

INN TO THE NIGHTMARE



In the land of dreams, nightmares roam free, lurking in the shadows and preying upon the unsuspecting. One such nightmare is the Motakka, a twisted creature that feeds on the fears and terrors of those whom it lures into its realm. Now, your group of brave adventurers has been snared, and they must make their escape. Will they survive the horrors that await them and reach the Motakka's lair, or will they succumb to the nightmares and become just one more meal for the foul dream creature?

Suggested Level: 10

BACKGROUND

The Knight Inn is a bit off the main thoroughfare of the realm, bypassed in recent years for a quicker route between two major centers of trade. The gilded “K” on the sign outside has flaked away, signaling that the inn’s glory days are behind it. Nevertheless, it is a cozy and comfortable inn with a roaring hearth and good, simple food. The innkeeper, Braum (NG dwarf **commoner**), tends the bar and assigns rooms. Olrún (CG halfling **commoner**) dishes out delicious meals and witticisms from the kitchen, and Daisy (NG gnome **commoner**) serves customers, cleans, and helps Olrún.

The Knight Inn is an inviting trap, luring passersby into a parallel dreamscape where a **Motakka** makes its lair. Years ago, Braum, Olrún, and Daisy were lured in and consumed, only to be spat out again and used as part of the trap. Now, they live their days in blissful ignorance of their true purpose and spend their nights tormenting those who are unlucky enough to rent a bed at The Knight Inn.

Those dreamers who perish in the inn’s beds are quietly taken out in the morning and buried in the nearby forest, where they join the company of nearly a hundred other unmarked graves. The staff of the inn retain no memories of these activities, and return to work afterwards, once again in blissful ignorance of their true purpose.

THE NIGHTMARE REALM

The nightmare realm is a horrific reflection of the physical realm. The buildings and landscapes are much the same, but are tainted and twisted in such a way as to instill terror in the dreaming mind. The nightmare realm and its twisted version of the real world persist only while there are dreamers to walk its shadowed paths. If, by chance, everyone in the world were to be awake at once, the nightmare realm would cease to exist.

The nightmare realm is not a separate plane of existence in the typical sense (e.g., one cannot travel there, bodily). Given that it has existed since people began dreaming, the realm may as well be considered as real as any other. As proof of that, creatures have risen there that exist nowhere else. One such example is the Motakka, often referred to as a “sleep paralysis demon.”

The Motakka has conscripted minions within the nightmare realm to help keep travelers to The Knight Inn trapped within the confines of sleep, and to torment them until their psychic energy—and physical life force—is depleted. Those who die in the nightmare realm also die on the material plane, as if from natural causes. What was a violent death in the nightmare realm could manifest as something as simple as heart failure in the real world.

RUNNING THIS ADVENTURE

This adventure is divided into four chapters. Begin Chapter I after each character has fallen asleep at the inn. Characters who do not require sleep are put into a trance and are nevertheless drawn into the nightmare realm by the Motakka's magic. Feel free to run a short prelude to introduce players to the inn and its caretakers' daytime personas.

Chapter I: Escape the Inn. The characters wake up in a nightmarish version of The Knight Inn, and must confront and defeat the twisted dream-scape versions of their hosts in order to escape the inn.

Chapter II: The Dark Forest. With the nightmare version of the inn dissolved, the characters find themselves lost in a dark forest. They must work their way through several encounters to find their path forward.

Chapter III: Nightmare Islands. Leaving the forest behind them, the characters must solve puzzles on three floating islands above a nightmare abyss.

Chapter IV: Lair of the Motakka. The characters finally locate the Motakka's lair, and must defeat the heinous creature in order to return to the waking world.

DEATH AND EXHAUSTION

The characters cannot die by normal means in the nightmare realm. When a character would be reduced to 0 hit points, they are instead reduced to 1 hit point and gain a level of exhaustion. At six levels of exhaustion, the Motakka successfully drains the life from the character and they die in the waking world as their dream forms dissolve.

A long rest taken in the course of the adventure does not reduce exhaustion upon waking.

NO SLEEPING

Because the characters are already asleep, they are immune to effects that would put them to sleep. They also cannot take long rests, as the entire adventure occurs within the span of a long rest in the waking world, however long time might stretch within the nightmare realm. If this is proving too difficult, consider adjusting short rests to allow regeneration of Hit Dice and the return of one randomly used spell slot.

TRAPPED IN THE NIGHTMARE REALM

The characters cannot escape the nightmare realm via any means other than waking, which requires defeating the Motakka that is imprisoning them. Objects and spells that require the use of pocket dimensions like a *bag of holding*, a *handy haversack*, or a *portable hole* function normally, as do spells like *dimension door* and *misty step*. However, spells that would transport the characters to another plane cannot be cast. Attempting to cast one of these spells does not cost a spell slot, but does cause 2 (1d4) psychic damage as the spell's energy recoils off of the psychic barrier the Motakka has trapped them within.

ADVENTURE HOOKS

Use one of the following adventure hooks to draw characters into this adventure:

- Traveling together, the characters stumble upon The Knight Inn as they look for a place to rest. Delicious smells waft through the front door, and a warm fire beckons them inward. The inn is quiet, but promises hot baths, comfortable beds, and a respite from their adventures.
- There have been reports of travelers along this road never making it to their destination. The characters have been asked to look into the matter, and come upon the inn during their investigation.

CHAPTER I

ESCAPE THE INN

To begin their escape from the nightmare realm, the characters must defeat twisted versions of each of the inn staff; by killing them, the characters free the last remnants of their souls from the Motakka and reduce the stability of the localized dreamscape. Once all three are defeated, the inn dissolves, no longer tethered by psychic energy and memories.

The characters seem to wake in the middle of the night. Their sleep has not been restful, but they have gained the effects of a long rest before appearing in the nightmare realm. This should be particularly unsettling for any characters who would typically trance instead of sleep, but were lulled into unconsciousness nevertheless—this should be their first hint of something deeply unnatural afoot.

Read or paraphrase the following:

You wake with a startle from the restless fog of dreams that cannot be remembered. The inn around you has grown cold and still, silent but for the howling wind outside the walls. A door creaks open in the hall and quick steps scurry down the servants' stairs to the kitchen.

