Session 53: Pale Man's Cocoon

Date: Jun 23rd, 2026

Summary

The party's victory over the Lisas and Dr. Freed was short-lived, as the tunnels beneath still held horrors waiting to claim them as the group pressed deeper into the cave system in search of a magical presence Ned had been tracking. It was during this scouting that tragedy struck — Osiric, whose mind had been borrowed by Oiroa to feel out the dimensions of a darkened room, was suddenly sealed behind a slamming wall. A deadly cloud of toxic gas poured into the chamber, and the party could do nothing but listen to the sounds of choking from the other side. Syndle threw himself at the wooden gate with his axe, hacking furiously as the others scrambled to help, but by the time he broke through far enough to peer inside, Osiric lay still and silent on the cold stone floor.

With the cloud of poisonous fog now creeping toward the rest of the party, Yazzy stepped forward and unraveled the magic sustaining it, dispersing the deadly mist before it could claim another life. The group then turned to the grim task of retrieving what remained of their fallen companion. Tark cracked his magical whip and looped it around Osiric's ankle, dragging the body out through the broken gate with little ceremony — the corpse's head clunking along the splintered wood as it came. "If you want dignity, don't die," Tark muttered flatly. Osiric's spellbook and Academy rings were carefully recovered, and his head was added to the bag of holding, the party honoring him in the only way they seemed to know how.

Continuing their exploration of the tunnels, the group stumbled upon a barred jail cell tucked into the rock, its walls and floors caked with refuse and decay. Inside, wriggling piles of flesh quivered and moaned — masses of grotesque matter studded with eyes, mouths, and the occasional protruding limb. The party recognized them immediately as the horrific byproduct of the Pale Man's experiments, the remnants of bodies that had been used as vessels for forced mutation transfers. The creatures stirred as the adventurers drew near, their fleshy forms shuddering with a kind of awful awareness. The party wisely left them locked in their cage and moved on, though the memory of those hollow, blinking eyes lingered.

Ned's magical senses continued to pull the group westward, toward a wall of collapsed rocks seeping with dark, iridescent delirium sludge. Oiroa, drawing on her strange and unsettling

abilities, pressed herself against the upper rocks and squeezed through the gaps in a way that no humanoid body should have been able to manage — her form and gear distorting impossibly, like an octopus slipping through a crack far too small for it. The rest of the party watched in disturbed silence as she disappeared through the wall, and then slowly reformed on the other side. What she found beyond was deeply troubling: a vast cavern flooded with four feet of necrotic sludge, its walls and ceiling caked with thousands of insectoid eggs, and at the far end, a large fleshy cocoon pulsing gently like a heartbeat. Thin, glowing fibers of neon light caressed the cocoon from a strange, radiant object nearby — and Oiroa wasted no time squeezing back through the rocks to report what she had seen.

The party prepared carefully before breaching the chamber. Ned animated ten small rocks from the cave-in, sending them ahead as scouts and clearing the path, while others took to the air with magical flight to avoid the deadly sludge below. Oiroa cast a protective aura over the group to ward off the corrupting influence of the delirium-soaked environment, and Ned walked atop the liquid surface as though it were solid ground. As they entered the main cavern, the full horror of the place revealed itself: a translucent, bulbous creature floated near the ceiling, its skin rippling with neon colors like a cosmic nebula, thin bioluminescent tendrils dangling down to caress the fleshy cocoon below. Xakarium wasted no time, unleashing a devastating bolt of lightning that tore through both the floating creature and the cocoon, shaking the entire chamber.

The battle that followed was chaotic and brutal. The delirium sludge itself rose up beneath Syndle and Xakarium, animating into grotesque, human-like mounds of iridescent black muck with hollow eyes and slime-drooling maws, roaring with sinister glee as they engulfed the two heroes and dragged them into their necrotic mass. Tark raged and flew into the room with Oiroa clinging to his back, striking at the mound consuming Xakarium while Oiroa called out a desperate healing word to keep him alive. Then Oiroa plucked a bead from her necklace and hurled it into the far corner of the cavern — the resulting explosion obliterated the fleshy cocoon entirely, and the Pale Man came tumbling out into the sludge, pale and disoriented, his regeneration cut brutally short.

