



PART 2: PHANDALIN

The frontier town of Phandalin is built on the ruins of a much older settlement. Hundreds of years ago, the old Phandalin was a thriving human town whose people were firmly allied with the dwarves and gnomes of the Phanderver's Pact. However, the same orc horde that sacked the mines at Wave Echo Cave laid waste to the settlement, and Phandalin was abandoned for centuries.

In the last three or four years, hardy settlers from the cities of Neverwinter and Waterdeep have begun the hard work of reclaiming the ruins of Phandalin. A bustling frontier settlement has grown up on the site of the old town, and is home now to farmers, woodcutters, fur traders, and prospectors drawn by stories of gold and platinum in the foothills of the Sword Mountains. Unfortunately, more than a few bandits and brigands have settled here as well, taking advantage of the fact that the area has no local lord or authority to chase them off. A gang known as the Redbrands has controlled Phandalin for the past two months, extorting and bullying everyone in town. The gang is led by a mysterious figure known to the townsfolk as Glasstaff.

When the characters first arrive in Phandalin, read:

The rutted track emerges from a wooded hillside, and you catch your first glimpse of Phandalin. The town consists of forty or fifty simple log buildings, some built on old fieldstone foundations. More old ruins—crumbling stone walls covered in ivy and briars—surround the newer houses and shops, showing how this must have been a much larger town in centuries past. Most of the newer buildings are set on the sides of the cart track, which widens into a muddy main street of sorts as it climbs toward a ruined manor house on a hillside at the east side of town.

As you approach, you see children playing on the town green and townsfolk tending to chores or running errands at shops. Many people look up as you approach, but all return to their business as you go by.

If Sildar Hallwinter is with the party, add:

Sildar seems much more at ease.

"My friends," he says, "let us secure lodgings. I'm told the local inn is very quaint."

Sildar's plan is to get some rest at the Stonehill Inn, then search Phandalin for signs of the missing wizard, Iarno Albrek. When his investigation hits a dead end, he sets

up a meeting with Townmaster Harbin Wester (see the "Townmaster's Hall" section).

During this part of the adventure, the characters can visit the various locations in Phandalin and talk to the NPCs there. (See the "Town Description" section for details.) The town is small enough that it takes only a few minutes to stroll from one end to the other. However, the characters arrive late in the day and can't get to more than one or two locations before it's time to seek lodgings for the night.

Some locales the characters should visit include the following:

- **Barthen's Provisions.** If the characters have the wagonload of supplies from the "Meet Me in Phandalin" adventure hook, they are meant to deliver it to this shop.
- **Lionshield Coster.** If the characters retrieved the stolen goods from the Cragmaw hideout, they might want to return them to the rightful owner.
- **Stonehill Inn.** If the characters have Sildar Hallwinter with them, the knight suggests heading for this inn to find lodgings. If the characters are otherwise looking for a place to eat and sleep, they discover that the Stonehill appears to be the best available option.

ENCOUNTERS IN PHANDALIN

When the characters explore Phandalin, you don't need to keep track of how much time is spent at each location. Instead, imagine that you're directing an old-style western movie. Your goal is to present several scenes in which the adventurers walk into a store or saloon and meet the people there. By interacting with these NPCs, the adventurers learn what the NPCs need or what information they want to share, then can move on to the next location. These scenes are a series of roleplaying encounters that take place over the course of a couple of days of game time.

To begin, ask the players where they want to go and what they want to do in town. For example, you could tell them, "There's an inn, a town hall, a shrine, general stores and trading posts, and a few other homes and businesses. Where do you want to go?" When the players pick a spot, refer to the description in the following section, introduce the NPCs there, and let the interaction begin.

The Stonehill Inn. If the players aren't sure what their characters should do, encourage them to begin at the Stonehill Inn. The NPCs there are "pointers" who can direct the characters toward the various adventure opportunities and important rumors that can be found in other parts of the town. By visiting the inn, the characters learn what other places they should visit.

Redbrand Ruffians. Sooner or later, the adventurers run into the thugs who run Phandalin. All you need to do is choose when the ruffians appear. After the characters have had a chance to visit several locations in town and talk to the townsfolk, they might decide to go looking for the Redbrands. When they do, run the “Redbrand Ruffians” encounter. Alternatively, if the characters are reluctant to seek out the ruffians, the Redbrands can come looking for them at a time of your choosing.

Finding Cragmaw Castle. The characters might want to seek out Cragmaw Castle to find and rescue Gundren Rockseeker. Most of the townsfolk are preoccupied with the Redbrands, and no one in town knows the location of Cragmaw Castle. Qelline Alderleaf, Sildar Hallwinter, and Halia Thornton can offer suggestions on how the party might find someone who knows the location.

IMPORTANT NPCs

Here is a quick summary of the most important NPCs in Phandalin, and their relevance to the adventure.

Toblen Stonehill	Innkeeper
Elmar Barthen	Owns a trading post; owes money to the party if you are using the “Meet Me in Phandalin” adventure hook
Daran Edermath	Member of the Order of the Gauntlet with a quest for the party
Linene Graywind	Runs a trading post and offers a reward for retrieving her supplies
Halia Thornton	Member of the Zhentarim with a quest for the party
Qelline Alderleaf	Helpful halfling farmer whose son, Carp, knows a secret way into the Redbrands’ hideout
Sister Garaele	Elf cleric of Tymora and Harper agent with a quest for the party
Harbin Wester	Townmaster of Phandalin with a quest for the party
Sildar Hallwinter	Member of the Lords’ Alliance with two quests for the party

ROLEPLAYING PHANDALIN NPCs

If you’re not sure how to run an NPC, a good way to start is to have the character introduce himself or herself, welcome the adventurers to Phandalin, and ask who they are and what they want. You don’t need to be an actor or stand-up comedian to get good drama or humor out of your NPCs, but if you want to ham it up, here’s some advice:

- **Relax.** Don’t worry about impressing your players with your thespian skills (or lack thereof).
- **Get inside the NPCs’ minds.** Imagine how they might react to the characters, and strive to be realistic.
- **Mug it up.** Scowl, smile, snarl, flutter your eyelashes, pout, cross your eyes, rub your hands together—whatever it takes to make your NPCs come to life.
- **Try different voices.** Borrow distinctive speech patterns from real life, movies, and television. Adjust the volume as appropriate. An NPC can be loud, soft-spoken, or something in between.
- **Keep the game moving.** Let the players steer the interactions with the NPCs.