All windows and external doors in the inn have disappeared. If any characters attempt to return to sleep, they find that they cannot. Before each character leaves their room, roll on the "Nightmare Realm Effect" table to determine an oddity that they witness after they wake. This effect is limited to their room, and others cannot see it.

d6	Nightmare Realm Effect
1	The wood grain on the door ripples and distorts into humanoid faces of horror and anguish permanently embedded in the grain.
2	The shadows under furniture and at the edges of the room writhe and stretch closer to the character. They can only see the illusion from the corners of their eyes.
3	As the character passes or looks in a mirror in their room, they see a looming, horrifying creature behind them with a visible, animalistic skull and enormous clawed hands. It disappears if they look away, others cannot see it, and it's not there if they turn around.
4	The character feels a shiver down their spine. They can see their breath, and they can feel breath on the back of their neck. When they turn around, there is no one there.
5	When the character blinks, the walls of the room press in on them and the furniture shifts slightly.
6	The character's entire field of vision distorts as if they are in a fever dream. Hazy walls reform and furniture snaps into place.

Once the characters have each emerged from their rooms, they have two options to proceed downstairs: the servants' stairs down to the kitchen, or the main steps down into the great room of the inn.

CHAPTER LOCATIONS

The following sections describe the areas and encounters of the nightmare version of the inn. Each location is keyed to the map included at the end of this adventure.

1A. KITCHEN

The kitchen houses **Nightmare Olrún** and two **flying cleavers**, all three of which are at work butchering an aberration of the nightmare realm. Olrún's nightmare is of endless work, toil without recognition, and of never feeling satisfaction in her craft. Read or paraphrase the following text:

The kitchen is a large room with an open fire. Several black cauldrons spew noxious odors and steam that stings the nose and eyes. Every surface is covered in gore. Olrún, the cook, stands at the counter butchering a horrifying beast with too many eyes and legs. You hear a wet smack and a sickening crack as her cleaver strikes through bone, carving a leg off of the immense creature.

Without looking up, Olrún shouts, "That'd better be you, Daisy! Lazy thing, leaving this whole beast to me." When her eyes raise from her gruesome work, you can see the halfling is covered in offal. It clumps in her hair, turning it into stringy tendrils that hang limply from her head.

Her hands still, but the sound of butchery continues. Two cleavers beside her magically continue their work. "Now who might you be?"

Olrún can provide the following information, but she is on edge at every moment and will not hesitate to strike for some perceived slight or a hint of aggression:

- Daisy is the upstairs and scullery maid, and—in Olrún's opinion—belongs in the kitchen by her side, not tidying up for slovenly guests.

- Olrún does not remember the characters, and insists the inn is closed while they prepare. She doesn't know what they're preparing for.
- Olrún doesn't know how long she's been butchering, but her pile of work seems unending. Every time she thinks she's done, another creature shows up on the table.
- Olrún doesn't know what the creature is called or where it comes from, and if its strange nature is mentioned she gets defensive: she's butchered many of its kind of late, and it tastes just fine—she's received no complaints.

If she's shared all she knows or grows tired of talking, Nightmare Olrún attacks with her two flying cleavers—no one should be wasting her prep time, and meat in her kitchen is meat that needs butchering; living or dead.

Developments. If the characters kill Nightmare Olrún, the inn around them seems to warp slightly, becoming slightly less real. When objects are touched, the characters find their fingers sinking in for a sliver of a moment before the object seems to materialize. This effect is amplified if other nightmare staff have been defeated.

1B. GREAT ROOM

Nightmare Braum is in the Great Room. His nightmare is of the slow decay of business and customers leaving but never returning—his twisted solution is to kill the characters so they can never leave. Read or paraphrase the following text:

Braum, the friendly innkeeper, smiles from behind the bar and stops polishing the already clean surface in front of him. The leather stools are in a neat row, each invitingly plush, and the roaring fire is welcoming and warm.

"You folks are up late," he says. "Why don't you sit on down and tell me what troubles you? I'll pour you a nightcap on the house."

Nightmare Braum sets to work making drinks for the characters. Each glass has already been coated in poison.

Braum knows and may reveal the following things, but his coaxing, gentle veneer will slip if the characters do not sit and partake in his “nightcaps”:

- Folks staying at the inn have been having a run of bad dreams, which he curses as the source of his dwindling business. No one has complaints after a good nightcap, however.
- He claims not to know the source of the bad dreams. However, a DC 15 Wisdom (Insight) check reveals this to be false. If confronted, Nightmare Braum attacks.
- If the characters ask about Olrun’s gory mess (see “Kitchen”), he feigns surprise and horror, and promises a thorough investigation and cleaning to get the inn back in shape by the time they wake up again in the morning.

Whatever the characters ask for, their drink or food contains *midnight tears*, which takes effect either once they return upstairs or once the inn disintegrates. If they do not drink, Nightmare Braum will attack, his humanoid disguise crumbling into a corpse-like version of himself.

Developments. If the characters all drink and return upstairs, Nightmare Braum will attack on sight when he next sees them. Once the characters defeat him, the light in the inn seems to take on an unsettling, sickly shade of green. Everyone looks ghostly and drawn, like corpses at their funerals. This effect is amplified if other nightmare staff have been defeated.

Midnight Tears

Poison (Ingested)

A creature that ingests this poison suffers no effect until the stroke of midnight. If the poison has not been neutralized before then, the creature must succeed on a DC 17 Constitution saving throw, taking 31 (9d6) poison damage on a failed save, or half as much damage on a successful one.

1C. ENTRANCE

As the characters reach the foyer of the inn, they see **Nightmare Daisy** huddled in the corner. She’s quietly sobbing and cradling a broom in her arms. When she sees the characters approach, read or paraphrase the following:

Daisy’s sobs fall quiet. She wipes her glistening eyes with the back of her dirty hand. “I was wondering how long it’d take you to come down here.” She motions to a blank space on the wall where the front door used to be. “The door’s not here anymore. *It* took it away.”

Daisy isn’t trapped in a nightmare the same way as Olrun and Braum; her nightmare is abandonment, and she sees the nightmare realm as it is: desolate and lonely where it isn’t horrifying. She is keenly aware of what is happening to her.

