Blibdoolpoolp Rising



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A 5th Edition *Dungeons & Dragons* adventure for four to five characters of levels 3rd-6th

Version 1

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Introduction

"I don't believe in Beatles, I just believe in me"
-----Mr. Ferris Bueller, attributed to John Lennon

Blibdoolpoolp Rising is a 4-to-8-hour adventure for a party of four-to-five characters of 3rd - 6th level. It's an adventure about belief given life, represented here by the collective zeal of kuo-toa.

The kuo-toa are an Underdark-dwelling race of fishlike humanoids. Different sects worship different god-like beings, each god manifested through the strength of a sect's collective zeal. Such "gods" feature prominently in this adventure.

Materials and Formatting

To run this adventure, you'll need the following 5th Edition Dungeons & Dragons books: *Player's Handbook* (PHB), *Monster Manual* (MM), *Dungeon Master's Guide* (DMG), and *Volo's Guide to Monsters* (VGtM).

Major NPCs, monsters, and key location features will be named in bold type the first time they are mentioned in the encounter—e.g., **kobold** or **secret door**, followed by the name of the source 5e book, if relevant (MM).

Text in these boxes is meant to be read aloud or paraphrased. Boxed text is used to set a scene, but many times it contains hints or clues about the upcoming encounter.

Scaling the Challenges

Using the new encounter-building guidelines in chapter 2 of *Xanathar's Guide to Everything*, this adventure is optimized for a party of four 5th-level characters. Scaling options are included for characters of 3rd level to 6th level, though you may need to make adjustments based on the magical items the characters hold.

In addition, not all encounters are dangerous. Many low-level encounters are included to add to the overall theme of the environment and adventure.

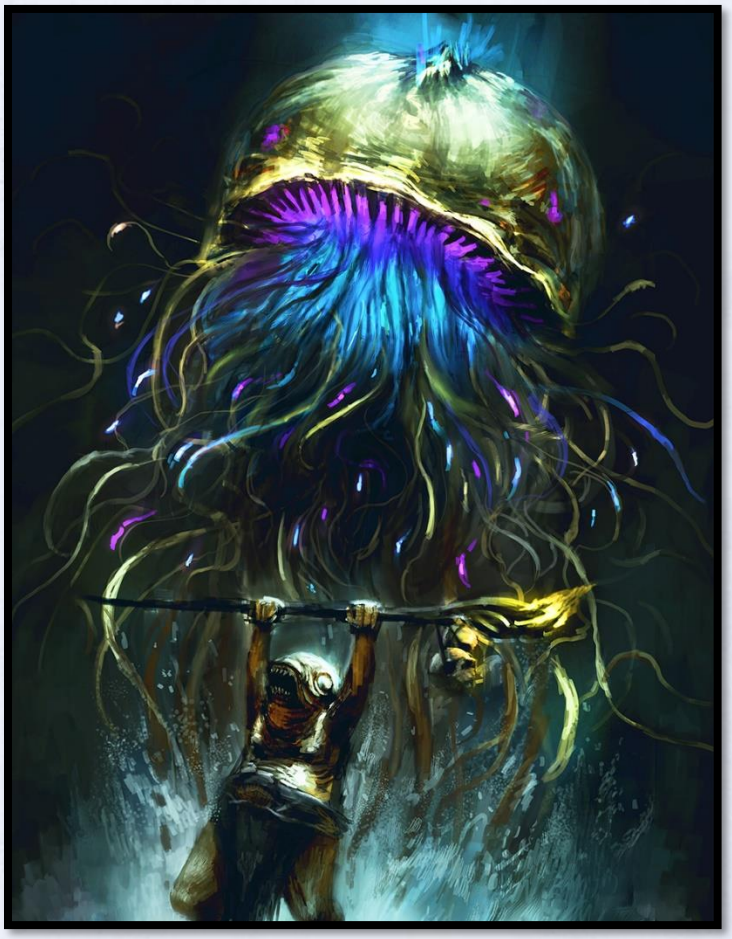
Section I holds no major combat threats for the party. ***Section II*** likely takes place in one day and contains several minor skirmishes, a handful of moderate encounters, and a whopper of a final encounter. In a straight-up fight, the final battle is actually unwinnable. However, a number of design elements are introduced to give the characters a good chance of success.

Average Party Level

The **Average Party Level (APL)** can be used to calculate the appropriate challenge level for your party. To calculate the APL, add the total levels of all characters and divide the sum by the number of characters (rounding up for .5 or greater).

About the Cover

The psychedelic jellyfish god Bun-gulp whips his kuo-toa followers into a frenzy. Artist: Ari Ibarra www.ariirf.com



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Adventure Primer

Background

This adventure takes place offshore from the coastal village of Lathtarl's Lantern, situated anywhere along the Sword Coast. A colony of kuo-toa has dwelt in underwater caves near Lathtarl's Lantern for centuries, with virtually no interaction between the two communities. However, recent scarcity of food has pushed the kuo-toa closer to the surface. As a result, the different sects have started to exhibit increasingly hostile attitudes toward each other, and are on the brink of a civil war.

Lathtarl's Lantern's recent past has been marred by pirate raids. A paladin of Torm named Barria was dispatched to Lathtarl's Lantern to put an end to the raids. She drove off the pirates, a heroic deed which cost her an arm. Barria is considered a hero and beloved by the townsfolk, who cared for her during her convalescence.

However, two tendays ago, during a therapeutic oceanside walk, Barria was kidnapped by kuo-toa. In a strange turn of events, she was mistaken for a kuo-toa god, and whisked off to their underground lair. Barria has managed to pose as the god and now shakily leads a small faction of kuo-toa while trapped underground. With her influence being increasingly scrutinized, it's a dangerous time, even for a 'god'…

Adventure overview

Section I. In Lathtarl's Lantern, the characters stop a kuo-toa raid and discover clues that link the creatures to a missing paladin named Barria. The townsfolk or the temple of Torm hires the characters to find her. Investigating her last known location reveals an entrance to a lair, just offshore.

Section II. The characters explore the kuo-toas' 3-level lair in search of the paladin. Abandoned notes from Barria give them hope of finding her. As the characters navigate the lair, battling and interacting with kuo-toa, they can gain bonuses or penalties applicable in the final battle.

The characters discover that the kuo-toa number in the scores and are ruled by two "gods" named Blibdoolpoolp and Bun-Gulp. Through more risky exploration and interaction, the characters learn that Blibdoolpoolp is in fact Barria. She is unable to reveal herself, so the characters must engineer an escape plan. The advantages and items the characters earned during their exploration will come in handy.

Character & Plot Hooks

A Favor to Torm. Once Barria's plight is revealed, any character with a connection to a good-aligned deity could be divinely "notified" that they should take an interest.

Rewarding the Just. A noble paladin such as Barria deserves a better fate than rotting in a reclusive dungeon.

Acquire Key Campaign Information. Barria may hold information vital to your ongoing campaign, requiring her rescue to obtain it.

Section I: Adventure Set-up

Summary

In this section, the players are introduced to the town and learn of a pivotal NPC: the missing paladin of Torm. They are then witness to an aboveground excursion by the kuo-toa, which eventually turns to violence. The characters will be able to uncover several pieces of relevant information:

- The kuo-toa have a connection to the missing paladin
- There are several factions of kuo-toa that don't get along

After making these discoveries, the party can choose to go searching for the paladin or are asked to do so by the locals.

Mapped Locations

The following locations are keyed to Map 1.

Area 1: Marketplace

The adventure begins with the characters in the town of Lathtarl's Lantern, a middling oceanside fishing village. Whatever reason brings them to town, they are having an evening stroll through the town marketplace when the adventure begins. Read or paraphrase the following to set the scene:

> Lathtarl's Lantern's marketplace is a surprisingly lively affair. The town itself is just a humble fishing village of perhaps a thousand individuals. Merchants sell the typical wares: fresh fish, preserved fish, fish stew, and fishbone fertilizer. But the overall atmosphere is quite jovial, with merchants greeting each other warmly, customers smiling while haggling over prices, and small groups even breaking out in song.

Lathtarl's Lantern's residents have been in a celebratory mood ever since a group of pirate raiders were defeated two tendays ago. Led by the brave Barria, the Town Guard executed a daring counterattack and sunk the pirate ship just offshore.

However, there is a note of sadness in the otherwise happy scene: Barria's recent disappearance. The townsfolk found her symbol of Torm near the shipwreck (Area 2) and scoured the area for her. After a day or two of searching, they presumed she had drowned. The town held vigils and erected small shrines to Barria, which are visible around the market.

As the party explore the market, they meet the following NPCs, who can introduce the major backstory elements:

- ***Kilsh***, a boisterous fish merchant (**commoner**; CR 0; MM) who hopes to be profitable now that the pirates are gone. He gives thanks to Barria and Torm, in that order.
- ***Morgam***, a stoic town **guard** (CR 1/8; MM). He brightens up when recounting the tale of the pirate battle, describing how Barria inspired them to believe they could prevail.
- ***Alda,*** a forlorn **acolyte** (CR 1/4; MM) of Torm who was Barria's attendant. She walks the market, blessing those that ask, and sadly smiling when townsfolk praise "our beloved Barria."

Market Rumble

Once the adventurers have gotten to see a bit of the market and learned of Barria's disappearance, kuo-toa outcasts show up and cause an uproar. Read or paraphrase the following:

> Several voices ring out in alarm at the far end of the market. Someone cries for the Town Guard, and a throng of market-goers push past you, away from the commotion.

Each adventurer must succeed on a DC 10 Strength (Athletics) check or take 2 bludgeoning damage and be knocked prone by the panicking crowd. The source of the commotion becomes clear in a few rounds or immediately if the adventurers investigate.

Kuo-toa are rummaging through merchant stalls and roughly pushing people aside (see "Scaling Suggestions" below for numbers). They are members of a losing faction and have been run out of their underground colony. They've returned to the village in hopes of finding another god (like Barria).

Scaling Suggestions:

APL 3 & 4: Use three **kuo-toa** (CR 1/4'; MM) and two **kuo-toa whips** (CR 1; MM)
APL 5: Use four **kuo-toa** and three **kuo-toa whips**
APL 6: Use six **kuo-toa whips**

One of the kuo-toa whips chastises his minions, ordering them to scour the market stalls in search of divine inspiration. Unusual-looking objects (or characters) generate some interest from the kuo-toa; they poke, prod, or utter chants at the target. The villagers are generally terrified of the kuo-toa, never having experienced them before.

