

**3RD LEVEL**



**THE DM TOOL CHEST**

# ASSAULT ON FORT DESPAIR

**RISE OF THE BLACK SKULL PART III**

**FIFTH EDITION ADVENTURE**

A cabal of necromancers are readying for war in an abandoned island fortress

# TABLE OF CONTENTS

Credits ..... 2  
 Adventure Primer ..... 3  
 Adventure Hooks ..... 4  
 Chapter 1: Betrayal on the High Seas ..... 5  
   Map of the Surprise ..... 18  
 Chapter 2: A Rock and a Hard Place ..... 7  
   Map of the Quarry ..... 6  
 Chapter 3: Assault on Fort Despair ..... 8  
   Map of the Fort: Ground Level ..... 8  
   Map of the Fort: Upper Battlements ..... 10  
 Conclusion ..... 12  
 Appendix: The Azure Blades ..... 13  
 Appendix: The Surprise & Crew ..... 15  
 Open Gaming License ..... 19

## RISE OF THE BLACK SKULL

This is the third adventure in the Rise of the Black Skull trilogy which is intended to bring adventurers from 1st to 4th level.

**Part I: The Hungering From Below** - While attempting a rescue in the Hopewell Harbor sewers, the adventurers stumble on something much darker.

**Part II: Barrow of the Dark Gods** - A deadly new evil has taken residence in an ancient barrow once dedicated to the dark gods of old

**Part III: Assault on Fort Despair** - A cabal of necromancers have taken hold of an island prison fortress and need to be rooted out.

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# CREDITS

This adventure module was created with the help of all of these talented people:

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**Thank You!** To all of the awesome patrons who supported this work!

# RUNNING THIS ADVENTURE

In order to run this adventure, you will need the Fifth Edition core rulebooks.

Boxed text like this present descriptions meant to be read aloud or paraphrased for the players. These are just prompts and may be used or not at the DM's discretion.

In this adventure you will come across references that point to information that is presented outside of this module.

*Magic Items, Spells, and Equipment* will be italicized and will be found described in either the core DM guidebook or the core player's rulebook.

**Monster** names will be in bold and the appropriate stat block will be found in the core fifth edition monster guidebook if not already presented in an attached Appendix.

# ABBREVIATIONS

Common abbreviations used in this adventure:

pp - Platinum Piece(s)	LG Lawful good
gp - Gold Piece(s)	CG Chaotic good
ep - Electrum Piece(s)	NG Neutral good
sp - Silver Piece(s)	LN Lawful neutral
cp - Copper Piece(s)	N Neutral
NPC - Nonplayer Character	CN Chaotic neutral
DC - Difficulty Class	LE Lawful evil
AC - Armor Class	NE Neutral evil
xp - Experience Points	CE - Chaotic evil
hp - Hit Points	



# THE DM TOOL CHEST



## ADVENTURE PRIMER

**A**ssault on Fort Despair is an adventure made for a party of **three to five adventurers of 2nd to 4th level**; it's optimized for **four adventurers with an average party level (APL) of 3**. The adventurers should reach level 4 at the completion of the story. It's been written using the Freelands campaign setting but is designed to fit into any setting with only minor changes. Feel free to use the content as is or plug-and-play with it in your own campaign! You have ultimate control of how this story will be played out so, as always, have fun with it!

### STORY OVERVIEW

Over the past several weeks there has been growing evidence that the Black Skull Brotherhood, a cabal of necromancers, wants to seize control of the town of Hopewell Harbor. Their reasons are unknown but the efforts they are making just cannot be ignored. Brooke Featherfoot, an independent Bounty Hunter has brought word of the local criminal elements having been in direct contact with the Brotherhood. Brennan Foambeard also brings disturbing news of trade ships being attacked by necromancers and the undead when trying to water and dock at old Fort Calderon. He's Captain of the *Surprise*, a dwarven light war cruiser and he's been sent by the head of his clan to coordinate with Hopewell Harbor to take care of the necromancer issue.

The Captain of the Guard, Jon Garland, is a high-level Paladin and a veteran of the Great War. Over the course of his career he's had many run-ins with the Black Skull Brotherhood and he is well aware of their capacity for carnage.

He thought they were destroyed when their great temple was razed to the ground by his Order but apparently they are trying to slink out of the shadows once more. He would love nothing more than to meet this enemy himself but he has a duty to protect the town and cannot afford to put the citizens in harm's way.

Captain Garland believes that it would be best if the Brotherhood was disrupted at their base of operations at the old Fort before they can gather their full strength for an assault on the Harbor. He's already hired one team of adventurers, the Azure Sabers, who are up to the task and helping them put together a plan of attack. They will sail with Captain Foambeard and his men to assault the island and clear out the old fortress.

The Fort sits on an island about 186 Miles (about 160 Nautical Miles) from Hopewell Harbor and will take a day and a half of sailing to reach. As the adventurers are out to sea, they are betrayed by the Azure Sabers who were paid off by the Black Brotherhood to take out any opposition and sink the ship. The adventurers need to fight them off and put out fires that were started on the ship before it sinks.

Eventually the adventurers and the crew of the *Surprise* make it to the island where they will assault the fortress occupied by the necromancers and their undead cohort. After making their way through a flooded quarry and a tribe of Kuo-toa led by a Sea Hag, the adventurers enter the Fort while the battle rages between the undead army and the marines of the *Surprise*. Making their way to the top of the Fortress they confront the necromancer leader who orders his Zombie Wyvern pet to attack as he escapes with a teleport spell.

## HISTORY OF FORT DESPAIR:

Fort Calderon was once a small fortress controlled by the Holy Ignis Empire during the great war about two hundred years ago. It overlooked the Breakwater coast and was a great location for ships to resupply with fresh water as they headed to and from the battlelines. Eventually, it was turned into a prison to hold POWs captured during the war who were then used in hard labor in the quarry on the island. They were held here until ransoms were paid or they perished working from the backbreaking work.

It earned the nickname Fort Despair because ransoms were rarely paid and no one ever escaped from this prison. That is, until the Phoenix Empire sent a small fleet in a daring rescue attempt of a noble's son who was being held prisoner. The Fort was heavily damaged and everyone was rescued. The Fort was completely abandoned and left to the elements.

The quarry on the south side of the island was once a source of building materials for the Holy Ignis empire using the prisoners as a labor force. It's now been taken over by a small clan of **Kuo-Tua** and a **Sea Hag** who they worship as a goddess. It leads to caves that include a back entrance into the Fort.

The rest of the island consists of sandy beaches along the perimeter which turn into lush jungle forests as you go further inland. The fortress itself is built on a large stone outcropping near the center of the small island, providing a great advantage against attack when the Fort was fully operational and properly manned.

## ADVENTURE HOOKS

Here are a few ideas on how to get the adventurers involved with the assault on the fort:

**Rise of the Black Skull:** If the adventurers have been playing through the previous adventures in this series (*The Hungering From Below* and/or *Barrow of the Dark Gods*) then they have already had run-ins with the Black Skull Brotherhood. Either adventure gives Captain Garland information on the adventurers through NPCs he has regular contact with, namely Brooke, the bounty hunter, and Alondra, the innkeeper of the Eager Gopher. Since the adventurers already have some interaction with the cabal, Captain Garland wants to hire them to join the assault.

**Patronage:** The adventurers patron (ie: Adventurer's Guild or Mentor) has called them up to let them know that a job is available. The Captain of the Guard of Hopewell Harbor is looking for able bodied heroes to aid in a big mission to help protect the town.

