit doesn't concern the ultroloths, since they have immunity to acid damage.

Each 10-foot-square section of glass floor has AC 13, a damage threshold of 10, 25 hit points, and immunity to poison and psychic damage. Destroying three or more 10-foot-square sections causes the remainder of the glass floor to shatter, dropping all creatures standing on it into the acid. Any creature that enters the acid or starts its turn in it takes 33 (6d10) acid damage.

A character can use an action to try to turn one of the iron wheels at the bottom of the acid pit, doing so with a successful DC 16 Strength (Athletics) check. A wheel can also be turned by a character using a *telekinesis* spell or similarly powerful magic. Turning all three wheels unlocks the secret door to area 21b.

The secret door is above the acid and held shut by three internal sliding bolt locks, each of which is attached to one of the submerged iron wheels in the acid pit. In lieu of turning those wheels, characters need three separate *knock* spells to open the door (one per lock). The door can't be forced open otherwise. Once all three bolts are slid back, the door pushes open easily.

### 21B. NIMOAR'S SHIELD

This room appears empty except for dust and cobwebs. A thorough search reveals a stone peg protruding from the middle of the east wall at a height of 6 feet.

**Treasure.** If the word "xunderbrok" is spoken aloud anywhere in this room, a wooden shield materializes on the stone peg. Iron spikes protrude from the shield's edges, and a cracked orc skull is painted in black on its outer surface. A *legend lore* spell reveals that the shield was crafted for Nimoar, a legendary human warlord who died in 936 DR. After his death, the shield disappeared from Nimoar's Hold (a fortress that stood where Castle Waterdeep stands today), only to find its way here.

Nimoar's shield is a +3 shield with no additional magical properties.

## HALASTER'S TOWER

Encounters in Halaster's tower (areas 22 through 36) are keyed to map 23. The tower is contained in a demiplane that exists outside Undermountain, yet all the normal restrictions to magic apply (see "Alterations to Magic," page 10). A portal connects areas 23 and 26, allowing passage to and from the tower.

Ceilings in the tower are 20 feet high and flat. All interior spaces are lit by *continual flame* spells cast on gaudy iron wall sconces.

### 22. TOWER ENTRANCE

The double door to the north pushes open to reveal area 19 beyond. Creatures that head north through the doorway get no sense that they're leaving Halaster's extradimensional tower and returning to Undermountain.

This room, which has several other doors leading away from it, contains the following features:

**Statue.** Standing atop a raised stone dais in the middle of the room, facing the double door, is a life-size statue of Halaster, his arms raised before him and his face bearing an awkward smile.

**Rat.** Gnawing on a piece of celery at the foot of the statue is an ordinary, harmless rat.

When he is not incapacitated, Halaster can touch the statue to teleport himself and anything he is wearing or carrying to a space within 5 feet of the statue in area 28 or the statue in area 33 (no action required).

### 23. GNOME WITH NO NAME

A 4-foot-tall, 2-foot-wide bronze-framed mirror leans against the far wall in this otherwise empty room. A creature that gazes into the mirror sees its reflection take the form of a female gnome in leather armor. She speaks Common and Gnomish, and is surprised to see the characters. Halaster trapped her in the mirror so long ago that she has lost track of time. The gnome has forgotten her name, after not interacting with other creatures for centuries. She longs to be free and asks the characters to help her.

The mirror is a Medium object with AC 11, 4 hit points, and immunity to poison and psychic damage. Breaking it or casting a successful *dispel magic* spell (DC 19) on the mirror frees the gnome. However, without the mirror's magic to sustain her life, she instantly ages and dies, leaving nothing but dust, bones, and scraps of leather armor behind.

### 24. POTION BREWERY

**Cauldron.** Fire erupts from a hole in the middle of the floor. Floating 1 foot above the fire is a hefty iron cauldron big enough for a person to hide in. A plume of black smoke rises from inside the cauldron.

**Paraphernalia.** Behind the cauldron rests a wooden table cluttered with brewing equipment. The floor around the table is strewn with shattered glass and empty flasks. Tucked under the table is a wooden crate with Halaster's personal rune burned into its sides.

**Demilich.** Floating behind the table is a **demilich** that looks like a human skull with a jagged crack that extends above and below one eye socket.

**Shelves and Ladder.** The walls are lined with 10-foot-tall, wooden shelves packed with jars of pickled newts, frogs' eyes, and other common ingredients used in the brewing of potions. A wooden ladder on rollers is attached to a rail mounted above the shelves.

This demilich is all that remains of Branta Myntion, a wizard who fell in with a bad crowd. Her hunger for magic set her on an evil path as she hunted down and killed other wizards to acquire their spellbooks. Before old age could claim her, Branta transformed herself into a lich. In this form, she came to Undermountain to plunder its magic. Halaster captured and enslaved her, promising to free her if she helped him brew potions. Tragically, that promise went unfulfilled.

Deprived of the ability to feed souls into her phylactery, which lies hidden in a dungeon far from Waterdeep, Branta's skeletal form deteriorated. Now, over a century later, only her skull remains. Years of captivity have driven the demilich insane, and it attacks anyone other than Halaster.

Although powerful wards prevent the demilich from leaving Halaster's tower, the tower is not considered its lair. Consequently, the demilich doesn't gain lair actions, nor does the tower exhibit the demilich's lair traits.

### CAULDRON

The cauldron is held aloft by magic, and the fire beneath it is also magical. Casting *dispel magic* on the cauldron causes it to fall; casting the spell on the fire extinguishes it.

**Elixir of Timelessness.** The cauldron contains twenty doses of a hot, oily black elixir that has grains of sand floating in it. A creature that imbibes a single dose of the liquid gains the ability to cast *time stop* once in the next 24 hours. A creature that imbibes multiple doses of the elixir gains the benefit of only the last dose consumed. One minute after it is removed from a heat source, the elixir cools and loses its magic.

### CRATE

The crate contains thirty corked and labeled bottles of Halaster's Futuristic Frogmash, a foul-tasting homebrewed wine. Each label bears Halaster's rune and the date 1531 DR.

A *detect magic* spell reveals an aura of abjuration magic around one of the bottles. Uncorking this bottle causes an elder rune to appear in the air above it (see "Elder Runes," page 12). The rune targets the creature that opened the bottle. If the bottle was opened with a *mage hand* spell or similar magic, the rune targets the caster of the spell, provided the caster is within 60 feet of the opened bottle. Determine the rune randomly by drawing a card from the Elder Runes Deck (see appendix B).

### 25. FACTORY

**Unseen Servants.** Six **living unseen servants** (see appendix A) are gathered around two wooden tables, where they are using mortars and pestles to grind

dead beetles into ink, and wooden frames and stone scrapers to stretch and scrape leather to create sheets of parchment. The servants ignore visitors.

**Shelves.** Standing against the walls are wooden shelves lined with jars of ink and rolled sheets of blank parchment.

## 26. GATE TO ICEWIND DALE

The room contains a pair of 15-foot-tall standing stones. Carved into each stone are pictographs of primitive humans using spears to hunt reindeer and fend off yetis.

If a creature uses a finger or a staff to trace Halaster's rune on the surface of either of the standing stones, a gate forms between them and lasts for 1 minute. A *legend lore* spell or similar magic reveals the way to activate the gate, its destination, and the fact that it's one-way only. Any creature that steps through this gate appears, along with any objects it is wearing or carrying, in Icewind Dale, a mile north of the town of Bryn Shander. (More information on Bryn Shander and Icewind Dale can be found in *Storm King's Thunder*.)

## 27. RANTANTAR'S WAND

This room serves as a parlor where Halaster entertains guests (infrequent though they may be).

**Furnishings.** Ornate wooden chairs with padded seats and backrests line the walls. Between the chairs stand alabaster busts of Halaster atop wooden pedestals.

**Wand.** Lying on the floor in the middle of the room is a 20-foot-diameter, frayed circular rug adorned with Halaster's personal rune. Floating 10 feet above the rug is a golden wand with spinning orbs of colored glass at one end (see "Treasure" below). It attacks any creature that enters the room unaccompanied by Halaster.

### TREASURE

Following the destruction of Rantantar, one of his oldest apprentices, Halaster recovered the dead archmage's *wand of wonder*—only to discover that Rantantar had somehow bound his evil spirit inside it. The spirit can do nothing other than animate and discharge the wand, which currently has 7 charges.

The animated wand has the statistics of a Tiny animated object (see the *animate objects* spell description in the *Player's Handbook*). As an action, the animated wand can expend 1 of its charges and target a random creature with one of its randomly determined effects. Any such effect that would target the wand's user targets the wand instead. If reduced to 0 hit points, the wand crumbles into dust and is destroyed.

A *dispel evil or good* spell cast on the wand rids it of Rantantar's evil spirit, whereupon the wand clatters to the floor and becomes an inanimate *wand of wonder*. An *antimagic field* spell suppresses the wand's magic but doesn't oust the spirit lodged inside it.

If the animated wand is grabbed while Rantantar's spirit is lodged inside it, a contest of wills ensues. The creature grabbing the wand must immediately make a DC 20 Charisma saving throw. On a failed save, the creature is forced to release the wand. On a successful

save, the wand becomes inanimate until the creature lets go of it. If a spellcaster holds the wand long enough to become attuned to it, that act banishes Rantantar's evil spirit from the wand forever.

## 28. HIDDEN TREASURE

**Pentagram.** A large pentagram is inscribed on the floor.

**Statue.** A life-size stone statue of Halaster wearing a blindfold stands in an alcove. The statue holds a stout staff that has a red dragon's head at each end of it and is pointing the staff toward the pentagram.

**Secret Door.** A secret door in the northern alcove conceals a staircase that leads up to area 32.

The pentagram and the space above it (a cylinder 20 feet high and 40 feet in diameter) are contained within a permanent antimagic field (see the *antimagic field* spell description in the *Player's Handbook* for effects). This field prevents spells from detecting a magic item that is hidden beneath a secret trapdoor in the middle of the pentagram (see "Shield of the Uven Rune" below). A character who examines the floor inside the pentagram and succeeds on a DC 15 Wisdom (Perception) check finds the trapdoor, which is locked. A character can use thieves' tools to try to unlock the trapdoor, doing so with a successful DC 20 Dexterity check.

### SHIELD OF THE UVEN RUNE

*Wondrous item, very rare (requires attunement)*

This shield is made from the scale of an ancient white dragon. It has a rune burned into its outward-facing side. A character who examines the rune and succeeds on a DC 20 Intelligence (History) check recognizes it as an uven ("enemy" in Giant) rune that confers great power.

While holding the shield, you benefit from the following properties.

**Winter's Friend.** You are immune to cold damage.

**Deadly Rebuke.** Immediately after a creature hits you with a melee attack, you can use your reaction to deal 3d6 necrotic damage to that creature.

**Bane.** You can cast the *bane* spell from the shield (save DC 17). The spell does not require concentration and lasts for 1 minute. Once you cast the spell from the shield, you can't do so again until you finish a short or long rest.

**Gift of Vengeance.** You can transfer the shield's magic to a nonmagical weapon by tracing the uven rune on the weapon with one finger. The transfer takes 8 hours of work that requires the two items to be within 5 feet of each other. At the end, the shield is destroyed, and the rune is etched or burned into the chosen weapon. This weapon becomes a rare magic item that requires attunement. It has the properties of a +1 weapon. The bonus increases to +3 when the weapon is used against one of the following creature types, chosen by you at the time of the magic weapon's creation: aberrations, celestials, constructs, dragons, elementals, fey, fiends, giants, or undead.

## STATUE OF HALASTER

A character who examines the statue and succeeds on a DC 15 Wisdom (Perception) check notices that the dragon heads on the ends of the staff can be pushed toward each other with a click. When this is done, the secret trapdoor in the middle of the pentagram unlocks and pops open.

When he is not incapacitated, Halaster can touch the statue to teleport himself and anything he is wearing or carrying to a space within 5 feet of the statue in area 22 or the statue in area 37 (no action required).

## 29. APPRENTICE PORTRAITS

Seven tall, framed portraits hang on the walls of this room. Embedded in the wall beneath each portrait is a small bronze plaque bearing a name. A character who examines the portraits and plaques can, with a successful DC 20 Intelligence (History) check, confirm that these are paintings of Halaster's original seven apprentices, showing them as they were before they descended into Undermountain and were overcome by madness.

Each apprentice is shown wearing a horned ring on one finger; these rings are identical and resemble the *horned ring* worn by Halaster. The other features of each portrait are as follows:

**Rantantar** is a fat, frowning man scarred by fire. He wears ornate purple robes and grasps what looks like a *wand of wonder* in his burned right hand.

**Nester** is a handsome, slender man with thinning hair and a penetrating stare. He wears a plain black robe and many rings on his steepled fingers. Tattooed on his forehead is a tiny black rune. A successful DC 10 Intelligence (Arcana) check confirms that the rune represents the School of Necromancy.

**Trobriand the Metal Mage** is a stoic, bearded man with black hair, black robes, and tinker's goggles. Perched on his shoulder is a tiny iron scorpion.

**Muiral the Misshapen** is an ugly, powerfully built man with messy brown hair and a cruel sneer. He wears battered plate armor and has a steel helm with a scorpion motif tucked under his right arm. Clutched in his left hand is a longsword that drips blood.