The characters have no reason to fight ordinary townsfolk. Hence, no game statistics are provided for them. If statistics become necessary, use the **commoner** stat block to represent an adult NPC of any race.

TOWN DESCRIPTION

Phandalin is small, so the characters can visit multiple locations and NPCs throughout a given day. If the players choose to have their characters split up, they can cover more ground, but you’ll have to take turns running each interaction for each player. Splitting the party also makes the “Redbrand Ruffians” encounter potentially more dangerous.

The following sections detail specific locations in town.

STONEHILL INN

In the center of town stands a large, newly built roadhouse of fieldstone and rough-hewn timbers. The common room is filled with locals nursing mugs of ale or cider, all of them eyeing you with curiosity.

This modest inn has six rooms for rent (Sildar Hallwinter takes one). If the characters decide to stay here, see “Food, Drink, and Lodging” in the rulebook for pricing. (The characters’ other alternative for lodging is to camp outside the town, or to persuade a farmer such as Daran Edermath or Qelline Alderleaf to let them sleep in a hayloft.)

The proprietor is a short, friendly young human male named Toblen Stonehill. Toblen is a native of the town of Triboar to the east. He came to Phandalin to prospect, but soon realized that he knew a lot more about running an inn than he did about mining. The new town offered a good opportunity to become established. Toblen is upset that the Redbrands have been allowed to terrorize the town, and that Harbin Wester, the townmaster, has done nothing to curtail them. However, he tries not to stir up trouble for fear that the Redbrands might retaliate against his wife and children.

Rumors. Spending a little time in the common room and chatting up the townspeople can provide the characters with a number of good leads to explore in and around town. NPCs present in the Stonehill Inn and the rumors they pass on include:

- Narth, an old farmer: “Sister Garaele, who oversees the Shrine of Luck, recently left town for a few days, then returned wounded and exhausted.” (See the “Shrine of Luck” section for more information.)
- Elsa, a gossipy barmaid: “Daran Edermath, the orchard keeper, is a former adventurer.” (See the “Edermath Orchard” section for more information.)
- Lanar, a miner: “Orc raiders have been seen on the east end of Triboar Trail. The townmaster is looking for someone to run them off.” (See the “Townmaster’s Hall” section for more information.)
- Trilena, the innkeeper’s wife: “Thel Dendar, a local woodcarver, stood up to the Redbrands a tenday ago when they came by his shop and leered at his wife. The ruffians murdered him. Several townsfolk saw it happen. The Redbrands grabbed his body, and now his wife, daughter, and son have gone missing too.” (Unknown)

- to Trilena and the other townsfolk, the Redbrands took Thel's wife and children to their secret hideout.)
- Pip, Toblen's young son: "Qelline Alderleaf's son Carp said he found a secret tunnel in the woods, but Redbrands almost caught him." (See the "Alderleaf Farm" section for more information.)
 - Freda, a weaver: "The Redbrands hassle every business in town, except for the Phandalin Miner's Exchange. They don't want trouble with Halia Thornton, who runs it." (See the "Phandalin Miner's Exchange" section for more information.)

These leads should point the characters toward opportunities for adventure in and around Phandalin. In addition, any NPC at the inn can tell the characters that the Redbrands frequent the Sleeping Giant tap house at the east end of town—and that the ruffians are trouble.

BARTHEN'S PROVISIONS

Barthen's is the biggest trading post in Phandalin. Its shelves stock most ordinary goods and supplies, including backpacks, bedrolls, rope, and rations. The place is open from sunup to sundown. Barthen's does not stock weapons or armor, but characters can purchase other adventuring gear here, with the exception of items that cost more than 25 gp. (For prices, see "Adventuring Gear" in the rulebook.) Characters in need of weapons or armor are directed to the Lionsshield Coster (see that section).

The proprietor is Elmar Barthen, a lean and balding human male shopkeeper of fifty years with a kindly manner. He employs a couple young clerks (Ander and Thistle) who help load and unload wagons, and who wait on customers when Barthen isn't around.

Delivering the Supplies. If the characters began play with the "Meet Me in Phandalin" adventure hook, their orders are to deliver the wagon of supplies to Barthen's. Barthen pays the agreed amount (10 gp to each character) and takes possession of the wagon and its supplies. If the characters tell him of Gundren Rockseeker's capture, Barthen is saddened by the news and encourages the party to find and rescue the dwarf. He considers Gundren a friend and was excited by talk of discovering the lost mine of the Phandelver's Pact in the nearby hills. If the party hasn't already learned details of the mine from Sildar Hallwinter, a character who succeeds on a DC 15 Intelligence (History) check can relate the information from the first two paragraphs of the "Background" section at the start of the adventure.

Barthen also mentions that two more Rockseeker brothers, Nundro and Tharden, are camped somewhere outside town. Barthen hasn't seen them in a tenday and expects the brothers to return "any day now" to resupply. What Barthen doesn't know is that Tharden is dead and Nundro is a prisoner in the mine. See part 4, the "Wave Echo Cave" section, for more information.

Barthen's News. If the characters ask Barthen how business is going, the shopkeeper tells them that the Redbrands are making it hard on everyone, shaking down local businesses and flouting the townmaster's authority. If the characters seem of a mind to do something about it, he tells them that the Redbrands frequent the Sleeping Giant tap house.

EDERMATH ORCHARD

Daran Edermath is a retired adventurer who lives in a tidy little cottage beside an apple orchard. A fit, silver-haired half-elf well over a hundred years old, Daran is a fighter who served as a marshal and herald for many years in the lands of the Dragon Coast, far to the southeast. Upon retiring, he returned to the Neverwinter region, his original home.

Daran is a member of the Order of the Gauntlet, a devout and vigilant group that seeks to protect others from the depredations of evildoers. The order is always vigilant, ready to smite evil, enforce justice, and enact retribution against any who try to subjugate or harm others. Though he is no longer active in the order, he keeps an eye on happenings around Phandalin. He is happy to trade news with fellow adventurers, especially those who appear to hold to these virtues.