**A Plot Uncovered:** In their travels, the adventurers stumbled on a piece of information about the imminent attack on the town of Hopewell Harbor; a journal kept by a spy, or a map showing weak points in the city walls. The adventurers bring it to Captain Garland in warning. He asks them to help join their cause and help defend the town from the Black Skull Brotherhood.

**Note:** Regardless of how the adventurers are hooked into going after the island fort, Captain Garland promises a reward of 500 gp and a cut of any treasures retrieved from the fort. He's also given his solemn promise of working together in the future and as Captain of the Guard, he has a lot of influence in Hopewell Harbor.



# CHAPTER 1: BETRAYAL ON THE HIGH SEAS

## COMMON FEATURES

**Recommended Ambience:** Swordcoast Soundscapes - [Calm Sea Sailing](#) and [Ship in Storm](#)

**Environment & Terrain:** The *Surprise* is built from sturdy oak and pine, sanded smooth. The rolling of the ship means that anyone without seafaring skills will have disadvantage on attack and dexterity save rolls.

**Sounds & Smells:** Like all ships, close quarters results in a bit of stale body odor mixed with the salt and brine of the sea. The air is filled with the sounds of the caws of the occasional overhead gull, the crash of the waves against the hull, the creak of shifting timbers, and the wind filling the sails.

**Lights:** Because fire is such a danger to ships, the lower decks (and the upper deck at night) are lit with lanterns enchanted with a *light* spell. While slightly weaker than an oil lantern, they are far safer.

## QUICK SUMMARY

The group takes a look at the available map of the island and starts to plan out how to attack the fortress with the resources they have. Captain Garland and the Azure Blade leader, Manafort, believe that the *Surprise* should sail up to the island, releasing the adventurers and the Blades in a small boat to assault via the tunnels that lead up into the fort from the quarry on the south side of the island. The party will sneak into the fort while the *Surprise* will sail up to the west side and assault the fort with a frontal assault by the Dwarven marines. This should pull the bulk of the defenses to the main gate leaving the adventurers able enter unseen. The smaller group of adventurers should sneak in through the tunnels and focus their attention on taking out the cabal leadership.

**Roleplaying Note:** This is designed to be a social engagement with the various NPCs for story building and immersion. It's a great opportunity for roleplaying but can be fast forwarded based upon the needs or desires of the group. The players can come up with ideas of thier own but Captain Garland, as the commander of the forces, will insist on the final say.

With a plan finally decided upon, the *Surprise* sets sail for Fort Despair. The night before they are set to reach the island, the Azure Blades reveal themselves to be paid assassins of the Black Skull Brotherhood. They attempt to kill off the adventurers and set fire to the ship, planning on escaping to the island in the lifeboats.

## HEADED TO SEA

Once the adventurers are all set, the Azure Blades meet them on the deck of the *Surprise*. After some introductions to all of the members (See Appendix *The Azure Blades*), Captain Foambeard will assign cabins, tell them where they can wander and where to stay away from, and then will order the ship to be made ready to sail. The Captain will stay and answer any questions the group may have and then they are free to wander the ship, meeting it's crew as they please (See Appendix *The Surprise & Her Crew*)

A storm hits the *Surprise* the night before they reach the island and the Azure Blades use it as cover to attack the adventurers in the main cabin. The Blades will start with a surprise attack and gain advantage. If Manafort gets low on health and at least two of the Blades are dead or incapacitated, he will attempt to flee and jump ship. If any of the Azure Blades are captured and not killed, Captain Foambeard will take over prisoner management. They will be held for trial once they get back to Hopewell Harbor.

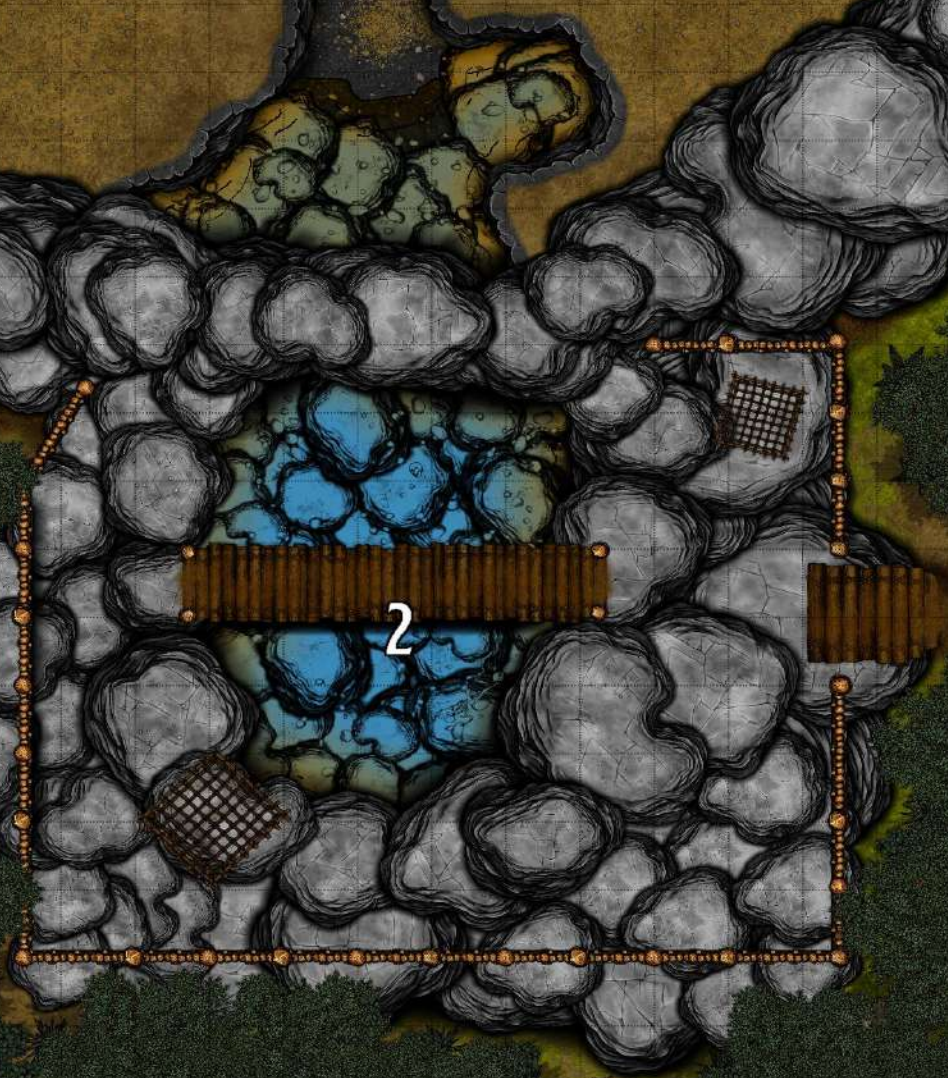
Before the fighting started, the Blades started a series of fires to keep the crew busy and focused away from the cabins. There are currently three fires that need to be extinguished with the help of any adventurers who are still capable. Each fire is currently at a level 2 severity and requires at least one party members to assist with putting it out. The adventurers will need to make successful DC 10 Dexterity checks for each round fighting the fires. The adventurers fighting the fire in the second and subsequent rounds will also take 1 point of smoke inhalation damage.

Critical Failure Roll	Add 2 to severity level
Failed Roll	Add 1 to severity level
Successfull Roll	Subtract 1 from severity level
Critical Success Roll	Subtract 2 from severity level

Every three rounds an unattended fire's severity level will automatically increase by 1 point. A fire is extinguished when it reaches a level 0 severity and if any of the fires reaches a level 5 severity, it will be time to abandon ship and head to the lifeboats. There is enough space in the lifeboats for everyone on board the *Surprise*. The plan changes slightly only in that it will be better to reach the island before morning on the smaller lifeboats so they will land on the beaches under cover of night.