**Arcturia** has straw-like hair, bony features, blue-tinged skin, and an exasperated expression. She wears a wide-brimmed conical hat and a robe of butterflies. She holds up a finger, above which floats a tiny, glowing sigil. A successful DC 10 Intelligence (Arcana) check confirms that the sigil represents the School of Transmutation.

**Marambra Nyghtsteel** is a striking woman with long auburn hair and an empty, distant gaze. She wears a black robe and holds a staff topped with a rune. A successful DC 10 Intelligence (Arcana) check confirms that the rune represents the School of Evocation.

**Jhesiyra Kestellharp** is a young, plain-looking woman dressed in yellow and blue robes. Her face betrays the subtlest hint of a smile. Her portrait has been slashed in half.

The first character who steps within 5 feet of the torn portrait of Jhesiyra Kestellharp hears a woman's voice whisper in their head: "So close ..." If the portrait is

repaired using a *mending* cantrip or similar magic, the image appears to come alive momentarily. Within the portrait, Jhesiyra removes the ring from her finger, causing the actual ring to tumble out of the painting onto the floor, from where it can be claimed. This *horned ring* is a very rare magic item that allows an attuned wearer to ignore Undermountain's magical restrictions (see "Alterations to Magic," page 10).

## 30. SCRYING ROOM

Hanging on the wall are what appear to be realistic paintings of cityscapes in gilded wooden frames. In truth, these "paintings" are magical scrying sensors that are fixed on the following locations in Waterdeep:

- The city's north gate, as seen from inside the city
- The city's south gate, as seen from inside the city
- The Swordmaiden, one of the walking statues of Waterdeep, in the North Ward
- Heroes' Garden, a park in the Sea Ward
- The exterior of the House of Wonder (temple of Mystra) in the Sea Ward
- The exterior of the Font of Knowledge (temple of Oghma) in the Castle Ward
- The exterior of Ahghairon's Tower in the Castle Ward
- The exterior of Blackstaff Tower in the Castle Ward
- The Market in the Castle Ward
- The interior of the Yawning Portal's taproom and the entrance to Undermountain

Characters acquainted with Waterdeep can easily recognize the locations being scried upon, since they are all prominent landmarks. Breaking a scrying device's frame or removing it from the wall destroys its magic.

## 31. ART STUDIO

Eight **living unseen servants** (see appendix A) are painting four new portraits of Halaster and carving a statue of him in this room. Characters who enter the room see the following features:

**Painters.** Brushes held by invisible hands are dabbing paint onto rectangles of canvas propped up on four wooden easels. At the same time, floating hammers and chisels are nibbling away at a large block of stone.

**Subject.** Posing next to the stone block is a silent, illusory image of Halaster Blackcloak in a seductive pose.

The illusion of Halaster has no substance and changes its pose every minute. A successful *dispel magic* spell cast on the illusion (DC 16) ends it.

The unseen servants ignore visitors, but they attack if their work is interrupted or if the illusion of Halaster is dispelled.

## 32. JHESIYRA'S WARNING

This room is furnished identically to area 27 (except for the presence of Rantantar's wand), perhaps causing characters to think they have reentered that room somehow.

As one or more characters cross this room and head toward the door to area 33, Jhesiyra (see "Jhesiyra Kestellharp," page 10) sends each of them the follow-

ing telepathic warning in a language they know: “The Mad Mage waits for you beyond the next door. Prepare yourselves!”

### 33. MAD MAGE SHOWDOWN

**Halaster Blackcloak** (see appendix A) awaits the characters in this room, which has the following features:

**Raised Alcove.** Steps ascend to a raised alcove that contains a purple marble throne surrounded by stacks of aged books. Carved into the wall behind the throne is Halaster’s personal rune, and beneath the rune is a locked iron chest. (Halaster sits in the throne and is invisible when the characters enter.)

**Statue.** On the opposite side of the room from the throne is a life-size stone statue of a nude Halaster wearing a cowboy hat and riding a donkey.

**Magic Circle.** Inscribed on the floor in the middle of the room is a 40-foot-diameter circle of glowing runes. Halaster uses it to summon an **empyrean** who owes him a favor. (The circle serves no other purpose.)

When he is seated in the throne, Halaster remains invisible even while attacking or casting spells. When he sees one or more characters enter the room, he waves an invisible hand and causes the circle of runes on the floor to summon Nalkara (see “Nalkara the Empyrean” below). He then uses the power of the throne to throw his voice so that he doesn’t betray his location when he speaks to the empyrean.

Halaster orders Nalkara to slay the characters, regardless of his feelings toward them. If the characters pass the test by defeating the empyrean, Halaster again uses the throne to throw his voice and congratulates them. His next actions depend on his current goal (see “Halaster’s Goals,” page 11):

- If the characters took any actions to further Halaster’s current goal, he greets them warmly, thanks them for their help, returns any magic items they sacrificed to reach this level (see area 35 on level 22), and allows them to leave his tower by way of the standing gate in area 36 (which he activates for them). The characters gain no XP for “defeating” Halaster in this fashion. If they refuse to leave, Halaster becomes annoyed and attacks them.
- If the characters took any actions to hinder Halaster’s current goal, the Mad Mage expresses his displeasure and attacks them.

Five minutes after Halaster dies, the demiplane containing his tower collapses, scattering its contents across the Astral Plane (see “Conclusion,” page 302).

#### HALASTER’S THRONE

The throne has the following magical properties:

- When seated in the throne, a creature can use a bonus action to turn invisible or to end the effect. The invisibility ends automatically when the creature is no longer seated in the throne.
- A creature that speaks while seated in the throne can choose to throw its voice, making it seem to originate from any point in the room that the creature can see.

#### NALKARA THE EMPYREAN

Nalkara is the neutral evil daughter of Auril, the god of winter, and Thrym, the god of the frost giants. She looks like a strikingly beautiful frost giant with pale blue skin, cold blue eyes, and crackling blue flames for hair. When she is happy, everything around her seems bright and warm. When she’s unhappy, her surroundings become darker and colder.

#### STATUE OF HALASTER RIDING A DONKEY

When he is not incapacitated, Halaster can touch this statue to teleport himself and anything he is wearing or carrying to a space within 5 feet of the statue in area 22 or the statue in area 28 (no action required).

#### TREASURE

Hidden behind the stacks of books are any magic items the characters sacrificed to reach this level (see area 35 on level 22).

Most of the books piled around the throne are worthless, rambling texts on the nature of magic and the multiverse. Among them are nine leather-bound spellbooks bearing Halaster’s personal rune. Collectively, these spellbooks contain every spell on the wizard’s spell list in the *Player’s Handbook*. Individually, each book holds the spells of a specific level, 1st through 9th. Add spells from other sources you see fit.

Hidden in the cut-out pages of a leather-bound novel titled *Longsaddle Sunset* is a revolver loaded with six bullets (see “Firearms” in chapter 9 of the *Dungeon Master’s Guide*).

The iron chest behind the throne has an *arcane lock* spell cast on it that Halaster alone can ignore. A *knock* spell or similar magic opens the chest, as does a successful DC 25 Dexterity check made by a character using thieves’ tools. The chest contains a gold-plated herald’s trumpet (250 gp); a coral beer stein painted with scenes of underwater life (500 gp); a cloak made of giant eagle feathers (750 gp); a delicate, multicolored, blown-glass lily trimmed with gold (1,250 gp); and a rolled-up painting of the Battle of Emridy Meadows, a conflict that transpired on a distant world called Oerth (2,500 gp).

### 34. FLYING SAUCER

This room contains one of Halaster’s magical creations: a 20-foot-diameter flying saucer made of gleaming metal with its three landing struts extended. Surmounting the saucer is a hinged metal dome that is opaque from the outside and transparent from the inside. The entrance to the cockpit is 10 feet off the floor when the saucer is landed.

The saucer is a Huge object with AC 19, 200 hit points, a flying speed of 60 feet, the ability to hover, and immunity to poison and psychic damage. It is not airtight. Provided it has 50 or more hit points remaining, the saucer can be repaired as follows:

- Each casting of the *mending* cantrip restores 1 hit point to the damaged saucer.
- A character who has tinker’s tools, proficiency in the Arcana skill, and 10 gp worth of replacement parts can spend 1 hour making repairs; at the end of the hour, the saucer regains 1d4 hit points.

A *detect magic* spell reveals an aura of transmutation magic around the saucer. A *knock* spell or similar magic opens the dome, as does a successful DC 15 Dexterity check made by a character using thieves' tools.

The dome covers a cockpit that contains a padded leather seat and a slanted metal console. Embedded in the console is an ornate metal joystick (see "Treasure" below) and three metal buttons labeled "Hover," "Land," and "Teleport." The rest of the saucer's interior is taken up by arcane machinery.

Pressing the "Hover" button causes the landing gear to retract and the saucer to levitate 10 feet in the air. When the saucer is airborne, the joystick can be used to fly the saucer in any direction the pilot desires.

Pressing the "Land" button causes the landing gear to extend and the saucer to sink at a rate of 10 feet per round until it lands on a surface that can bear its 2-ton weight. The joystick locks in place and is immovable while the saucer is landed.

Pressing the "Teleport" button teleports the saucer and its pilot, along with anything the pilot is wearing or carrying, to a lonely hilltop in the Forlorn Hills east of Waterdeep. The ship can't teleport again for 24 hours, and pressing the button again has no effect until this power recharges.

#### TREASURE

The joystick that controls the flying saucer is a *rod of lordly might*. The rod's normal magical properties are suppressed while it is attached to the flying saucer's console. The rod can be torn from the console by force with a successful DC 20 Strength (Athletics) check. A character can also use thieves' tools or tinker's tools to detach the rod from the console or reattach it, which requires 1 minute and no ability check. Without the rod in place, the flying saucer does not function.

### 35. EXERCISE ROOM

**Golems.** Two **flesh golems** are working out in this room. One golem is doing shoulder shrugs with two 100-pound iron kettlebells. The other switches back and forth between jumping jacks and shadowboxing.

**Exercise Equipment.** Padded leather mats are strewn upon the floor amid kettlebells and stacks of iron plates of various weights. Against the far wall rests a padded workout bench and an iron barbell bearing 400 pounds of weight. Behind the bench, hanging on the wall, is a set of boxing gloves.

If a character uses any of the room's equipment, the nearest golem stops its workout and stands ready to assist. The golems attack only if damage causes them to go berserk.

If a character dons the boxing gloves, one golem moves to the middle of the room, raises its fists, and trades blows with anyone who tries to box with it. It takes no damage from an adversary's gloved fists.

### 36. GATE TO TRIBOAR

This room contains a pair of 15-foot-tall standing stones. Lashed to each stone with 50 feet of hempen rope is an inanimate scarecrow, like the ones found in

farmers' fields. Perched atop the northernmost standing stone is an ordinary crow (use the **raven** statistics). The crow caws at anyone who enters the room and bonds with a random character.

If a creature uses a finger or a staff to trace Halaster's rune on the surface of either of the standing stones, a gate forms between them and lasts for 1 minute. A *legend lore* spell or similar magic reveals the way to activate the gate, its destination, and the fact that it's one-way only. Any creature that steps through this gate appears, along with any objects it is wearing or carrying, in a small cornfield behind a farmhouse on the outskirts of Triboar, a town far north of Waterdeep. (More information on Triboar can be found in *Storm King's Thunder*.)

## CONCLUSION

If Halaster is killed, the demiplane around his tower (areas 22 through 36) collapses 5 minutes later without warning. As the tower is torn asunder, its contents are blasted into the far corners of the Astral Plane. Characters who are holding onto one another or are tethered together end up in the same place on the Astral Plane until they find a means of escape or until a githyanki-crewed astral warship stumbles upon them. See chapter 2 of the *Dungeon Master's Guide* for more information on the Astral Plane and its perils.

Halaster's death also deactivates all gates in Undermountain. These gates reactivate when the Mad Mage re-forms 1d10 days later in a random dungeon location.

During Halaster's absence, Jhesiyra (see "Jhesiyra Kestellharp," page 10) tries to seize control of Undermountain. Does she succeed? That's up to you. If she is successful, Jhesiyra takes her place as the new master of the dungeon, and Halaster does not return. Whether Jhesiyra remains disembodied or assumes a corporeal form when she usurps Halaster's control over Undermountain is also for you to decide, but one thing she won't do is reactivate Halaster's gates. She doesn't trust them and would prefer to create her own gates in due time. If Arcturia and Trobriand are still around, Jhesiyra plots to destroy them before they turn against her, and she might even draft adventurers to help her.

Existing in a disembodied state for so long has done little to preserve Jhesiyra's sanity, and it remains an open question whether Undermountain becomes a safer place with her in charge. In all likelihood, the dungeon will remain a perilous location, as Jhesiyra's fear that Halaster might someday return prompts her to ward the dungeon against that eventuality.

If Jhesiyra is unable to seize control of Undermountain, she continues to lurk in the dungeon as a disembodied entity, waiting for another opportunity to emerge. Unaware of Jhesiyra's attempt to dethrone him, Halaster re-forms in Undermountain as he has done many times before. He doesn't take being killed personally, but it inspires him to toughen Undermountain's defenses so that the next group of adventurers can't thwart him so easily. Much of his time in the coming months is spent creating a new demiplane and a new tower to replace the ones that were destroyed after he died.