If asked, Daisy can share the following pieces of information.

- She and the other staff members have been trapped in the nightmare realm for longer than she can remember.
- Many travelers have met their deaths here, and their energy has been absorbed by the creature that keeps them all captive.
- It is the job of the inn’s staff to lure and trap travelers here in the nightmare realm.
- The creature that is keeping them all captive is the Motakka, which lives beyond a dark forest. It will not allow anyone to wake up until the characters are dead.

Once she has shared all she knows, or if the characters begin actively trying to escape the inn (e.g., hacking through the walls or casting spells), Daisy becomes hysterical and attempts to stop them. Read or paraphrase the following:

“You can’t leave,” the gnome says, rising to her meager height. She turns, and her watery, red-rimmed eyes flit between each of you. “I can’t leave. We can’t leave. It won’t let any of us wake up while you’re still here. No, no, no, no, no!” She shakes her head with each no, a violent twist that looks like it will snap her neck.

She tosses the broom aside. A rug lifts from the floor, and two decorative suits of armor step from their pedestals and begins to move toward you.

Daisy brings the inn to animation around her: a **rug of smothering** and two suits of **animated armor**. She fights bitterly, screaming and howling.

Developments. Once Nightmare Daisy is defeated, the inn’s walls groan and crack as the frame of the building begins to bend inward on itself. This effect is magnified if other staff members have been defeated.

LEAVING THE INN

Once all three staff members have been defeated in their nightmare forms, the inn begins to deteriorate and fall in on itself. Beams splinter and fall, stones crack and crumble. None of this harms the characters, as the pieces of the inn dissolve into nothingness before making contact with the ground. When the inn is gone, the characters find themselves amidst the Dark Forest, and in Chapter II.

CHAPTER II

THE DARK FOREST

Outside the inn, there is a dark forest of tall and thin trees whose tops disappear into the void above. Before the characters reach the Motakka, they must first traverse the forest, which houses its own nightmare denizens.

TRAVERSING THE FOREST

The Dark Forest is largely constructed by mortal nightmares; a belief in the horror of things that lurk between the trees. The Motakka has claimed it as part of its realm, but the work of many ancient nightmares before it fed and festered the landscape. Read or paraphrase the following:

A misty, primeval forest surrounds you. Immense tree trunks reach upward into impenetrable darkness. Roots crawl together, their mossy tendrils crouching like great spiders around the base of the trees. There’s no discernible path and no landmarks; just the endless trees. In the distance, echoing all around, a mournful wailing can be heard.

The characters can proceed in any direction: the nightmare realm is fueled by psychic energy, so if they decide to pursue their tormentor, they will eventually find the Motakka’s lair.

Traversing the forest requires a series of Wisdom (Survival) checks. As the characters set off, have one elected party member make the check. The DC starts at 16 and increases by 1 each time. On a success, narrate their journey through the forest, and use the “Dark Forest Nightmares” table to maintain tension and atmosphere. On a failure, the characters encounter a wisp or The Wanderer, at your discretion (see “Events”).

d6	Dark Forest Nightmares
1	Ridicule. Anything the characters say is echoed back to them from the mist followed by the sounds of mocking laughter.
2	Being Forgotten. The characters stumble upon a grave with a blank headstone. The human remains nearby have roots and mushrooms growing out of them.
3	Ghosts. The characters see a ghostly white figure floating through the trees and hear a wailing noise in the distance, along with screams of “No, no, don’t hurt me!” The screams suddenly go silent.
4	Injury. A single ear is nailed to a tree. If a character in the party has notable jewelry, the ear also wears that jewelry.
5	Vermin. A character finds a hollow tree filled with a rat’s nest. As they approach, the rats scatter, leaving behind a half-eaten human hand.
6	Tight Spaces. The trees press in tighter, getting closer and closer until the characters have to squeeze between them. As the characters squeeze through they get even closer, pressing inward.

Once the characters have succeeded on at least three Wisdom (Survival) checks, or have encountered both the wisps and The Wanderer, feel free to let the characters reach the forest’s edge. See “Wailer of the Woods” for more information.

FOREST MADNESS

You may optionally increase difficulty and tension by having every character make a DC 10 Wisdom saving throw for each successful Wisdom (Survival) check as they navigate the forest. On a failure, the character gains one form of temporary madness that lasts until the end of the adventure, or until the character is dropped to 0 hit points. Multiple forms of temporary madness can be in effect at once.

EVENTS

With each failed Wisdom (Survival) check, a wisp joins the party. Alternatively, the party might run across The Wanderer, who the wisps seem to avoid.

THE WANDERER

The Wanderer is a fearful old man trapped in the Dark Forest. He’s a noncombatant with only 1 hit point. The characters find him shivering in a shallow cave with his thin, tattered cloak pulled around him. His skin is stretched tight over his bones, and his eyes are sunken. He welcomes them into the cave, but asks that they don’t start a fire—he doesn’t want to draw “The Wailer” to them. He can provide the characters with the following information:

- His only memory is of needing a place to sleep, and a woman who refused him entry into her home. He killed her, ate her food, and fell asleep in her bed.
- He doesn’t remember his name, where he’s from, or even what he looks like. He can only remember murdering a woman who strongly resembles The Wailer.
- For as long as he’s been in the forest, he has been hiding in the woods from The Wailer, terrified of her anger.
- There is a master of these woods beyond even The Wailer. Something that’s holding them both here, toying with them.

Developments. If the characters kill the wanderer, the Wailer of the Woods shrieks one last time and falls silent. The characters will not have to face her at the forest’s edge.

WISPS OF THE WOODS

The forest is populated by ancient wisps; fragments of captured spirits, their emotions, and stray magic. These wisps are bright and inviting, and attempt to lead the characters into danger with a spirit of chaotic mischief.

When a wisp appears, roll on the “Wisp Dangers” table, rolling again on repeated results.