If all of the fires are successfully put out, the ship will be damaged but still able to continue on its mission as planned. The following morning the sea has calmed down and the adventurers are released on the smaller ships. Captain Foambeard prepares his crew for their assault on the main gates and the adventurers, after hitting the shore, start heading towards the rock quarry.

1 SQUARE = 5 FEET



3

2

1

# CHAPTER 2: A ROCK AND A HARD PLACE

## COMMON FEATURES

**Recommended Ambience:** Michael Ghelfi - [Jungle Ruins](#)

**Environment & Terrain:** The stone quarry has been mostly flooded and the walkable areas that are submerged under a few feet of water will be considered difficult terrain. The completely underwater section is full of clear water with dim lighting and 30' of visibility and *underwater combat rules* (PHB 198) will apply. The inside of the cave has rough hewn rock walls and packed dirt floors.

**Sounds & Smells:** The pungent aroma of leaves rotting on the jungle floor mixes with the saltiness from the sea air. The humidity lies thick in the air and everyone is drenched in sweat. Colorful birds call to one another from the treetops and insects can be heard in the bushes. The cave area is filled with the stench of fish and refuse.

**Lights:** The sky is clear and other than where the jungle canopy blocks the beating sun there is plenty of daylight over the Quarry. The cave entrance has a campfire and the shrine has a brazier that each light the area in a 30' radius.

## QUICK SUMMARY

The adventurers will need to work their way through the rock quarry on the south side of the island. The area has been flooded and taken over by a tribe of **Kuo-toa** who worship a **Sea Hag** as a deity. The Black Skull has left them alone, seeing them as a non-threat and a defense against any invaders from that direction. After defeating the Kuo-toa and Sea Hag, the adventurers will enter the Fort through the stairs leading up to it's back entrance.

## KEYED LOCATIONS

The following location descriptions correspond to the numbered positions on the map of the flooded quarry on page 6.

### 1 - GUARD POSTS

There are a few ramshackle buildings made of driftwood and held together with creeper vines set up just along the old pathway. There are four **Kuo-toa** guards set up here to keep out any intruders or wild animals that may wander out of the jungle. They do not take kindly to anyone coming into their territory and will fight to the death.

### 2 - FLOODED QUARRY

A large portion of the quarry has been blocked off and purposefully flooded in order to block off access to the caves. The **Kuo-toa** have built small shacks around the flooded area, using a wooden bridge to get across. Here is where they dry and smoke fish, work on their netting, and other activities. Most of them work in this area during the day and retreat to the safety of the caves at night. There are six **Kuo-toa** that will defend this area. They will retreat into the water if they feel they are being overwhelmed and will engage the adventurers in *underwater combat* (PHB 198).

The only way to enter the cave is to swim through the flooded quarry. The water itself is placid and not difficult to swim through but it is unfortunately covered in a thick layer of slime that will stick itself to the adventurers. This sticky slime will require fresh water to wash off or it will hinder them in combat, giving them disadvantage on their attack rolls until they wash it off.

### 3 - CAVE ENTRANCE

The entrance to the caves are mostly dry but the stench of the Kuo-toa makes even the strongest stomachs turn, even if just a little bit. This is the main living area of the tribe and where they sleep and eat. Makeshift bedding of rotting seaweed and canvas are scattered around the cave and racks of dried fish line the walls. There is nothing of value here because the Kuo-toa keep all of their shinies on their persons.