The Pale Man, furious and cornered, retaliated with a devastating arc of chain lightning that leapt between Tark, Ned, and Syndle, dropping Tark unconscious into the sludge. Syndle, still engulfed inside a living mound of necrotic muck, refused to go quietly — he let out a draconic cry and hacked at the creature from the inside, while Ned's animated rocks exploded outward from the mound's gut in a shower of stone and slime. Yazzy, invisible and levitating above the fray, rained fireballs down into the back of the cavern, engulfing the Pale Man and the jellyfish-like creature in roaring flames. The Pale Man, desperate and nearly destroyed, burst apart into a swarm of insects in a last attempt to escape — but Syndle hurled his axe into the swarm, and the insects fell still. The Pale Man was dead, again.

In the aftermath, the party worked to pull their fallen and exhausted companions from the deadly sludge. Ned used animated stones to lift Syndle and others clear of the necrotic pool, while Yazzy used a mage hand to fish the Pale Man's spellbook and belongings from the depths. Tark was revived with a healing word, sputtering back to consciousness as the others dragged him to safety. The cavern, now quiet except for the slow drip of sludge from the ceiling, revealed one final treasure: a massive geode, eight feet tall and five feet wide, jutting up from the surface of the pool like a monument. The party, battered and exhausted, gathered their spoils — the heads of their

enemies, the spellbooks of the fallen, and the promise of that glittering geode — and began the long, weary discussion of finding somewhere safe to rest before whatever came next.

Memorable Moments

> "Osiric, possessed by Oiroa to scout ahead, is sealed behind a slamming portcullis and killed by a cloud kill trap before the party can break through the door to save him."
> —

Tark axes through the gate only to find Osiric already dead on the other side, the party helpless to intervene in time.

> "He died how he lived, mostly irrelevant."
> — Tark

Darkly joking about Osiric's death after finding his body on the other side of the broken gate.

> "Oiroa impossibly squeezes her body and all her gear through a wall of rocks like an octopus, horrifying the entire party before slowly returning to her normal shape on the other side."
> —

The party watches in disturbed fascination as Oiroa's body distorts in ways no humanoid body should, prompting someone to remark 'I knew he never had a backbone.'

> "Oiroa throws a bead from her necklace of fireballs into the cocoon, obliterating it in a massive explosion and sending the Pale Man tumbling out into the sludge — prematurely ending his regeneration."
> —

The party had just identified the cocoon as the Pale Man's reforming body, and the fireball bead destroyed his refuge in one decisive move.

> "Syndle, engulfed inside an animated sludge mound, uses a draconic cry to gain advantage and hacks at the creature from the inside with his axe, causing the rocks animated by Ned to explode outward from the creature's gut."
> —

Trapped and grappled inside a living mound of necrotic sludge, Syndle refuses to go quietly and fights back from within.

> "Syndle throws his axe at the swarm of insects that was once the Pale Man, dispersing the swarm and ending the villain's threat — the first time he had used his magical whip in eight levels, and now his axe seals the kill."
> —

The Pale Man attempted to escape death by transforming into a swarm of insects, but Syndle's thrown axe found its mark and ended him for good.

> "If you want dignity, don't die. That's all I can say."
> — Tark

Said while dragging Osiric's headless body out through a broken gate with a whip, the corpse's head clunking along the ground.

Scenes

The Death of Osiric

After defeating Dr. Freed, the party discovers Osiric has been trapped in a room filled with a deadly cloud of gas.

- The party confirms the deaths of Dr. Freed and the 'Lisas'.
- Syndle collects Dr. Freed's head in a bag of holding.
- Osiric, possessed by Oiroa to scout ahead, is suddenly trapped behind a slamming portcullis.
- A deadly cloud of gas fills the room where Osiric is trapped, and the party hears him choking.
- Tark attempts to axe through the wooden gate to reach Osiric.
- By the time Tark breaks through, Osiric has succumbed to the toxic fumes and died.
- A cloud of magical fog begins seeping out of the room toward the rest of the party.
- Yazzy successfully dispels the creeping magical cloud.