If the characters attack the wisps, they find themselves surrounded by 8 **will-o’-wisps**. The wisps do not reappear once defeated.

d4	Wisp Dangers
1	The mossy roots of this primeval forest grasp at the characters’ ankles. Characters within a 15-foot radius must make a successful DC 15 Dexterity saving throw or be hit by an enormous falling tree, taking 4d6 bludgeoning damage.
2	A sudden, cold mist rises and saps the breath from characters’ lungs. Characters within a 15-foot radius must make a successful DC 15 Constitution saving throw or have their hit point maximum reduced by 2d6.
3	Characters in a 15-foot radius must make a DC 15 Dexterity saving throw or fall into a pit in the soft forest floor. The pit is 30 feet deep and filled with skeletons. Characters who fall in take 3d6 bludgeoning damage from the fall and dirt begins to fall into the pit, threatening to bury them alive.
4	Black rain begins to fall in fat droplets before becoming a downpour of thick ichor. Characters in a 15-foot radius must make a DC 15 Constitution saving throw or take 4d6 poison damage.

WAILER OF THE WOODS

The forest gives way to a shore in the nightmare realm’s dreamscape, but the forest isn’t done with the characters just yet.

THE FOREST’S EDGE

When the characters leave the forest, read or paraphrase the following:

The trees begin to thin at the forest’s edge, and you can finally see beyond, to a black sand shore strewn with tangled masses of bone white driftwood. The shore leads to a swirling void, with a single rope bridge leading into a swirling gray mist. Beneath the bridge is the nothingness of dark and dreamless sleep; the space between nightmares. It looks like a long drop.

If the characters did not kill the wanderer, read or paraphrase the following text as **The Wailer of the Woods** attacks:

A shriek pounds through your ears, seeming to stop the thrum of life for a moment. The limp, bony figure of a woman floats from the edge of the forest, her hand aloft in accusation, a single finger pointing at you. She wears tattered rags stained with the brown of old blood.

Developments. Once the characters defeat The Wailer of the Woods, or if they have already done so by killing The Wanderer, they are free to continue over the rope bridge to the nightmare islands and into Chapter III.

CHAPTER III

NIGHTMARE ISLANDS

The rope bridge leads to a floating island populated by a nightmare and a puzzle. To progress, characters can solve the puzzles to defeat the nightmares or tackle the problems by force.

Read or paraphrase the following:

The rope bridge stretches into the void, dangling over nothingness. In the far and hazy distance, you can see that it connects to some kind of mass, like a small, floating island.

The characters must cross the rope bridge to proceed into the nightmares.

CHAPTER LOCATIONS

The following section describes the locations of the floating nightmare islands and their challenges.

FEAR ONE: YOU

Somewhere across the planes, someone is deeply afraid of each character in the party. The Motakka has summoned their nightmare and manifested it in the nightmare realm as an obstacle.

At the center of the small island, a fountain is still and reflective. Your reflections in the wide pool are distorted, horrifying and larger-than-life. The stone fountain has a rhyme engraved upside-down around the interior rim, which appears correctly in the reflection. It reads:

If I cut you, do you bleed?
What you are, us nightmares feed.
Put yourself to the test, and
Make yourself a little less.

Once the rhyme is read, a miniature guillotine appears on the fountain's edge, with a hole in it large enough for a hand.

Solving this puzzle requires one character sacrifice a hand to the nightmare realm. The removal of the hand causes 11 (2d10) slashing damage. The sacrificed hand is still present on the character's body in the waking world.

Developments. If none of the characters sacrifice a hand, then each character suddenly finds themselves in a shadowy void with someone else's nightmare: a shadowy version of themselves. A **phantom self** attacks each character, and they must each fight it independently. If a character is reduced to 0, the phantom self attacking them vanishes, and the character is revived with 1 hit point and a level of exhaustion.

Either way, a rope bridge appears and allows characters to move to the second island.

FEAR TWO: MONSTER UNDER THE BED

At the center of this island there is a small child-sized bed with a cozy quilt atop it. A homemade storybook sits at the end of the bed.

A character must make a successful DC 15 Intelligence (History) check to successfully decipher the children's handwriting in the book. It's in a language the reader knows, but the letters are muddled by the child's age and ability. The book reads:

To sleep, perchance to dream,
To die, perhaps to scream.
When drifting, sleep too shy,
Sing a little lullaby.

If one or more characters sing a lullaby, the bed shakes violently before upturning, careening into the abyss beyond the island.

Developments. If the characters do not sing a lullaby aloud, a **morpheon**—a nightmare creature of smoke and shadow—materializes and slithers from under the child's bed, attacking the characters. As they fight, they hear a child's petrified screams for help until they kill the monster.

Either way, the rope bridge appears again, its length disappearing into a thick fog.

FEAR THREE: HEIGHTS

Unlike the previous two bridges, this bridge does not lead to another island.

The rope bridge seems endless. You walk and walk, and still there is no island in the distance, only the stretch of bridge before you.

Characters who succeed on a DC 10 Wisdom (Perception) check see that each board of the bridge is inscribed with a single word of a small rhyme:

You at great heights have climbed
The nightmare here enshrined
To challenge this realm's thrall
Take a deep breath, and —

Developments. If the characters leap from the bridge, they fall through the void and land safely outside the Motakka's lair. If they do not, the bridge snaps under them. As they land outside the lair of the Motakka they take 17 (5d6) bludgeoning damage from the fall.

CHAPTER IV

LAIR OF THE MOTAKKA

In this chapter, the characters face off against their final foe: the Motakka. The Motakka's lair is an underground den requiring a steep descent into damp darkness.

CHAPTER LOCATIONS

The following sections describe the areas that make up the Motakka's lair, a vile cave full of sharp rocks and horrid smells. Each location is keyed to the map at the end of this adventure.

4A. CAVE ENTRANCE

The area in which the characters have fallen is near a rocky crevice which serves as a back entrance to the Motakka's lair.

The cave is small, with only a narrow path between large stalagmites that glow with an eerie green light. The air is warm and oppressively humid. There is a steep drop downward into complete darkness.

The downward drop leads to the food storage chamber.

4B. FOOD STORAGE

The Motakka has been storing food for its young in this chamber.

This cavern's floor is littered with sealed bottles and jugs that have something inky black and viscous swirling inside them. At the back of the cavern is another small tunnel that leads into darkness.

The containers are filled with nightmares. If a character opens one, they hear a scream from the bottle just before it shatters, dealing 2 (1d4) piercing damage to every creature in a 5 foot radius.

4C. CLUTCH

The Motakka's egg clutch is the deepest cavern of the lair.