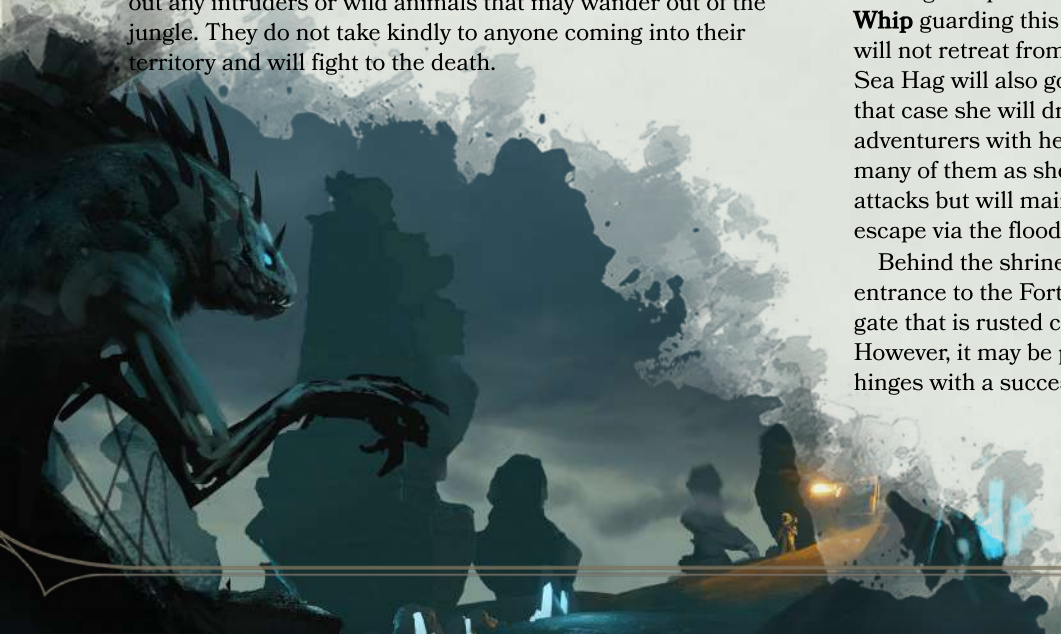
### 4 - SHRINE

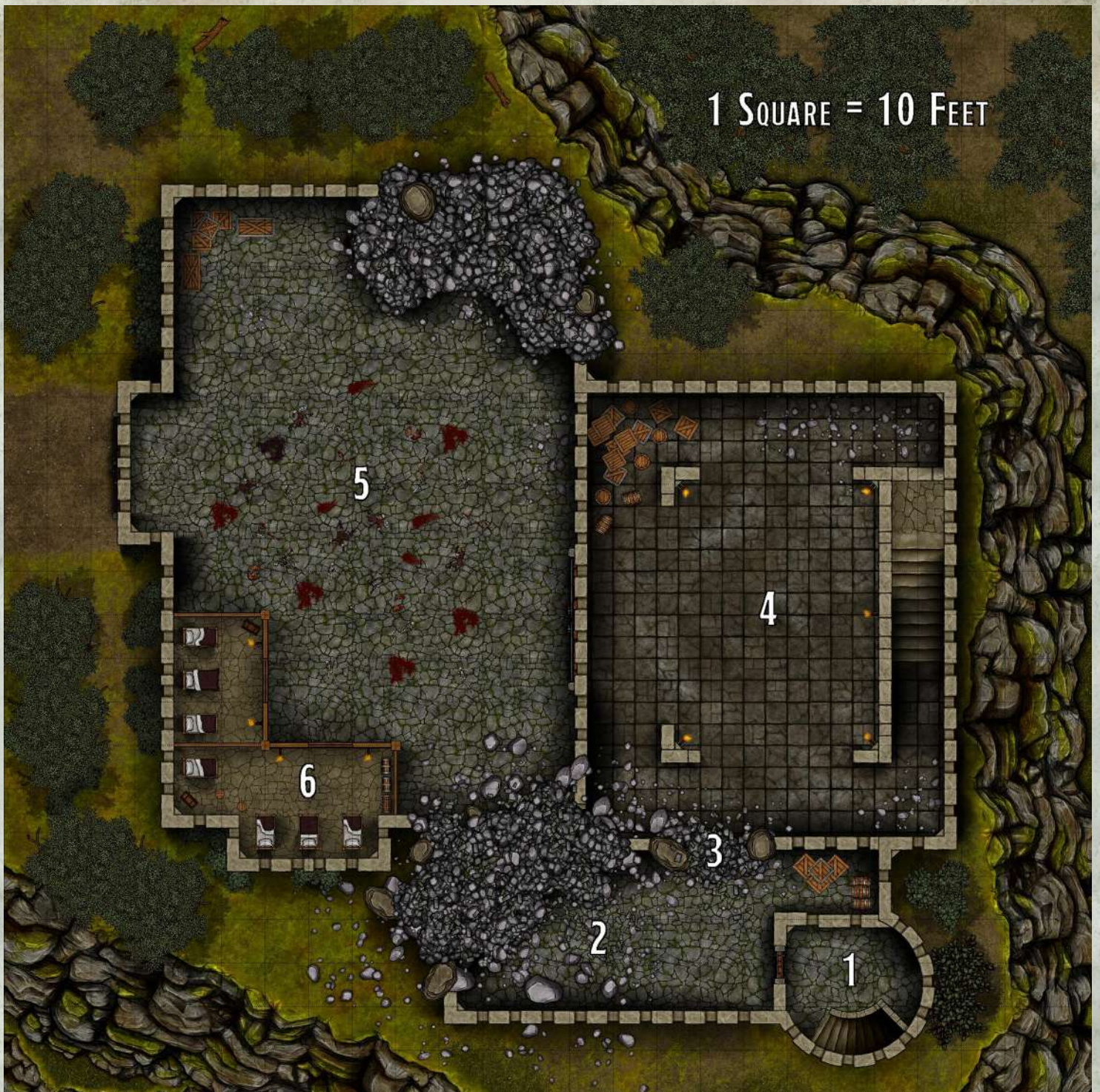
The Kuo-toa have a tendency to worship anything more powerful than themselves as a deity. In this case, a **Sea Hag** is using her *Illusory Appearance* skill to recreate herself as the Sea Mother, the Kuo-toa's main deity. She appears as a female humanoid figure with the head and arms of a lobster.

There is a shrine made of stone, seaweed, and bits and pieces of old shipwrecks that they have built in the back of the cave. Piles of fruits, soggy flowers, and other tribute lie at the feet of the shrine.

This is the shrine and home for their Goddess and they spend time here in worship to her when they are not out hunting and providing anything she wants. The **Kuo-toa Whip** guarding this area will fight to the death for her and will not retreat from the adventurers no matter what. The Sea Hag will also go all out until the Kuo-toa are all killed. In that case she will drop her *Illusory Appearance* to hit the adventurers with her *Horrid Appearance* and *frighten* as many of them as she can. She'll use this chance to get in attacks but will mainly use this as an opportunity to dash and escape via the flooded entrance.

Behind the shrine are the stairs leading up to the south entrance to the Fortress above. It is blocked by a locked iron gate that is rusted completely shut and cannot be opened. However, it may be pried or pulled off it's damaged hinges hinges with a successful DC 15 Strength check.





## CHAPTER 3: ASSAULT ON FORT DESPAIR

### COMMON FEATURES

**Recommended Ambience:** Michael Ghelfi - [Battle in the City](#)

**Environment & Terrain:** The fort itself is built of stone masonry that is in disrepair. The cultists have cleared some of the terrain and have reinforced some key areas, but much of the structure is falling apart. Many areas count as difficult terrain as noted on the maps and in the text. Most of the wooden beams have rotted away or are about to collapse completely and stone rubble lies everywhere.

**Sounds & Smells:** The battle at the front gate is quite loud and if the *Surprise* survived, the boulders flung from its catapult can be heard slamming against the fortress walls. Smoke from fires set by the attackers is in the air and mixes with the smell of the nearby sea.

**Lights:** There are torches that light the areas as noted on the maps and daylight fills the courtyards of the fortress.



## QUICK SUMMARY

After working their way through the Sea Hag and her Kuo-toa minions, the adventurers gain access to the south east tower of the Fort. opening up into the southern plaza, the sounds of the battle at the front gates can be heard. The bulk of the undead and cabal forces are engaged with the crew of the *Surprise* in the eastern plaza but the adventurers must continue onwards, through the remaining undead guarding the rest of the Fort. They will reach the ramparts where they come face to face with one of the leaders of the Black Skull watching the battle below, a zombie wyvern sitting nearby. After a bitter monologue and a little reveal of why the Black Skull has been on this path to take Hopewell Harbor, the necromancer admits that this operation has cost too much in time and resources and will be ceased. However, while they may have succeeded in halting their plans, he will not let them live to enjoy it. He orders the zombie wyvern to kill everything living on this island, starting with the adventurers. He bids the party good bye and escapes using a *teleport* scroll.

## KEYED LOCATIONS

The following location descriptions correspond to the numbered positions on the map of the ground floor of the fort on page 8.

### 1 - SOUTHEAST TOWER

This tower holds the stairwell leading down into the quarry. It's been ignored by the Brotherhood because they believe the Kuo-toa and Sea Hag below to be enough of a deterrent that they do not need to bother watching that egress.

"At the top of the stone steps there is a rusted and disintegrated iron hatch that covers the entrance to the otherwise empty tower."

There is nothing of value in this room and the iron gate can easily be knocked off its hinges without a successful DC 10 strength check.

### 2 - SOUTHERN PLAZA

This plaza is empty of everything except the debris from the shattered remains of the southern tower of the inner fort. It's been mostly unused by the Brotherhood who have been focused on repairing the Northern Plaza which was more in need of repairs; they just haven't had the time to get to this one yet.

"A broad plaza stands open to the air, the shattered debris of the remains of the fortress tower are piled everywhere. The outer walls of the fort still stand and the ringing sounds of battle can be heard while streams of cloying black smoke billow over the fortress walls."

There are a pair of **skeleton** archers and a **minotaur skeleton** guarding this area. The exit to the northwest has been blocked by rubble and the only way to advance is to go through the inner fortress through the broken southern wall.

### 3 - BROKEN FORTRESS

The corner of the fortress was destroyed long ago in the original assault on the fort and would need heavy work to repair. This is considered difficult terrain and exposes anyone crossing it to creatures in Area 4.

### 4 - INNER FORTRESS

The main fortress was converted into a barracks prison that held up to one hundred and fifty prisoners at any given time.

"Unlike the rest of what you've seen so far, this section of the fortress has been cleared of all rubble and debris. A few scattered bones hint that this is where the cabal stores its skeletal army. A large staircase staircase that also looks freshly repaired leads to the battlements above the fort."

This is where those undead not being used to guard the walls or patrol the area would be stored like firewood being stacked for later use. Most of the rubble has been cleared away and repairs have been made to the main gate. The stairs to the upper level battlements are clear and completely repaired.