The Town Guard, consisting of 12 human **thugs** (CR 1/2; MM), eventually arrive but don't attack. If confronted, the kuo-toa are not immediately murderous. The main whip, named Duggggg, begins conversation in broken Common: *"Where your god?"* The characters should learn the following:

- Several factions of kuo-toa live underground nearby
- A new god has brought power, but not to him
- They are looking for a newer god

After a bit of conversation, or if they are attacked, Duggggg recognizes the symbol of Torm (an upraised gauntlet) on a tabard worn by Alda: *"That from new god!"* He grabs Alda and tries to run back to the secret entrance at Area 3, ordering his minions to attack if opposed. He reveals nothing more about his plans and fights to the death.

Developments

After this encounter, the characters should have caught on that there is a connection between Barria and the kuo-toa.

Joseph Dennis (Order #2453039)

Whether or not she is alive is still in question. If the characters bring this to Alda's attention, she begs them to recover Barria, alive or dead. The townsfolk heartily agree and offer the adventurers 500 gp or a year's supply of dried and fresh fish—their choice.

I Believe, Therefore You Are

With enough belief, sects of kuo-toa can bring their "gods" to life! While the sects in the adventure are not fully aware of this ability, they do know that keeping their minds open to the divine does occasionally result in manifestation of god-like beings. As such, these kuo-toa remain in a state of awe and reverence wherever they go.

Area 2: Beach Kidnap Site

The townsfolk reveal that Barria was last seen two tendays ago at this location on the beach. When the adventurers approach this seaside location, read or adapt the following:

> A trail from the village leads down to a protected cove by the ocean. A small beach is nestled among tall, dark, pitted rocks that make up the shoreline. The blackened skeleton of a good-sized ship sits in head-high water 100 feet off the beach, rocking gently in the waves.

The wrecked ship belonged to the pirates but was burned to the waterline during Barria's attack. Townsfolk picked through the wreckage, but missed a locker submerged below water. Any close-up inspection of the wreckage reveals the glimmer of gold now visible in the half-broken locker. A character attempting to reach into the locker must make a DC 12 Dexterity (Sleight of Hand) check. On a failure, the locker breaks apart and its contents fall into the murky water below. Any attempt to dive and retrieve the lost treasure requires a DC 14 Wisdom (Perception) check. On a success, only a portion of the treasure is recovered, decided by you.

The beach itself is empty and unremarkable, revealing no clues of what happened to Barria. About 100 feet south of the beach, hidden on the rocky shoreline, is the carcass of a kuo-toa killed by Barria. The carcass washed up a few days ago and has attracted a flock of seagulls and scavenger crabs. The kuo-toa carcass is visible to anyone who walks to the birds' location. Two hungry **giant crabs** (CR 1/8; MM, each with 24 hit points) lurk in the shallows and attack anyone who approaches the carcass, their next meal.

The carcass itself contains a **clue**: any inspection reveals the presence of a white, chalky substance under its rotting claws. A successful DC 13 Intelligence (Investigation) check allows a character to recognize this as guano-laden rock dust, which seems to have come from a nearby column of white rock (see Area 3 below). On a failure, this connection is revealed later, when a villager jokes about the guano-covered rock the next day: "You've seen our shining white 'tower,' right?"

Treasure

The locker holds an emerald-hilted *dagger +1* worth 200 gp, a sack of rubies worth 100 gp, and a parrot skull carefully wrapped in leather.

Area 3: Rock and Hidden Entrance

A 30-foot-tall column of white rock sits just offshore from the beach, known locally as "bird shite tower." A colony of nesting seabirds and their guano has turned the rock white.

A **secret door** is located at the base of the rock, just under the waterline. The door was only recently re-discovered by the kuo-toa and had to be partially excavated. The top of the door is easily noticed. However, to gain access, the characters must enter the 15-feet-deep water.

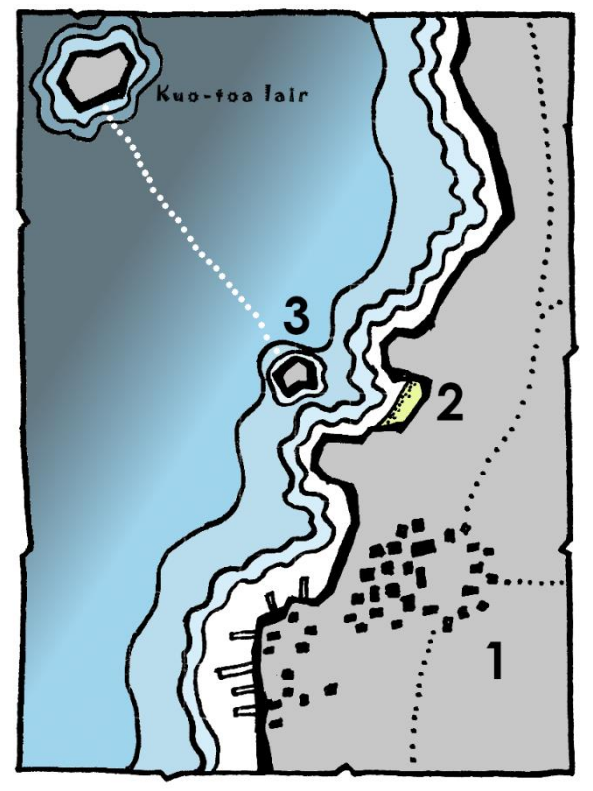
Two **giant octopi** (CR 1; MM) cling to the rock near the door, camouflaged and waiting for a meal.

Behind the door, a 20 foot-long, water-filled passage (2 feet deep) ends at a staircase that ascends out of the water into a small, dry chamber. The chamber is lit by glowing mushrooms, recently installed by kuo-toa.

Another mostly watertight passage leads off this chamber and curves downward, running away from the coast. Trickles of seawater filter in from the ocean above. After an hour of walking in shin-high water, the passage ends at the entrance to the kuo-toa lair.

A Fine Send-Off

If the adventurers agree to follow Barria's trail into the rock, many of the townsfolk gather at Area 2 to see them off. After some flag-waving and poor musical accompaniment, they give the party a small rowboat, a single *potion of water breathing*, and a book on the teachings of Torm. The latter two items will be very useful inside the lair.



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Section II. The Kuo-Toa Lair

Summary

In this section, the party explores the kuo-toa lair in search of Barria. The adventurers can gain allies and resources on the lower levels by thoughtful exploration and roleplaying. Barria is in the uppermost level, along with a rival, hostile "god" and a large kuo-toa force. The party must somehow weaken or distract the kuo-toa before they can escape through an underwater tunnel.

Lair Overview

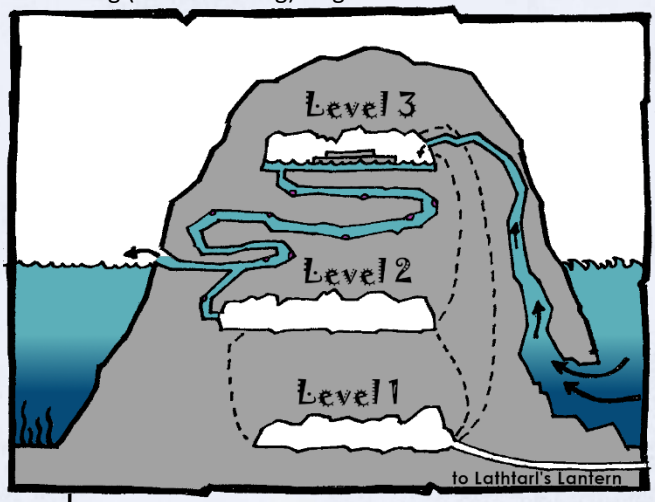
The kuo-toa's lair is a subterranean cave system housed within a huge rock outcropping in the ocean, several miles offshore from Lathtarl's Lantern (see map below). A natural hole in the rock allows ocean water to be forced up into the main cave, and another hole allows the water to escape. In this way, a large lake has formed in the central cavern (Area 10).

Background

How Barria Got Here

Two weeks after the pirate battle, Barria returned to the beach to give thanks to Torm for the victory. She was ambushed by a gang of kuo-toa, looking for sacrifices for their current god. Still recovering from the loss of her left arm, she was able to mortally wound one kuo-toa, but then was overwhelmed.

However, the creatures' religious fervor saved Barria's life. Picturing Blibdoolpoolp, one kuo-toa named Gool-Gool noticed a giant crab claw that had washed up on the beach and fit it over Barria's missing right forearm. It was a hit! The kuo-toa believed they were witnessing Blibdoolpoolp reborn! They whisked the still-stunned Barria underground to their lair to share the good news and establish their new claim to power, with Gool-Gool claiming a leadership role. Barria also found and donned a giant crab head to finish her terrible-smelling (but life-saving) disguise.



What Barria is Doing Now

Barria is effectively trapped in this lair, unable to escape due to long sections of underwater tunnels. To stay alive, she has been maintaining her façade as Blibdoolpoolp. Some kuo-toa revere her but won't let her leave the lair for fear of losing her blessing.

Barria has determined that she is a few miles from Lathtarl's Lantern but doesn't know more than that. Occasionally, she has been able to covertly scribble a quick note and drop it in the outgoing current. She hopes a fishing vessel from Lathtarl's Lantern will find them.

What the Kuo-toa are Doing Now

One hundred kuo-toa are divided into **three factions** inside this lair, defined by the deity they worship. Tension among the factions is about to boil over into warfare.

The largest faction (70 kuo-toa) worships Bun-Gulp, a nasty entity brought into reality several months ago. Bun-Gulp looks like a giant, floating jellyfish, and communicates primarily with its thousands of multi-colored lights.

Bun-Gulp's ascendancy brought about the demise of the previous god Zuggggg. Bun-Gulp and its followers are tyrants, lording their dominance over other kuo-toa. Bun-Gulp rules from the top level and currently has its followers decorating the chamber to be as luminescent and resplendent as itself. Bun-Gulp has not yet attacked Barria as it instinctively fears the power of her Blibdoolpoolp persona. Some of Bun-Gulp's warriors go on underwater hunting expeditions to gather fresh meat.

The next-largest faction (20 kuo-toa) worships Barria, believing her to be Blibdoolpoolp in the flesh. Most of Barria's followers previously worshipped Zuggggg, but happily converted when Barria, in crab-head form, was brought to the colony. Barria keeps her faction peaceable, but more of them want her to use her god-like powers to take control of the colony.