Daran is concerned about the Redbrands, and he would like to see a group of adventurers teach the ruffians a lesson. He tells the characters that it's time someone took a stand against the Redbrands' leader, Glasstaff. Daran knows the Redbrands hang around the Sleeping Giant tap house, but he can also tell the characters that the main Redbrand safe house lies under Tresendar Manor, the ruin at the east edge of town. (See the "Tresendar Manor" section for more information.)

Quest: Old Owl Trouble. Daran has heard stories from prospectors in the hills northeast of Phandalin that someone is digging around in the ruins known as Old Owl Well. More disturbingly, several prospectors have reported being chased from the area by undead. He asks the characters to visit the ruins, a couple days march northeast of Phandalin, and find out who's there and what they're up to. Daran knows that the ruins are an old watchtower of an ancient magical empire known as Netheril, and he worries that dangerous magic might be dormant there. If the party pursues this quest, see "Old Owl Well" (page 29).

JOINING THE ORDER OF THE GAUNTLET

If the party deals with the Redbrands and investigates Old Owl Well, Daran Edermath privately approaches certain members of the group to urge them to join the Order of the Gauntlet. He speaks with those who exemplify the virtues of the order, such as honor and vigilance. If a character agrees, Daran awards the person the title of Chevall.

LIONSHIELD COSTER

Hanging above the front door of this modest trading post is a sign shaped like a wooden shield with a blue lion painted on it.

This building is owned by the Lionshields, a merchant company based in the city of Yartar, over a hundred miles to the east. They ship finished goods to Phandalin and other small settlements throughout the region, but this outpost has been hard hit by banditry. The most recent Lionshield caravan due in Phandalin never arrived. (It was attacked and its cargo captured by the Cragmaw goblins.)



The master of the Phandalin post is a sharp-tongued human woman of thirty-five named Linene Graywind. She knows that bandits have raided Lionshield caravans, but she doesn't know who is responsible.

In a back room, Linene keeps a supply of armor and weapons, all of which are for sale to interested buyers. (For prices, see "Adventuring Gear" in the rulebook.) Linene has a few scruples, however, and won't sell weapons to anyone she thinks might be a threat to the town. Among those with whom she refuses to do business are the Redbrands. She warns the characters that the ruffians are trouble and advises them to avoid the Sleeping Giant tap house.

Recovered Goods. If the characters return the stolen goods found in area 8 of the Cragmaw hideout (or if they left the goods but reveal where they can be found), Linene gives them a reward of 50 gp and promises to help the adventurers any way she can.

PHANDALIN MINER'S EXCHANGE

The Miner's Exchange is a trading post where local miners have their valuable finds weighed, measured, and paid out. In the absence of any local lord or authority, the exchange also serves as an unofficial records office, registering claims to various streams and excavations around the area. There isn't any real gold rush in Phandalin, but enough wealth is hidden in the nearby streams and valleys to support a good number of independent prospectors.

The exchange is a great place to meet people who spend a lot of time out and about in the countryside surrounding Phandalin. The guildmaster is an ambitious and calculating human woman named Halia Thornton. In her attempts to establish the Miner's Exchange as the closest thing the town has to a governing authority, she acts as more than a simple merchant. She is also an agent of the Zhentarim, a powerful organization that seeks to exert secret control over the North through wealth and influence. Halia is working slowly to bring Phandalin under her control, and can become a valuable patron to the characters if they don't cross her.

Halia doesn't know the location of Cragmaw Castle, but she has heard that the Redbrands have a goblin minion serving them. She suggests the goblin might know the location. She leverages this information to try to persuade the characters into helping her deal with the Redbrands.

Quest: Halia's Job Offer. If approached by characters she believes she can control, Halia explains that the Redbrands are a problem. She tells how the ruffians loiter around the Sleeping Giant tap house and have a base under Tresendar Manor, on the east edge of town. She then offers the characters 100 gp to eliminate the Redbrand leader, whom the outlaws call Glasstaff, and bring her any correspondence found in the leader's quarters. Halia doesn't reveal that she wants to take over the Redbrand operation herself. A DC 15 Wisdom (Insight) check indicates she has ulterior motives for wanting the Redbrand leader dead.

JOINING THE ZHENTARIM

If the party disposes of the Redbrand leader, Halia Thornton approaches certain members of the group to urge them to join the Zhentarim. She speaks with those who share the Zhentarim's pursuits, such as wealth and power. Even if the party wipes out the Redbrand gang, Halia might still extend the offer in an effort to gain friends (and spies) within the party. If a character agrees, Halia gives the individual the title of Fang.

ALDERLEAF FARM

A wise female halfling of forty-five, Qelline Alderleaf is a pragmatic farmer who seems to know everything that goes on in town. She is a kind host, and is willing to let the characters stay in her hayloft if they don't want to stay at the Stonehill Inn.

Carp's Story. Qelline's son, Carp, is a spirited and precocious halfling lad of ten years. He is enchanted by the idea of being an adventurer and says that he was playing in the woods near Tresendar Manor when he found a secret tunnel in a thicket. A couple of "big ugly bandits" came out of the tunnel when he was there, and met with a pair of Redbrands. They didn't see him, but it was close. Carp thinks that the bandits have a secret lair under the old manor house. He can take the characters to the tunnel or provide them with directions to the location. The tunnel leads to area 8 in the Redbrand hideout.

Quest: Reidoth the Druid. Qelline is a longtime friend of a druid named Reidoth. If she figures out that the characters are looking for specific sites in the area, such as Cragmaw Castle or Wave Echo Cave, she suggests that they visit Reidoth and ask for his help, "since there's not an inch of the land he doesn't know." She tells the characters that Reidoth recently set out for the ruins of a town called Thundertree, just west of the Neverwinter Wood. The ruins are about fifty miles northwest of Phandalin, and she provides directions so the characters can easily find the place. If the party pursues this quest, see "Ruins of Thundertree" (page 30).

SHRINE OF LUCK

Phandalin's only temple is a small shrine made of stones taken from the nearby ruins. It is dedicated to Tymora, goddess of luck and good fortune.