A gruesome pile of bodies lies in the chamber, a tangle of limbs with cracked open skulls. The skulls have burst under the enormous pressure of the eggs growing inside them. This cavern is damp and humid, and it reeks of decay.

The egg clutch cavern is 15 by 20 feet. The area is difficult terrain, as every inch is covered with bodies. For every 5 feet the characters cross they must make a successful DC 12 Dexterity saving throw to avoid the corpses weakly reaching for them, animated either by the creature growing inside them or the remaining life of the creature before the Motakka took control. If they fail, they fall prone and must deal 20 points of damage to the area they're standing in or another creature within 5 feet must make a successful DC 13 Strength (Athletics) skill check to pull them loose.

In the event that the characters want to fully destroy the Motakka's young in this room, they must deal 20 points of damage to each 5-foot square.

4D. DEN

The Motakka makes its den in the final cavern.

Like a trapdoor spider, all paths in the nightmare realms have led here for you. This larger chamber has a swirling mass that coalesces into a thin creature of unnatural angles and long, sharp claws. It doesn't seem to have eyes, but its head tracks you as you move. It speaks directly into your mind with a slithering voice that sounds like nails on a chalkboard.

"So strong, to make it here. The feast I will have from your minds." It flexes its claws, and the next word sounds like a whisper in your ear, "delicious."

The **Motakka** taunts the characters, particularly about their weakness and how easily they fell into its trap. It also references its hunger and desire to feed on their nightmares, and knows of the details of their entire journey.

Developments. When the Motakka is defeated, the characters instantly wake.

CONCLUSION

Once the characters wake up, read or paraphrase the following text:

You wake in a derelict inn on sagging, mildewed, and broken beds. The entire building is covered in a thick layer of dust and grime, seemingly untouched for many years. The thick, cloying smell of decay invades your senses.

The corpses of Braum, Olrun, and Daisy can be found in their beds. They have been dead, and the inn has been derelict, for nearly a decade. For characters wishing to own and fix up an inn, this location is available for the taking, but it will take a massive amount of time, effort, and money to fix up. Otherwise, it will stand vacant until some enterprising individual happens upon it.

In Braum's room there is a locked safe. It requires thieves' tools and a DC 17 Dexterity check to open.

Treasure. In Braum's safe, there is a deed to The Knight Inn, as well as 723 pp, 1,417 gp, 154 ep, 321 sp, and 17 cp.



THE NIGHTMARE INN - 1F



THE NIGHTMARE INN - 2F



NIGHTMARE ISLANDS



4A

4B

4C

4D

THE MOTAKKA'S LAIR

ADVENTURE STAT BLOCKS

CR
1

Animated Armor

Medium Construct, Unaligned

Hit Points	AC	Prof. Bonus	Pass. Perc.
33	18	+2	6

STR	DEX	CON	INT	WIS	CHA
14	11	13	1	3	1
+2	+0	+1	-5	-4	-5

Condition Immunities: Blinded, Charmed, Deafened, Frightened, Paralyzed, Petrified, Poisoned

Damage Immunities: Poison, Psychic

Senses: Blindsight 60 ft. (blind beyond this radius)

Speed: 25 ft.

Features

Antimagic Susceptibility. The armor is incapacitated while in the area of an antimagic field. If targeted by dispel magic, the armor must succeed on a Constitution saving throw against the caster's spell save DC or fall unconscious for 1 minute.

False Appearance. While the armor remains motionless, it is indistinguishable from a normal suit of armor.

Actions

Multiattack. The armor makes two melee attacks.

Slam. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6 + 2) bludgeoning damage.

CR
1/4

Flying Cleaver

Small Construct, Unaligned

Hit Points	AC	Prof. Bonus	Pass. Perc.
17	17	+2	7

STR	DEX	CON	INT	WIS	CHA
12	15	11	1	5	1
+1	+2	+0	-5	-3	-5

Condition Immunities: Blinded, Charmed, Deafened, Frightened, Paralyzed, Petrified, Poisoned

Damage Immunities: Poison, Psychic

Saving Throws: Dexterity +4

Senses: Blindsight 60 ft. (blind beyond this radius)

Skill Bonuses: Medicine +4, Religion +2

Speed: 0 ft., fly 50 ft. (hover)

Features

Antimagic Susceptibility. The cleaver is incapacitated while in the area of an antimagic field. If targeted by dispel magic, the cleaver must succeed on a Constitution saving throw against the caster's spell save DC or fall unconscious for 1 minute.

False Appearance. While the cleaver remains motionless and isn't flying, it is indistinguishable from a normal cleaver.

Actions

Cleaver. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 5 (1d8 + 1) slashing damage.

MORPHEON

Born from the ethereal mists of the nightmare realm, morpheon are a spectral entity that exists outside the confines of time and space. These elusive beings embody the chaotic essence of dreams, driven by an instinctual need to feed upon the unsettling thoughts and emotions that plague the sleeping mind.

The purpose and genesis of these ephemeral creatures remain shrouded in mystery, even to the bravest of scholars who make the nightmare realm their specialty. Lingering in the shadows at the edge of the subconscious, morpheon defy all attempts to study their nature.

NIGHTMARE SCAVENGERS

Morpheon are creatures of nightmare logic, embodying the fragmented fears and surreal imaginings that populate the dreamscape. They manifest as elusive shadows, their forms ever-shifting and insubstantial, conforming to whatever shape will most distress a dreamer.

These spectral beings navigate the edges of the subconscious, drawn to the troubled sleepers whose minds offer the richest feast of nightmares. With their ethereal tendrils, they delve into the dreamers' minds, unleashing visions of terror and despair, relishing in the emotional turmoil they create.

CR
5

Morpheon

Medium Aberration, Chaotic Evil

Hit Points	AC	Prof. Bonus	Pass. Perc.		
80	15	+3	13		
STR	DEX	CON	INT	WIS	CHA
15	20	13	12	16	21
+2	+5	+1	+1	+3	+5

Condition Immunities: Blinded, Charmed, Frightened, Grappled, Paralyzed, Petrified, Restrained

Damage Immunities: Psychic

Damage Resistances: Bludgeoning, Piercing, and Slashing from Nonmagical Attacks

Senses: Truesight 120 ft. (blind beyond this radius)

Speed: 0 ft., fly 50 ft. (hover)

Features

Incorporeal Movement. The morpheon can move through other creatures and objects as if they were difficult terrain. It takes 5 (1d10) force damage if it ends its turn inside an object.