The smallest faction (10 kuo-toa) consists of devout followers of the now-dead Zugggg. Upon Zugggg's death, they were forced to the lowest level and now must perform menial tasks like food collection. In this wretched state, some began secretly searching for a new god, which led them to Barria. Others later travelled to Lathtarl's Lantern, triggering the earlier encounter at the market in Section I.

What's About to Happen

Without intervention, Bun-Gulp whips its followers into a frenzy and the two "gods" battle for supremacy. Barria is killed and her surviving followers convert under penalty of death. Bun-Gulp then turns its attention to Lathtarl's Lantern and destroys the village in a series of night-time raids. The kuo-toa establish a new colony in caves under Lathtarl's Lantern and continue their plans for expansion, under the malevolent, multi-colored might of Bun-Gulp.

Lair Environment

Sights. Natural cavern walls decorated with sea sponges and starfish that glow dull blue and purple.
Smells. Stale ocean water and day-old fish.
Sounds. The ocean current and waves crashing against the rock provide constant, ambient white noise.
Tunnels. All tunnels and chambers are 10 feet tall, unless otherwise noted.

Roaming Encounters

Once inside the lair, these encounters introduce and reinforce the lair's theme but don't take place at a specific location. Roll a d12 after the adventurers leave each mapped location and consult the table below. Use each encounter only once.

D12	Encounter
1-6	Blibdoolpoolp on Tour
7-12	I Want to Believe

Blibdoolpoolp on Tour. This encounter allows stealthy characters to observe the power dynamics of the kuo-toa:

> A strange procession comes into view ahead: a crab-headed humanoid slowly floats along the tunnel, followed reverently by a chanting throng of kuo-toa.

The humanoid is **Barria** (see appendix A), in her guise as Blibdoolpoolp. She takes regular tours of her "kingdom," secretly looking for a way to escape. But her mind is slipping, influenced by the power of the kuo-toa's belief in her divinity.

The characters are assumed to be hidden unless they make their presence known. After a minute, the whole entourage turns around and head back to the main chamber (Area 10). If the characters reveal themselves, a muddled Barria casts *thunderwave* at them, raises a claw to her forehead as if in pain, then collapses. Five **kuo-toa** (CR 1/4; MM) attack while the remaining 10 **kuo-toa** hustle Barria back to the safety of the main chamber. They don't report the incident, hoping that Bun-Gulp's faction will be surprised by the intruders and suffer losses.

A successful DC 10 Intelligence (History or Religion) check identifies the floating humanoid as the deity Blibdoolpoolp. If she attacks them, a successful DC 12 Wisdom (Insight) check reveals that the deity seems confused or hesitant while doing so.

I Want to Believe. The adventurers witness a lone **kuo-toa** named Glogggg trying to create a god, but it's not working. Read or paraphrase the following:

> In the hallway ahead, a lone kuo-toa is prostrated in front of a giant, severed fish head. After a minute of chanting, the kuo-toa peeks at the head, stands up with a frustrated sigh, kicks the head, and leaves.

Mapped locations

Area 1: Lair Entrance

Likely Outcomes

- ✓ Gain an ally/useful information
- ✓ Turn the easy exit route into an obstacle

The natural, 6-foot-high tunnel from Lathtarl's Lantern finally dead ends at this lair entrance, which only cracked open a month ago. Read or paraphrase the following:

> The long tunnel slopes up out of the shin-high water, ending at an opening in the rock face. Three kuo-toa are inspecting the leaking tunnel walls, tapping the wall with a hammer and listening. A fourth kuo-toa cowers on the ground, green blood running down its face.

Three **kuo-toa** followers of Bun-Gulp have been tasked with closing this new entrance into their colony, for fear of another entity like Barria sneaking through. A fourth **kuo-toa**, a follower of Zuggggg, wanted to keep the tunnel open for the same reason, and was struck down for interfering.

If left alone, the kuo-toa finish collapsing the leaking tunnel in a few minutes, flooding the route back to Lathtarl's Lantern. If attacked, they flee to the main chamber and the tunnel is only partially flooded—a 1-foot-tall pocket of air remains.

If the characters try to talk to the lone kuo-toa, see Area 4 for tips on roleplaying her. Her name is Lllggg and she needs help deciphering one of Barria's notes that she found. She also shows them a tattoo of Torm's symbol she just inked on her arm and beckons them to her chamber (Area 4). If the characters are unwilling to follow, improvise the interaction based on relevant information in the description of Area 4.

Area 2: Refuse Chamber

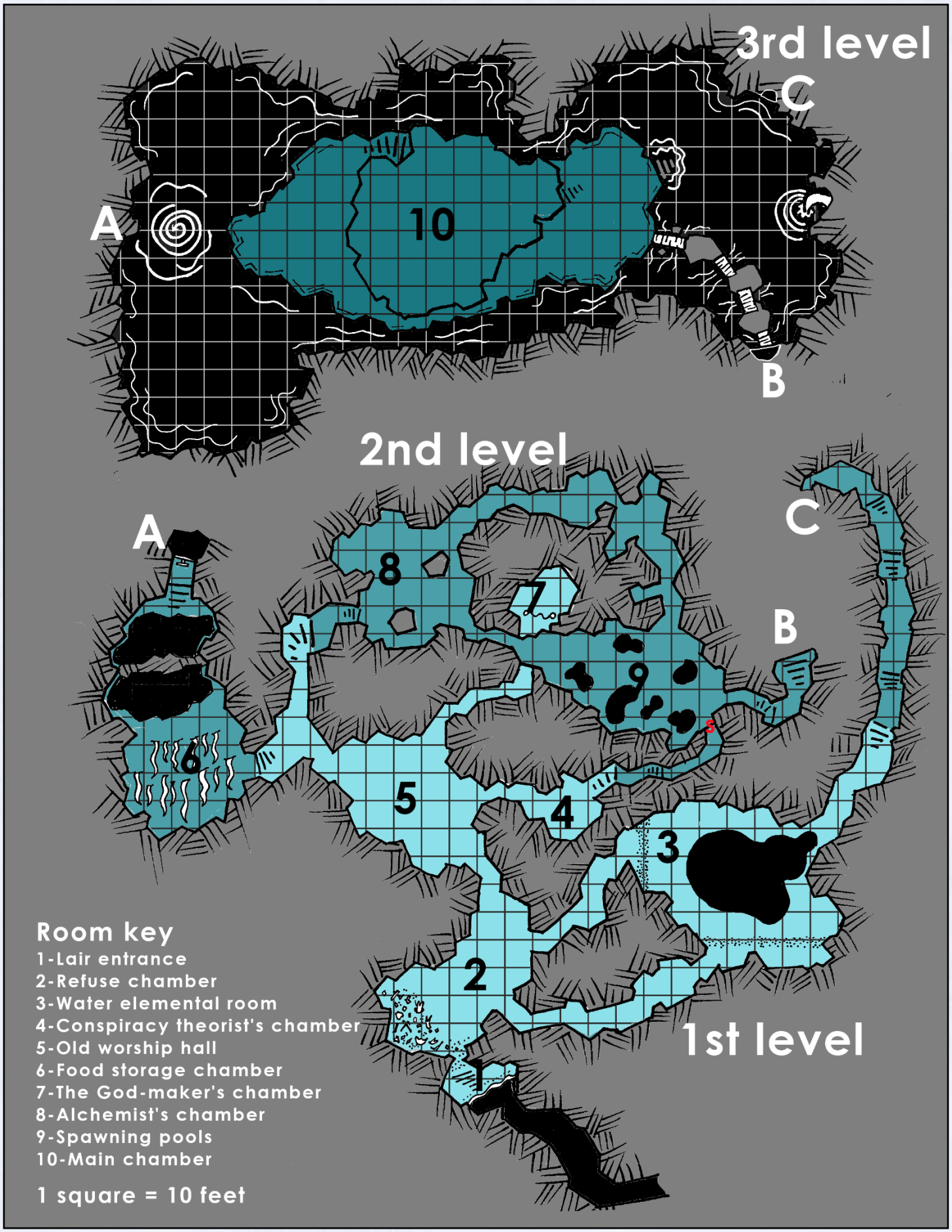
Likely Outcomes

- ✓ Find a clue that Barria is alive
- ✓ Obtain disguises to pose as kuo-toa gods

The kuo-toa deposit their colony's waste here, including shipwreck scraps. Hidden among the detritus are three **dire barnacles** (see appendix A), which attack the first creature they sense. Further inspection reveals a rolled-up scrap of parchment--a **message** from Barria. The faded script cryptically reads: "By T..m, I .m ...ve" (*"By Torm, I am alive"*).

Note that each period above represents an illegible letter. Don't worry if the characters miss this clue; they will have other chances to come across her messages.

If the characters get the idea to pose as kuo-toa gods, they can salvage many weird sea creature body parts from this junk, sufficient to serve as disguises. Be generous with what they can find here and reward creativity. Examples include: a mostly-intact shark skeleton, rubbery, purple tentacles, and a ship's beautiful wooden figurehead.


3rd level
A
B
C
10
2nd level
A
B
C
1
2
3
4
5
6
7
8
9
1st level
Room key
1-Lair entrance
2-Refuse chamber
3-Water elemental room
4-Conspiracy theorist's chamber
5-Old worship hall
6-Food storage chamber
7-The God-maker's chamber
8-Alchemist's chamber
9-Spawning pools
10-Main chamber
1 square = 10 feet

Area 3: Water Elemental Room

Likely Outcomes

- ✓ A dangerous creature could be unleashed
- ✓ View the main chamber via a secret passage
- ✓ Obtain wearable air bubbles

As the characters approach this chamber from either corridor, read or paraphrase the following:

> Only a few bioluminesent starfish light the walls here and the smell of the fish-folk fades. It seems like they do not favor this tunnel. A dark pool glistens in the chamber ahead.

This large, empty chamber features a 15-foot-deep pool, which is home to a **water elemental** (CR 5; MM). The elemental found its way into the kuo-toa lair, and the kua-toa have been unable to remove it. Visible behind the pool is a tunnel, which ends at small peephole overlooking Area 10.

A kuo-toa alchemist has found a way to contain the elemental; he marked the floor with a 5-foot-thick band of **quicklime powder**. The powder naturally heats up when mixed with water, dealing 10 fire damage and 10 acid damage to any creature it touches. The elemental is vulnerable to these effects and avoids it at all costs.