The shrine is in the care of a scholarly acolyte named Sister Garaele, a zealous young elf who despairs of ever ridding Phandalin of the Redbrands. Sister Garaele is a member of the Harpers, a scattered network of adventurers and spies who advocate equality and covertly oppose the abuse of power. The Harpers gather information throughout the land to thwart tyrants and any leader, government, or group that grows too strong. They aid the weak, the poor, and the oppressed. Sister Garaele regularly reports to her superiors on events in and around Phandalin.

Quest: The Banshee's Bargain. Recently, Garaele's superiors asked her to undertake a delicate mission. They wanted her to persuade a banshee named Agatha to answer a question about a spellbook. Garaele sought out Agatha in her lair, but the creature did not appear for her.

Garaele desires an intermediary to bring Agatha a suitable gift, a jeweled silver comb, and persuade the creature to tell what she knows about the location of

a spellbook belonging to a legendary mage named Bowgentle. Sister Garaele believes that a character who flatters Agatha's vanity might be able to trade the comb for an answer. She offers the quest to the characters and offers them three *potions of healing* as payment for their efforts. If the party pursues this quest, see "Conyberry and Agatha's Lair" (page 28).

JOINING THE HARPERS

If the party helps Garaele learn the fate of Bowgentle's spellbook, the elf privately approaches certain members of the group to urge them to join the Harpers. She speaks with those who exemplify the virtues of the network and possess a desire to enact positive change through information and secrecy. If a character agrees, Sister Garaele awards the individual the title of Watcher.

THE SLEEPING GIANT

This rundown tap house is a dirty, dangerous watering hole at the end of Phandalin's main street. It is frequented by Redbrand thugs and operated by a surly female dwarf named Grista. If the characters choose to visit the place, run the "Redbrand Ruffians" encounter.

TOWNMASTER'S HALL

The townmaster's hall has sturdy stone walls, a pitched wooden roof, and a bell tower at the back. Posted on a board next to the front door is a notice written in Common. It reads: "REWARD—Orcs near Wyvern Tor! Those of a mind to face the orc menace should inquire within." The notice bears the town's seal and an indecipherable signature.

Phandalin has no functioning government, but the townsfolk elect someone to serve as townmaster each year. The townmaster serves as a judge in minor disputes and keeps any records that need to be kept. The current townmaster is a male human banker named Harbin Wester—a fat, pompous old fool. Completely intimidated by the Redbrands, he claims that they're "just a mercenary guild, and not all that much trouble, really."

The townmaster's hall has a small but serviceable jail in the cellar. The jail consists of two cells, and Harbin carries keys to the cell doors.

Quest: Orc Trouble. Harbin is looking for someone to head east on the Triboar Trail, where travelers have reported trouble with a band of orcs near Wyvern Tor. He offers 100 gp to any group that can take care of the problem. If the party pursues this quest, see "Wyvern Tor" (page 35).

Quest: Finding Cragmaw Castle. After resting at the Stonehill Inn, Sildar Hallwinter establishes himself at the townmaster's hall. As an agent of the Lords' Alliance, his goal is to bring law and order to Phandalin. As such, he wants to find the lost mine of Wave Echo Cave and help the Rockseeker brothers put it back into production, believing that bringing prosperity to the region will help civilize the town.

Sildar also encourages the characters to keep up the pressure on the Cragmaw goblins. He offers the party a 500 gp reward if they can locate Cragmaw Castle and

defeat or drive off the tribe's chieftain. Sildar suggests the party might find the castle by searching the lands around the Triboar Trail for more raiding parties (see "Wilderness Encounters" in the "Triboar Trail" section of part 3).

Quest: Finding Iarno. After questioning several locals, Sildar learns that Iarno Albrek, a fellow member of the Lords' Alliance, disappeared while exploring the area around Tresendar Manor about two months ago, shortly after arriving in Phandalin. Sildar asks the characters to investigate the manor and the surrounding area to find and bring back Iarno—or what's left of him, if something killed him. Sildar describes Iarno as "a short, dark-bearded human wizard in his thirties."

Unknown to Sildar, Iarno created the Redbrands, installed himself as their leader, and took the alias Glasstaff to conceal his identity. (The Redbrands call him that because he carries a glass staff.) Once he learns the truth about Iarno, Sildar expresses a desire to have the wizard captured and transported to Neverwinter to face the judgment of a higher authority. Regardless of Iarno's fate, Sildar rewards the party with 200 gp for eliminating the Redbrand threat.

JOINING THE LORDS' ALLIANCE

If the party eliminates the goblin threat from Cragmaw Castle or uncovers Iarno's treachery, Sildar Hallwinter privately approaches certain members of the group to urge them to join the Lords' Alliance. He speaks with those who exemplify a desire for the security of civilization through action. If a character agrees, Sildar Hallwinter awards the individual the title of Cloak.

TRESNDAR MANOR

More a castle than a house, Tresendar Manor stands at the east edge of town on a low hillside amid woods and thickets. The ancient manor has long been abandoned, but its cellars have been converted into a Redbrand stronghold. If the characters investigate this place, they find the entrance to the Redbrand hideout.

REDBRAND RUFFIANS

Within a day or so of the adventurers' arrival in Phandalin, a confrontation with the Redbrands becomes inevitable. This can happen in a number of different ways:

- After speaking with a number of NPCs in town, the characters decide to confront the Redbrands at the Sleeping Giant tap house.
- The characters decide to investigate Tresendar Manor. Skip the encounter and go straight to "Redbrand Hideout."
- If the characters show no interest in the Redbrands, a gang of the ruffians seeks them out and picks a fight in street. Run this encounter as the characters are leaving one of the locations in the town.

CONFRONTATION

If the characters confront the Redbrands at the Sleeping Giant, read:

The Sleeping Giant is a ramshackle taproom at the east end of town. Four human ruffians linger on the covered porch, perched on empty ale barrels or leaning against the wall. They all wear grimy scarlet cloaks, their sullen stares fixed on you as you approach.

One of the thugs spits on the ground. "Well, well," he snarls. "Here's a whole pack of little puppies. What do you want, puppies? Come here to bark at us?"

If the Redbrands confront the characters in the street, read:

As you head back into the street, you see four armed ruffians waiting for you. All of them are humans wearing grimy red cloaks, their hands on their weapons as they watch you.