## SKULLPORT

**S**KULLPORT IS A GRIM, CUTTHROAT OUTPOST OF civilization where adventurers can resupply and take refuge. Yet few souls of the surface world have any clue how to reach this shadowy reflection of Waterdeep, making any talk of the Port of Shadow akin to a rumor, or a warning—which is just how its denizens like it.

### REACHING SKULLPORT

The routes by which adventurers can arrive at Skullport are described below.

#### THROUGH UDERMOUNTAIN

Skullport is connected to level 3 of Undermountain by the underground River Sargauth and by five meandering subterranean passageways: Beggar's Rest Pass, Shadow Pass, Steamfall Pass, Taglath's Gap, and Whisperhaunt Pass. See maps 25 and 26 in this section for the locations of these routes.

#### THROUGH THE SEA CAVES

Skullport can be reached by traveling through a series of natural caverns and magical locks that stretch from the South Sea Caves on Waterdeep's shore to the River Sargauth far below Mount Waterdeep. Crashing waves and jagged rocks make the outermost of these flooded caves dangerous to navigate. Dozens of old ships lie wrecked within, their swollen hulls home to sea hags, merrows, and other aquatic creatures.

The waters grow calmer as one travels deeper into the mountain, where a series of magic locks control the water level. Vessels descend hundreds of feet as they pass between them. Where the locks end is a vast cavern containing a smooth stone retaining wall that rises 10 feet above the water's surface. The partially collapsed remnants of a ten-story-tall hoist loom above the retaining wall. This contraption was designed to lift a vessel of almost any size, swing it over the wall, and lower it down the other side to the River Sargauth 100 feet below. Skullport lies just a few hundred yards farther along the underground river. Time and neglect have rendered the hoist nonfunctional, thus preventing large ships from reaching the Port of Shadow. Many denizens of Skullport would like to fix it, but they lack the mutual trust and cooperation required for such a project to succeed. The absence of the hoist hasn't stopped all manner of nefarious sorts from using their own ropes to haul rowboats and other small craft over the barrier wall.

### SKULLPORT OVERVIEW

Skullport fills an immense cavern. The town has three levels: a lower level, a middle level, and a top level. A stone bridge connects the southern end of the town to an island around which flows the sluggish River Sargauth. The island is called Skull Island, and atop this island stands a fortress garrisoned by minions of the beholder crime lord known as Xanathar.

## WHAT DWELLS HERE?

The Port of Shadow has been held, claimed, or occupied over the years by duergar, drow, dwarves, crazed wizards, slavers, and pirates. Currently, the town is under the sway of Xanathar, who has turned the forlorn settlement into a haven for its criminal organization. (The beholder inhabits a dungeon complex under Skullport that is described in *Waterdeep: Dragon Heist*.)

Few folk have permanent residences in the Port of Shadow, and most of the local businesses are presently shut down. The people who do remain in business pay Xanathar for protection. Adventurers can find food, drink, shelter, and supplies here—or perhaps a quick death, if they antagonize the locals.

### FLAMESKULLS

Thirteen ancient **flameskulls** haunt Skullport. These entities, which have defended the town since its founding, are all that remain of the Sargauth Enclave, a settlement of Netherese wizards. The flameskulls consider themselves the true rulers of Skullport, but they have lost touch with reality, their minds drifting in and out of the present and the past. They rarely communicate, and when they do it is often in a dead language.

## EXPLORING SKULL ISLAND

All location descriptions for Skull Island are keyed to map 24. The island's features are as follows:

- The island sits in the middle of a vast cavern with a roughly dome-shaped roof that rises to a height of 120 feet above the water level.
- Atop the island is a stone fortress, its 20-foot-high outer walls interrupted at irregular intervals by 30-foot-high (two-story) towers topped with battlements, ballistae, and flame cannons (see the “Skull Island Weaponry” sidebar).
- A natural column of rock rises from the heart of the fortress and merges with the cavern ceiling. (See area 9 for more information on this spire.)

### SKULL ISLAND WEAPONRY

The fortress on Skull Island bristles with ballistae and flame cannons. Before one of these weapons can be fired, it must be loaded and aimed. It takes one action to load a weapon, one action to aim it, and one action to fire it. Each ballista or flame cannon is a Large object with AC 15, 50 hit points, and immunity to poison and psychic damage.

A ballista is a massive crossbow that fires heavy bolts. A flame cannon is a bulky mechanical contraption that hurls casks of alchemist's fire that explode on impact.

**Ballista.** Ranged Weapon Attack: +6 to hit, range 120/480 ft., one target. Hit: 16 (3d10) piercing damage.

**Flame Cannon.** Ranged Weapon Attack: +4 to hit, range 60/240 ft., one target. Hit: 3 (1d6) bludgeoning damage plus 17 (5d6) fire damage, and the target catches fire.

While on fire, the target takes 3 (1d6) fire damage at the start of each of its turns. A creature can end this damage by immersing itself in water or by using an action to make a DC 10 Dexterity check to extinguish the flames.

## 1. MURKSPAN BRIDGE

An arched stone bridge connects the island to the town. The middle 30-foot span of the bridge is rigged to collapse. Two stone levers hidden in secret compartments at the south end of the bridge trigger the collapse when they are pulled simultaneously (requiring an action for each one). Characters who search the south end of the bridge can find the levers and discern their purpose with a successful DC 20 Wisdom (Perception) check.

## 2. MAIN GATE

The main entrance to the fortress is protected by a sturdy iron gate. Winches in the flanking guard towers open and close this gate.

## 3. HARBORS

Skull Island has two natural harbors (area 3a and area 3b). Each harbor is 60 feet deep and lined with rotted wooden docks. Steel augers installed along the mouth of each harbor can be raised or lowered on rusty iron chains connected to winches in the towers to either side of the harbor. When they are raised, the augers pierce the hulls of passing ships, flooding their lower decks and causing them to sink.

## 4. DUERGAR BARRACKS

Ten **duergar** are quartered in this two-story building.

## 5. HUMAN BARRACKS

This three-story edifice looms over the northeast harbor (area 3b). Seventy human **thugs** are quartered here.

## 6. DEPLETED ARMORY

The Xanathar Guild plundered this two-story building after taking control of the fortress. It stands empty.

## 7. BUGBEAR BARRACKS

Sixty **bugbears** inhabit this two-story stone building.

## 8. GARGOYLE TOWERS

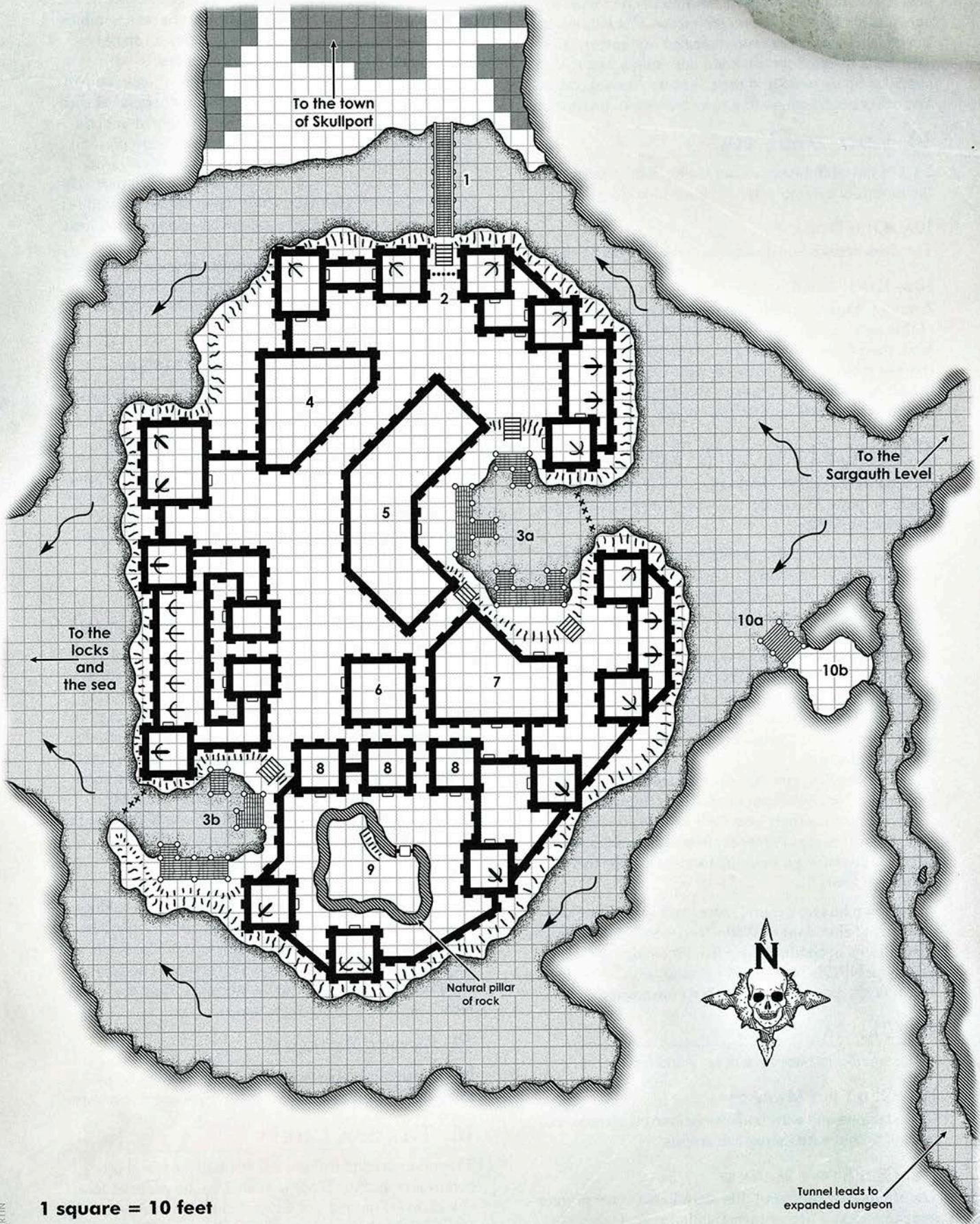
Twelve **gargoyles** perch on the battlements of these three-story stone towers (four atop each tower).

## 9. TOWER OF THE SEVEN WOES

The fortress's half-ogre commander, Sundeth, lives in this hollowed-out spire with his **wyvern** mount. Sundeth is a hideous, 8-foot-tall, half-ogre **champion** (see appendix A), with these changes:

- Sundeth is chaotic evil.
- He has these racial traits: He is Large and has darkvision out to a range of 60 feet. He speaks Common and Giant.

The column merges with the cavern roof, narrows in the middle (where a stalactite and a stalagmite converged eons ago), and has abundant ledges and handholds on the outside. The outer door is made of iron and squeals loudly when opened, alerting the spire's occupants.



1 square = 10 feet

TIM HARRIN

MAP 24: SKULL ISLAND

SKULLPORT

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Carved into the column is a seven-story prison composed of windowless torture chambers connected to one another by rough-hewn stairways. Worshipers of Loviatar used this tower to imprison and torture slaves. The walls throughout are lined with manacles; rusted shackles lie strewn amid torture racks, spiked cages, and other contraptions that have fallen into disrepair.

## 10. KUO-TOA LAIR

East of the island fortress, an old dock protrudes from the mouth of a damp cave like a wooden tongue.

### 10A. OLD DOCK

The dock creaks and groans but is safe to stand on.

### 10B. KUO-TOA CAVE

A hungry **kuo-toa** named Hlool crouches in the middle of this cave. If the characters give it food, Hlool eats the food, then dives to the bottom of the River Sargauth, returns minutes later with a bundled-up *cloak of the manta ray* that it took from a dead adventurer, and gives it to the characters as a thank-you gift.

## EXPLORING THE TOWN

All location descriptions for the town of Skullport are keyed to maps 25 and 26. The town's key features are summarized below:

- Everything has a deteriorated, haphazard look to it. Tightly packed buildings of wood and stone are piled atop one another, creating three levels: a lower level (often called the street level), a middle level, and an upper level.
- Unnamed thoroughfares wind through the town at street level. Above this labyrinth run mazes of catwalks made from the wood of old shipwrecks. Old rigging is used to suspend the creaky catwalks.
- The 90-foot-high cavern ceiling is covered with a forest of stalactites.
- Most of the lanterns that once illuminated Skullport are gone, turned to rust or stolen by thieves long ago. Denizens carry their own light sources or rely on darkvision to see. Flameskulls are often mistaken from a distance for bobbing torches as they drift through town.

The town has no general store, and some merchandise that is abundant in Waterdeep simply isn't available here. Prices in Skullport are five times higher than normal. If an NPC is mentioned by name with no pointer to a stat block, assume the NPC is a **commoner**.

## 11. OLD MARKETS

These open-air spaces are dreary and forlorn.

### 11A. OLD FISH MARKET

Closed shops and warehouses enclose an abandoned market dotted with empty fish stands.

### 11B. OLD SLAVE MARKET

The shops that surround this abandoned slave market appear vacant. Further investigation reveals that one shop (area 12) is open for business.

## 12. DEAD MAN'S CORNER

A **sea hag** named Olive Stillwater sells human zombies out of this dilapidated shop. She appears as an old woman covered with snails and barnacles.