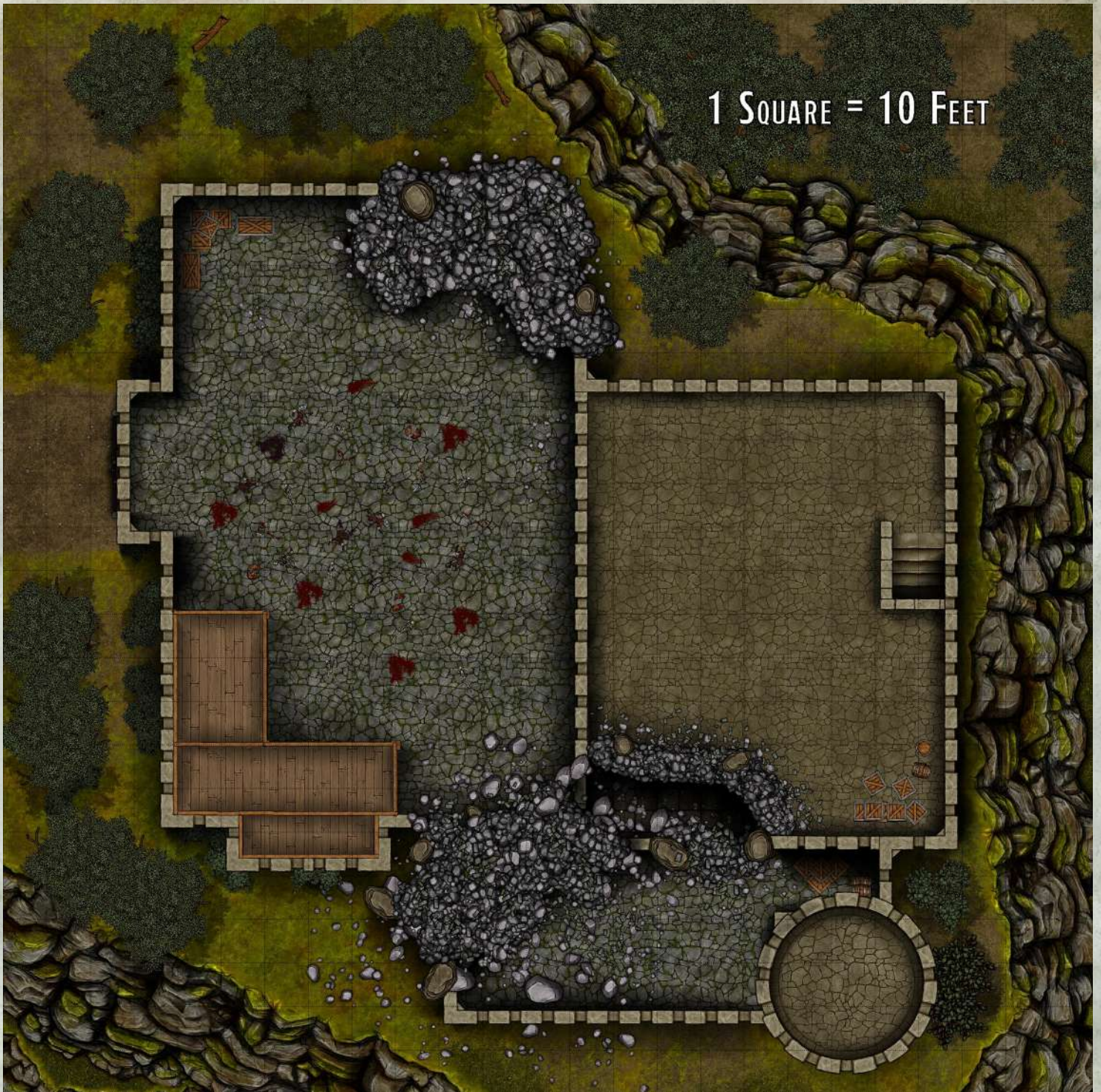
The main body of undead forces are engaging with the crew of the *Surprise* in the western courtyard (Area 5) and have left the main fortress emptied. If the adventurers attempt to engage the main battle forces they will have a portion of the force turn to engage them (six **skeletons**, two **minotaur skeletons**, and six **cultists**) as well as the **zombie wyvern** called into battle from above. The crew of the *Surprise* will be engaged with the rest of the enemy forces and will not be able to assist.

### 5 - WESTERN COURTYARD

The battle for the fortress is raging in this courtyard. The crew of the *Surprise* has breached the main gate and is engaged in hand to hand combat with the Brotherhood's main forces. The area is impassable until the battle is complete. There are roughly fifty **skeletons**, a dozen **minotaur skeletons**, and a dozen **cultists** fighting the fifty marines and officers. Fires caused by the battle are causing thick smoke to billow into the air and the clash of swords can be heard throughout the entire fortress.

### 6 - CULTIST BARRACKS

The old soldier barracks have been converted into living quarters for the few living members of the Brotherhood that are staying in the fort. They've been cleaned out and there are a few lockers filled with personal belongings.



## UPPER BATTLEMENTS OF FORT DESPAIR

The upper ramparts of the fort are mostly intact other than the collapsed south western wall. This is where the **necromancer** leading this operation is observing the battle below with his zombie wyvern.

"At the edge of the ramparts stands a solitary man in black robes embroidered with runes in silver stitching. Standing next to him is a large draconic thing of rotting scale and bone with ripped leathery wings and rows of razor sharp teeth filling it's reptilian snout."

"With hands behind his back the necromancer stares for a moment longer at the battle raging below before turning to you. His long white hair frames a skeletal face holding pale eyes like cold steel cutting into you. He purses his lips before nodding. With a voice that can only be described as a knife scraping against rotting leather, "I see that the Blades failed in their mission... how disappointing. This operation would have been much simpler without your interference. I see that blasted Paladin was too afraid to come himself. We will have our revenge one way or another!"

Pale eyes flash with anger, he pulls a scroll from within his robes. Glancing at the battle once again he sneers, "This is just a minor setback." He turns to the draconic monstrosity barking out his order, "Kill them. Kill them all!"

Snapping open the scroll in his hand he utters a word and disappears with a flash of light and a snap of air rushing to fill the space he once stood.

A roar shakes the loose stone on the ramparts as the monstrosity takes to the air, its demonic eyes glowing red with hatred for the living."

The **necromancer** has teleported away, leaving his **wyvern zombie** to clean up the mess here.

**Tactics:** As a zombie, the wyvern is not as fast as its living counterpart. It uses its flying ability to close distance quickly and slam into opponents quicker than it can by running, using gravity to its advantage. It attacks viciously with its claws, teeth, and stinger. Because of its zombie nature, its stinger deals necrotic damage instead of poison.

## CONCLUSION & WRAP-UP

After the wyvern is defeated, the battle in the courtyard comes to an end; the crew of the *Surprise* is victorious and has captured some of the cultists. They sift the fortress remains for loot and the entire crew along with the adventurers head back to Hopewell Harbor, either aboard the *Surprise* or a captured cabal ship.

Back home, Captain Garland discusses that they've learned that the Black Skull Brotherhood has a vendetta against him for razing their temple during the Great War. The Brotherhood have declared a personal war against him but the loss of the forces they were building at Fort Despair is a huge blow to their efforts. They've lost significant numbers and it will take them a while to build them back up. So while they may have a reprieve at the moment, it may be only a matter of time before they come back. And now that the adventurers have been so instrumental in their defeat, they will be coming for them as well.

The Captain thanks the adventurers profusely and pays them the 500 gp promised as well as their share of the treasure looted from the fort. That includes 2300 cp, 1100 sp, 110 gp, a *Potion of clairvoyance*, a vial of *oil of sharpness*, a shirt of *elven chain mail*, and a pair of *boots of elvenkind*.