One of the ruffians spits on the ground. "Time for you to move on, strangers. Give us your stuff, and be on your way."

Continue the insults and baiting as long as you like. The Redbrands attack in a round or two if the characters don't. Neither side is surprised, because it's obvious that a fight is brewing.

The group consists of four **Redbrand ruffians**. If three of them are defeated, the last one flees toward Tresendar Manor.

DEVELOPMENTS

Redbrands who are captured or charmed by the characters can impart useful information. (See the "What the Redbrands Know" sidebar on page 20.) Townmaster Harbin Wester won't want to keep Redbrand prisoners until he knows the whole gang has been defeated, but the characters can easily persuade or intimidate him into locking up any prisoners they capture for at least a few days.

If the characters kill the ruffians, most members of the town are grateful. One exception is the townmaster, who fears Redbrand retaliation. Harbin doesn't punish the characters but warns them not to cause trouble.

AWARDING EXPERIENCE POINTS

Divide 400 XP equally among the characters if the party defeats the ruffians.

DO THE PLAYERS NEED DIRECTION?

After the "Redbrand Ruffians" encounter, the players should feel it's time to deal with the rest of the gang. If they aren't clear that investigating the Redbrand hideout should be their next move, have one of the NPCs they've already met in town make the suggestion directly and point them toward Tresendar Manor. If the players want to follow other leads in the area, it's okay to move on to part 3 of the adventure and let the ruffians wait. The next time the characters return to Phandalin, make it clear that the Redbrands are causing even more trouble, and that they need to be dealt with.

REDBRAND HIDEOUT

The Redbrands' base in Phandalin is a dungeon complex under Tresendar Manor. Before the manor was ruined, its cellars served as safe storage for food and water in the event that the estate was attacked, while an adjoining crypt provided a resting place for the deceased members of the Tresendar family. The Redbrands have since expanded the cellars to suit their own purposes, adding slave pens, workshops, and barracks.

If the characters begin their search at Tresendar Manor, they enter the dungeon in area 1. If they instead follow Carp Alderleaf to the secret tunnel the lad found, they enter the dungeon by way of area 8.

GENERAL FEATURES

The hideout consists of well-built dungeon chambers with flagstone floors and walls of dressed stone blocks. The western end of the complex is lower than the eastern end, with stairs leading down as the characters explore.

Ceilings. Passages and chambers are 10 feet high unless otherwise indicated.

Doors. All doors are made of wood with iron handles, hinges, and built-in locks. They are unlocked unless the text states otherwise. Iarno Albrek (area 12) and a bugbear named Mosk (area 9) each carry an iron key that can lock or unlock every door in the complex.

A locked door can be picked with thieves' tools and a successful DC 10 Dexterity check. A door can also be broken down with a successful DC 20 Strength check.

Secret Doors. An "S" on the Redbrand Hideout map indicates the location of a secret door.

Secret doors are made of stone and blend in with the surrounding walls. Spotting a secret door from a distance of no more than 10 feet without actively searching for it requires a passive Wisdom (Perception) score of 15 or higher, whereas a character who takes the time to search the wall can find the secret door with a successful DC 10 Wisdom (Perception) check. Secret doors swing open on hidden iron hinges and are not locked.

Light. Most areas are brightly lit by oil lamps in wall sconces, refilled every few hours as needed.

WHAT THE REDBRANDS KNOW

If the characters charm or successfully question any of the Redbrands, they can learn the location of their hideout under Tresendar Manor as well as the following useful information:

- The leader of the Redbrands is a human wizard known as Glasstaff, so named because his magic staff is made of glass. (Only Iarno Albrek and the Black Spider know Glasstaff's real name.) Glasstaff's chambers are in the western end of the stronghold (see areas 11 and 12).
- A mysterious figure called the Black Spider has hired the Redbrands to frighten off adventurers and intimidate the locals, for reasons unknown. The Black Spider has sent bugbears to reinforce the Redbrands and provide extra muscle (see area 9).
- The lower part of the complex is guarded by a hideous "eye monster" (see area 8).
- The Redbrands have a handful of captives in a holding area "near the old crypts," which are guarded by skeletons (see areas 4 and 5).

1. CELLAR

Any exploration of the manor grounds finds it deserted, but with plenty of tracks leading to a stone staircase just off the empty ruin of a large kitchen. At the bottom of the stairs stands an unlocked door with a cellar beyond.

When the characters open the door, read the following:

The door opens onto a five-foot-wide landing fifteen feet above a large cellar, with stone steps descending to the floor in two short flights. Another door stands beneath the stairs to the north. A large stone cistern occupies the western part of the room, whose walls are lined with kegs and barrels.

This room appears to be a large storage cellar, exactly the sort of thing one might expect to find beneath an old manor. The Redbrands want to keep their base of operations hidden, so other than the barrels filled with fresh provisions, nothing in this room gives away their presence.

The barrels contain salted pork and beef, flour, sugar, apples, and ale. Moving barrels around to thoroughly search them is a noisy activity that attracts the attention of the Redbrands in area 2.

Cistern. This rectangular reservoir is clean and filled with cold, fresh water. It is 10 feet deep with a rim 2 feet higher than the surrounding floor (so that the bottom of the cistern is 8 feet below the floor). Drain pipes from the roof of the old manor above fill the cistern with water.

A waterproof satchel hangs from a submerged rope attached along the south wall of the cistern, about 2 feet below the surface of the water. It's not visible from above the water, but can be found with a successful DC 15 Wisdom (Perception) check or automatically by a character probing the cistern with a pole or jumping in. The satchel contains some valuable items (see the "Treasure" section).

Secret Door. A secret door is located in the southwest corner of the room. See the "General Features" section for more information on secret doors.