Olive keeps a dozen human **zombies** in her cramped shop. "They're great for setting off traps!" she says with a chuckle. As payment for each zombie, she demands a tiny vial of the buyer's blood and three hairs plucked from the buyer's head. She owns a pair of rusty iron shears that can be used to draw blood and cut hair. After consuming this payment, Olive gains the innate ability to cast the *animate dead* spell once per day for the next three days.

Each zombie wears a rope noose around its neck. A character who buys a zombie must lead it around by the noose; otherwise, the zombie stands still and does nothing.

## 13. THIMBLEWINE'S PAWNSHOP

A cheery rock gnome named Krystaleen runs this shop. She is the niece of the pawnshop's previous owner, Thimblewine, who died of old age a few years ago.

Krystaleen buys reusable goods from visitors at normal cost (as listed in the *Player's Handbook*). If the characters are looking to buy a nonmagical item, there is a 10 percent chance that Krystaleen has such an item in stock. All merchandise is sold at five times the normal cost.

## 14. HERALDS' MEET

This town square is littered with trash. Nearly all the buildings that surround it are abandoned.

## 15. THE BLACK TANKARD

The proprietor of this squalid, one-story tavern is a fat, dour **duergar** named Droon Stonedark, who works for Xanathar. Two **minotaurs** stand in dark corners, ready to give unruly patrons the heave-ho. A **spectator** floats amid the rafters and provides additional security.

Droon sells Wyrmwizz, an alcoholic swill, for 2 sp per mug. No food and no other drinks are available.

## 16. GYUDD'S DISTILLERY

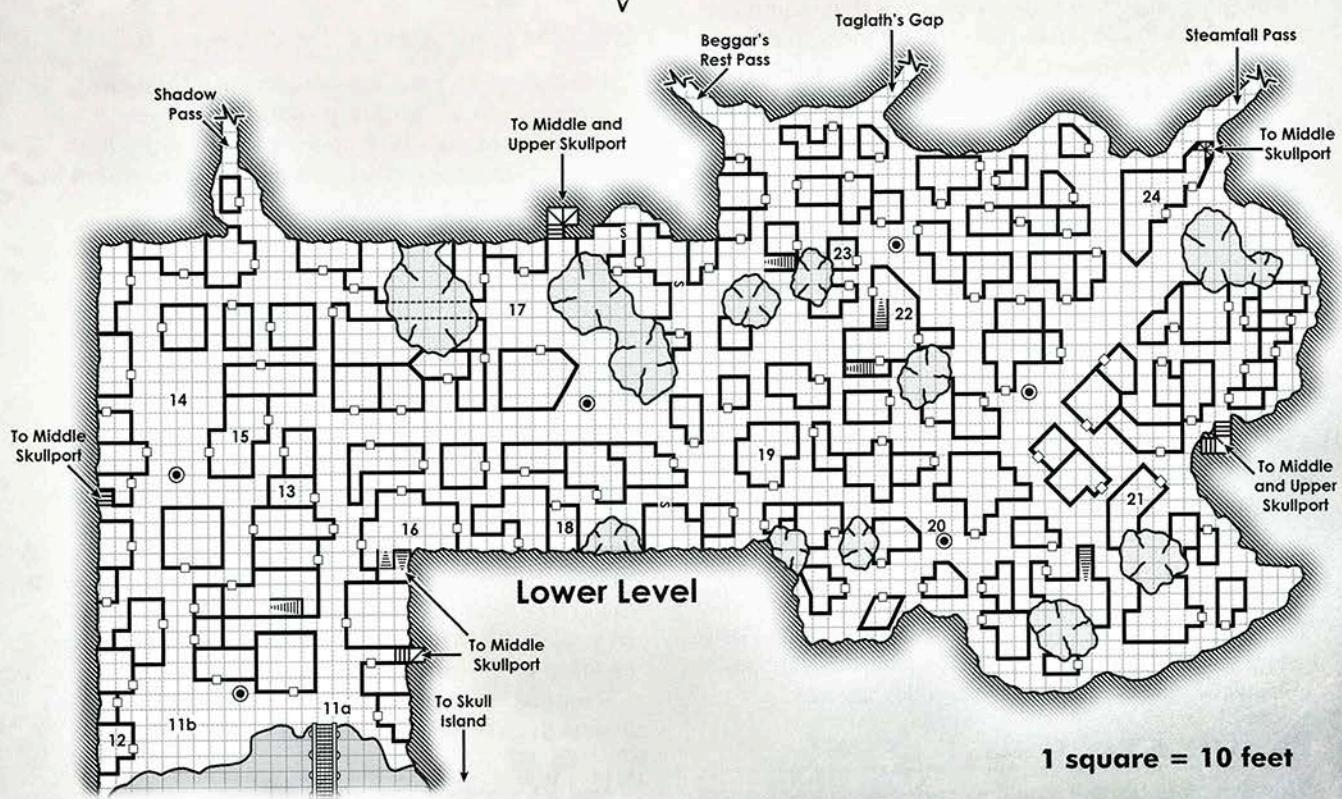
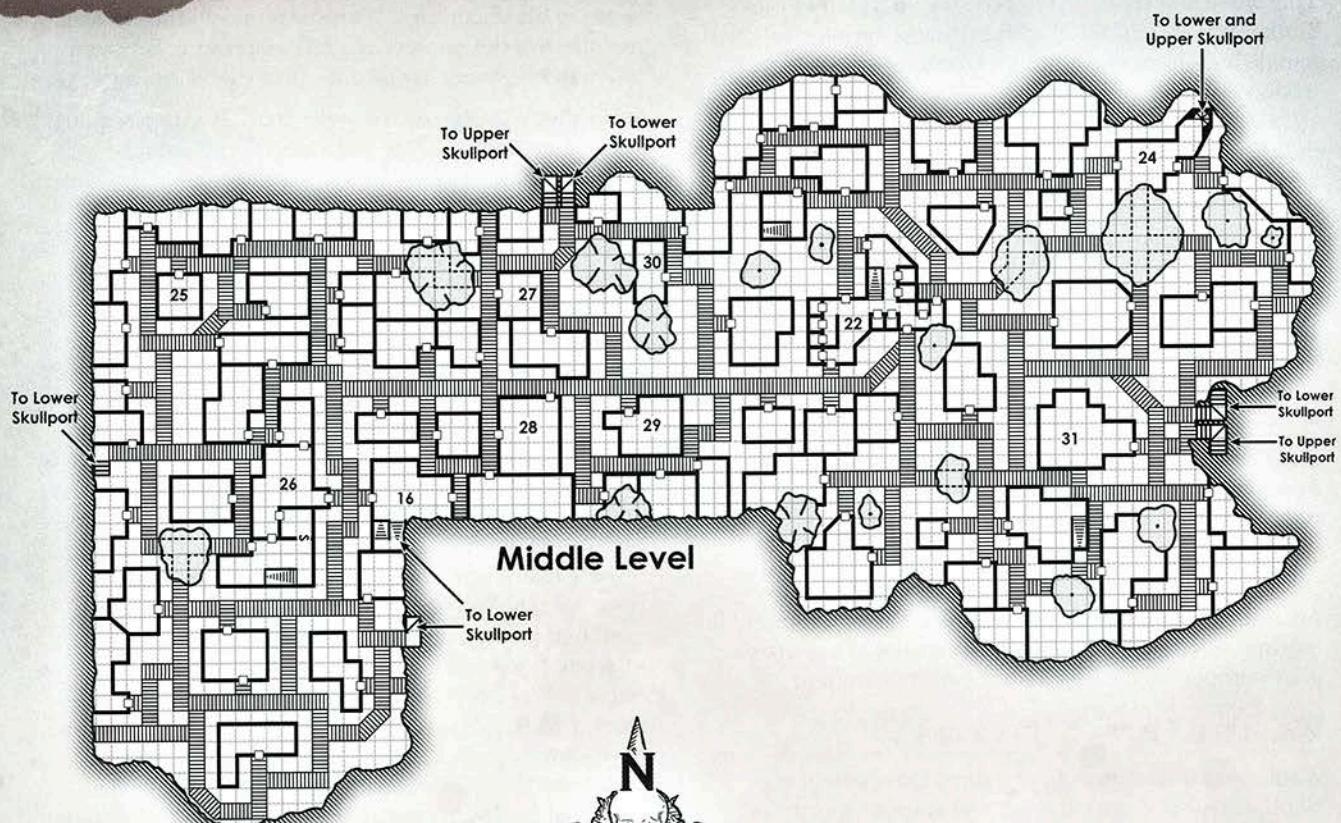
This dwarven distillery is a three-story stone building with a sagging roof. Gyudd, the shield dwarf distiller, makes Amberjack (a sherry), bitter Goat's Head Ale, and a muddy alcoholic swill called Wyrmwizz. The cost of a 5-gallon cask is 20 gp for Amberjack, 10 gp for Goat's Head Ale, and 5 gp for Wyrmwizz.

## 17. SKULL SQUARE

Empty buildings surround this square, which is festooned with iron gibbets dangling from wooden masts.

## 18. THE SEA CHEST

This shop used to sell chests, strongboxes, and other containers, but the place is closed up. Its proprietor, a shield dwarf named Tor Grayfell, had his brain eaten by a mind flayer believed to still be at large in Skullport.



1 square = 10 feet

## 19. THE FLAGON AND THE DRAGON

This wood and stone tavern is a step up from the Black Tankard (area 15). Tending bar is the proprietor, a female half-drow named Cal'al Claddani. She always introduces herself by asking, "What's your poison?"

Cal'al took over the tavern after its previous owners fled. She sells two local beverages: a sherry called Amberjack (8 sp per glass) and Goat's Head Ale (4 sp per flagon). She also keeps a few rare spirits behind the bar.

If the characters drop a few coins here, Cal'al is happy to furnish them with information about Skullport's other inhabitants and establishments. Cal'al also fancies herself a gatherer of secrets and might share one or two with characters she trusts (see appendix C).

## 20. DARK HARVEST MARKET

Food harvested from the Underdark is sold here by 1d6 **duergar**, who employ an equal number of **wererats** as bodyguards.

## 21. THE SWORD AND SEXTANT

A pair of strongheart halflings named Oleander and Will buy and sell maps out of this modest shop. They are eager to procure accurate maps of Undermountain.

## 22. THE GUTS & GARTERS

A sullen, soft-spoken tiefling named Quietude runs Skullport's last remaining inn and spies on guests for Xanathar. The inn is a run-down structure with windows so shrouded in grime as to be almost opaque. Quietude rents bedrooms for 5 gp per day.

The inn's cellar contains a secret door that requires a successful DC 15 Wisdom (Perception) check to detect. Beyond the secret door is a 300-foot-long, rough-hewn tunnel heading west to Xanathar's dungeon hideout (described in *Waterdeep: Dragon Heist*).

## 23. THE FEATHERED RAT

Ulvira Snowveins, a venerable half-elf and Harper spy, runs this single-story pet store. Ulvira's merchandise and prices are as follows: bat (5 cp), cat (5 sp), frog or toad (5 cp), giant fire beetle (25 gp), giant rat (10 sp), lizard (5 cp), rat (5 cp), spider (5 cp), and stirge (10 sp).

## 24. THAGLAR'S FOUNDRY

Skullport's ugly stone foundry stands four stories tall. Inside, **duergar** smiths under the command of a brutal duergar taskmaster named Thaglar Xundorn fashion weapons, armor, and tools.

## 25. THE BAT'S ROOST

This building, once a seedy tavern, is now a fighting den where visitors can settle their differences through fist-cuffs while spectators place bets on the outcome.

## 26. THE KEEL HALL

This two-story festhall shut down after the Spellplague and never reopened its doors. The Zhentarim now use it as a hideout.

Bosskyn Gorr, a blind tiefling **spy**, leads the Zhentarim in Skullport and uses flying snakes to deliver messages to his underlings. If one or more characters are members of the Zhentarim and can prove it, Bosskyn offers to help them in one or both of the following ways:

- He allows the party to use the festhall as a sanctuary and a resting place for as long as they need it.
- He uses one of his flying snakes to deliver a message to anyone in Waterdeep on the party's behalf.

## 27. THE POISONED QUILL

There's not much need for an expert forger in Skullport these days, but that doesn't concern the owner of the Poisoned Quill, Tasselgryn Veldarn, who makes money from visitors needing to leave Skullport in a hurry.

"Tas" is an elderly **archmage**. Her secret is that she and Halaster are friends. The Mad Mage visits her about once a month for tea, and she catches him up on the latest news and gossip. When they are together, Halaster and Tasselgryn act like an old married couple.

If the characters come seeking an escape from Skullport, Tasselgryn offers to cast the *teleportation circle* spell but demands payment of 50 gp per party member up front. She knows the address of another teleportation circle in Waterdeep (in the attic of an orphanage in the Dock Ward) and sends the characters there if they don't have a teleportation circle address of their own.

Halaster has placed enchantments on Tasselgryn's shop that enable her (and her alone) to cast *teleportation circle* spells within its confines, ignoring the restriction that Undermountain places on such magic (see "Alterations to Magic," page 10).