Retrieving the Fallen

The party deals with the aftermath of a cloud kill trap and retrieves the body of their fallen companion, Osiric.

- The party uses magic to dispel a lingering cloud of toxic gas that had claimed Osiric's life.
- Tark uses his whip to snag Osiric's body and drag it out from behind the broken wooden gate, with Osiric's head clunking along the ground.
- The party loots Osiric's remains, taking his spellbook and Academy rings for safekeeping.
- Osiric's head is removed and placed into a bag of holding alongside other trophies.

The Flesh Mounds

While scouting the tunnels, the party discovers a horrific containment area filled with mutated experiments.

- Oiroa scouts ahead and finds a barred jail cell filled with wriggling piles of flesh with various eyes, mouths, and protruding limbs.
- The party identifies the creatures as gibbering mouthers, likely the failed experiments of Dr. Freed and the Pale Man.
- The party recalls that the Pale Man previously sucked mutation out of Osiric and transferred it into another body, creating these fleshy mounds.
- The party decides to leave the creatures locked in their cage rather than risk a confrontation.
- A pool of delirium sludge is discovered nearby, containing a small glowing geode beneath the surface.

Infiltrating the Sludge Cavern

Oiroa uses her unique abilities to scout a blocked cavern, leading the party to discover a disturbing nursery of delirium sludge and insectoid eggs.

- Ned detects a magical presence further to the west, behind a wall of collapsed rocks seeping with delirium sludge.
- Oiroa uses her delirium-imposed ability to impossibly squeeze through the gaps in the rocks like an octopus, scouting the chamber beyond.
- Inside the cavern, Oiroa discovers floor-to-ceiling delirium sludge, thousands of insectoid eggs, and a pulsing fleshy cocoon hanging from the ceiling.
- Oiroa also spots neon glowing fibers caressing the cocoon before retreating back through the rocks.

- The party tests the delirium sludge with fire and radiant energy, finding it resistant to burning.
- Ned animates ten small rocks from the cave-in to clear the path and act as scouts.
- Ned uses a ring of water walking to traverse the sludge while Oiroa casts an aura of purity to protect the group.
- The party prepares for an assault, with Syndle riding a platform of animated rocks and others using flight magic to cross the sludge.

The Sludge Cavern Confrontation

The party enters a cavern filled with deep delirium sludge to confront a strange bulbous creature and a pulsing cocoon.

- Upon entering the main chamber, the party discovers a translucent, bulbous mass floating in the air, its bioluminescent tendrils caressing a large, fleshy cocoon.
- Xakarium initiates the attack with a massive blast of lightning, severely damaging both the floating creature and the cocoon.
- The floating creature retaliates with a reflective flash of radiant light, though Xakarium manages to resist the worst of the blinding effect.
- Syndle attempts to strike the floating creature with his axe but finds the target difficult to hit.
- The delirium sludge beneath Syndle and Xakarium suddenly animates into grotesque, human-like mounds of iridescent black muck with slime-drooling maws and hollow eyes.
- The animated sludge mounds roar with sinister glee and attempt to engulf the heroes, pulling them into their necrotic mass.
- Tark rages and flies into the room with Oiroa on his back, striking the sludge mound holding Xakarium with his magical weapon.
- Oiroa casts a healing word to sustain Xakarium while he is trapped within the sludge.
- Oiroa throws a bead from her necklace of fireballs into the corner, triggering a massive fire explosion that obliterates the fleshy cocoon.
- The Pale Man tumbles out of the destroyed cocoon and into the sludge.

The Battle in the Sludge Chamber

The party engages in a chaotic battle against the Pale Man, a jellyfish-like creature, and animated sludge mounds in a cavern filled with necrotic delirium sludge.