DEVELOPMENTS

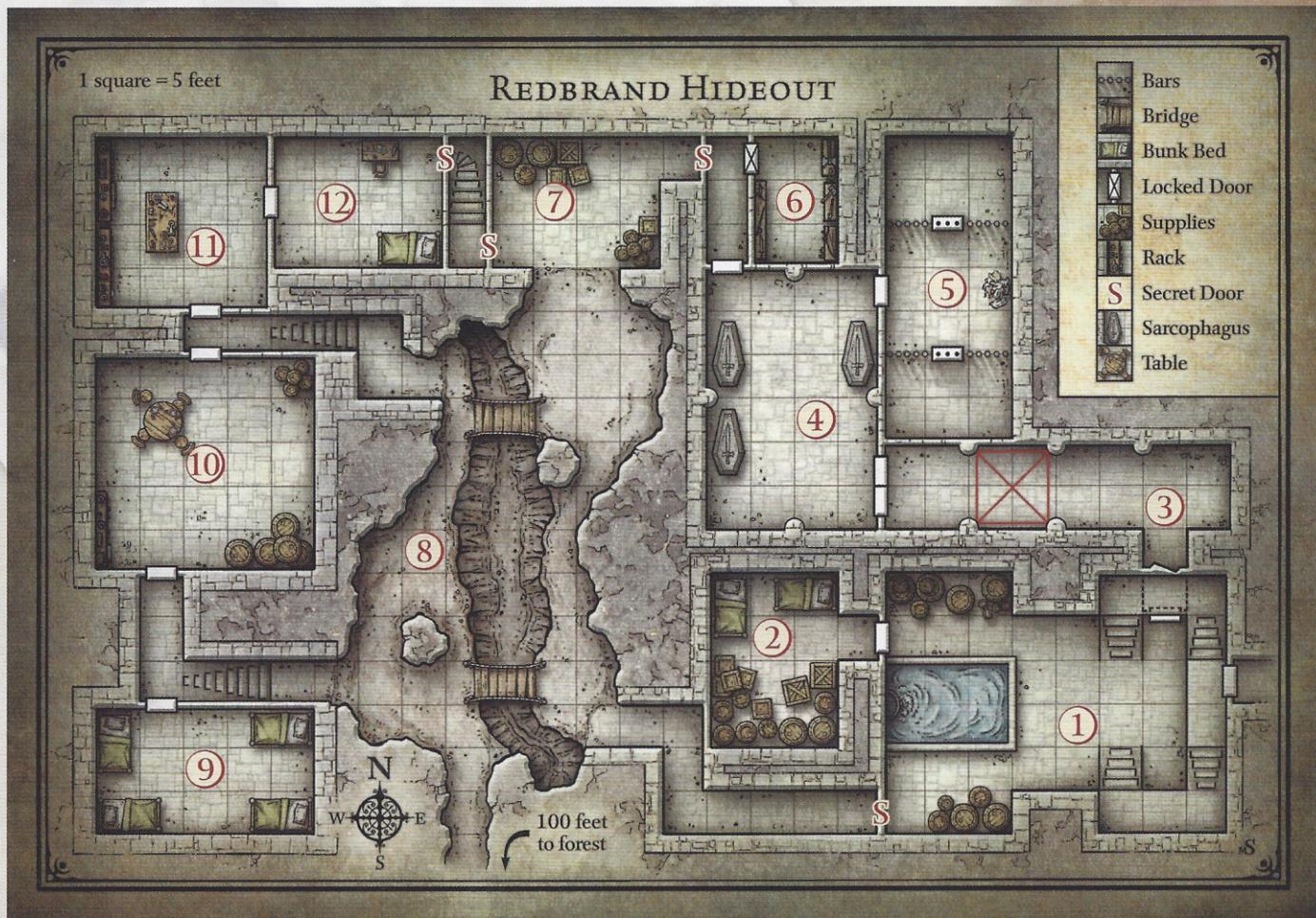
No monsters or villains are found in this area, but the ruffians in area 2 take notice if the characters make a lot of noise here. They creep into the room, gaining surprise if the characters don't hear them (see "Surprise" in the rulebook). If the ruffians fight in this area and two are defeated, the last ruffian might reveal the secret door by fleeing in that direction.

TREASURE

The satchel hidden in the cistern is waterproof and contains a *potion of healing*, a *potion of invisibility*, 50 gp, and a clean set of ordinary travel clothing. This is a getaway kit that Iarno keeps here in case of an emergency.

2. BARRACKS

Most of the Redbrands' human members have lodgings in Phandalin. This barracks is a good place to lie low after shaking down local miners and fur traders.



This appears to be a storeroom pressed into service as living quarters. Two double bunks stand against the wall near the door, while barrels and crates fill the southern half of the chamber.

Three **Redbrand ruffians** are resting in this room. If they hear a good deal of noise in area 1 (including loud voices or barrels being rolled around), they prepare themselves for a fight and try to surprise intruders.

The barrels here contain similar provisions to those in area 1.

TREASURE

All three Redbrands wear belt pouches holding treasure. The first holds 16 sp and 7 gp; the second, 12 sp and 5 gp; and the third, 15 ep and two garnets (10 gp each). Additionally, three dirty scarlet cloaks hang from the bunks.

AWARDING EXPERIENCE POINTS

Divide 300 XP equally among the characters if the party defeats the ruffians.

3. TRAPPED HALL

This area was part of Tresendar Manor's original cellars. The Redbrands dug out the dirt beneath the stone floor, creating a hidden pit trap.

Thick dust covers the flagstones of this somber hallway. The walls are decorated with faux columns every ten feet, and the double doors at the west end of the hall are sheathed in copper plate, now green with age. A relief carving of a mournful angel graces the doors.

The pit trap in the middle of the hallway is hidden under a false floor consisting of loose stone tiles laid atop breakaway timbers. The tiles and timbers collapse under 100 or more pounds of weight. A character searching the hall for traps can spot the covered pit with a successful DC 15 Wisdom (Perception) check. A successful check also reveals narrow ledges on the north and south sides of the pit. A creature attempting to skirt around the pit using one of these ledges must succeed on a DC 10 Dexterity (Acrobatics) check.

A creature that triggers the trap or fails the Dexterity check to skirt around the edge of the pit must attempt a DC 15 Dexterity saving throw to catch the edge. On a failed save, the creature falls 20 feet to the dirt floor of the pit, taking 2d6 bludgeoning damage and landing prone.

AWARDING EXPERIENCE POINTS

Divide 100 XP equally among the characters if the party avoids or survives the pit trap.

4. TRESENDAR CRYPTS

The elders of the long-gone Tresendar family were once laid to rest in this mausoleum.