## 28. TWINBEARD'S TRAPS

This single-story building contains the workshop of Xanathar's shield dwarf trapsmith and engineer, Thorvin Twinbeard. He's rarely here, however, since Xanathar keeps him busy. (For more information on Thorvin, see *Waterdeep: Dragon Heist*.)

## 29. SARGAUTH'S BOUNTY

Darum and Duram Ghaz, a pair of shield dwarf brothers, sell junk salvaged from the River Sargauth. There is a 50 percent chance that the shop is closed and the brothers are away on a salvage mission.

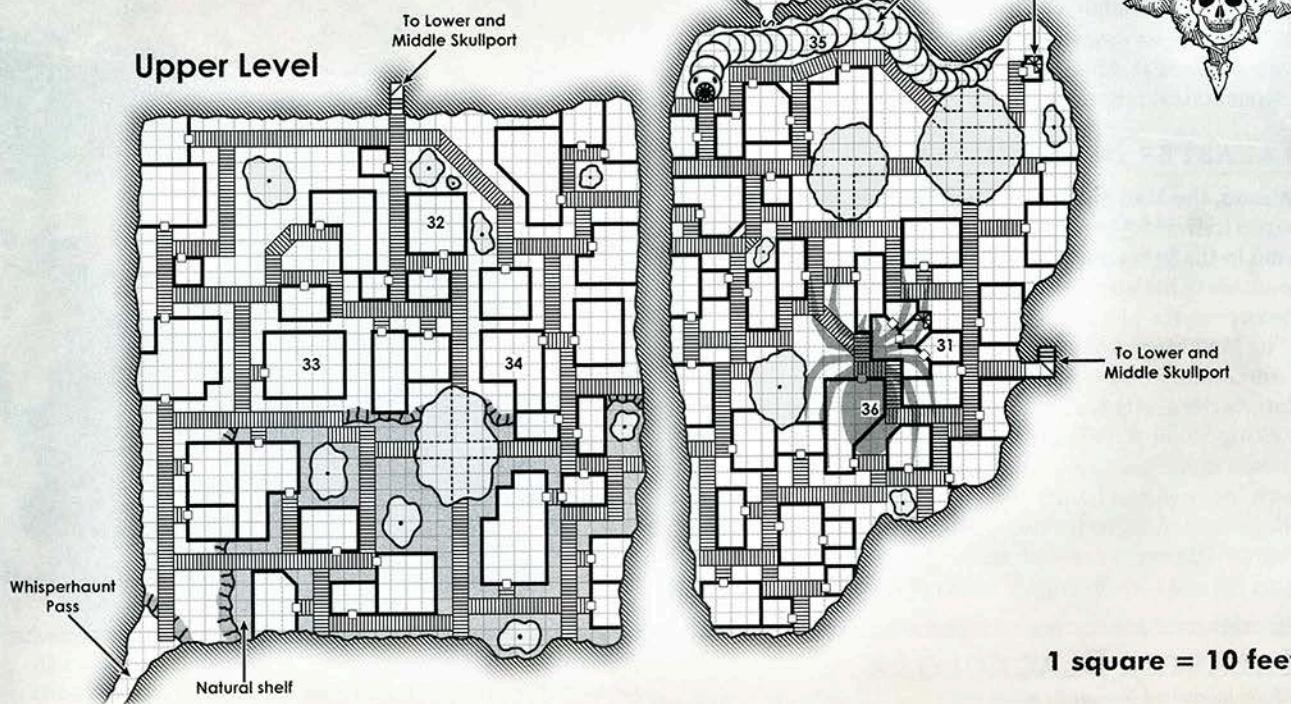
## 30. THE LANTERNLIGHTER'S

Anderian Dusk, an old half-elf with a long white beard, sells lanterns. The light in Anderian's eyes has gone out, as time has slowly crushed his hopes or dreams. Around his neck he wears a *hag eye* pendant given to him by the sea hags of the Sargauth River (see area 10c on level 3). The hags pay him to wear it so they can spy on folk passing through Skullport.

If the characters need oil for their lanterns, Anderian directs them to the Overflowing Urn (area 33).

## 31. DALAGOR'S FORTRESS

Dalagor was an evil warrior who surrounded himself with necromancers and undead. He and his minions



MAP 26: SKULLPORT, UPPER LEVEL

were destroyed or driven out during the Spellplague, leaving behind a bleak, three-story stone mansion that the Harpers have seized and turned into a hideout.

Felrax, a dragonborn **mage** with copper-colored scales, watches over the mansion. A *light* cantrip cast on his staff allows Felrax to see in the dark interior. If one or more characters are Harpers, Felrax offers to help them in one or both of the following ways:

- He allows the party to use the mansion as a sanctuary and a resting place for as long as they need it.
- If the characters need to leave Skullport in a hurry, he tells them that Tasselglyn Velldarn (area 27) has access to a teleportation circle and charges 50 gp per person for its use.

### 32. DUMATHOIN'S JEST

Ygarra Urmabaalt, a **duergar**, appraises gemstones for a flat fee of 20 percent of a gem's value. Her establishment is a one-story, ugly stone building.

### 33. THE OVERFLOWING URN

This store rests atop another structure that is crumbling with age. As a result, the building tilts slightly to the east. Inside, a man calling himself Garryth sells flasks of oil for 5 sp each and casks of pitch for 2 gp each.

Five years ago, a **doppelganger** killed Garryth and assumed his identity after disposing of the body. The doppelganger is content running the business and has no qualms about paying money to Xanathar for protection.

### 34. NIGHTSHADE'S CARESS

Displayed in the window of this shop are various herbs, elixirs, vials of poison, and baskets of medicinal fungi. The store is cluttered with more such goods, all labeled and clearly priced. The apothecary, Nightshade, is an undead creature (use the **mummy** statistics) that looks like a withered crone dressed in a tattered black robe.

### 35. THE WORM'S GULLET

The only restaurant in town is located inside a petrified, hollowed-out purple worm. The food and the service have gone downhill ever since Xanathar installed a new manager: a heartless **duergar** named Gharz Stonedark.

Gharz makes meals out of whatever his **kobolds** can find, and patrons are expected to eat whatever Gharz serves them. Common meals include stirge loaf, carrion crawler soufflé, flumph stew, and hot shrieker pie. The house ale is Wyrmwizz, straight from the local distillery (area 16). A meal with a drink costs 5 sp per person.

### 36. TANOR'THAL REFUGE

Carved by the drow of House Tanor'thal, this stronghold resembles an upside-down spider that looms above the rest of Skullport like a great, dark god. The spider's hollowed-out head, thorax, and abdomen contain windowless living quarters filled with thick webs and a host of **giant spiders**. Other denizens of Skullport avoid this place, making it an excellent refuge once the spiders are cleared out. The drow left nothing of value behind when they vacated their refuge.

# APPENDIX A: DUNGEON DENIZENS

This appendix contains information on Halaster Blackcloak, as well as monsters and NPCs not found in the *Monster Manual*. After the Mad Mage, the creatures are in alphabetical order.

## HALASTER BLACKCLOAK

Halaster, the Mad Mage of Undermountain, is the deranged individual behind most of the traps and horrors found in the great dungeon under Waterdeep. Undermountain is his home, an amusement gallery in which others perform to entertain him.

The Mad Mage knows the ever-changing ways of Undermountain as no one else does, for he is the one who controls those changes. He prefers to remain unseen, skulking about invisibly or peering through scrying sensors that resemble wide-open eyes surrounded by sparkling motes of light.

Halaster's abilities far exceed those of most mortal wizards. His expertise with magic gates allows him to travel far and wide to engage in magical research. He

## HALASTER BLACKCLOAK

Medium humanoid (human), chaotic evil

Armor Class 14 (17 with mage armor)

Hit Points 246 (29d8 + 116)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	18 (+4)	18 (+4)	24 (+7)	18 (+4)	18 (+4)

Saving Throws Int +14, Wis +11

Skills Arcana +21, History +21, Perception +11

Damage Resistances fire and lightning (granted by the *blast scepter*; see "Special Equipment" below)

Senses darkvision 120 ft., passive Perception 21

Languages Abyssal, Celestial, Common, Draconic, Dwarvish, Elvish, Infernal, Undercommon

Challenge 23 (50,000 XP)

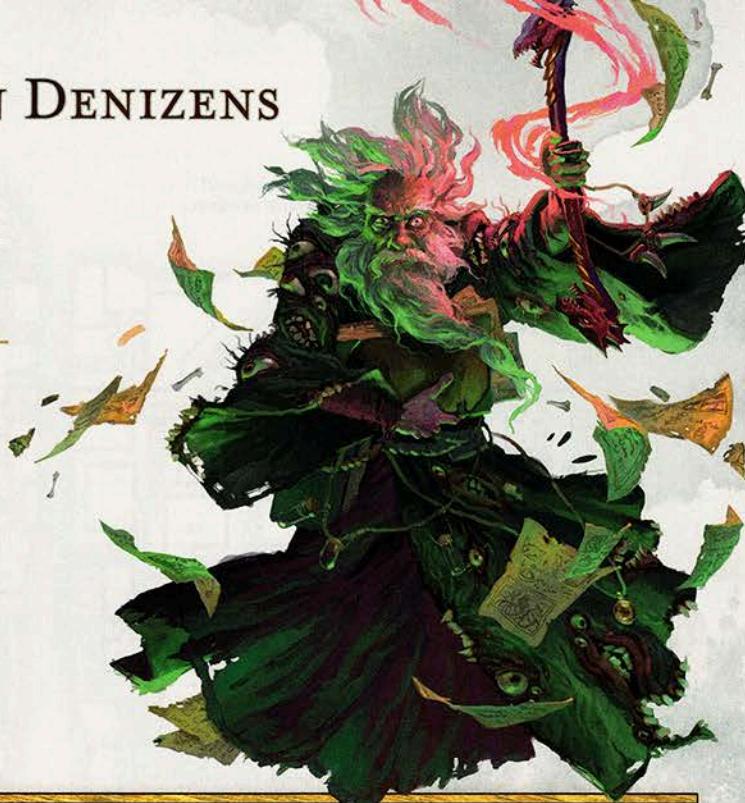
**Special Equipment.** Halaster wears a *robe of eyes* that lets him see in all directions, gives him darkvision out to a range of 120 feet, grants advantage on Wisdom (Perception) checks that rely on sight, and allows him to see invisible creatures and objects, as well as into the Ethereal Plane, out to a range of 120 feet.

Halaster wields a *blast scepter* (a very rare magic item that requires attunement). It can be used as an arcane focus. Whoever is attuned to the *blast scepter* gains resistance to fire and lightning damage and can, as an action, use it to cast *thunderwave* as a 4th-level spell (save DC 16) without expending a spell slot.

Halaster also wears a *horned ring* (a very rare magic item that requires attunement), which allows an attuned wearer to ignore Undermountain's magical restrictions (see "Alterations to Magic," page 10).

**Arcane Recovery (1/Day).** When he finishes a short rest, Halaster recovers all his spell slots of 5th level and lower.

**Legendary Resistance (3/Day).** If Halaster fails a saving throw, he can choose to succeed instead.



**Rejuvenation.** If Halaster dies in Undermountain, he revives after 1d10 days, with all his hit points and any missing body parts restored. His new body appears in a random safe location in Undermountain.

**Spellcasting.** Halaster is a 20th-level spellcaster. His spellcasting ability is Intelligence (spell save DC 22, +14 to hit with spell attacks). He can cast *disguise self* and *invisibility* at will. He can cast *fly* and *lightning bolt* once each without expending a spell slot, but can't do so again until he finishes a short or long rest. Halaster has the following wizard spells prepared:

Cantrips (at will): *dancing lights*, *fire bolt*, *light*, *mage hand*, *prestidigitation*

1st level (4 slots): *mage armor*, *magic missile*, *shield*, *silent image*

2nd level (3 slots): *arcane lock*, *cloud of daggers*, *darkvision*, *knock*

3rd level (3 slots): *counterspell*, *dispel magic*, *fireball*

4th level (3 slots): *confusion*, *hallucinatory terrain*, *polymorph*

5th level (3 slots): *Bigby's hand*, *geas*, *wall of force*

6th level (2 slots): *chain lightning*, *globe of invulnerability*, *programmed illusion*

7th level (2 slots): *finger of death*, *symbol*, *teleport*

8th level (1 slot): *maze*, *mind blank*

9th level (1 slot): *meteor swarm*, *wish*

## ACTIONS

**Blast Scepter.** Halaster uses his *blast scepter* to cast *thunderwave* as a 4th-level spell (save DC 16).

## LEGENDARY ACTIONS

Halaster 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. Halaster regains spent legendary actions at the start of his turn.

**Cast Spell.** Halaster casts a spell of 3rd level or lower.

**Spell Ward (Costs 2 Actions).** Halaster expends a spell slot of 4th level or lower and gains 5 temporary hit points per level of the slot.

spends much of his time creating gates, moving them around, and casting elder runes on them. Halaster's gates connect the different levels of Undermountain, thus enabling him to bring new monsters into the dungeon to replenish those that die or escape. Even as groups of adventurers try to gain decisive control of just a small section of Undermountain's halls, Halaster constantly alters the dungeon's perils to thwart them.