Magic Resistance. The morpheon has advantage on saving throws against spells and other magical effects.

Actions

Multiattack. The morpheon makes two Ensnaring Tendril attacks.

Ensnaring Tendril. *Melee Weapon Attack:* +8 to hit, reach 15 ft., one target. *Hit:* 12 (2d6 + 5) psychic damage, and if the target is a Medium or smaller creature, the target must succeed on a DC 15 Charisma saving throw or be pulled up to 15 feet toward the morpheon.

Bonus Actions

Nightmare Visions. The morpheon targets one creature within 5 feet of itself. The target must succeed on a DC 15 Wisdom saving throw or be overcome by horrifying visions. When affected, the target takes 10 (3d6) psychic damage and it an additional 10 (3d6) psychic damage at the start of each of its turns. While affected, the target has disadvantage on all attack rolls and saving throws. An affected target can repeat this saving throw at the end of its turns, ending the effect on a success.

MOTAKKA

Those familiar with the nightmare realm and its denizens often cite the motakka as the origin of the “sleep paralysis demon” myth. This creature feeds on the pain and suffering it elicits through the torment of sleepers on the material plane.

SOLITARY CREATURES

These nightmare creatures live a solitary existence, far from any other of their kind. They carve a territory out of the nightmare realm, twisting its features and geography to their will. Denizens within a motakka’s sphere of influence are often enlisted in aiding the motakka’s goal: tormenting dreamers that it has lured into its domain.

ONLY THE STRONG

Motakka hatch their spawn from the brains of sentient creatures pulled into the nightmare realm, draining their physical life force and tormenting their spirit with endless nightmares to feed the growing spawn. Once a clutch has hatched, the motakka will underfeed them with a stored supply of nightmares, allowing only the strongest to survive. The remaining creature becomes a fully grown motakka when it has absorbed all of the nightmares of its siblings and the creatures that fed them, and it then seeks its own lair in the nightmare realm.

A MOTAKKA’S LAIR

A motakka’s lair is deceptively large, given the confusing—and often illogical—nature of the nightmare realm. It may encompass only a small, decrepit farmstead full of rusted equipment and creaking doors, or it may be a massive forest full of deep shadows and glowing eyes. Whatever form its lair takes, one thing is for sure: everything in it is meant to illicit fear or inflict pain.

LAIR ACTIONS

On initiative count 20 (losing initiative ties), the motakka takes a lair action to cause one of the following effects. The motakka can’t use the same effect two rounds in a row:

- The motakka senses the psychic intention of a single creature, so it has advantage on attack rolls and saving throws made against that creature until initiative count 20 on the next round.
- A 50-foot square area of ground within 120 feet of the motakka is covered by an illusion to appear like the stuff of nightmares: gore, insects, or tiny holes. That area is difficult terrain until initiative count 20 on the next round.

Motakka

Large Aberration, Neutral Evil

Hit Points		AC	Prof. Bonus		Pass. Perc.
143		16	+5		20
STR	DEX	CON	INT	WIS	CHA
12	15	14	17	20	21
+1	+2	+2	+3	+5	+5

Condition Immunities: Charmed, Exhaustion, Frightened, Paralyzed

Damage Resistances: Poison; Bludgeoning, Piercing, and Slashing from Nonmagical Attacks

Damage Vulnerabilities: Psychic

Languages: All, Telepathy 120 ft.

Saving Throws: Wisdom +10, Charisma +10

Skill Bonuses: Insight +10, Perception +10, Persuasion +10, Stealth +7

Senses: Blindsight 120 ft.,

Speed: 30 ft.

Features

Legendary Resistance (3/Day). If the Motakka fails a saving throw, it can choose to succeed instead.

Magic Resistance. The Motakka has advantage on saving throws against spells and other magical effects.

Innate Spellcasting. The Motakka's innate spellcasting ability is Charisma (spell save DC 18, +10 to hit with spell attacks). It can innately cast the following spells:

- **At will:** *charm person, chill touch, darkness, mage hand, prestidigitation*
- **1/day each:** *dream, hallucinatory terrain, hypnotic pattern, major image, vampiric touch*

Actions

Multiattack. The Motakka makes three attacks, only one of which may be Sleep Paralysis.

Dream Spike. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 8 (1d6 + 2) piercing damage plus 18

(4d8) psychic damage. The target's hit point maximum is reduced by an amount equal to the psychic damage it takes. The reduction lasts until the target finishes a long rest. The target dies if its hit point maximum is reduced to 0.

Sleep Paralysis. The Motakka targets one creature it can see within 60 feet of it. If the target can see the Motakka, it must succeed on a DC 17 Wisdom saving throw against this magic or become paralyzed until the end of the Motakka's next turn. A target that succeeds on the saving throw is immune to Sleep Paralysis for the next 24 hours.

Reactions

Pang of Regret. The Motakka targets a creature that damaged it, and surrounds it with an illusion that summons guilt. The creature must make a DC 17 Wisdom saving throw. It takes 22 (4d10) psychic damage on a failed save, or half as much damage on a successful one.

Legendary Actions

The Motakka can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. The Motakka regains spent legendary actions at the start of its turn.

Dream Walker. The Motakka can move up to its movement speed without provoking attacks of opportunity.

Waking Dreams (Costs 2 Actions). The Motakka targets a creature it can see within 60 feet, spawning delusions and provoking uncontrolled actions. The target must make a successful DC 17 Wisdom saving throw or be confused per the *confusion* spell.

Reality Reaper (Costs 3 Actions). The Motakka locks down psychic energy in its immediate area. Creatures within 60 feet of the Motakka, including ones behind barriers and around corners, can't regain hit points until the end of the Motakka's next turn. Healing magic used during this duration heals the Motakka instead of the intended target if the spell's range is further than touch.