## WYVERN ZOMBIE

*Large Undead Dragon (neutral)*

- Armor Class: 12 (natural)
- Hit Points: 90 (10d10+39)
- Speed: 20 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	10 (+0)	16 (+3)	5 (-3)	12 (+1)	6 (-2)

**Saves** Con+4, Dex+4, Wis +9

**Skills** Perception +4

**Senses** Darkvision 60 Ft., passive Perception 14

**Damage Resistances** bludgeoning, piercing, and slashing from non-magical weapons

**Damage Immunities** necrotic, poison

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

**Challenge** 4 (1,100 xp)

### Special Traits

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

### Actions

**Multiattack** The zombie wyvern makes two attacks: one with its bite and one with its stinger. While flying, it can use its talons in place of one other attack.

**Melee Attack** Slam +11 melee (2d6+7), Talons +11 melee (2d6+5), or Bite +11 melee (2d6+5)

**Stinger** Melee Weapon Attack: +7 to hit, reach 10 ft., one creature. Hit: (1d6 + 2) piercing damage plus (2d6) necrotic damage. The target must make a DC 15 Constitution saving throw, taking the necrotic damage on a failed save, or half as much damage on a successful one.

He assures them they will hear from him again if he catches any word of the Brotherhood poking its head back out as well as if he has any available work for them. This will open up the opportunity for future encounters with the Brotherhood as well as using Captain Garland as a patron for the adventurers if they continue to use Hopewell Harbor as their base of operations.

Thank you so much for playing **Assault on Fort Despair!** If you want to check out more of our content, please visit [www.theDMToolChest.com](http://www.theDMToolChest.com)!

# APPENDIX: THE AZURE BLADES

*"The Blades? They used to be a respectable group of adventurers. Now I wouldn't trust them to save a cat from a tree." - Tully Onehand, Overheard in a Tavern*

**Tarnished Reputation:** Once part of an adventuring guild that was widely respected, The Azure Blades are nothing like they used to be. The remaining group has kept the name for what little respect it still gains them but in reality they are much more cutthroat. Unknown to most is that they are the exact reason why it no longer has such a good reputation.

Mercenaries through and through, this group will take on any job they are offered if the price is right. They travel throughout the Freelands, mostly targeting small villages and hamlets that don't always have a local guard that can be called if they feel the need to strongarm their employers for extra gold. A ragtag group, they are bound together mostly through the charisma of their leader Manafort.

## MANAFORT (HUMAN ROGUE)

**Local Bully:** Hiding being the outward appearance of a charming young man, Manafort grew up taking pleasure in secretly being cruel to anyone he could get away with. Raised in a small farming village where no one stood up to him, he lusted after the good life. Seeing an opportunity to build a crew, he convinced his friends to join him in the Azure Blades, and he was quick to exploit the opportunities they were given.

### TRAITS & MANNERISMS

**Ideal** I'll do whatever it takes to put gold in my pocket and if it hurts someone in the process, even better.

**Bond** Working for a living is beneath me. I sneer at those who toil all day in the fields.

**Flaw** I like it when I see that people are afraid of me. They should be.

## LYLA (HUMAN FIGHTER)

**Bitter Fighter** The unwanted daughter of a small town militia leader, Lyla was raised to resolve any issues with her fists and blade. A disappointment to the rest of her family, she loves her younger sister and wants to make enough gold to give her a better life. A situation that more often than not ends with the need for a quick exit from town.

### TRAITS & MANNERISMS

**Ideal** The only thing I can get right is fighting, so that's what I'm going to do.

**Bond** I send letters to my sister every week.

**Flaw** If I'm pushed, I push back twice as hard. I do things on my own terms.

## KERK (HALF-ORC ROGUE)

**Shunned from Society** His heritage clear on his face, as a half-orc Kerk is shunned by most of society. After the death of his mother, he signed up for the Azure Blades in the hopes it would make people look at him differently and gain their respect. Unfortunately, it just made people look down further on the Blades. He hates being just another thug for Manafort but he believes this is the best he'll get in life.

### TRAITS & MANNERISMS

**Ideal** I want to be a hero, not just another a monster.

**Bond** I may look big and mean but I just want to make friends.

**Flaw** I don't want to be a bad guy and sometimes I just want to leave this life.

## PERCIVAL (HALFLING BARD)

**Failed Child Prodigy** At a very young age Percival was known for his talent in music. All of the years of early praise built his ego to the point he developed a bad drinking habit. Eventually kicked out of the Bard's college for excessive drinking and bad behaviour, he found his way into the company of Manafort who provides him ample opportunity to take out his frustrations on others.

### TRAITS & MANNERISMS

**Ideal** I'm so much better than these people and I will make them realize it, too

**Bond** Music is a tool like any other and if it needs to be swung like a hammer sometimes, so be it

**Flaw** Why yes, I would love another cup of wine

## DUALLA (HALF-ELF RANGER)

**Naive Child** Dualla is the only member of the group who still thinks of herself as a hero. Being young and inexperienced, she's fallen victim to Manafort's charm and he has her convinced that they're doing good deeds. She follows his orders without question because of her feelings for him.

### TRAITS & MANNERISMS

**Ideal** Life flows like the river through a glade and we are just a leaf on the surface.

**Bond** If I never have to smell another town or unwashed guard again, I will be happy

**Flaw** I'm not sure about this but I trust you so I'll do what you say

# MANAFORT

## LEVEL 4 THIEF

medium humanoid (human), neutral evil

- **Armor Class** 13 (chain shirt)
- **Hit Points** 23 (4d8 + 6)
- **Speed** 30 ft

---

STR	DEX	CON	INT	WIS	CHA
16(+3)	10(+0)	12(+1)	10(+0)	11(+0)	14(+2)

---

**Saving Throws** Dex +3, Int +3

**Skills** Stealth +3

**Senses** passive Perception 9

**Languages** Common

**Challenge** 1 (200 XP)

## Special Traits

**Sneak Attack** (3d6) Once per turn, Manafort can deal an additional 10 (3d6) damage to a target if he has advantage against it, or if another enemy of the target is within 5 feet and he doesn't have disadvantage.

**Second Story Work** Climbing does not cost Manafort extra movement.

## Actions

**Shortsword** Melee Weapon Attack +6 to hit, reach 5 ft., one target, Hit 6 (1d6 + 3) piercing damage.

**Shortbow** Ranged Weapon Attack +3 to hit, range 80/320 ft., one target, Hit 3 (1d6) piercing damage.

## Bonus Actions

**Cunning Action** As a bonus action, Manafort can Dash, Disengage, or Hide.

## Reactions

**Uncanny Dodge** As a reaction, when an attacker Manafort can see hits him with an attack, halve the attack's damage against Manafort.

# PERCIVAL

## LEVEL 2 BARD

small humanoid (lightfoot halfling), chaotic evil

- **Armor Class** 13 (studded leather)
- **Hit Points** 15 (2d8 + 6)
- **Speed** 25 ft.

---

STR	DEX	CON	INT	WIS	CHA
10(+0)	12(+1)	16(+3)	12(+1)	11(+0)	14(+2)

---

**Saving Throws** Dex +3, Cha +4

**Skills** Stealth +3

**Senses** passive Perception 10

**Languages** Common

**Challenge** 1/4 (50 XP)

## Special Traits

**Lucky** When Percival rolls a 1 on an attack roll, ability check, or saving throw, he can reroll the die and take the result.

**Brave** Percival has advantage on saving throws against being frightened.

**Halfling Nimbleness** Percival can move through the space of any creature at least one size larger than him.

**Naturally Stealthy** Percival can attempt to hide even when only obscured by a creature that is at least one size larger.

**Spellcasting (Bard)** Percival is a 2nd-level spellcaster. His spellcasting ability is Charisma (spell save DC 12, +4 with spell attacks).