- Yazzy casts greater invisibility and levitates into a strategic position.
- Ned commands his animated rocks to attack the sludge mound engulfing Syndle, with the stones exploding from the creature's gut for massive damage.
- Ned launches a fireball at the back wall, further damaging the Pale Man and the surrounding creatures.
- The jellyfish-like creature lashes out at Tark with necrotic tendrils, attempting to drag him into the sludge.
- The Pale Man attempts to cast a powerful chain lightning spell; Ned uses his last fourth-level spell slot to attempt a counterspell but fails to stop it.
- The chain lightning erupts, striking Tark, Ned, and Syndle with devastating electrical force, though Syndle evades the worst of the blast.
- Xakarium attempts to escape the grasp of an animated sludge mound but falls into the regular necrotic sludge and is knocked unconscious.
- Syndle, trapped inside a sludge mound, uses a draconic cry to gain advantage and hacks at the creature from the inside with his axe.
- A second sludge mound engulfs both Oiroa and Tark, subjecting them to necrotic damage.
- Tark ignites his magical sword Ignatius and flies across the room to deliver powerful strikes against the Pale Man.
- Oiroa uses a healing word to revive Xakarium and then throws another bead from her necklace of fireballs, engulfing the Pale Man and the jellyfish creature in flames.
- Yazzy follows up with another fireball, causing the Pale Man to burst into a swarm of insects as his physical form is destroyed.
- Ned uses his animated stones to lift Syndle and Oiroa out of the sludge, then directs the remaining stones to pummel the sludge mounds until they collapse.
- Syndle throws his axe at the swarm of insects that was once the Pale Man, successfully dispersing the swarm and ending the wizard's threat.
- The party works together to pull the unconscious Tark and Xakarium from the deadly sludge as the battle concludes.

The Aftermath in the Geode Cavern

The party gathers their spoils and the remains of the fallen after a harrowing battle in a sludge-filled cavern.

- The party discovers a massive eight-foot by five-foot geode sticking up out of the sludge, along with numerous smaller specimens within the cavern.
- The Pale Man's spellbook and other belongings are retrieved from the sludge using mage hand.
- The group collects the heads of their enemies and fallen allies, including Dr. Everett Freed and Osiric, stored in the bag of holding.
- Exhausted and battered, the adventurers discuss the necessity of a long rest before facing their next challenge.

- A brief debate occurs regarding the capacity of their magical bag to hold the heavy geodes found in the room.

NPCs

Osiric

A wizard from the Amethyst Academy who was being psychically possessed by Oiroa to scout ahead. He was tragically trapped behind a slamming portcullis and killed by a cloud kill trap. His spellbook and Academy rings were recovered by the party.

Dr. Freed

An antagonist whose head was claimed by the party as a trophy after his defeat prior to this session.

Gibbering Mouthers

Fleshy mounds with protruding eyes, mouths, and limbs locked in a barred jail cell. Identified as the horrific remains of the Pale Man's mutation transfer experiments, left quivering and moaning as the party passed.

The Pale Man

A sinister and powerful wizard who was reforming his body inside a fleshy cocoon deep in the sludge cavern. After being forcibly birthed by a fire explosion, he retaliated with devastating chain lightning before transforming into a swarm of insects in a last-ditch attempt to survive. He was ultimately slain when Syndle threw his axe into the swarm.

The Jellyfish Creature

A translucent, bulbous mass floating in the air, radiating neon colors like a cosmic nebula. It trailed thin, bioluminescent tendrils used to caress the Pale Man's cocoon and lashed out at the party with necrotic tendril attacks.

Animated Sludge Mounds

Grotesque, human-like mounds of iridescently streaked black muck that rose from the delirium pool beneath the party's feet. They had slime-drooling maws, hollow eyes, and a strangely mirthful expression, roaring with sinister glee as they attempted to engulf and drown the adventurers.

Locations

The Gas Chamber

A room secured by a thick wooden portcullis that released a deadly cloud kill effect, leading to Osiric's demise. Delirium sludge seeped out from under the rocks blocking the adjacent cave-in.

The Barred Jail

A grim area containing a locked cell where walls and floors are caked with refuse and debris. It serves as a holding pen for horrific, fleshy mutations — gibbering mouthers — the failed experiments of Dr. Freed and the Pale Man.

The Sludge Pool

A cavern featuring a pool of purple delirium sludge that pings with magical energy and contains submerged geodes.

The Sludge Cavern

A cavernous chamber with an eight-foot ceiling and a floor covered in four feet of deep, necrotic delirium sludge, its walls caked with thousands of insectoid eggs. A translucent, bulbous creature floated near the ceiling, and a fleshy cocoon hung at the back of the room. This was the site of the final confrontation with the Pale Man, and contained a massive eight-by-five-foot geode.