Three large stone sarcophagi stand within this dusty crypt, and propped up against each sarcophagus is a human skeleton clad in bits of rusty mail. False columns along the walls are carved in the image of spreading oak trees. The double doors in the southeast corner are sheathed in tarnished copper plate.

The three **skeletons** are animated and attack any creature that comes within 10 feet of the door leading to area 5 or the door leading to area 6, unless that creature is wearing the scarlet cloak of the Redbrands or speaks the password “Illefarn” (the name of an ancient elven nation, which once spread across much of the Sword Coast).

The stone lid of each sarcophagus is carved to depict the person entombed within—two human males and one human female, all of noble bearing. If opened, the tombs contain mostly moldering bones and scraps of clothing, but see the “Treasure” section.

DEVELOPMENTS

Fighting in this room alerts the Redbrands in area 5 that trouble is on the way.

TREASURE

Amid the bones in each sarcophagus is a platinum signet ring (50 gp).

AWARDING EXPERIENCE POINTS

Divide 150 XP equally among the characters if the party defeats the skeletons.

5. SLAVE PENS

For the past two months, the Redbrands have been capturing travelers in the area and holding them in these pens until they can be sold into slavery.

This long room is partitioned into three areas, with iron bars walling off the north and south. Filthy straw lines the floors of those cells, the hinged doors of which are secured by chains and padlocks. A pair of disheveled human women are held in the cell to the south, while a human boy is confined to the north. All are dressed in plain gray tunics and have iron collars fitted around their necks.

A heap of discarded clothing is piled carelessly against the far wall.

Two **Redbrand ruffians** in scarlet cloaks stand guard here, though they spend most of their time taunting the hapless prisoners (see the “Captives” section). If they hear fighting in area 5, they take up positions against the wall near the door, then try to surprise intruders. The captives are too intimidated to shout warnings or call for help.

The heap of clothing belongs to the various captives who have been housed here over the last two months—at least a dozen people to judge by the size of the pile.

Cell Doors. The cell doors feature simple locks requiring thieves’ tools and a successful DC 10 Dexterity check to pick. The doors can also be wrenched open by brute force with a successful DC 22 Strength check.

CAPTIVES

The three human **commoners** imprisoned here are Mirna Dendrar and her two teenage children, thirteen-year-old Nars and eighteen-year-old Nilsa. A few days ago, the Redbrands murdered Mirna’s husband, Thel, for defying them. (His corpse can be found in area 8.) That night, the gang returned and abducted the family from their home in Phandalin. The gang plans to sell the family into slavery.

The Dendrars are grateful to the characters for rescuing them, but they can’t provide much information about the Redbrand hideout. All they know is that the boss is a wizard (though they haven’t met him and don’t know his name), and that he has “tall, furry monsters with big ears” (bugbears) working for him.

Side Quest: Mirna’s Heirloom. Though her family has nothing to offer as a reward, Mirna tells the characters that she might know where a valuable heirloom is hidden. When she was a young girl, she and her family fled from the town of Thundertree after undead overran the place. Her family had an herb and alchemy shop, inside which a case containing an emerald necklace was hidden beneath a section of storage shelves. She never dared to return and retrieve it. The shop was in the southeast part of Thundertree. If the characters decide to explore the ruins of Thundertree, see part 3 of the adventure.

AWARDING EXPERIENCE POINTS

Divide 200 XP equally among the characters if the party defeats the ruffians. Divide 100 XP equally among the characters if the Dendrars make it back to town alive.

6. ARMORY

The door to this room is locked from the outside. Across from the locked door is a secret door that leads to area 7. For more information on locked doors and secret doors, see the “General Features” section (page 20).

Racks of weapons line the walls of this chamber, including spears, swords, crossbows, and bolts. A dozen dirty red cloaks hang from hooks by the door.

The Redbrands have ambitious plans to expand their numbers in the near future, so they have been stockpiling arms and armor.

The weapon racks hold twelve spears, six shortswords, four longswords, six light crossbows, and eight quivers holding twenty crossbow bolts each.

7. STOREROOM AND WORK AREA

In this chamber, the Redbrands take stock of their stolen wares, either shipping them out through the cavern to the south or packaging them for storage in the stronghold.

This area is the north end of a large natural cavern, but it has been finished with dressed stone block walls and a flagstone floor. Several barrels are stored against the walls here, along with a number of empty crates, straw for packing, hammers, pry bars, and nails.

The cavern continues for some distance to the south. You can make out several passages that open up off the larger cavern, and what looks like a deep pit or crevasse in the floor.

This room contains two secret doors, one leading to area 6 and the other to area 12. See the “General Features” section (page 20) for more information on secret doors.

TREASURE

Most of the provisions and goods here aren’t valuable, but lying among them are thirty beaver pelts (2 gp each). They were looted from a caravan on the Triboar Trail a few days ago.

8. CREVASSE

The characters arrive here by one of three routes: the tunnel from area 1, the storeroom at area 7, or the rough-hewn passage to the south, which continues off the map for about one hundred feet and emerges from a tunnel in the woods south of Tresendar Manor. The passage is an excellent way to smuggle people or goods in and out of Phandalin without being seen, and is thus perfect for a gang of slavers and thieves.

A cold breeze fills this large natural cavern, carrying with it the faint scent of decaying flesh. A crevasse divides the cavern and is flanked by two rough stone columns that support the twenty-foot-high ceiling. Two arched wooden bridges span the chasm.

The guardian of this cave is a **nothic**—an insane subterranean monster that hungers for flesh. The creature, lured by a faint magical effect emanating from the crevasse, was occupying the area when the Redbrands moved in. Iarno managed to strike a bargain with the monster, convincing it to help guard the stronghold in exchange for treasure and the occasional gift of fresh meat. Still, the nothic is untrustworthy.

The nothic lurks near the west ends of the two bridges. If it notices intruders entering the cave, it hides behind one of the large stone columns and watches them, attempting to use its Weird Insight (see the creature’s stat block) to discern the characters’ secrets.

The nothic communicates using telepathy. If detected, it prefers to negotiate and isn’t above betraying the Redbrands for the right incentive, such as the promise of food. When roleplaying the nothic, consider speaking in whispers and throwing in some mad cackles and bits of gibberish. Also be sure to mention that the creature isn’t actually talking but rather filling the characters’ heads with its foul murmurings and demands for food. The nothic knows everything the Redbrands know; see the “What the Redbrands Know” sidebar on page 20.