The elemental attacks anyone who touches its pool, preferring to grapple and drown the weakest adventurer. If the quicklime is swept away, it seeks out kuo-toa to attack. It stops fighting altogether if its pet spider is threatened.

Scaling Suggestions:

APL 3 & 4: the water elemental has 95 hit points
APL 5: the water elemental has 114 hit points
APL 6: the water elemental has 156 hit points

Secret Spider

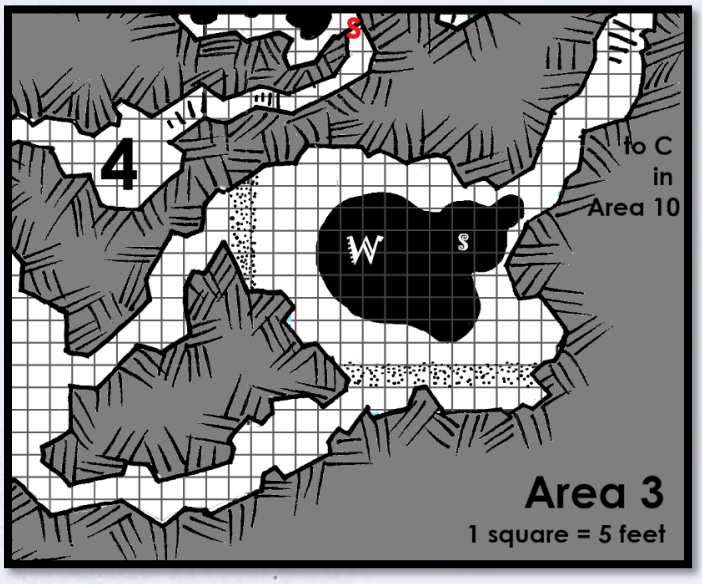
If the characters watch the pool, read or adapt the following:

> The surface of the pool ripples and long, insectoid legs rise up from the water. The tips of several legs curl down to rest on the water's surface. The legs wriggle and a loud gulping sound follows, then the legs sink back below the surface.

A **giant diving bell spider** (see appendix A) calls this 20-foot-deep pool home and is a cherished pet of the elemental. The spider's lair is a 10-foot-radius air pocket at the bottom of the pool. The pocket is maintained with fine webbing and constant supply of smaller air bubbles from the surface (described above). A creature can create up to six helm-sized **webbed air bubbles** from the air pocket with a successful DC 14 Dexterity (Sleight of Hand) check for each bubble. Failure on two of these checks bursts the large air pocket. Donning a bubble (AC 8, 5 HP) grants the wearer 5 minutes of air.

Treasure

A kuo-toa skeleton, five amethyst gems worth 20 gp each, and a *sickle +1* are stashed inside the air pocket.



Area 4: Conspiracy Theorist Chamber

Likely Outcomes

- ✓ Find a clue that Barria is (or was) alive
- ✓ Preview Barria's location and situation
- ✓ Obtain a useful item for combatting Bun-Gulp

> The walls of this small, dark chamber are decorated with a confusing jumble of crudely-drawn, black and white images. Taut pieces of string-like red seaweed cross the chamber, connecting images on different walls.

Lllggg (pronounced LLL-GGG), a chaotic neutral **kuo-toa** (CR 1/4; MM), saw Barria ("Blibdoolpoolp") drop a note in the lake (Area 10) and secretly collected it. The note is merely a blocky symbol of Torm (a gauntlet) and contains one word in Common: "HELP." Lllggg can't read, but believes the note holds a greater, secret message only for her.

Lllggg stuck the note to the wall and painted scenes around it to explore its meaning: Lllggg wearing the gauntlet and striking a kuo-toa, Lllggg and Blibdoolpoolp holding hands, Blibdoolpoolp and Bun-Gulp bowing to the gauntlet, among others. All these images are plainly visible, but a successful DC 12 Wisdom (Insight) check reveals that Lllggg wants to be favored by Blibdoolpoolp and is looking for a sign. Lllggg can't speak Common, but excitedly shows the characters her paintings. Pots of black and white paint are visible (see Area 7 for relevance).

With a successful DC 14 Charisma (Persuasion) check, a character can convince Lllggg that they are associated with the gauntlet or Blibdoolpoolp. The ecstatic kuo-toa then takes them to view the "god" in secret (the peephole in Area 10 via Area 4). However, failing on two checks or attacking Lllggg makes her paranoid, causing her to attack. Her fanatical belief manifests defensively as well: the images peel off the wall, merge together, and attack (**rug of smothering**; CR 2; MM).

Area 5: Old Worship Hall

Likely Outcomes

- ✓ Information about the ever-changing nature of kuo-toa religion, as well as the current deities in control.

Rough carvings of fierce kuo-toa figures adorn the walls of this large chamber. They depict the fish-folk revering god-like figures of all shapes and sizes. Several ragged tents are arranged in a corner. The chamber stinks like wet fish feet…

The Zugggg-worshipping faction makes their home here, when they aren't tending to the food supply. At any given time, 1d4 **kuo-toa** (CR 1/4; MM) are here, preparing a sad little meal from rotten albatross eggs. A **kuo-toa whip** (CR 1; MM) from Bun-Gulp wanders between this site and Area 6, making sure the Zugggg faction is working hard.

Any inspection of the mural reveals that all but two of the god-figures are defaced: an orb-like figure with many long arms, and a humanoid with a crab head and a single crab claw in place of its left hand. A successful DC 10 Intelligence (Investigation) check or relevant character background reveals that the crab-headed figure has been carved in the last tenday, and the orb-like figure a few months ago. A small pile of fish entrails and shiny rocks is laid in front of the defaced figure of Zugggg.

If the adventurers are spotted, the whip orders the kuo-toa to attack, but flees after a round or two. If subdued, the kuo-toa name the two living deities and offer their opinion about them: Bun-Gulp gets a derisive hiss while Blibdoolpoolp gets a shrug. They sadly croon while pointing to their own god, Zugggg, who is dead now. If spared, they leave the lair.

Are You My God?

The party might attempt to pose as god-like figures in front of the kuo-toa. For details on how they can use this tactic to complete this adventure, see "Posing as a God" on page 16.

Area 6: Food Storage Chamber

Likely Outcomes

- ✓ Rescue and befriend captive dolphins
- ✓ Obtain one of Barria's notes from the dolphin pool

The interior of this cavern is obscured by a forest of dark green leaves, hanging in orderly rows from the ceiling. From the back of the chamber, you hear a series of high-pitched clicks and some splashing noises.

The kuo-toa harvest seaweed, a staple food, and dry it in this chamber. Three lowly, Zugggg-worshipping kuo-toa tend to the seaweed. A black pudding (CR 4; MM) keeps the area free of mold and mildew and attacks any character among the seaweed. The kuo-toa know to avoid the pudding, but a successful DC 12 Wisdom (Perception) is needed for a character to spot it.

At the rear of the chamber, two **dolphins** (CR 1/8; VGtM) splash around in a pool, confined until the kuo-toa eat them. The dolphins are actually trained companions of sea elves and return to help the characters if they are freed. To hint at this possibility, the dolphins should seem quite intelligent and self-aware. Read or paraphrase the following if the adventurers approach:

Two sleek, grey dolphins are frantically splashing about in a pool, but upon seeing you, they freeze and balance upright in the water, as if waiting.



The dolphins understand Elvish and very basic Common, including the words: "help," "food," "eat," and "free." They respond to questions with 'yes' or 'no' shakes of the head, and through this, the adventurers should be able to discern their situation.

To free the dolphins, a character must lift them out of the pool and push them through a jelly-like membrane on the far side of the pool. This requires a successful, simultaneous DC 10 Strength (Athletics) check from two Medium creatures. During this process, pressurized water shoots out of the membrane, preventing all but the dolphins from escaping into the water. If freed, the dolphins are grateful, and should seem willing to participate in the adventurers' plans. They can return later in the adventure when needed most; likely when the characters escape with Barria (DM's discretion).

There is also a **bottle** bobbing in the pool—it contains a recent note (Handout #3) from Barria, which hints at her deteriorating mental condition. The scratchy handwriting reads: *"Who am I? Bun-Gulp controls too many. They are MINE."*



Flooding the Chamber

The membrane holds back a column of water draining from the lake (Area 10). If the membrane is destroyed (AC 9, 20 hit points), the lowest level of the lair (Areas 2-5, 7) floods in an hour, and the lake is drained. That said, Bun-Gulp notices the lake lowering and sends a repair team (five kuo-toa and a kuo-toa jellyspawn) to investigate after only 30 minutes.

Area 7: The God-Maker's Chamber

Likely Outcomes

- ✓ Gain an ally
- ✓ Acquire key information about the rival god Bun-Gulp

Two of Bun-Gulp's **kuo-toa** stand guard at the entrance to this small chamber. Once inside, read or adapt the following:

> A ragged curtain stretches across this small chamber. A pair of webbed, clawed feet poke out from under the curtain—their owner is on its belly, facing away from the doorway.

A **kuo-toa** loner named **Plug-Nub** resides in this chamber. He's quite an introvert, and only leaves this room to steal an occasional handful of food from Area 6.

Plug-Nub has a particular talent: his vivid imagination and laser-like focus allow him to single-handedly create a "god," the same way other kuo-toa do through group belief. He isn't fully aware of this power; as far as he's concerned, he's just making "friends."

Plug-Nub is currently focused on fabricating a doll-like creature out of seaweed and wood scraps, reducing his passive Perception is 5. Anyone entering the room is attacked by two of his friends: a skeletal kuo-toa arm in a conch shell (**crawling claw**; CR 0, MM) and a Large, bipedal starfish creature made of clay and gravel (**pentadrone**: CR 2, MM). Plug-Nub ignores any fighting, doesn't mind if his "friends" are destroyed, and talks to the adventurers only if touched, which breaks his trance-like state.

Plug-Nub can speak Common and likes to talk about his friends and creative power. With a successful DC 13 Charisma (Persuasion) check, Plug-Nub reveals more. The check is made with advantage if the characters inquire enthusiastically about his creations or bring up Bun-Gulp's evil nature. With two failures, Plug-Nub turns away from the party and sends his newest "friend" to attack them: a coral-encrusted triton skeleton (**animated armor**; CR 1; MM). On a successful check, Plug-Nub reveals the following:

- He created Bun-Gulp, envisioning a beautiful creature sparkling with lights. The other kuo-toa co-opted Bun-Gulp and filled him with their evil, violent wishes. Plug-Nub now wants Bun-Gulp dead.
- He and Bun-Gulp share a **weakness**: black and white stripes terrify them (he was attacked by a sea snake with this coloration when he was younger).