CR
5

Nightmare Braum

Medium Aberration (Halfling), Neutral Evil

Hit Points	AC	Prof. Bonus	Pass. Perc.
80	15	+3	13

STR	DEX	CON	INT	WIS	CHA
11	17	14	13	11	11
+0	+3	+2	+1	+0	+0

Damage Resistances: Poison**Languages:** Common, Halfling, Thieves' Cant**Saving Throws:** STR +3, DEX +6, CON +5**Senses:** Darkvision 60 ft.**Skill Bonuses:** Acrobatics +6, Deception +3, Perception +3, Stealth +9**Speed:** 30 ft.

Features

Wakeup Call. During his first turn, Braum has advantage on attack rolls against any creature that hasn't taken a turn. Any hit Braum scores against a surprised creature is a critical hit.**Sneak Attack (1/Turn).** Braum deals an extra 13 (4d6) 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 Braum, isn't incapacitated, and Braum doesn't have disadvantage on the attack roll.

Actions

Multiattack. Braum makes two shortsword attacks.**Shortsword.** *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage plus 24 (7d6) poison damage. The target must make a DC 15 Constitution saving throw, taking the poison damage on a failed save, or half as much damage on a successful one.CR
5

Nightmare Daisy

Medium Aberration (Gnome), Neutral Evil

Hit Points	AC	Prof. Bonus	Pass. Perc.
40	12	+3	11

STR	DEX	CON	INT	WIS	CHA
9	14	11	17	12	11
-1	+2	+0	+3	+0	+0

Languages: Common, Gnomish**Saving Throws:** Intelligence +6, Wisdom +4**Skill Bonuses:** Arcana +6, History +6**Speed:** 30 ft.

Features

Spellcasting. Daisy is a 9th-level spellcaster. Her spellcasting ability is Intelligence (spell save DC 14, +6 to hit with spell attacks). She has the following wizard spells prepared:

- **Cantrips (at will):** *fire bolt, chill touch, mage hand, prestidigitation*
- **1st level (4 slots):** *inflict wounds, mage armor, magic missile, shield*
- **2nd level (3 slots):** *misty step, ray of enfeeblement*
- **3rd level (3 slots):** *counterspell, dispel magic, vampiric touch*
- **4th level (3 slots):** *blight, greater invisibility*
- **5th level (1 slot):** *contagion*

Actions

Dagger. *Melee or Ranged Weapon Attack:* +5 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 4 (1d4 + 2) piercing damage.

CR
9

Nightmare Olrun

Medium Aberration (Dwarf), Neutral Evil

Hit Points		AC	Prof. Bonus		Pass. Perc.
130		18	+4		15
STR	DEX	CON	INT	WIS	CHA
20	16	19	12	12	18
+5	+3	+4	+1	+1	+4

Languages: Common, Dwarvish

Saving Throws: STR +9, DEX +7, CON +8

Skill Bonuses: Athletics +9, Intimidation +8, Perception +5, Persuasion +8

Speed: 30 ft.

Features

Legendary Resistance (3/Day). If Olrun fails a saving throw, she can choose to succeed instead.

Actions

Multiattack. Olrun makes two weapon attacks.

Cleaver. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. *Hit:* 13 (2d6 + 5) slashing damage.

Fling Cutlery. *Ranged Weapon Attack:* +7 to hit, reach 60/120 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage.

Legendary Actions

Olrun can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. Olrun regains spent legendary actions at the start of her turn.

Weapon Attack. Olrun makes a weapon attack.

Extra Spice (Costs 2 Actions). Olrun throws a mixture of spices in the face of one creature within 10 feet. The target must succeed on a DC 15 Dexterity saving throw or be blinded until the end of Olrun's next turn.

On the Menu (Costs 3 Actions). Olrun targets one creature she can see within 60 feet. The target must succeed on a DC 16 Wisdom saving throw or be frightened until the end of Olrun's next turn. All melee attacks made against the target creature have advantage until the end of the creature's next turn.

CR
5

Phantom Self

Medium Aberration, Neutral Evil

Hit Points		AC	Prof. Bonus		Pass. Perc.
50		16	+3		13
STR	DEX	CON	INT	WIS	CHA
16	16	16	16	16	16
+3	+3	+3	+3	+3	+3

Condition Immunities: Charmed, Frightened, Paralyzed, Petrified, Poisoned, Unconscious

Damage Immunities: Necrotic, Poison

Languages All languages known to its counterpart

Senses: Darkvision 60 ft., Truesight 60 ft.

Speed: 30 ft., fly 60 ft. (hover)

Features

Dark Reflection. The phantom self is a dark reflection of a particular creature. It mimics the size, equipment, and abilities of its counterpart, including spellcasting. Its goal is the elimination of its counterpart at all costs.

Actions

Shadow Weapon. The phantom self attacks with a shadowy version of its counterpart's weapon, dealing the same damage type and amount of damage, plus 4 (1d8) necrotic damage.

CR
2

Rug of Smothering

Large Construct, Unaligned

Hit Points		AC	Prof. Bonus		Pass. Perc.
33		12	+2		6
STR	DEX	CON	INT	WIS	CHA
17	14	10	1	3	1
+3	+2	+0	-5	-4	-5

Condition Immunities: Blinded, Charmed, Deafened, Frightened, Paralyzed, Petrified, Poisoned

Damage Immunities: Poison, Psychic

Senses: Blindsight 60 ft. (blind beyond this radius)

Speed: 10 ft.

Features

Antimagic Susceptibility. The rug is incapacitated while in the area of an antimagic field. If targeted by dispel magic, the rug must succeed on a Constitution saving throw against the caster's spell save DC or fall unconscious for 1 minute.

Damage Transfer. While it is grappling a creature, the rug takes only half the damage dealt to it, and the creature grappled by the rug takes the other half.

False Appearance. While the rug remains motionless, it is indistinguishable from a normal rug.

Actions

Smother. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one Medium or smaller creature. *Hit:* The creature is grappled (escape DC 13). Until this grapple ends, the target is restrained, blinded, and at risk of suffocating, and the rug can't smother another target. In addition, at the start of each of the target's turns, the target takes 10 (2d6 + 3) bludgeoning damage.

THE WAILER AND THE WANDERER

Once upon a time, a widow named Vie Ravenbrew lived on the outskirts of The Gloamswood. She and her husband were never blessed with children, and her husband's passing left her alone on her small homestead.