**Cantrips** (at will) *minor illusion, vicious mockery*

**1st level** (3 slots) *disguise self*

## Actions

**Dagger** Melee or Ranged Weapon Attack +3 to hit, reach 5 ft. or range 20/60 ft., one target, Hit 3 (1d4+1) piercing damage.

**Vicious Mockery** (1st level): Spell DC 12 Wisdom saving throw, range 60 ft., one target, Hit 2 (1d4) psychic damage and has disadvantage on the next attack roll it makes before the end of its next turn.

## Bonus Actions

**Bardic Inspiration** (d6) (2/day) As a bonus action, Percival can inspire a creature other than himself within 60 feet. That creature gains an inspiration die that it can add to one ability check, attack roll, or saving throw it makes. A creature can only ever have 1 inspiration die.

## LYLA

### LEVEL 2 FIGHTER

medium humanoid (human), chaotic neutral

- **Armor Class** 16 (ring mail, shield)
- **Hit Points** 13 (2d10 + 2)
- **Speed** 30 ft.

STR	DEX	CON	INT	WIS	CHA
11(+0)	10(+0)	12(+1)	10(+0)	9(-1)	11(+0)

**Saving Throws** Str +2, Con +3  
**Skills** Athletics +2

**Senses** passive Perception 9  
**Languages** Common  
**Challenge** 1/4 (50 XP)

### Special Traits

**Action Surge** (1/day) Lyla can take one additional action on top of her regular action and a possible bonus action.

### Actions

**Shortsword** Melee Weapon Attack +2 to hit, reach 5 ft., one target, Hit 3 (1d6) piercing damage.

### Bonus Actions

**Second Wind** (1/day) As a bonus action Lyla can regain (1d10 + 2) hit points.

## KERK

### LEVEL 2 ROGUE

medium humanoid (half-orc), chaotic neutral

- **Armor Class** 12 (studded leather)
- **Hit Points** 13 (2d8 + 4)
- **Speed** 30 ft.

STR	DEX	CON	INT	WIS	CHA
12(+1)	8(-1)	14(+2)	10(+0)	11(+0)	9(-1)

**Saving Throws** Dex +1, Int +2  
**Skills** Stealth +1  
**Senses** darkvision 60 ft., passive Perception 10  
**Languages** Common, Orcish

**Challenge** 1/4 (50 XP)

### Special Traits

**Relentless Endurance** (1/day) When Kerk is reduced to 0 hit points, but not killed outright, he can drop to 1 hit point instead.

**Sneak Attack** (1d6). Once per turn, Kerk can deal an additional 3 (1d6) damage to a target if he has advantage against it, or if another enemy of the target is within 5 feet and he doesn't have disadvantage.

### Actions

**Club** Melee Weapon Attack +3 to hit, reach 5 ft., one target, Hit 3 (1d4 + 1) bludgeoning damage.

### Bonus Actions

**Cunning Action** As a bonus action, Kerk can Dash, Disengage, or Hide.

## DUALLA

### LEVEL 2 RANGER

medium humanoid (half-elf), lawful neutral

- **Armor Class** 13 (chain shirt)
- **Hit Points** 11 (2d8 + 2)
- **Speed** 30 ft.

STR	DEX	CON	INT	WIS	CHA
9(-1)	11(+0)	12(+1)	9(-1)	13(+1)	15(+2)

**Saving Throws** Str +1, Dex +2  
**Skills** Acrobatics +2, Stealth +2  
**Senses** darkvision 60 ft., passive Perception 11  
**Languages** Common

**Challenge** 1/4 (50 XP)

### Special Traits

**Fey Ancestry** Dualla has advantage on saving throws against being charmed, and magic can't put her to sleep.

**Spellcasting (Ranger)** Dualla is an 2nd-level spellcaster. Her spellcasting ability is Wisdom (spell save DC 11, +3 with spell attacks).

**1st level** (2 slots) *ensnaring strike*

### Actions

**Shortbow** Ranged Weapon Attack +2 to hit, range 80/320 ft., one target, Hit 3 (1d6) piercing damage.

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



## APPENDIX: THE SURPRISE & CREW

**D**warven schooner turned light war cruiser, the *Surprise* regularly patrols the Breakwater Coast out of Haven for six to eight week-long cruises. At 100 feet long and a 25 ft beam, she carries a full complement of 60 battle-ready crew and an armament of nine ballista. A privateer during the Great War, she now sails under the Freelands banner for the Dwarven Sea Wolf Clan.

She's called the *Surprise* not only because she is painted in swirls of blues and whites (the colors of the Sea Wolf clan) and difficult to see on the water, but she's also surprisingly nimble for her size. This is because of her tendency to only have two-thirds the typical crew and ammunition. This means she has much shorter cruise length and combat capacity but is much lighter and therefore quicker on the water, with 7 knots being her average speed, almost 50% faster than other schooners her size.

### BRENNAN FOAMBEARD (CAPTAIN)

**Accomplished Sea Captain** Like all members of the Sea Wolves clan, Brennan prefers the sea over dry land. He quickly rose through the ranks to take command of his own ship at the young age of 50 years old. Quickly losing his taste for working the trade routes, he took a privateering license from the Z'hing-Tao Empire, and recommissioned his schooner for hit and run tactics against their enemy, the Holy Ignis Empire. After the war he took to protecting dwarven trading vessels from the pirates that now infested the Breakwater coastal waters.

#### TRAITS & MANNERISMS

**Ideal** I do whatever it takes to protect my crew and my clan.  
**Bond** The sea is my home; I will live and die at her whim.  
**Flaw** My crew and clan mean more to me than anything or anyone

### FAN YONGZHENG (FIRST MATE)

**Loyal Right Hand** A former officer in the Z'hing-Tao Royal Marines, Fan joined the crew as a representative of the empire. His entire family was killed in a raid by the Ignis soldiers during the Great War. He hates that the war is over and has a burning desire to continue the fight. Captain Brennan has saved his life on numerous occasions and for that he has his undying loyalty.

#### TRAITS & MANNERISMS

**Ideal** I serve with honor and respect my commanding officer.  
**Bond** I will find the soldiers that destroyed my village and end them.  
**Flaw** I burn with the desire to crush the Ignis empire.

### BRIM FIREBREATH (QUARTERMASTER)

**Grizzled Veteran** Growing up on a fishing vessel, Grim was quick to join the crew of the *Surprise* to get away from hauling nets the rest of his life. His gruff and direct approach earned him respect from the crew who quickly voted him in as quartermaster. He considers himself lucky to serve under an honorable captain and keeps the crew grumbling to a minimum. He hopes to one day own his own ship but has trouble not spending his salary on luxury baubles for his wife back home.

#### TRAITS & MANNERISMS

**Ideal** The crew is my family and I will see them treated fairly.  
**Bond** I will be Captain of my own ship one day.  
**Flaw** My wife loves expensive presents and I want to make her happy because I rarely see her.

## BRENNAN FOAMBEARD

### SHIP CAPTAIN

medium humanoid (dwarf), neutral good

- **Armor Class** 18 (chain mail and shield)
- **Hit Points** 65 (10d8+20)
- **Speed** 30 ft.

---

STR	DEX	CON	INT	WIS	CHA
18 (+4)	10 (+0)	15 (+2)	12 (+1)	12 (+1)	16 (+3)

---

**Saving Throws** Str +6, Con +4  
**Skills** Athletics +6, Perception +5, Intimidation +7  
**Senses** passive Perception 15  
**Languages** Common, Dwarven  
**Challenge** 4 (1,100 XP)

### Special Traits

**Sailor** 30 ft. climb speed and gain advantage on Athletics and Acrobatics checks when on a naval vessel.  
**Brave** The captain has advantage on all saving throws against fear.  
**Leadership** (recharges after a short or long rest) For 1 minute, the captain can utter a special command or warning whenever a non-hostile creature that it can see within 30 feet of it makes an attack roll or a saving throw. The creature can add a d4 to its roll provided it can hear and understand the captain. A creature can benefit from only one Leadership die at a time. This effect ends if the captain is incapacitated.