Plug-Nub won't leave his room, but if the adventurers pledge to destroy Bun-Gulp, he gives them an ally: one of his creations that looks like a 5-foot-long eel made of clay, shards of glass, and hammered copper (use **pentadrone;** CR 2, MM). The creature is limp and dormant until activated with a vocal command of "arise." It follows the commands of the activating creature as though affected by a *dominate beast* spell.

Area 8: Alchemist's Lab

Likely Outcomes

- ✓ Learn that fresh water intoxicates kuo-toa
- ✓ Components for *potions of water breathing*

A crooked door on this chamber does nothing to stop roiling smoke and steam from pouring out of the top of the doorway.

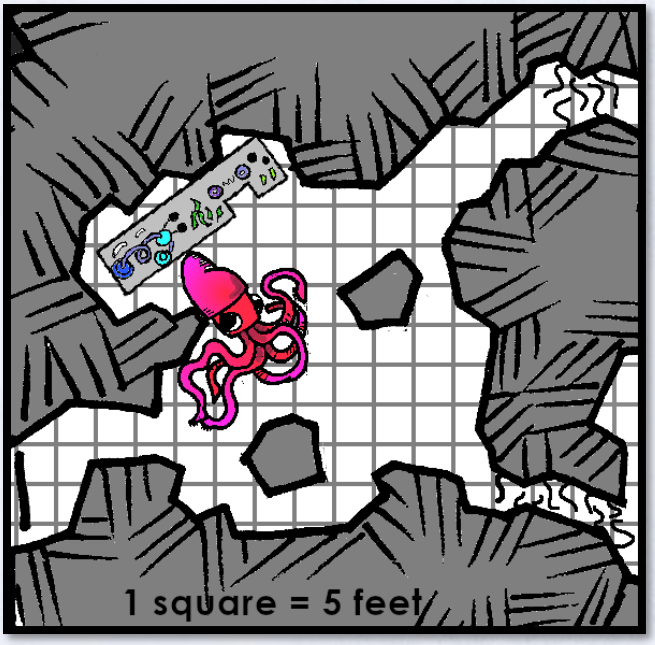
Ploo-bool, a **kuo-toa alchemist** (see appendix A) works here on a special project from "Blibdoolpoolp": brewing fresh water from ocean water. Barria needs it to survive, but she also discovered that it has an intoxicating effect on all kuo-toa. She hopes to use this to aid her escape…somehow.

Splayed on the floor is an **undead giant squid** (see appendix A) waiting to be dissected. A large, stone workbench dominates the back of the room, filled with a network of tubing and bubbling vials for Ploo-bool's filtration project. Also visible are various underwater plant parts known to have magical properties, five jugs of fresh water, two vials of acid, and a **webbed air bubble** (see Area 3). A successful DC 10 Intelligence (Arcana) check allows a character to adapt the materials to make two *potions of water breathing.*

Ploo-bool immediately attacks if he sees the party, raising the undead squid in his defense. He then attempts to alert the guards in Area 9. If subdued, Ploo-bool says only: "*Blibdoolpoolp reward you for help*!" in hopes that the party heads for the main chamber.

Intoxicating Water

If intoxicated, a kuo-toa has a passive Perception of 5 and disadvantage on Dexterity saving throws. In addition, characters have advantage on all Charisma checks when interacting when an intoxicated kuo-toa.



Area 9: Spawning Pools

Likely Outcomes:

- ✓ Combat

This room is separated from others by several "curtains" of fibrous seaweed which allow for a controlled climate. Once in the curtains, read or paraphrase the following:

The chamber ahead is noticeably warmer than the others. Dim light shows the calm surface of several dark pools, fed by trickles of water from holes in the wall. Two small creatures hover over the pools, pulsing with muted colors.

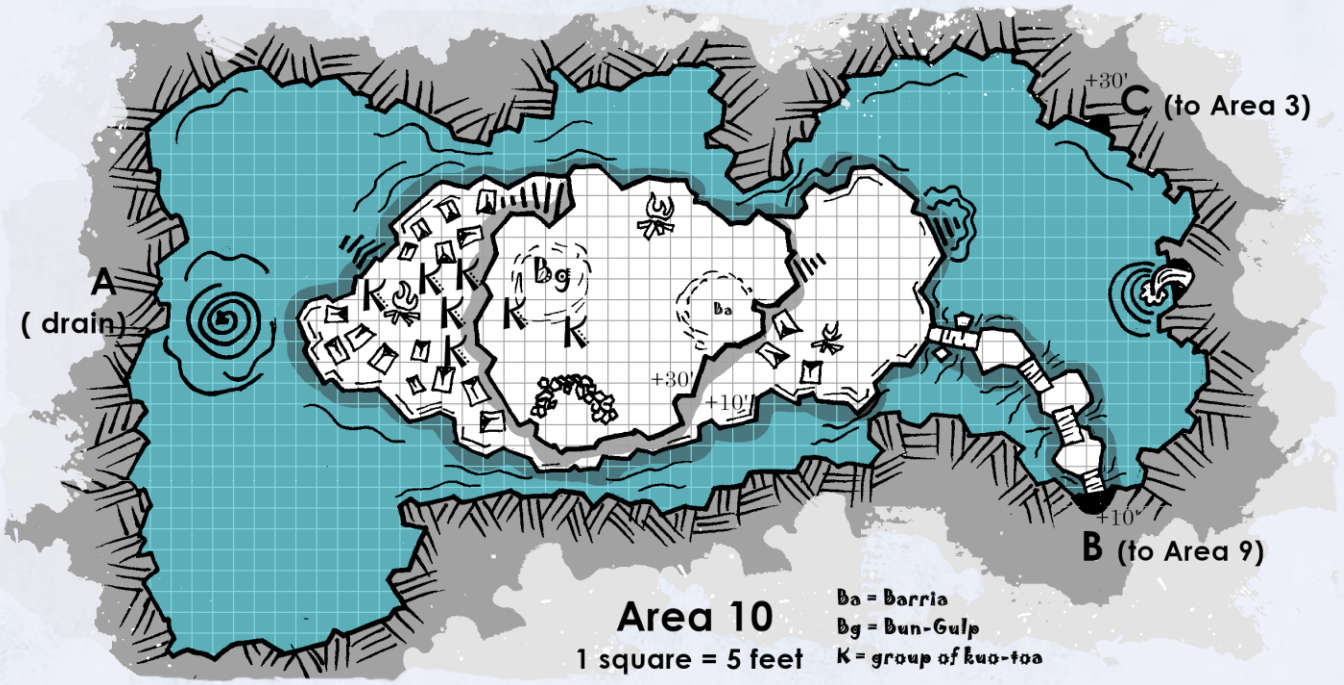
Several shallow pools are full of baby kuo-toa called fry. The fry resemble four-inch-long tadpoles, and wriggle energetically whenever a creature is adjacent to their pool. The fry hungrily attack any object that falls in a pool (one **swarm of quippers** per pool; CR1; MM). Several hundred fry will mature in two weeks and leave the pools.

Two **hypno-cuttlefish** (see appendix A) guard the pools while the caretakers, four **kuo-toa** and a **kuo-toa jellyspawn** (CR 1; see appendix A), have a meal and rest in the northern room. The kuo-toa feed the fry and manage the water levels but also ensure that only Bun-Gulp's followers reproduce. All fry currently in the pools are from Bun-Gulp's followers.

The cuttlefish are vigilant but become engrossed and distracted by any colorful display or object. The cuttlefish take orders from the guards and attempt to stun intruders in combat. Failing that, one cuttlefish scoots toward Area 10 to alert Bun-Gulp. The guards investigate any prolonged splashing in the pools.

The kuo-toa fight viciously to protect the fry but negotiate if entire pools are threatened; they offer to show characters a way out through Area 6 but betray them once among the seaweed. Bun-Gulp does not negotiate for the fry.





Area 10: Central Chamber

Likely Outcomes

- ✓ Meeting Barria and her dangerous rival god
- ✓ Escap via a whirlpool

This large chamber is the center of the kuo-toa colony. It houses an ocean-fed lake and a two-tiered island. Read or paraphrase the following when the characters enter:

> The cramped tunnel gives way to a large, open space up ahead. A waterfall rushes out of the eastern wall, cascading down into a dark lake below. Multi-colored, pulsing lights illuminate the far side of the chamber, revealing a large, two-tiered island. The lights and drumming are coming from the island's upper level, some 30 feet above. A series of wooden bridges ahead lead to the island's lower level.

Glowing walls. The western half of the chamber is festooned with glowing beads of light, placed there by Bun-Gulp to mark its territory and show its resplendent power.

Lake. Ocean water shoots into the chamber from an opening in the east wall and drains through a tunnel at the west end, but not before forming a 4-foot-deep lake.

Whirlpool. A whirlpool has formed over the drainage tunnel. Any creature that enters within 20 feet of the whirlpool's "eye" or starts its turn there must succeed on a DC 10 Strength saving throw or be pulled 10 feet toward the eye. If a creature ends its turn on top of or in the eye's space, it is automatically sucked 20 feet down the tunnel.

Exit tunnel. The 10-foot-wide drainage tunnel winds 800 feet back and forth from the whirlpool to the ocean. The tunnel is used by kuo-toa foraging parties, who are able to traverse its length, even against the current. The tunnel is lit with glowing starfish, and a side tunnel to Area 6 is well-marked, 400 feet from the whirlpool.

Peep-hole. An old tunnel from Area 3 ends at the edge of this chamber (point C), 30 feet above the lake. The tunnel has been caved in, but a 1-foot-wide hole in the rubble allows a clear view of the island and the following features:

- The main entrance to the chamber (point A).
- The top tier. Read the relevant boxed text below.
- A rock pile on the top tier, suitable to hide behind.
- The whirlpool.

Bridges. Slippery, wooden-plank bridges (AC 12, 10 hit points) span the distance between the entrance and the main island.

Island. A two-tiered island sits in the middle of the chamber. The lower tier is 10 feet above the lake. This is where most of the kuo-toa spend time sleeping, eating, and hoping to be called to their deity's side. The east side is Barria's territory, currently empty. The west side houses Bun-Gulp's lower-ranking followers: forty-five **kuo-toa** and five **kuo-toa whips**. These kuo-toa are drumming and dancing in Bun-Gulp's dazzling shadow. They pay attention only to their revelry and their deity (hence their passive Perception is reduced to 5).