Bridges. These bridges are made of wooden planks and have no rails. The south one is rigged to collapse when a creature weighing more than 50 pounds moves across it. A character next to the bridge can discern that the construction is faulty with a successful DC 15 Intelligence (Investigation) check. Any creature can use an action to dislodge one end of either bridge, dropping it into the crevasse.

Crevasse. This steep-sided fissure is 5 to 10 feet wide and 20 feet deep. Its rough walls are easily climbed without an ability check. A creature that falls into the crevasse takes 2d6 bludgeoning damage and lands prone in a jumble of rubble that is difficult terrain (see “Difficult Terrain” in the rulebook).

The bottom of the crevasse feels unnaturally cold. When viewed with a *detect magic* spell, the area emanates a faint necromantic aura. The magic causes all organic matter in the crevasse to age and decompose at half the normal rate.

Currently heaped at the bottom among broken and well-gnawed bones is the half-eaten body of Thel Dendrar, the woodcarver of Phandalin who was murdered by the Redbrands. The outlaws left his corpse here for the nothic to feed on.

TREASURE

The nothic keeps its hoard in a battered wooden chest hidden in a cubbyhole at the bottom of the crevasse, under the north bridge. The chest can’t be seen from the edge of the crevasse, but is obvious to any character who descends



NOTHIC

into the fissure. The chest contains 160 sp, 120 gp, five malachite gems (15 gp each), two *potions of healing*, and a *scroll of augury*.

The chest also holds a +1 *longsword* in a silver-chased scabbard. The sword is inscribed with the name “Talon,” and its hilt is worked in the shape of a bird of prey with outspread wings. It once belonged to a great knight named Aldith Tresendar, known as the Black Hawk. A character who succeeds on a DC 15 Intelligence (History) check recognizes the sword and recalls this lore.

Sir Aldith died fighting off the orcs that attacked through the hidden caverns below his manor. Talon was lost here until the nothic found it.

AWARDING EXPERIENCE POINTS

Divide 450 XP equally among the characters if the party defeats the nothic or negotiates a truce with it.

9. GUARD BARRACKS

A character who listens at this door with a successful DC 10 Wisdom (Perception) check hears several gruff voices issuing demeaning commands in the Goblin tongue. Examples include “Lick the floor!” and “Roll like a dog!” The bugbears here are bullying their goblin slave.

This barracks contains four roughly built wooden bunks, with heaped-up blankets and dirty dishes scattered about. A strong smell of unwashed bodies and rotten meat fills the air. Three tall, furry humanoids are lounging among the mess, barking orders at a sad little goblin that demeans itself for their amusement. Your sudden appearance causes the goblin to faint.

Three **bugbears** and one **goblin** are present. The goblin, Droop, falls unconscious at the sight of the party, but another creature can use an action to wake him. Otherwise, Droop remains unconscious for 1d10 minutes.

The bugbears work for the Black Spider and were sent here to help Iarno keep the Redbrands and the citizens of Phandalin in line. The leader is named Mosk. He wears a jeweled eye patch even though he has both his eyes. Mosk wears the eye patch because he thinks it's fancy.

The bugbears avoid the human members of the Redbrands. If the characters are wearing scarlet cloaks taken from elsewhere, the bugbears assume that they serve Iarno. Clever characters might even persuade the bugbears to help deal with “traitors” or “impostors” elsewhere in the dungeon. If you don't think the players are doing a great job roleplaying the deception, you can have the character who is doing most of the talking make a DC 15 Charisma (Deception) check to convince the bugbears to do what the party wants.

ROLEPLAYING DROOP

The goblin, Droop, is not a threat to the party. He has been cowed by the bugbears and follows their orders until someone stronger comes along.

If he regains consciousness during combat, Droop hides and avoids the fight. He is such a coward that if

he is ordered to fight, he does so with disadvantage (as explained in the rulebook).

Droop knows the general layout of the Redbrand hideout, as well as the location of its secret doors and traps. He doesn't think to offer up the information, but if prompted, he reveals as much as he can remember in an attempt to be useful to the party. Some of the details might be confusing or mixed up. He is a goblin, after all.

If the bugbears are dispatched, Droop tries to ingratiate himself with the party. He doesn't remember the route to Cragmaw Castle, but he knows it's up north, in the forest. He also knows that Cragmaw goblins patrol around Phandalin, and he suggests the characters might be able to capture a patrol to learn more about the castle.

Characters might be inclined to keep Droop around for a while. See the “NPC Party Members” sidebar (page 11) for advice on how to run Droop as a member of the party.

DEVELOPMENTS

The bugbears are the only ones in the Redbrand hideout who know the location of Wave Echo Cave. They won't willingly divulge this information, since they fear the Black Spider more than they fear the characters.

The bugbears also know the location of Cragmaw Castle, but again, they don't share this information readily. A character who interrogates a captured bugbear can pry the information loose with a successful DC 15 Charisma (Intimidation) check.

TREASURE

Mosk carries a belt pouch containing 33 sp and wears an eye patch made of black leather set with semiprecious stones (50 gp). He also has an iron key that locks and unlocks all the doors in the Redbrand hideout.

AWARDING EXPERIENCE POINTS

Divide 600 XP equally among the characters if the party defeats the bugbears.

10. COMMON ROOM

This area serves as the headquarters and meeting room for the Redbrands. When there is no official business to discuss, it doubles as a common room where the stronghold guards can relax while off duty.

A character who listens at the door with a successful DC 10 Wisdom (Perception) check hears the villains within engaged in a game of knucklebones. This makes for a mysterious rattling sound, followed by shouts and groans and a sudden gabble of voices as wagers are paid. If the characters burst into the room, they automatically surprise its occupants.

Several worn tables and chairs are scattered around this large room. Wooden benches are drawn up against walls decorated with draperies of brown and red, and several ale kegs are propped up and tapped.

Four tough-looking human warriors wearing scarlet cloaks are gathered around one of the tables. A stack of coins and trinkets is heaped upon the tabletop between them.