One day, as the sun hung low in the bleak winter sky, a man came knocking. Wrapped in rags and covered in mud from the road, he asked Vie for food and shelter. Taken aback by the man's appearance, and not feeling safe in his presence, Vie claimed she had little food to give and refused him entrance.

Desperate for warmth and shelter, and knowing he would either starve or freeze in the night, the man shoved Vie aside and entered the house. Despite her shouts and protests, the man began to rifle through her cupboards for whatever food he could find.

As her initial fears swelled into immediate terror, Vie launched herself at the man, hitting and scratching and yanking him back toward the door. The man was much stronger than Vie, despite his weakened state, and he threw her down to the floor.

Like any good traveler in these dark lands, the man was armed. No sooner than Vie had hit the ground, the man drew a knife from within the folds of his rags. As Vie rushed at him again, the knife's point found its way deep into her belly. Mortally wounded, Vie slunk to the floor and watched helplessly as the man helped himself to the rest of her meager belongings, and finally to her bed. As the man drifted into sleep, Vie cursed him with her final breaths.

It was in that moment between waking and dreaming, living and dying, that both Vie and the man found themselves drawn into the nightmare realm to reverse their tragic roles as The Wailer of the Woods and The Wanderer.

Wailer of the Woods

Medium Undead, Neutral Evil

Hit Points		AC	Prof. Bonus		Pass. Perc.
105		15	+5		22
STR	DEX	CON	INT	WIS	CHA
8	16	16	16	14	20
-1	+3	+3	+3	+2	+5

Condition Immunities: Blinded, Exhaustion, Frightened, Grappled, Paralyzed, Petrified, Poisoned, Prone, Restrained, Unconscious

Damage Immunities: Poison

Damage Resistances: Cold, Necrotic; Bludgeoning, Piercing, and Slashing from Nonmagical Attacks

Languages: Common, Elvish

Senses: Darkvision 60 ft.

Saving Throws: WIS +7, CHA +10

Skill Bonuses: History +7, Perception +12, Stealth +8

Speed: 0 ft., fly 40 ft. (hover)

Features

Detect Life. The Wailer of the Woods can magically sense the presence of creatures up to 5 miles away that aren't undead or constructs. She knows the general direction they're in but not their exact locations.

Incorporeal Movement. The Wailer of the Woods can move through other creatures and objects as if they were difficult terrain. She takes 5 (1d10) force damage if she ends her turn inside an object.

Legendary Resistance (3/Day). If the Wailer of the Woods fails a saving throw, she can choose to succeed instead.

Innate Spellcasting. The Wailer of the Woods' innate spellcasting ability is Charisma (spell save DC 18, +10 to hit with spell attacks). It can innately cast the following spells, requiring no material components.

- **At will:** *chill touch, dancing lights, mage hand, minor illusion, prestidigitation*
- **3/day each:** *dominate person, fear, haste, magic missile, mirror image, thunderwave*
- **1/day each:** *cloudkill, eyebite, finger of death*

Actions

Corrupting Touch. *Melee Spell Attack:* +10 to hit, reach 5 ft., one target. *Hit:* 10 (5d6 + 5) necrotic damage.

Horrifying Visage. Each non-undead creature within 60 feet of the Wailer of the Woods that can see her must succeed on a DC 18 Wisdom saving throw or be frightened for 1 minute. A frightened target can repeat the saving throw at the end of each of its turns, with disadvantage if the Wailer of the Woods is within line of sight, ending the effect on itself in the success. If a target's saving throw is successful or the effect ends for it, the target is immune to the Wailer of the Woods' Horrifying Visage for the next 24 hours.

Wail (3/Day). The Wailer of the Woods releases a mournful wail. This wail has no effect on constructs and undead. All other creatures within 60 feet of her that can hear her must make a DC 18 Constitution saving throw. On a failure, a creature drops to 0 hit points. On a success, the creature takes 14 (4d6) psychic damage.

Legendary Actions

The Wailer of the Woods can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. The Wailer of the Woods regains spent legendary actions at the start of her turn.

Cantrip. The Wailer of the Woods casts a cantrip.

Corrupting Touch (Costs 2 Actions). The Wailer of the Woods makes a Corrupting Touch attack.

Haunting Hum (Costs 2 Actions). The Wailer of the Woods stops shrieking and hums a haunting melody that reverberates through the forest. The creature whose turn is next in the round order must make a DC 18 Charisma saving throw or be stunned until the end of their next turn.

CR
2

Will-o'-Wisp

Tiny Undead, Chaotic Evil

Hit Points		AC	Prof. Bonus		Pass. Perc.
22		19	+2		12
STR	DEX	CON	INT	WIS	CHA
1	28	10	13	14	11
-5	+9	+0	+1	+2	+0

Condition Immunities Exhaustion, Grappled, Paralyzed, Poisoned, Prone, Restrained, Unconscious

Damage Immunities Lightning, Poison

Damage Resistances Acid, Cold, Fire, Necrotic, Thunder; Bludgeoning, Piercing, and Slashing from Nonmagical Attacks

Languages The languages it knew in life

Senses Darkvision 120 ft.

Speed: 0 ft., fly 50 ft. (hover)

Features

Consume Life. As a bonus action, the will-o'-wisp can target one creature it can see within 5 feet of it that has 0 hit points and is still alive. The target must succeed on a DC 10 Constitution saving throw against this magic or die. If the target dies, the will-o'-wisp regains 10 (3d6) hit points.

Ephemeral. The will-o'-wisp can't wear or carry anything.

Incorporeal Movement. The will-o'-wisp can move through other creatures and objects as if they were difficult terrain. It takes 5 (1d10) force damage if it ends its turn inside an object.

Variable Illumination. The will-o'-wisp sheds bright light in a 5- to 20-foot radius and dim light for an additional number of feet equal to the chosen radius. The will-o'-wisp can alter the radius as a bonus action.

Actions

Shock. *Melee Spell Attack:* +4 to hit, reach 5 ft., one creature. *Hit:* 9 (2d8) lightning damage.

Invisibility. The will-o'-wisp and its light magically become invisible until it attacks or uses its Consume Life, or until its concentration ends (as if concentrating on a spell).