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The upper tier is where Barria and Bun-Gulp rule their respective factions. If the characters climb the last staircase or manage to see the second tier by other means, read or paraphrase the following:

> On a plateau 30 feet above the black water, a chaotic scene is on display. A large, translucent-domed creature hovers over the ground, colored tentacles waving wildly in tempo with loud drums. The creature strobes brightly, lighting up the cavern in blue, purple, and yellow. Each flash reveals over a score of kuo-toa, dancing wildly around a cauldron. The kuo-toa dunk their heads in the cauldron, arising with primal screams.
>
> On the east side of the plateau, a crab-headed humanoid clad in ragged plate armor sits on a coral throne. The humanoid is attended by a lone kuo-toa, who watches the revelry but isn't participating. The bloody corpses of two kuo-toa lay crumpled in between the two groups.

The domed, jellyfish-like creature is **Bun-Gulp** (see appendix A) and the crab-headed figure is Barria in disguise. The dead kuo-toa were gladiators representing the two factions.

Barria keeps all her followers here for safety: Eighteen **kuo-toa** and two **kuo-toa whips**. Bun-Gulp allows only his favored, aggressive followers here: two **kuo-toa monitors** (CR 3; MM) and eight **kuo-toa jellyspawn** (see appendix A).

Other features on the top tier include:

- A large bubbling cauldron of psychedelic stew.
- Kuo-toa music-making with coral drums and shell horns.
- A large pile of rocks and shells (provides full cover).

Treasure. Below Bun-Gulp sits an open conch shell filled with fifty glowing pearls it has excreted, worth 50 gp each.

What's Going on Here

Bun-Gulp is presiding over a hallucinatory ruckus, fueled by music, its light show, and a stew imbued with its psychedelic oozer. Barria can't stop her followers from dancing and is worried about their loyalty. To keep the colony distracted, she agreed to a gladiatorial contest; it was a draw. Her next idea for buying time is to hold a grand feast (kuo-toa want dolphin on the menu).

Barria's motivation. Barria wants to escape. The tough paladin has been resilient throughout her ordeal, but what she doesn't know is that the kuo-toa's reverence for her is warping her mind (and granting her powers). In an unwitting mockery of Torm, she now wears a tabard depicting an upraised crab claw instead of a gauntlet.

Upon seeing the characters, Barria acts according to her fractured state of mind: initial joy at the possibility of escape, then anger at the intruders who dare to look upon her-Blipdoolpoolp!!!! She uses *thaumaturgy* to amplify and distort her voice.

Bun-Gulp's motivation: Bun-Gulp seeks domination, starting with his rival deity. However, it is also a bully and doesn't attack until it is sure it can win.

Upon seeing the characters, Bun-Gulp's actions depend on whether the characters seem useful to its goals; can they be used to overthrow or weaken Blibdoolpoolp? Can they help it escape? If the characters seem strong, it tries to recruit them for a joint attack on its rival.

Bun-Gulp communicates using complex displays of light, punctuated with sounds like a blaring tuba (picture the ending of *Close Encounters of the Third Kind*). It has decorated its jellyspawn minions with orbs of light that allow them to understand and translate its wishes. Bun-Gulp has two weaknesses:

- It becomes frightened by any black and white-striped figure. While frightened in this manner, it loses 1d8 followers at the start of each of its turns. At the end of its turns, it can make a DC 12 Wisdom saving throw to end the effect and become immune to it for 24 hours.
- Water is toxic to its body. If it comes into contact with water for the first time on a turn or starts its turn there, it takes 5 (1d10) acid damage.

What's in a Name?

These kuo-toa change their name based on the deity they worship; the vowels or syllables in their name are taken directly from their deity's name. Clever players can guess a kuo-toa's faction based on their name.



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Developments

Once the party has observed this chamber, they likely travel back down into the lair to formulate a plan or gather allies and useful items. Encourage this behavior, but keep a steady trickle of threats handy if they take too long. Likely scenarios for the final stage of the adventure are described below.

The Party is Seen

How events unfold depends who sees the party first. Lower-tier kuo-toa leap to attack in a **wave** of ten (nine **kuo-toa** and one **kuo-toa whip**), joined by two **kuo-toa jellyspawn** (see appendix A) from above. If they are defeated, or if the party calls for it, the deities agree to a parley.

If Barria sees the party first, she does her best to engineer a private conversation while staying in disguise. If Bun-Gulp sees the party first, it orders the attack as above to test them. If the characters prevail, it calls for a parley.

If the party retreats, Bun-Gulp sends one lower-tier **wave** down the whirlpool, then into Area 6 to flank the characters.

Parley with Barria/Blibdoolpoolp

Barria wishes to talk to the characters alone, reveal her identity, and develop an escape plan. Two complications interfere with this:

Nosy Neighbor. Barria's **kuo-toa whip**, Gool-Gool, won't leave her side. The party must try to separate Barria from Gool-Gool or risk having a suspicious audience who loudly reveals any secrets it hears.

Fractured Mind. After talking to the party, Barria's wits falter. She slips into her Blibdoolpoolp persona and orders the characters to be boiled alive! Her followers then attack the characters.

To bring her to her senses, three relevant DC 15 checks involving Barria (DM's discretion) must be successfully completed within an hour. A check is made with advantage with relevant actions, including the following:

- Reciting a verse from the book of Torm.
- Casting *dispel magic*, *lesser restoration*, or *remove curse* on Barria.
- Roleplaying that focuses on Barria's Oath and identity.

With success, Barria is freed from her enchantment, rips off her disguise, and joins the adventurers. Her followers join Bun-Gulp. With three failures, Barria loses all hope and her mind is irredeemably changed; she truly becomes **Blibdoolpoolp** (see appendix A) and attacks everything.

Parley with Bun-Gulp

Bun-Gulp orders the parley with a blast of sound and light, and his faction instantly obeys. If ignored, **Bun-Gulp** and its remaining **kuo-toa jellyspawn** (see appendix A) and **kuo-toa monitors** attack.

Bun-Gulp communicates through a jellyspawn interpreter named Chub-Nugs. Bun-Gulp openly recruits the party, whether they look like adventurers or "gods." Bun-Gulp is not interested in other topics. Each adventurer must openly declare subservience to Bun-Gulp and succeed on a relevant DC 12 check that involves a display of power or prowess, or a dazzling display of light or sound. Characters that refuse outright or fail the check are to be eaten, a fact that Bun-Gulp relates only to its interpreter. Describe a series of light flashes to the interpreter, but with no subsequent interpretation. A successful DC 15 Wisdom (Insight) check on the interpreter at this time reveals her covert signals to fellow kuo-toa.

Adventurers that agree and pass Bun-Gulp's test are told to wait for a signal; it comes soon as Bun-Gulp's faction attacks both Barria and any non-aligned adventurers.

The Party Poses as Gods

Posing as a deity might attract kuo-toa followers, useful for creating a distraction to cover their escape or just serving as a shield against the other horde of kuo-toa.

Gain followers. To gain kuo-toa followers, a character must openly declare their godhood and impress the kuo-toa. Examples include:

- An impressive entrance.
- A weird appearance. The weirder the better.
- A bizarre speech about why they should be worshipped and what their "big plans" are.

Each adventurer gets only one chance to make a declaration, the success of which is determined by the character's choice of an Intelligence (Religion) or Charisma (Performance) check. The DC for either check is 13, and represents the kuo-toa's collective zeal. Give a character advantage on the check for compelling roleplaying or inventive use of spells (e.g., *thaumaturgy*) and materials (see Areas 3, 5 and 9 for examples).

On a failed check, a character is met with blank stares or shrugs from the kuo-toa. On a success, a character gains 1d6 followers for every point above 13 that it rolled (minimum 1d6). If the party has existing kuo-toa followers (such as Lllggg from Area 1), add an extra 1d6 followers per point above 13. No further followers can be gained after this step. Followers are drawn evenly from followers of both current deities and obey their new "god" absolutely, hoping to prove their worth.

Side Effects. As seen with Barria, kuo-toa worship has consequences. Each character with followers gains a power--roll a d12, adding 1 for every eight followers, and consult the

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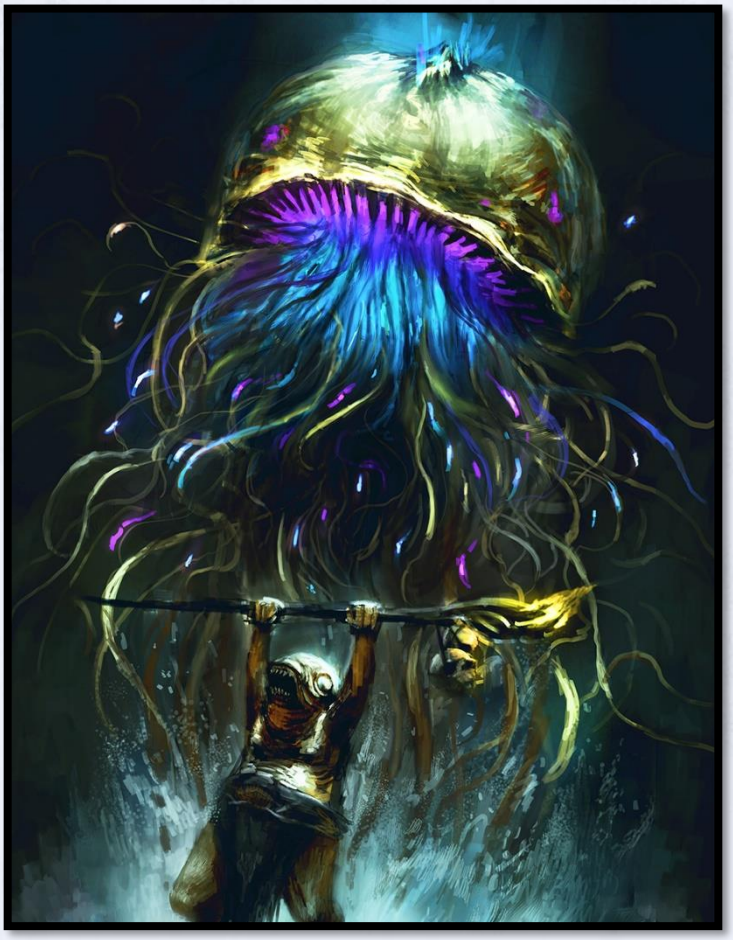
left column of the table below. However, each character must also succeed on a DC 10 Charisma saving throw or gain a consequence as well. The consequence occurs at the DM's discretion and could be reversed with florid roleplaying (*"I believe in myself!"*) and a successful DC 14 Charisma saving throw when the DM deems appropriate.