### Actions

**Multiattack** The captain makes three melee attacks.  
**Longsword** Melee Weapon Attack: +6 to hit, reach 5 ft., one target. Hit: 8 (1d8 + 4) slashing damage, or 9 (1d10 + 4) if used with two hands  
**Heavy Crossbow** Ranged Weapon Attack: +2 to hit, range 100/400, one target. Hit: 5 (1d10) piercing damage.



## FAN YONGZHENG

### SHIP FIRST MATE

medium humanoid (elf), lawful neutral

- **Armor Class** 15 (chain shirt)
- **Hit Points** 52 (8d8 + 16)
- **Speed** 30 ft.

---

STR	DEX	CON	INT	WIS	CHA
18 (+4)	14 (+2)	14 (+2)	10 (+0)	12 (+1)	8 (-1)

---

**Saving Throws** Dex +5  
**Tools** Navigator's Tools, Water Vehicles  
**Skills** Perception +4  
**Senses** passive Perception 14  
**Languages** Common, Elven  
**Challenge** 2 (450 XP)

### Special Traits

**Sailor** 30 ft. climb speed and gain advantage on Athletics and Acrobatics checks when on a naval vessel.  
**Direct Crew** When a non-hostile creature is within hearing distance of Jin'Tao and about to make an attack roll or saving throw, Jin'Tao can utter a direct command or warning. The creature adds 1d6 to its roll provided they can understand Jin'Tao  
**Sneak Attack** Once per turn, the first mate deals an extra 10 (3d6) damage when he hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 feet of an ally of Jin'Tao that isn't incapacitated and Jin'Tao doesn't have disadvantage on the attack roll.

### Actions

**Multiattack** Jin'Tao makes two attacks with his longsword or two with his heavy crossbow.  
**Longsword** Melee Weapon Attack: +7 to hit, reach 5 ft., one target. Hit: 7 (1d8 + 2) slashing damage and if the target is a creature it must succeed on a DC11 Constitution saving throw or take 10 (3d6) poison damage.  
**Dagger** Melee or Ranged Weapon Attack: +4 to hit, reach 5 ft. or range 20/60 ft., one target. Hit: 5 (1d4 + 2) piercing damage.



## BRIM FIREBREATH

### SHIP QUARTERMASTER

medium humanoid (dwarf), chaotic good

- **Armor Class** 14 (studded leather)
- **Hit Points** 52 (8d8 + 16)
- **Speed** 30 ft.

STR DEX CON INT WIS CHA

12 (+1) 17 (+3) 14 (+2) 10 (+0) 11 (+1) 10 (+0)

**Saving Throws** Dex +5

**Tools** Thieves' tools

**Skills** Perception +3

**Senses** passive Perception 13

**Languages** Common

**Challenge** 2 (450 XP)

### Special Traits

**Sailor** 30 ft. climb speed and gain advantage on Athletics and Acrobatics checks when on a naval vessel.

**Sneak Attack** Once per turn, Brim deals an extra 7 (2d6) damage when he hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 feet of an ally of Brim that isn't incapacitated and Brim doesn't have disadvantage on the attack roll.

### Actions

**Multiattack** Brim makes two attacks with his shortsword, or two attacks with his heavy crossbow.

**Short sword** Melee Weapon Attack: +5 to hit, reach 5 ft., one target. Hit: 6 (1d6 + 3) slashing damage.

**Heavy crossbow** Ranged Weapon Attack: +5 to hit, reach 5 ft. or range 100/400 ft., one target. Hit: 5 (1d10 + 2) piercing damage.

## THE CREW

### MARINES & SAILORS

medium humanoid (dwarf), various non-evil alignments

- **Armor Class** 16 (leather armor)
- **Hit Points** 85 (10d8+40)
- **Speed** 30 ft.

STR DEX CON INT WIS CHA

15 (+2) 20 (+5) 18 (+4) 10 (+0) 12 (+1) 10 (+0)

**Saving Throws** Str +5, Con +7

**Skills** Acrobatics +7, Athletics +5, Intimidation +3

**Condition Immunities** charmed, frightened, grappled, paralyzed, prone, restrained, stunned;

**Senses** passive Perception 11

**Languages** Common, Elven, Dwarven

**Challenge** 6 (2,300 XP)

### Special Traits

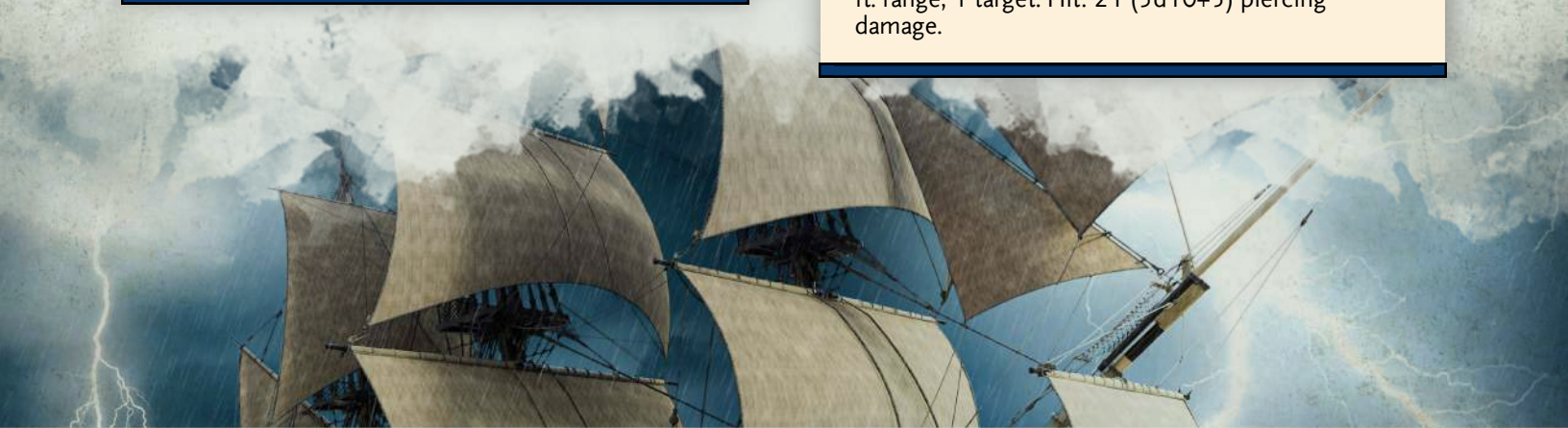
**Sailor** The crew has a 30 ft. climb speed and gain advantage on Athletics and Acrobatics checks when on a naval vessel. Sneaking Surround. Any creature ending its turn adjacent or within two or more squares the crew occupies, the crew deals them 10 (3d6) piercing damage.

**Troop** The troop can occupy another creature's space and vice versa, and the troop can move through any opening large enough for a Medium humanoid.

### Actions

**Skirmish** Melee Weapon Attack: +8 to hit, 5 ft. reach. Hit: 16 (4d6 + 2) piercing damage. Every target within reach takes 1d3 > attacks.

**Volley** Ranged Weapon Attack: +8 to hit, 100/400 ft. range, 1 target. Hit: 21 (3d10+5) piercing damage.





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