Halaster's true form is that of a tall, gaunt, male human, but he uses magic to take on many other visages and shapes. No matter what form he wears, the Mad Mage giggles and mutters incessantly. Contrary to appearances, however, Halaster is alert and attentive to the activities and preparations of all beings near him. He never willingly enters combat without first casting *mage armor* and *mind blank* on himself.

## HALASTER'S LAIR

As the master of Undermountain, Halaster can alter the entire dungeon to some extent. His lair actions and regional effects don't extend beyond Undermountain.

### LAIR ACTIONS

On initiative count 20 (losing initiative ties), Halaster takes a lair action to cause one of the following effects:

- Halaster targets a volume of unoccupied space or solid stone no larger than four 10-foot cubes within 30 feet of him, turning the open space to solid, worked stone or vice versa.
- Halaster causes one door or archway within 30 feet of him to disappear and be replaced by a blank wall, or he restores a door or an archway previously removed in this way.
- Halaster deactivates or reactivates one of Undermountain's magic gates. The gate must be within 120 feet of him.

### REGIONAL EFFECTS

When Halaster is in Undermountain, the following effects can occur in any location within the dungeon or in any extraplanar extension of the dungeon:

- A magical scrying sensor appears, taking the form of a ghostly, 1-foot-diameter humanoid eye surrounded by motes of light. The sensor is stationary, though Halaster can reorient the eye to face in any direction. Halaster can see through the eye as though he was in its space. The eye can't be harmed or dispelled, but it winks out within an antimagic field. A scrying eye lasts until Halaster ends the effect (no action required).
- A minor illusory effect is triggered, as though Halaster had cast *minor illusion* in an area. Common illusions include the echo of rattling chains, the distant sound of explosive spells being cast, a dusty cloak or a rusty helm floating as though worn by an invisible figure, and illusory footprints appearing on a dusty floor.
- Silent apparitions of dead adventurers drift through halls and rooms as though they are lost. An apparition can't be harmed, and it doesn't acknowledge creatures or objects in any way. It can't be dispelled but is suppressed within an antimagic field.

## ARCHDRUID

Archdruids watch over the natural wonders of their domains. They seldom interact with civilized folk unless there is a great threat to the natural order, and their lairs are often guarded by allied beasts, plants, and fey.

## ARCHDRUID

*Medium humanoid (any race), any alignment*

**Armor Class** 16 (hide armor, shield)

**Hit Points** 132 (24d8 + 24)

**Speed** 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	12 (+1)	12 (+1)	20 (+5)	11 (+0)

**Saving Throws** Int +5, Wis +9

**Skills** Medicine +9, Nature +5, Perception +9

**Senses** passive Perception 19

**Languages** Druidic plus any two languages

**Challenge** 12 (8,400 XP)

**Spellcasting.** The archdruid is an 18th-level spellcaster. Its spellcasting ability is Wisdom (spell save DC 17, +9 to hit with spell attacks). It has the following druid spells prepared:

**Cantrips** (at will): *druidcraft*, *mending*, *poison spray*, *produce flame*

1st level (4 slots): *cure wounds*, *entangle*, *faerie fire*, *speak with animals*

2nd level (3 slots): *animal messenger*, *beast sense*, *hold person*

3rd level (3 slots): *conjure animals*, *meld into stone*, *water breathing*

4th level (3 slots): *dominate beast*, *locate creature*, *stoneskin*, *wall of fire*

5th level (3 slots): *commune with nature*, *mass cure wounds*, *tree stride*

6th level (1 slot): *heal*, *heroes' feast*, *sunbeam*

7th level (1 slot): *fire storm*

8th level (1 slot): *animal shapes*

9th level (1 slot): *foresight*

### ACTIONS

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

**Change Shape (2/Day).** The archdruid magically polymorphs into a beast or elemental with a challenge rating of 6 or less, and can remain in this form for up to 9 hours. The archdruid can choose whether its equipment falls to the ground, melds with its new form, or is worn by the new form. The archdruid reverts to its true form if it dies or falls unconscious. The archdruid can revert to its true form using a bonus action on its turn.

While in a new form, the archdruid retains its game statistics and ability to speak, but its AC, movement modes, Strength, and Dexterity are replaced by those of the new form, and it gains any special senses, proficiencies, traits, actions, and reactions (except class features, legendary actions, and lair actions) that the new form has but that it lacks. It can cast its spells with verbal or somatic components in its new form.

The new form's attacks count as magical for the purpose of overcoming resistances and immunity to nonmagical attacks.

## CHAMPION

Champions are mighty warriors who honed their fighting skills in gladiatorial pits. To soldiers and other people who fight for a living, champions are as influential as nobles, and their presence is courted as a sign of status among rulers.

### GITHYANKI GISH

Their keen minds and psionic gifts allow the githyanki to master magic. Gish blend their magical abilities with swordplay to become dangerous foes in battle. Their specialized capabilities make them well suited for assassination, raiding, and espionage.

### LAVA CHILD

Physically identical to one another, lava children have muscular builds and childish, perpetually grinning faces. Most are born in the Fountains of Creation, also known as the Plane of Magma, which is wedged between the Elemental Planes of Earth and Fire. Within volcanic caverns, lava children form communities, serving primordial beings out of fear or worshiping gods of earth and fire.

Though they're not violent by nature, lava children fiercely defend territory they claim as their own. Many

intruders have been fooled by a lava child's smile, believing themselves welcome when in fact they're about to be torn limb from limb. Lava children typically stick close to their lairs, but actively hunt when food grows scarce.

**Lava Born.** The first lava children were created by the merging of spirits of earth and fire. Upon reaching adulthood, a lava child gains the ability to procreate by itself. An adult lava child lays several eggs in its lifetime, which is roughly fifty years. These eggs incubate in pools of molten magma until they hatch. The pink, smiling newborn matures at the same rate as a human. The parent protects its offspring until the new lava child is strong enough to defend itself and forage on its own. Lava children eat meat, bones, paper, plants, and just about anything else not made of metal or stone. Cooked meat is their favorite.

## CHAMPION

Medium humanoid (any race), any alignment

Armor Class 18 (plate)  
Hit Points 143 (22d8 + 44)  
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	15 (+2)	14 (+2)	10 (+0)	14 (+2)	12 (+1)

Saving Throws Str +9, Con +6  
Skills Athletics +9, Intimidation +5, Perception +6  
Senses passive Perception 16  
Languages any one language (usually Common)  
Challenge 9 (5,000 XP)

**Indomitable (2/Day).** The champion rerolls a failed saving throw.

**Second Wind (Recharges after a Short or Long Rest).** As a bonus action, the champion can regain 20 hit points.

### ACTIONS

**Multiattack.** The champion makes three attacks with its greatsword or its shortbow.

**Greatsword.** *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. *Hit:* 12 (2d6 + 5) slashing damage, plus 7 (2d6) slashing damage if the champion has more than half of its total hit points remaining.

**Shortbow.** *Ranged Weapon Attack:* +6 to hit, range 80/320 ft., one target. *Hit:* 5 (1d6 + 2) piercing damage, plus 7 (2d6) piercing damage if the champion has more than half of its total hit points remaining.

## GITHYANKI GISH

Medium humanoid (gith), lawful evil

Armor Class 17 (half plate)

Hit Points 123 (19d8 + 38)

Speed 30 ft.

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

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

Skills Insight +6, Perception +6, Stealth +6

Senses passive Perception 16

Languages Gith

Challenge 10 (5,900 XP)

**Innate Spellcasting (Psionics).** The githyanki's innate spellcasting ability is Intelligence (spell save DC 15, +7 to hit with spell attacks). It can innately cast the following spells, requiring no components:

At will: *mage hand* (the hand is invisible)

3/day each: *jump*, *misty step*, *nondetection* (self only)

1/day each: *plane shift*, *telekinesis*

**Spellcasting.** The githyanki is an 8th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 15, +7 to hit with spell attacks). The githyanki has the following wizard spells prepared:

Cantrips (at will): *blade ward*, *light*, *message*, *true strike*  
1st level (4 slots): *expeditious retreat*, *magic missile*, *sleep*, *thunderwave*

2nd level (3 slots): *blur*, *invisibility*, *levitate*

3rd level (3 slots): *counterspell*, *fireball*, *haste*

4th level (2 slots): *dimension door*

**War Magic.** When the githyanki uses its action to cast a spell, it can make one weapon attack as a bonus action

### ACTIONS

**Multiattack.** The githyanki makes two longsword attacks.

**Longsword.** *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 3) slashing damage, or 8 (1d10 + 3) slashing damage if used with two hands, plus 18 (4d8) psychic damage.



## LAVA CHILD

Medium humanoid (lava child), neutral

Armor Class 11

Hit Points 60 (8d8 + 24)

Speed 25 ft., climb 20 ft.

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

Skills Athletics +6, Survival +2

Damage Immunities fire; bludgeoning, piercing, and slashing from metal weapons

Senses darkvision 60 ft., passive Perception 10

Languages Common, Ignan

Challenge 3 (700 XP)

**Metal Immunity.** The lava child can move through metal without hindrance, and it has advantage on attack rolls against any creature wearing metal armor or using a metal shield.

### ACTIONS

**Multiattack.** The lava child makes two attacks: one with its bite and one with its claws.

**Bite.** *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target.  
Hit: 11 (2d6 + 4) piercing damage.

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

## LIVING SPELL

Areas of wild magic and sites that have been ravaged by powerful eldritch forces can give rise to spell effects that refuse to dissipate. These so-called living spells haunt the places where they were created, subsisting on ambient magical energy.

A living spell appears much like a normal spell effect, except that its magical energy lingers and moves with purpose.

**Constructed Nature.** A living spell doesn't require air, food, drink, or sleep.

**Magical Essence.** The process that creates a living spell changes the nature of its magic. A living spell isn't subject to *dispel magic* and isn't affected by an anti-magic field.

## LIVING UNSEEN SERVANT

Like an overzealous butler or maid, a living unseen servant spell busies itself with tasks in hopes of pleasing its creator. It can wield simple weapons but prefers not to. See *invisibility*, *true seeing*, and similar effects reveal that the servant has a shape similar to that of a slender humanoid adult.

## LIVING UNSEEN SERVANT

Medium construct, unaligned

Armor Class 10

Hit Points 4 (1d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
2 (-4)	10 (+0)	11 (+0)	1 (-5)	10 (+0)	1 (-5)

Skills Perception +2, Stealth +4

Damage Immunities poison

Condition Immunities exhaustion, paralyzed, petrified, poisoned, unconscious

Senses blindsight 60 ft. (blind beyond this radius), passive Perception 12

Languages understands one language (usually Common) but can't speak

Challenge 0 (10 XP)

**Invisibility.** The unseen servant is invisible.

### ACTIONS

**Slam.** *Melee Weapon Attack:* +2 to hit, reach 5 ft., one target.  
Hit: 1 bludgeoning damage.

## MUIRAL

Large monstrosity, chaotic evil

Armor Class 16 (natural armor)

Hit Points 195 (23d10 + 69)

Speed 50 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	11 (+0)	16 (+3)	18 (+4)	13 (+1)	18 (+4)

**Saving Throws** Con +8, Int +9

**Skills** Arcana +9, Athletics +9, Perception +6, Stealth +5

**Senses** darkvision 120 ft., passive Perception 16

**Languages** Common, Dwarvish, Elvish, Goblin, Undercommon  
**Challenge** 13 (10,000 XP)

**Spellcasting.** Muiral is a 13th-level spellcaster. His spellcasting ability is Intelligence (spell save DC 17, +9 to hit with spell attacks). He has the following wizard spells prepared:

**Cantrips** (at will): *dancing lights, mage hand, prestidigitation, ray of frost, shocking grasp*

**1st level** (4 slots): *expeditious retreat, fog cloud, magic missile, shield*

**2nd level** (3 slots): *darkness, knock, see invisibility, spider climb*

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

**4th level** (3 slots): *greater invisibility, polymorph*

**5th level** (2 slots): *animate objects, wall of force*

**6th level** (1 slot): *create undead, flesh to stone*

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

**Legendary Resistance (3/Day).** If Muiral fails a saving throw, he can choose to succeed instead.

### ACTIONS

**Multiattack.** Muiral makes three attacks: two with his longsword and one with his sting.

**Longsword.** **Melee Weapon Attack:** +9 to hit, reach 5 ft., one target. **Hit:** 13 (2d8 + 4) slashing damage, or 15 (2d10 + 4) slashing damage if used with two hands.

**Sting.** **Melee Weapon Attack:** +9 to hit, reach 10 ft., one creature. **Hit:** 9 (1d10 + 4) piercing damage. The target must make a DC 16 Constitution saving throw, taking 27 (6d8) poison damage on a failed save, or half as much damage on a successful one.

### LEGENDARY ACTIONS

Muiral 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. Muiral regains spent legendary actions at the start of his turn.

**Cast Cantrip.** Muiral casts a cantrip.

**Lunging Attack (Costs 2 Actions).** Muiral makes one longsword attack that has a reach of 10 feet.

**Retreating Strike (Costs 3 Actions).** Muiral moves up to his speed without provoking opportunity attacks. Before the move, he can make one longsword attack.