D12	Power	Consequence
1-4	Cast *shape water* as a bonus action 1/day	Sees fish-themed visions, as per *major image*
5-11	Cast *thunderwave* as a 2nd-level spell, 2/day	One arm transforms into a useless fin
12+	Cast *eldritch blast* as a bonus action 2/day	Delusion of grandeur. Attack an ally until they pledge you their service!



Boss Battle, Minion Battle

Whenever the deities and their upper-tier followers target the party, all other followers step aside. If the party also has followers, these two groups of minions can battle each other! Treat the minions' fight as a separate, concurrent encounter, resolved with the steps below.

- ***Step 1: Simple orders***. Every round, the party orders their followers to Attack or Defend. Use Attack to quickly wrap up the minion battle or Defend to stall for time.
- ***Step 2: Rally the troops***. A character can use their action to bolster their followers. A successful DC 12 Charisma (Religion or Persuasion) check means fewer followers die in Step 3.
- ***Step 3: Tally the losses***. Every round, the party and opposing faction each roll a d8 to represent the number of dead on their side. If the party chose the Defend action, halve the number on all rolls. If the party was successful in Step 2, halve the number again, only on their roll.

Once the minion battle is over, any survivors happily join the boss battle. Conversely, if a deity is killed, its kuo-toa followers become panicked and half of them flee the lair.

Overall, these rules give the party a worthy fight against tough opponents while still allowing for some influence over their large group of followers.

Underwater Escape!

The tunnel back to Lathtarl's Lantern and the whirlpool's drainage tunnel are the only ways out of the lair. The tunnel to Lathtarl's Lantern is miles long, and either full or almost full of water. Depending on circumstances, this could be a difficult escape route.

The lake's drainage tunnel is 800 feet long from the whirlpool to the ocean exit. A character without a swimming speed has a speed of 25 feet when travelling with the current, and 5 feet when travelling against the current (double both if the creature has a swimming speed). Considering the distance, even characters who swim with the current are likely to run out of breath (see the "Rules for Suffocating" sidebar below, obtained from chapter 8 in the *Player's Handbook*).

Rules for Suffocating

A creature can hold its breath for a number of minutes equal to 1 + its Constitution modifier (minimum of 30 seconds).

When a creature runs out of breath or is choking, it can survive for a number of rounds equal to its Constitution modifier (minimum of 1 round). At the start of its next turn, it drops to 0 hit points and is dying, and it can't regain hit points or be stabilized until it can breathe again.

For example, a creature with a Constitution of 14 can hold its breath for 3 minutes. If it starts suffocating, it has 2 rounds to reach air before it drops to 0 hit points.

To increase the party's underwater travelling abilities, three options are available in the lair:

- The pair of **dolphins** in Area 6, if freed, will gladly re-appear to ferry the party. Each dolphin can carry two Medium creatures and swim at their normal speed, or three Medium creatures and move at half-speed.
- ***Potions of water breathing*** can be brewed in Area 8.
- ***Webbed bubbles of air*** are found in Area 3 or Area 8.

Outside the Lair

True to their word, the villagers of Lathtarl's Lantern have kept watch for the party ever since they left on their mission. Several rowboats and small sailing ships have been plying the waters offshore. Wherever the party emerges, they are within sailing distance of a ship. A final encounter of kuo-toa attacking from below while the party is being rescued would make for a thrilling finale.

Adventure Resolution

If Barria is returned to Lathtarl's Lantern, the town holds a grand celebration and pays the party their reward (500 gp or fish). The town council has pointed questions about the status of the kuo-toa colony. If alive, Barria promises to marshal more forces to combat any future kuo-toa threat.

Alda gives them an official writ of thanks from the temple of Torm. This writ is redeemable at any temple of a good-aligned deity for goods (a wagon and horse), services (a skilled NPC), or guidance.

If Bun-Gulp is left alive, it plots to track Barria to Lathtarl's Lantern and destroy her. That is, once it figures out how to get out of its lair without touching water…

Beyond the battle

Bun-Gulp is indeed a major obstacle to resolving this adventure peacefully; it pushes for destruction and domination of all who oppose it. But with the jellyfish god out of the way, some kuo-toa find themselves less aggressive and in search of leadership. Their overall motivation is simple: food, shelter, and security. Some like the kuo-toa alchemist have a great deal of curiosity about the outside world.

Characters that have positioned themselves as a leader or deity could find something productive to do with all that kuo-toa energy. The kuo-toa have access to any number of undersea food items (giant clams) or goods (coral) that they could use in trade with human settlements. They could serve as scouts or partners with the fishing boats from Lathtarl's Lantern. The party could broker these events or merely suggest them to a curious Town Council.

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Joshua Uyanik (Order #27839230)

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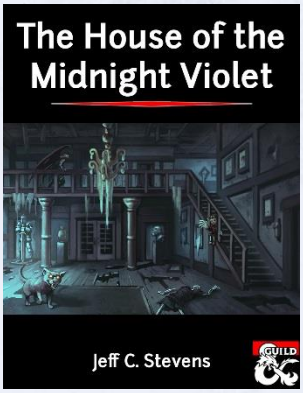

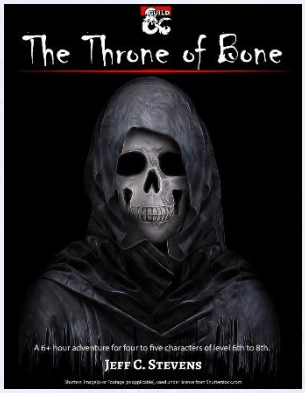

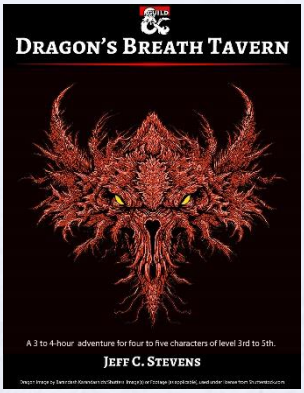

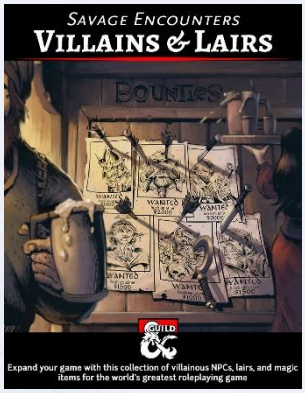



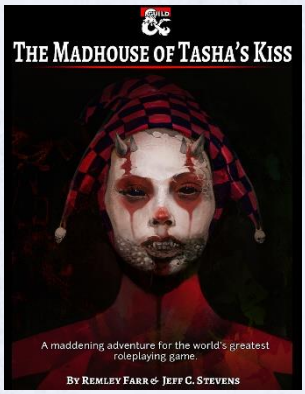

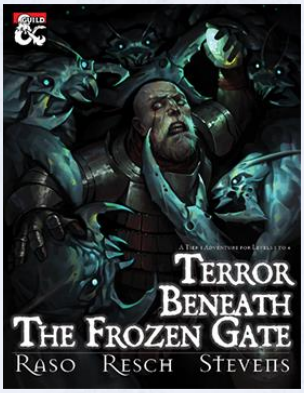



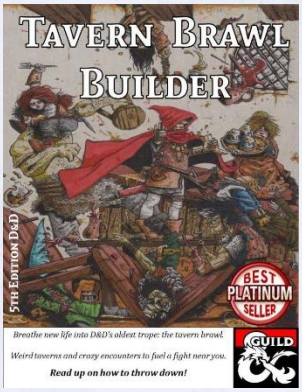

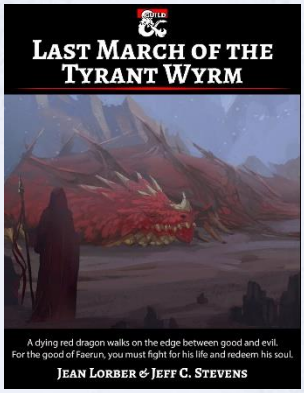

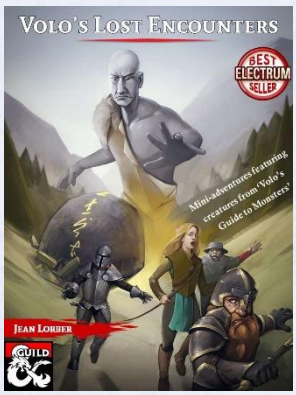

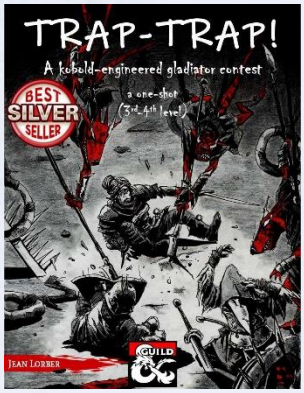

Appendix A: Monsters & NPCs

Barria

Medium humanoid paladin (human), lawful good

Armor Class 16 (half-plate)
Hit Points 33 (6d8 + 6)
Speed 15 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	12 (+1)	12 (+1)	11 (+0)	14 (+2)	16 (+3)

Saving throws Wisdom +4, Charisma +5
Skills Athletics +5, Persuasion +5, Religion +2
Languages Common
Challenge 1 (200 XP)

Innate Spellcasting. Barria's innate spellcasting ability is Charisma (save DC 13). She can innately cast the following spells, requiring no material components:

At will: *levitate**, *thaumaturgy**

Spellcasting. Barria is a 4th-level spellcaster. Her spellcasting ability is Charisma (spell save DC 13). Barria has the following paladin spells prepared:

1st level (3 slots): *command*, *cure wounds*, *heroism*, *thunderwave**

*this spell is granted by the kuo-toa's worship of Barria

Actions

Spear. *Melee or Ranged Weapon Attack:* +5 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage, or 7 (1d8 + 3) piercing damage if used with two hands to make a melee attack.

Lay on Hands. As an action, Barria can heal a creature she touches from a pool of 20 hit points. She can also expend 5 hit points to end one disease or cure one poison affecting the target.

Equipment

Half-plate armor, crab claw tabard, giant crab head, giant crab claw, and a spear.