Items

Bag of Holding

A magical satchel used by Syndle to store the severed heads of their enemies and fallen allies, including Dr. Freed and Osiric.

Wooden Portcullis

A heavy wooden gate that slammed shut, trapping Osiric inside a room that then filled with poisonous gas. Tark eventually axed through it to retrieve Osiric's body.

Osiric's Spellbook

A book of arcane knowledge belonging to the fallen wizard Osiric, considered property of the Amethyst Academy and recovered from his remains.

Academy Rings

Magical rings signifying membership in the Amethyst Academy, recovered from Osiric's body after his death.

Ring of Water Walking

A magical ring used by Ned to walk across the surface of the delirium sludge as if it were solid ground.

Boots of Water Walking

Magical footwear that allows the wearer to traverse any liquid surface as if it were solid ground, used to navigate the delirium sludge in the cavern.

Animated Rocks

Ten small rocks brought to life through Ned's magic, configured into a floating platform to transport Syndle across the dangerous sludge and later used as weapons to batter the sludge mounds from the inside.

Necklace of Fireballs

A magical necklace from which Oiroa plucked beads to create devastating explosions of fire — one of which obliterated the Pale Man's cocoon, forcing him out prematurely, and another that engulfed the remaining enemies.

Ignatius

Tark's sentient magical sword, which he ignited with radiant fire before charging into the sludge cavern to strike at the Pale Man. Ignatius expressed sharp displeasure when touched by the necrotic delirium sludge and was later used as a marker to locate Tark's submerged body.

Mace of Warning

A magical weapon that alerted the party to incoming danger, allowing them to roll initiative before a surprise round as they entered the cavern.

Pale Man's Spellbook

A magical tome belonging to the Pale Man, retrieved from the sludge after his defeat using mage hand. Noted to be sludge-proof.

Giant Geode

A massive crystal formation measuring eight feet by five feet, found sticking up out of the delirium sludge in the cavern. The party debated whether it could fit in their bag of holding.

Spells

Cloudkill

A deadly, creeping fog that emerged from the walls of the trapped room, suffocating Osiric and then slowly advancing toward the rest of the party at ten feet per turn before being dispelled.

Dispel Magic

Cast to successfully neutralize the advancing fifth-level cloud kill effect that had claimed Osiric's life and was threatening the rest of the party.

Detect Magic

Used repeatedly by Ned to ping the area for magical signatures, revealing a magical presence to the west behind the cave-in and later confirming no remaining spell slots among enemies after the battle.

Animate Objects

Cast by Ned to bring ten small rocks to life, giving them the ability to fly and hover. The rocks were used to clear the cave-in, serve as a floating platform for Syndle, and attack the sludge mounds from the inside, dealing massive damage.

Aura of Purity

A protective magical field cast by Oiroa to shield the party from the corruptive effects of the delirium-filled environment as they prepared to enter the sludge cavern.

Fly

Cast at fourth level to grant multiple party members the ability to soar through the air, bypassing the hazardous necrotic sludge on the cavern floor.

Chain Lightning

A devastating sixth-level spell unleashed by the Pale Man that arced between Tark, Ned, and Syndle, dealing massive electrical damage to the party.

Greater Invisibility

Cast by Yazzy to remain completely unseen while repositioning herself during the chaotic battle, allowing her to cast spells without breaking her invisibility.

Healing Word

Cast multiple times by Oiroa and Yazzy to revive fallen comrades — including Xakarium while he was trapped inside a sludge mound, and Tark after he was knocked unconscious.

Fireball

Cast by both Ned and Yazzy at various points during the battle, engulfing the back of the cavern in flames and dealing significant damage to the Pale Man, the jellyfish creature, and the sludge mounds — though at the risk of hitting allied party members.

Counterspell

Ned's desperate attempt using his last fourth-level spell slot to nullify the Pale Man's chain lightning. The counterspell ultimately failed against the powerful sixth-level spell.

Mage Hand

Used after the battle to retrieve the Pale Man's spellbook and other belongings from the necrotic sludge without anyone having to wade back in.

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