## MUIRAL

Muiral was an accomplished human warrior who long served as Halaster's bodyguard. His descent into madness began when he asked the Mad Mage to tutor him in the wizardly arts. Muiral learned enough magic to transform himself into a half-scorpion monstrosity, becoming known as Muiral the Misshapen. He then retired to the level of Undermountain that would later be called Muiral's Gauntlet, driving out and slaying its original drow denizens. Muiral now spends his days hunting adventurers and other interlopers for fun. Long years alone—and Halaster's influence—have rendered him utterly insane.

## NEOTHELID

When an illithid colony's tadpoles are no longer fed by their caretakers, they turn to devouring one another out of hunger. Only one tadpole survives out of the thousands in the colony's pool, and it emerges as a neothelid—a slime-covered worm of immense size.

A feral thing, a neothelid knows nothing beyond the predatory existence it has lived so far. It prowls subterranean passages in search of more brains to sate its constant hunger, growing ever more vicious.

### NEOTHELID

Gargantuan aberration, chaotic evil

Armor Class 16 (natural armor)

Hit Points 325 (21d20 + 105)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
27 (+8)	7 (-2)	21 (+5)	3 (-4)	16 (+3)	12 (+1)

Saving Throws Int +1, Wis +8, Cha +6

Senses blindsight 120 ft., passive Perception 13

Languages —

Challenge 13 (10,000 XP)

**Creature Sense.** The neothelid is aware of the presence of creatures within 1 mile of it that have an Intelligence score of 4 or higher. It knows the distance and direction to each creature, as well as each creature's Intelligence score, but can't sense anything else about it. A creature protected by a *mind blank* spell, a *nondetection* spell, or similar magic can't be perceived in this manner.

**Innate Spellcasting (Psionics).** The neothelid's innate spellcasting ability is Wisdom (spell save DC 16). It can innately cast the following spells, requiring no components:

At will: *levitate*

1/day each: *confusion*, *feeblemind*, *telekinesis*

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

### ACTIONS

**Tentacles.** *Melee Weapon Attack:* +13 to hit, reach 15 ft., one target. *Hit:* 21 (3d8 + 8) bludgeoning damage plus 13 (3d8) psychic damage. If the target is a Large or smaller creature, it must succeed on a DC 18 Strength saving throw or be swallowed by the neothelid. A swallowed creature is blinded and restrained, it has total cover against attacks and other effects outside the neothelid, and it takes 35 (10d6) acid damage at the start of each of the neothelid's turns.

If the neothelid takes 30 damage or more on a single turn from a creature inside it, the neothelid must succeed on a DC 18 Constitution saving throw at the end of that turn or regurgitate all swallowed creatures, which fall prone in a space within 10 feet of the neothelid. If the neothelid dies, a swallowed creature is no longer restrained by it and can escape from the corpse by using 20 feet of movement, exiting prone.

**Acid Breath (Recharge 5–6).** The neothelid exhales acid in a 60-foot cone. Each creature in that area must make a DC 18 Dexterity saving throw, taking 35 (10d6) acid damage on a failed save, or half as much damage on a successful one.

## SCALADAR

Scaladar are constructs created by Trobriand, one of Halaster's apprentices. They move and attack like giant scorpions, grabbing prey with two large pincer claws and delivering a deadly pulse of lightning with their metal stinger tails.

**Trobriand's Rings.** Trobriand crafted magic rings to control the scaladar. Each ring is a black metal loop with a stinger-shaped protrusion. No scaladar can harm the wearer of such a ring, and any scaladar within 100 feet of a ring wearer must obey its spoken commands. The magic of the ring enables the scaladar to understand and interpret these commands, even though the creatures have no language of their own. If given contradictory commands from two different ring wearers, a scaladar immediately shuts down and becomes incapacitated for 1 hour. Trobriand has a master ring that lets him override the commands of other ring wearers without causing a scaladar to shut down. Trobriand's rings function only in Undermountain.

**Constructed Nature.** A scaladar doesn't require air, food, drink, or sleep.

### SCALADAR

Huge construct, unaligned

Armor Class 19 (natural armor)

Hit Points 94 (7d12 + 49)

Speed 30 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	10 (+0)	25 (+7)	1 (-5)	12 (+1)	1 (-5)

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

**Damage Immunities** force, lightning, poison

**Condition Immunities** charmed, paralyzed, poisoned

**Senses** darkvision 60 ft., passive Perception 11

**Languages** —

Challenge 8 (8,900 XP)

**Lightning Absorption.** Whenever the scaladar is subjected to lightning damage, it takes no damage, and its sting deals an extra 11 (2d10) lightning damage until the end of its next turn.

**Scaladar Link.** The scaladar knows the location of other scaladar within 100 feet of it, and it can sense when any of them take damage.

### ACTIONS

**Multiaction.** The scaladar makes three attacks: two with its claws and one with its sting.

**Claw.** *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 10 (1d12 + 4) bludgeoning damage, and the target is grappled (escape DC 15). The scaladar has two claws, each of which can grapple one target.

**Sting.** *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 9 (1d10 + 4) piercing damage plus 11 (2d10) lightning damage.

## SHADOW ASSASSIN

A shadow assassin looks like an undead shadow (as described in the *Monster Manual*) that wields shortswords also made of shadow. It exists only to slay the living.

**Undead Nature.** A shadow assassin doesn't require air, food, drink, or sleep.

## ULITHARID

Very rarely, an illithid tadpole transforms an individual into an ulitharid rather than an ordinary mind flayer. Ulitharids are larger than mind flayers and have six tentacles instead of four. Illithids innately recognize that an ulitharid's survival is more important than their own. In most colonies, an ulitharid becomes an elder brain's most favored servant, invested with power and authority. In others, the elder brain perceives the ulitharid as a potential rival, manipulating or quashing the ulitharid's ambitions accordingly.

## 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 exhaustion, 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.

## ULITHARID

Large aberration, lawful evil

Armor Class 15 (breastplate)

Hit Points 127 (17d10 + 34)

Speed 30 ft.

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

Saving Throws Int +9, Wis +8, Cha +9

Skills Arcana +9, Insight +8, Perception +8, Stealth +5

Senses darkvision 120 ft., passive Perception 18

Languages Deep Speech, Undercommon, telepathy 2 miles

Challenge 9 (5,000 XP)

**Creature Sense.** The ulitharid is aware of the presence of creatures within 2 miles of it that have an Intelligence score of 4 or higher. It knows the distance and direction to each creature, as well as each creature's Intelligence score, but can't sense anything else about it. A creature protected by a *mind blank* spell, a *nondetection* spell, or similar magic can't be perceived in this manner.

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

**Psionic Hub.** If an elder brain establishes a psychic link with the ulitharid, the elder brain can form a psychic link with any other creature the ulitharid can detect using its Creature Sense. Any such link ends if the creature falls outside the telepathy ranges of both the ulitharid and the elder brain. The ulitharid can maintain its psychic link with the elder brain regardless of the distance between them, as long as they are both on the same plane of existence. If the ulitharid is more than 5 miles away from the elder brain, it can end the psychic link at any time (no action required).

**Innate Spellcasting (Psionics).** The ulitharid's innate spellcasting ability is Intelligence (spell save DC 17). It can innately cast the following spells, requiring no components:

At will: *detect thoughts, levitate*

1/day each: *confusion, dominate monster, eyebite, feebblemind, mass suggestion, plane shift (self only), project image, scrying, telekinesis*

## ACTIONS

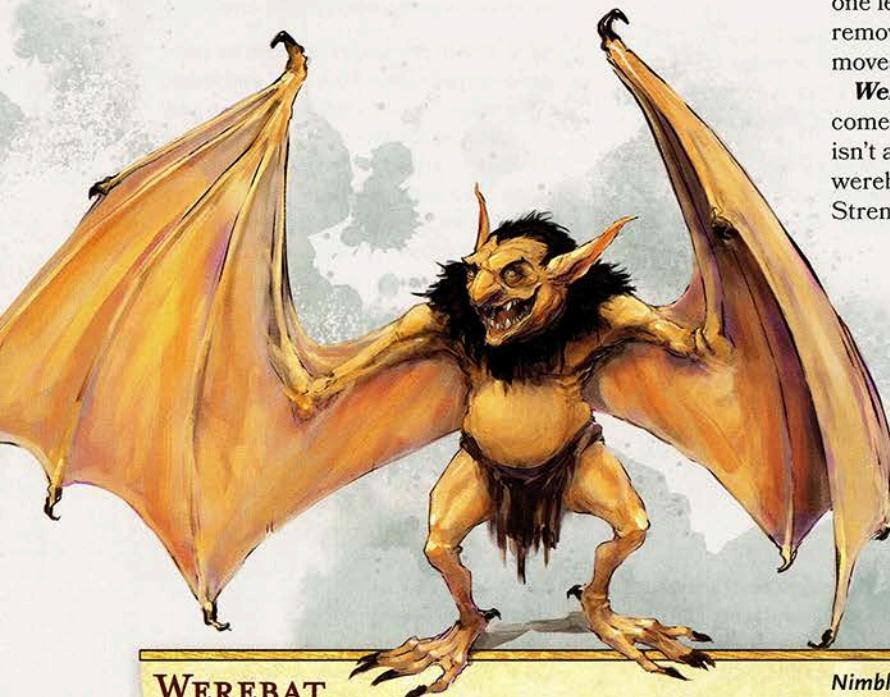
**Tentacles.** *Melee Weapon Attack:* +9 to hit, reach 10 ft., one creature. *Hit:* 27 (4d10 + 5) psychic damage. If the target is Large or smaller, it is grappled (escape DC 14) and must succeed on a DC 17 Intelligence saving throw or be stunned until this grapple ends.

**Extract Brain.** *Melee Weapon Attack:* +9 to hit, reach 5 ft., one incapacitated humanoid grappled by the ulitharid. *Hit:* 55 (10d10) piercing damage. If this damage reduces the target to 0 hit points, the ulitharid kills the target by extracting and devouring its brain.

**Mind Blast (Recharge 5–6).** The ulitharid magically emits psychic energy in a 60-foot cone. Each creature in that area must succeed on a DC 17 Intelligence saving throw or take 31 (4d12 + 5) psychic damage and be stunned for 1 minute. A target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

When an ulitharid finds sharing leadership with an elder brain to be insufferable, it breaks off from the colony, taking a group of mind flayers with it, and forms a new colony. After the death of the ulitharid's body, mind flayers place its brain in a brine pool, where it grows into an elder brain over a few days.

**Extractor Staff.** Each ulitharid carries a psionically enhanced staff made of black metal. When the ulitharid is ready to give up its body, it attaches the staff to the back of its head and uses the staff to crack open its own skull and peel it apart, enabling its brain to be extracted and placed in a brine pool, where it can grow into an elder brain. The staff serves no other purpose.



## WEREBAT

Small humanoid (goblin, shapechanger), neutral evil

Armor Class 13

Hit Points 24 (7d6)

Speed 30 ft. (climb 30 ft., fly 60 ft. in bat or hybrid form)

STR	DEX	CON	INT	WIS	CHA
8 (-1)	17 (+3)	10 (+0)	10 (+0)	12 (+1)	8 (-1)

Skills Perception +3, Stealth +5

**Damage Immunities** bludgeoning, piercing, and slashing from nonmagical attacks not made with silvered weapons

Senses darkvision 60 ft., passive Perception 13

Languages Goblin (can't speak in bat form)

Challenge 2 (450 XP)

**Shapechanger.** The werebat can use its action to polymorph into a Medium bat-humanoid hybrid, or into a Large giant bat, or back into its true form, which is humanoid. Its statistics, other than its size, are the same in each form. Any equipment it is wearing or carrying isn't transformed. It reverts to its true form if it dies.

**Echolocation (Bat or Hybrid Form Only).** The werebat has blindsight out to a range of 60 feet as long as it's not deafened.

**Keen Hearing.** The werebat has advantage on Wisdom (Perception) checks that rely on hearing.

## WEREBAT

A werebat is a humanoid afflicted with a rare form of lycanthropy that enables it to transform into a giant bat or a bat-humanoid hybrid. (See the *Monster Manual* for more information on lycanthropy.) Most werebats are of goblin stock.

**Deep Dwellers.** Werebats are shunned even by goblin society because of their need to feed on blood to survive. They prefer to lair in dark places, such as attics and caves, and typically adopt nocturnal hunting habits.

**Blood Drinkers.** A werebat must consume at least 1 pint of fresh blood each night, or it weakens and gains one level of exhaustion that no amount of rest alone can remove. Each pint of blood the werebat consumes removes one level of exhaustion gained in this fashion.

**Werebat Lycanthropy.** A player character who becomes a werebat gains a Dexterity of 17 if their score isn't already higher. Attack and damage rolls for the werebat's bite attack are based on the character's Strength or Dexterity score, whichever is higher.

**Nimble Escape (Humanoid Form Only).** The werebat can take the Disengage or Hide action as a bonus action on each of its turns.

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

## ACTIONS

**Multiattack (Humanoid or Hybrid Form Only).** In humanoid form, the werebat makes two scimitar attacks or two shortbow attacks. In hybrid form, it can make one bite attack and one scimitar attack.

**Bite (Bat or Hybrid Form Only).** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 6 (1d6 + 3) piercing damage, and the werebat gains temporary hit points equal to the damage dealt. If the target is a humanoid, it must succeed on a DC 10 Constitution saving throw or be cursed with werebat lycanthropy.

**Scimitar (Humanoid or Hybrid Form Only).** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 6 (1d6 + 3) slashing damage.