Blibdoolpoolp

Large aberration, neutral evil

Armor Class 16 (half-shell)
Hit Points 85 (10d10 + 30)
Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	14 (+2)	16 (+3)	14 (+2)	14 (+2)	18 (+4)

Skills Persuasion +7, Deception +7
Senses darkvision 60 ft., passive Perception 12
Languages Common, Undercommon
Challenge 7 (2,900 XP)

Bolstering Presence. Any kuo-toa follower within 20 feet of Blibdoolpoolp has advantage on saving throws against being frightened or charmed.

Spellcasting. Blibdoolpoolp is a 7th-level spellcaster. Its spellcasting ability is Charisma (spell save DC 15, +7 to hit with spell attacks). She can cast the following spells, requiring no material components:

Cantrips (At will): *chill touch*, *true strike*
1st level (4 slots): *grease*, *magic missile*, *thunderwave*
2nd level (3 slots): *gust of wind*, *phantasmal force*
3rd level (3 slots): *lightning bolt*, *blink*
4th level (1 slot): *control water*

Actions

Multiattack. Blibdoolpoolp makes two spell or weapon attacks, in any combination.

Coral spear. *Ranged Weapon Attack:* +8 to hit, reach 40/80 ft., one target. *Hit:* 10 (1d12 + 4) piercing damage.

Pincer. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 9 (1d10 + 4) bludgeoning damage and the target is Grappled (DMs discretion).

Jason Davis (Orry #2,450,739)

Bun-Gulp the Jellyfish God

Large aberration, neutral evil

Armor Class 12
Hit Points 119 (14d10 + 42)
Speed 15 ft.

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

Saving throws Strength +6, Charisma +6,
Skills Religion +2, Intimidation +6
Senses darkvision 60 ft., passive Perception 12
Languages understands Undercommon but can't speak
Challenge 6 (2,300 XP)

Psychedelic Ooze. Bun-Gulp exudes a gel that affects the minds of any who ingest it. Any humanoid that consumes a small amount must make a DC 14 Constitution saving throw, or else be subject to the following effects for 1 hour:

- The creature sees warped and shifting color patterns and has disadvantage on any ability check involving sight.
- The creature has disadvantage on any Charisma or Intelligence-based saving throws triggered by Bun-Gulp

Spellcasting. Bun-Gulp is a 6th-level spellcaster. Its spellcasting ability is Charisma (spell save DC 14, +6 to hit with spell attacks). It can cast the following spells, requiring no material components:

Cantrips (At will): *dancing lights*, *shocking grasp*
1st level (4 slots): *chromatic orb, fog cloud, thunderwave*
2nd level (3 slots): *mirror image*, *shatter*
3rd level (2 slots): *major image*, *stinking cloud*

Actions

Multiattack. Bun-Gulp makes three attacks: One spell attack and two weapon attacks.

Tentacle Sting. *Melee Weapon Attack:* +6 to hit, reach 10 ft., one target. *Hit:* 12 (2d8 + 3) acid damage.

Tentacle grab. *Melee Weapon Attack:* +6 to hit, reach 10 ft., one target. *Hit*: the target is grappled (escape DC 14). Until this grapple ends, the target restrained. Bun-Gulp can have up to two Medium creatures grappled at once. If it does so, it can't use its Tentacle Grab until the grapple ends on at least one of the targets.

Hypnotic Body (2/day). Bun-Gulp's body creates a hypnotic pattern of colorful lights. Each hostile creature within 60 feet of Bun-Gulp that can see it must succeed on a DC 14 Wisdom saving or be charmed by the hypnotic lights until the end of its next turn. While charmed, the creature is incapacitated and has a speed of 0.

Dire Barnacle

Small beast, unaligned

Armor Class 14 (natural armor)
Hit Points 6 (1d6 + 2)
Speed 5 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	6 (-3)	14 (+2)	3 (-4)	5 (-3)	3 (-4)

Damage Resistances bludgeoning
Senses tremorsense 60 ft., passive Perception 7
Languages -
Challenge 1/8 (25 XP)

Strong Grip You've Got there. As a bonus action, the barnacle can clamp tightly to the nearest surface. Until it releases the grip as a bonus action, its speed is 0, and a creature attempting to move it must succeed on a DC 14 Strength check.

Actions

Bone harpoon. *Melee Weapon Attack:* +2 to hit, reach 5ft., one target. *Hit*: 4 (1d4 + 2) piercing damage.

Giant Diving Bell Spider

Medium beast, unaligned

Armor Class 13 (natural armor)
Hit Points 11 (2d8 + 2)
Speed 30 ft., climb 25 ft., swim 20 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	16 (+3)	13 (+1)	3 (-4)	12 (+1)	4 (-3)

Skills Perception +3, Stealth +5
Senses blindsight 10 ft., darkvision 60 ft., passive Perception 13
Challenge 1/4 (50 XP)

Amphibious. The spider can breathe air and water.

Spider Climb. The spider can climb difficult surfaces, including upside down on ceilings or underwater without needing to make an ability check.

Web Sense. While in contact with a web, the spider knows the exact location of any other creature in contact with the same web.

Web Walker. The spider ignores movement restrictions caused by webbing.

Actions

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one creature. *Hit:* 4 (1d6 + 1) piercing damage, and the target must make a DC 11 Constitution saving throw, taking 7 (2d6) poison damage on a failed save, or half as much damage on a successful one. If the poison damage reduces the target to 0 hit points, the target is stable but poisoned for 1 hour, even after regaining hit points, and is paralyzed while poisoned in this way.

Jessica Dennis (Order #2,450,739)

Hypno-Cuttlefish

Small beast, unaligned

Armor Class 13 (natural armor)
Hit Points 13 (3d6 + 3)
Speed fly 25 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
8 (-1)	16 (+3)	13 (+1)	4 (-3)	14 (+2)	12 (+1)

Saving Throws Dex +5
Skills Perception +4, Stealth +5
Senses darkvision 60 ft., passive Perception 12
Challenge 1/2 (100 XP)

Amphibious. The cuttlefish can breathe air and water.

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

At will: *dancing lights*
2/day: *color spray*

Actions

***Sting*.** *Ranged Weapon Attack:* +5 to hit, range 30/60ft., one target. *Hit:* the target must succeed on a DC 12 Constitution saving throw to or be paralyzed until the end of their next turn.

Description: The hypno-cuttlefish is two feet long and magically hovers above the ground. It communicates with colors, strobing bright reds and oranges when angry, whites when afraid and purple when happy.

Kuo-toa Alchemist

Medium humanoid (kuo-toa), neutral evil

Armor Class 12 (leather lab coat)
Hit Points 44 (10d8 + 10)
Speed 25 ft.

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

Saving throws Intelligence +4
Skills Arcana +4, Nature +4
Senses darkvision 60 ft., passive Perception 12
Languages Common, Undercommon
Challenge 1 (200 XP)

Amphibious. The kuo-toa can breathe water and air.

Slippery. The kuo-toa has advantage on ability checks and saving throws made to escape a grapple.

Sunlight sensitivity. While in sunlight, the kuo-toa has disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Wake the Beast. As a bonus action, the kuo-toa can administer an enervating potion to an undead giant squid, animating it.

Actions

Sickle. *Melee Weapon Attack:* +3 to hit, range 5 ft., one target. *Hit:* 4 (1d6+1) slashing damage**.**

Hurl Potion. The kuo-toa throws a vial containing a potion at a point it on the ground it can see within 30 feet of it. The shatters on impact, and each creature within 10 feet of the point must make a DC 12 Dexterity saving throw or suffer one of the following effects, based on the potion that was thrown:

- *Slippery Jelly Acid.* The target takes 7 (2d6) acid damage and falls prone.
- *Quicklime Slurry.* The target takes 5 (1d10) fire damage and 5 (1d10) acid damage.
- *Squid Ink Powder.* The target is blinded until the end of its next turn.

Equipment

Leather smock, sickle, two vials of each potion, and a giant pearl brooch worth 50 gp.

Jessica Dennis (Order #2,450,739)

Kuo-toa Jellyspawn

Medium humanoid (kuo-toa), neutral evil

Armor Class 12
Hit Points 44 (8d8 + 8)
Speed 25 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	14 (+2)	12 (+1)	7 (-2)	14 (+2)	7 (-2)

Skills Persuasion +2, Deception +2
Senses darkvision 60 ft., passive Perception 12
Damage Resistances piercing and slashing damage from non-magical attacks
Languages Common, Undercommon
Challenge 1 (200 XP)

Amphibious. The kuo-toa can breathe water and air.

Slippery. The kuo-toa has advantage on ability checks and saving throws made to escape a grapple.

Sunlight sensitivity. While in sunlight, the kuo-toa has Disadvantage on attack rolls, as well as on Wisdom (Perception) checks that rely on sight.

Actions

Acid touch. *Melee Weapon Attack:* +4 to hit, reach 10 ft., one target. *Hit:* 11 (2d8 + 2) acid damage, and the target must make a DC 11 Constitution saving throw or become paralyzed until the end of its next turn.

Jelly Web (Recharge 5-6). *Ranged Weapon Attack:* range 30/60 ft., one creature. *Hit:* The target is restrained by a gelatinous web. As an action, a restrained creature can make a DC 11 Strength check, bursting the web on a success. The webbing can also be attacked and destroyed (AC 10; hp 5; immunity to bludgeoning, poison, and psychic damage).

Description

When Bun-Gulp favors a kuo-toa follower, it wraps the follower in its tentacles and imbues it with new powers, creating a jellyspawn. The jellyspawn looks like a kuo-toa, but with longer, stretchy arms and translucent flesh that is studded with multi-colored dots of glowing lights.

Undead giant squid

Huge undead, unaligned

Armor Class 12 (natural armor)
Hit Points 39 (6d12)
Speed 5 ft.

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

Senses passive Perception 8
Challenge 1 (200 XP)

Only mostly dead. The squid is inert until it is doused with enervating potion.

Actions

Blind Flail. The squid's tentacles swing wildly in a 20-foot cone. Each creature in that area must succeed on a DC 13 Dexterity saving throw. On a failed save, a target takes 9 (1d12 + 3) bludgeoning damage and is knocked prone. On a successful save, the target takes half as much damage and isn't knocked prone.

Jason Davis (Orry #2,450,739)

Appendix B: Maps

Please see the included Map File for downloadable maps.

Appendix C: Handouts

Area 2: Refuse Chamber

By T..m, I .m ...ve

Area 4: Conspiracy Theorist Chamber

HELP

Area 6: Food Storage Chamber

Who am I? Bun-Gulp controls too many. They are MINE.