**Shortbow (Humanoid or Hybrid Form Only).** *Ranged Weapon Attack:* +5 to hit, range 80/320 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage.

# APPENDIX B: ELDER RUNES DECK



## ANARATH

Elder Rune of Protection and Sacrifice

**Bane Effect:** The target must succeed on a Constitution saving throw or it can't regain hit points until a *remove curse* or *greater restoration* spell is cast on it.

**Boon Effect:** The target is immune to the blinded, charmed, deafened, frightened, paralyzed, petrified, poisoned, and stunned conditions. In addition, the target stabilizes immediately when it drops to 0 hit points. This boon effect lasts for 24 hours.



## ANGRAS

Elder Rune of War

**Bane Effect:** The target must succeed on a Constitution saving throw or it gains vulnerability to all damage and a -2 penalty to death saving throws for 24 hours.

**Boon Effect:** When the target hits with an attack, the target can turn that hit into a critical hit, after which this boon effect ends.



## HALASTER

Elder Rune of the Mad Mage

**Bane Effect:** The target must make a Constitution saving throw, taking 20d6 force damage on a failed save, or half as much damage on a successful one.

**Boon Effect:** The target recovers its expended spell slots of 6th level and lower. If the target has no spell slots to recover, a magical shield surrounds the target for 1 hour instead. This shield grants the target resistance to all damage and can't be dispelled, though contact with an antimagic field destroys it.



## LAEBOS

Elder Rune of Fire



## LAMMATH

Elder Rune of Security

## KOROMBOS

Elder Rune of Chaos

**Bane Effect:** The target must succeed on a Wisdom saving throw or suffer the effect of a *confusion* spell with a duration of 1 minute.

**Boon Effect:** When the target rolls damage, it can reroll any of the damage dice once. It must use the new rolls, after which this boon effect ends.



## NCHASME

Elder Rune of Decision

**Bane Effect:** The target must succeed on a Wisdom saving throw or be incapacitated for 1 hour. While incapacitated in this way, the target gains the following personality flaw, which supersedes any opposing flaw: "I fundamentally disagree with everything anyone else says."

**Boon Effect:** The target can cast the *augury* spell as an action three times, requiring no components and with no chance of a random reading.

Elder Rune of Goblinkind



## ULLATHAR

Elder Rune of Passage

**Bane Effect:** All nonmagical coins and gems on the target's person vanish.

**Boon Effect:** The rune magically summons a goblin (use the goblin stat block in the *Monster Manual*), which appears in an unoccupied space within 20 feet of the target. The goblin is rude to everyone except the target and obeys the target's commands. The goblin vanishes in a puff of smoke if it drops to 0 hit points.



## APPENDIX C: SECRETS DECK

### GUILD OF MANY EYES

A thieves' guild that was driven from Waterdeep long ago still lurks in Undermountain, waiting and scheming to win back power in the city above. These villains make the sewers unsafe for honest folk to venture into. They have recently taken over Skullport, a subterranean town connected to Undermountain.

### IMMORTAL INSANITY

The Mad Mage of Undermountain has destroyed himself or been destroyed many times, but his demise is always short-lived. Folk say the dungeon cannot exist without him, and so it magically re-creates the archmage whenever he meets his end within its crumbling halls. Each time Halaster returns, less of his sanity remains.

### SKULLPORT

Skullport overlooks the Sargauth River, a watery thoroughfare that cuts through the third level of Undermountain. Pirates once used the subterranean settlement as a trade port, but now it's a monster-infested haunt where spies and assassins hone their craft. Beware the fortress overlooking the river! Its garrison is commanded by an evil knight with a wyvern mount.

### TANGLED WEB

Secret temples exist in great numbers in Undermountain, particularly those of evil gods not welcomed in the city above. The vile servants of these deities are locked in an endless war for supremacy in the dark dungeon. Lolth, the Demon Queen of Spiders, is the fiendish mastermind behind many of these bloody conflicts.

### ARCTURIADOOM

One of Halaster's apprentices was a human transmuter named Arcturia, who created all manner of new monsters and often made herself the subject of her own horrid magical transformations. She claimed an entire level of Undermountain as her lair and polymorphed prisoners into monsters to guard it. It's likely that Arcturia resides in Undermountain still, in one form or another.

### WHAT DROW FEAR

Part of Undermountain was carved out by the drow. Muiral, said to be a former bodyguard and apprentice of Halaster's, claims this domain and hunts trespassers for sport. These halls are littered with the bones of the slaughtered. Even the dark elves speak of Muiral in hushed tones. Anyone who can terrify the drow should be avoided at all costs.

### DWARFCRAFT

Much of Undermountain was built long ago by the shield dwarves of the Melairkyн clan. These dwarves were masters of stonework and hid many of their rooms behind secret doors. They also dug deep in search of precious metals. These mines were later stripped by duergar invaders, leaving a maze of worthless tunnels and caverns for monsters to inhabit.

### SCHOOL OF MAGIC

Rumor has it that a wizards' academy has opened on one of Undermountain's levels. It's not known who runs this academy—perhaps one of Halaster's apprentices or the Mad Mage himself—but many mages have been drawn down to it. What wizard wouldn't want to glimpse the powerful magic gathering dust in the depths of Undermountain?

### MAD HOUSE

The Shadowdusks were a Waterdavian noble family whose quest for political supremacy ended centuries ago after Shadowdusk wizards opened portals to the Far Realm. Twisted by madness and driven from their home, they sought assistance from Halaster and sank into the depths of Undermountain, never to be seen again—yet vestiges of the noble house undoubtedly remain.

### UNDERGROUND FOREST

The River of the Depths connects the fourth and fifth levels of Undermountain, skirting the edges of vast caverns filled with trees, shrubs, birds, other animals, and sunlight. An entire forest, as real as any found on the surface, waits to be explored, but an archdruid protects it. And explorers traveling downriver have seen a huge green dragon as well, perched on a tower near a bridge that spans the river.

### SCAVENGER

The Sea of Swords has borne its share of pirate ships, none stranger than the Scavenger. This vessel could travel below the waves and through the air. No one has seen it in years. Perhaps it sank or was lost in the starry maelstrom of the night sky, but divination spells suggest it found its way into Undermountain. Others have searched for it below Waterdeep, but no one has found it and lived to tell the tale.

### TROBRIAND'S ARMY

Trobriand was one of Halaster's most promising and demented apprentices. Fascinated by machines, he carved out a level of the Mad Mage's dungeon for himself and set to work building an army of constructs there. It is said that Trobriand controls his creations with a metal ring, and that he crafted similar rings of lesser power for his apprentices, to protect them in the event that his constructs went insane.

### DEATH TYRANT

The Mad Mage has transformed an entire level of Undermountain into a proving ground for adventurers who seek to reach the deepest layers of the dungeon and the treasures hidden within. At the end of this underground obstacle course waits the greatest challenge of all: Netherskull the Death Tyrant, an undead beholder that hates wizards above all.

### NESTER'S FATE

Halaster brought seven apprentices with him to Undermountain. One of them, Nester, became a lich using spells and methods of his own devising. But his process was flawed, and over time Nester's phylactery and body disintegrated until only his floating skull and skeletal arms remained. Driven mad by his failure to achieve true lichdom, Nester continues to haunt Undermountain in this weakened form.

### DARK ELF MENACE

Recent conflicts in Menzoberranzan have left weakened drow houses fearing for their future. Drow are coming to Undermountain in droves to carve out sanctuaries for one house or another. Halaster can't be happy to see them return in force, but who knows? Maybe the Mad Mage orchestrated the upheaval to bring the dark elves scurrying back for reasons beyond the comprehension of the sane.

### EMERALD BLADE

Waterdeep was erected atop the bones of a dwarven kingdom built on the dust of a much older elven kingdom. It is said that a relic of the elves still waits to be found in Undermountain: a magic sword so sharp that its edge can slice through stone. Many adventurers have vanished during their hunt for the weapon, which, it is said, the elves blessed with the heart of a warrior and the soul of a poet.

### GITH WHO'S COMING TO DINNER?

Githyanki have invaded Undermountain. Perhaps they seek to destroy a mind flayer colony hidden in the depths of the dungeon, or perhaps they are planning to attack and plunder Waterdeep. There's one other possibility: the githyanki might be building a crèche—a stronghold away from the timeless Astral Plane where they can raise their young and train them in the art of war.

### SPIRE AND SNAIL

Deep within Undermountain is a vast cavern containing a giant stalagmite that has been hollowed out to serve as a wizard's tower, perhaps even a refuge for the Mad Mage himself. The tower is guarded by stone constructs. No one knows what dwells inside. Not far from this tower lurks a most peculiar creature: a giant snail with a shell of pure gold.

# THE GREATEST DUNGEON OF THEM ALL

In the city of Waterdeep rests a tavern called the Yawning Portal, named after the gaping pit in its common room. At the bottom of this crumbling shaft is a labyrinthine dungeon shunned by all but the most daring adventurers. Known as Undermountain, this dungeon is the domain of the mad wizard Halaster Blackcloak. Long has the Mad Mage dwelt in these forlorn depths, seeding his lair with monsters, traps, and mysteries. To what end? That question is a constant source of speculation and concern.

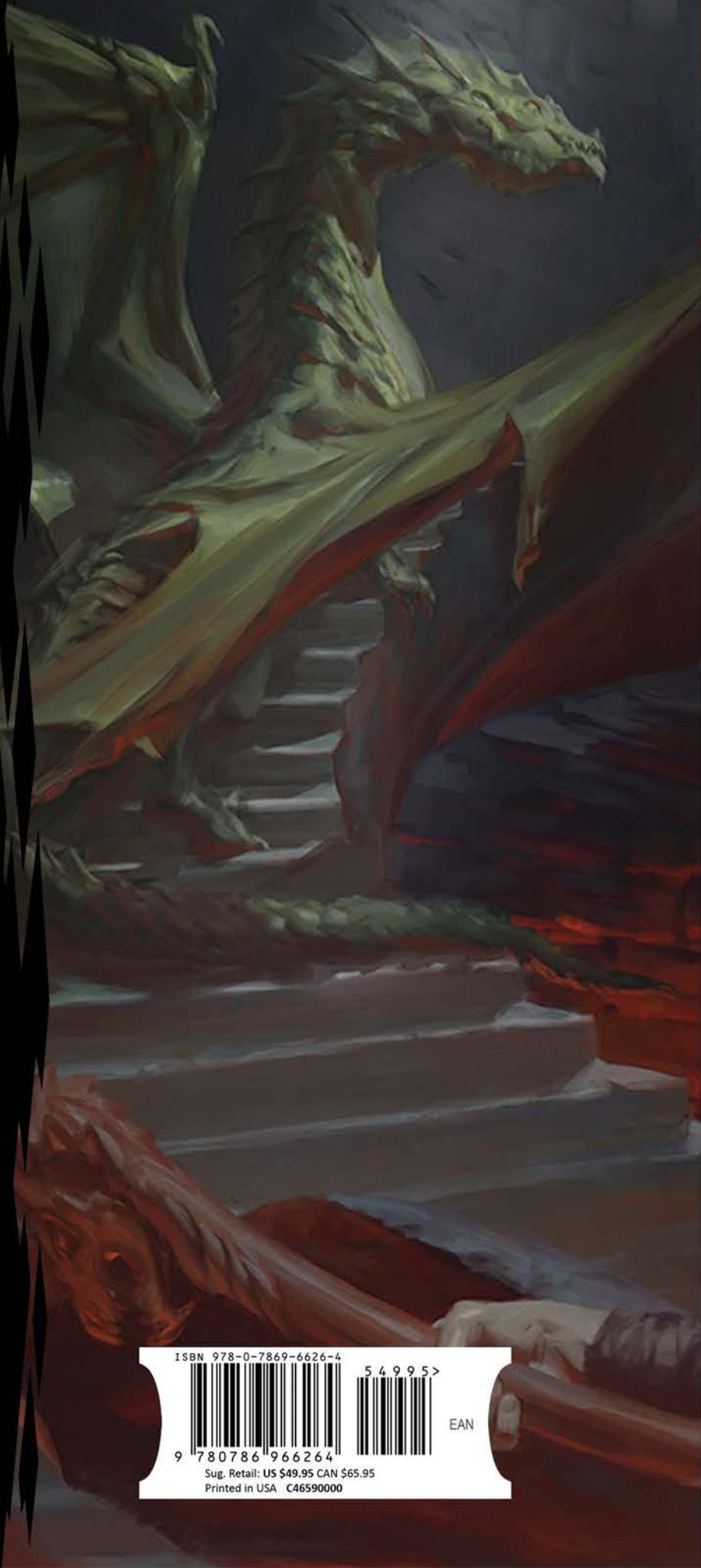
This adventure picks up where *Waterdeep: Dragon Heist* leaves off, taking characters of 5th level or higher all the way to 20th level should they explore the entirety of Halaster's home. Twenty-three levels of Undermountain are detailed herein, along with the subterranean refuge of Skullport. Treasures and secrets abound, but tread with care!

A DUNGEONS & DRAGONS adventure for  
characters of levels 5-20

For use with the fifth edition  
*Player's Handbook*®, *Monster Manual*®,  
and *Dungeon Master's Guide*®



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