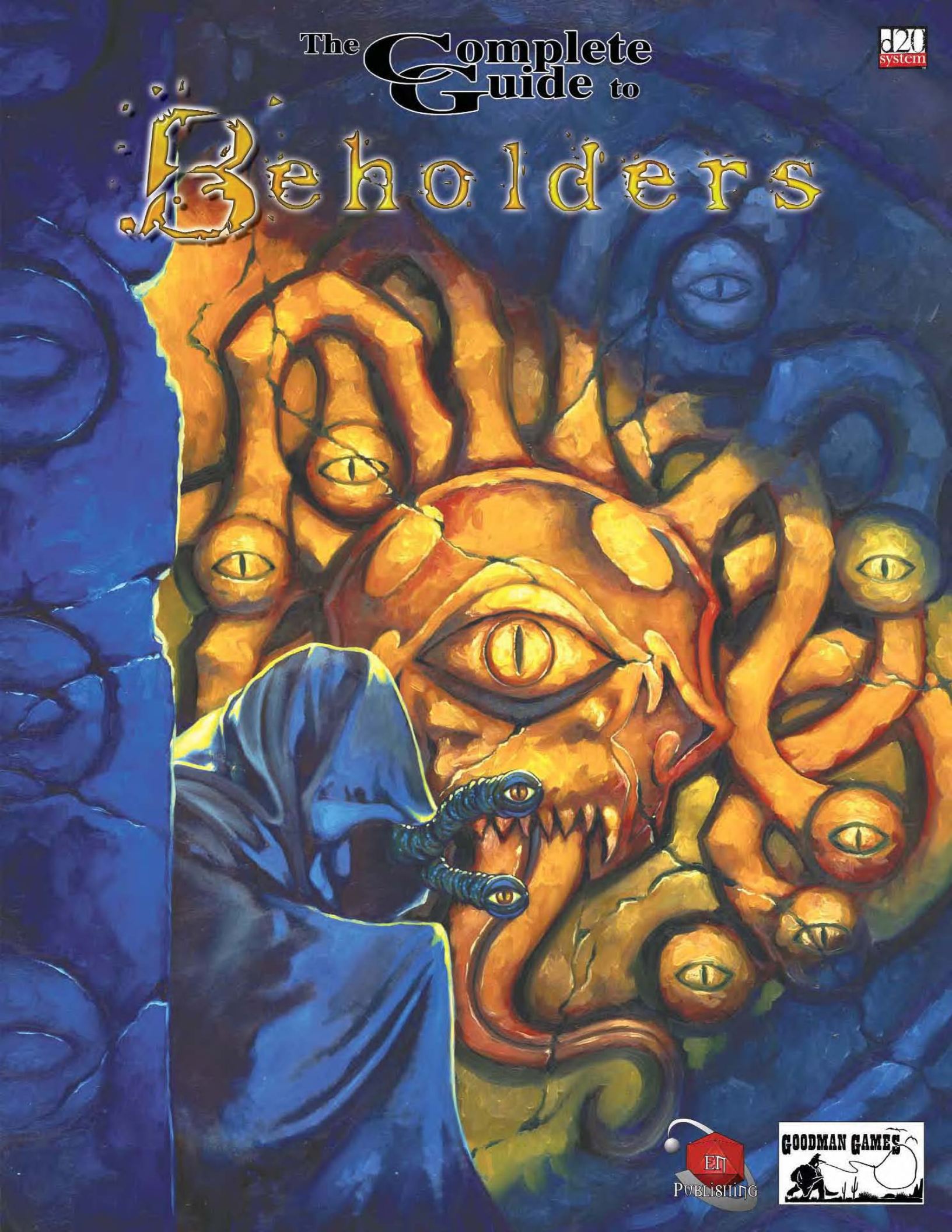


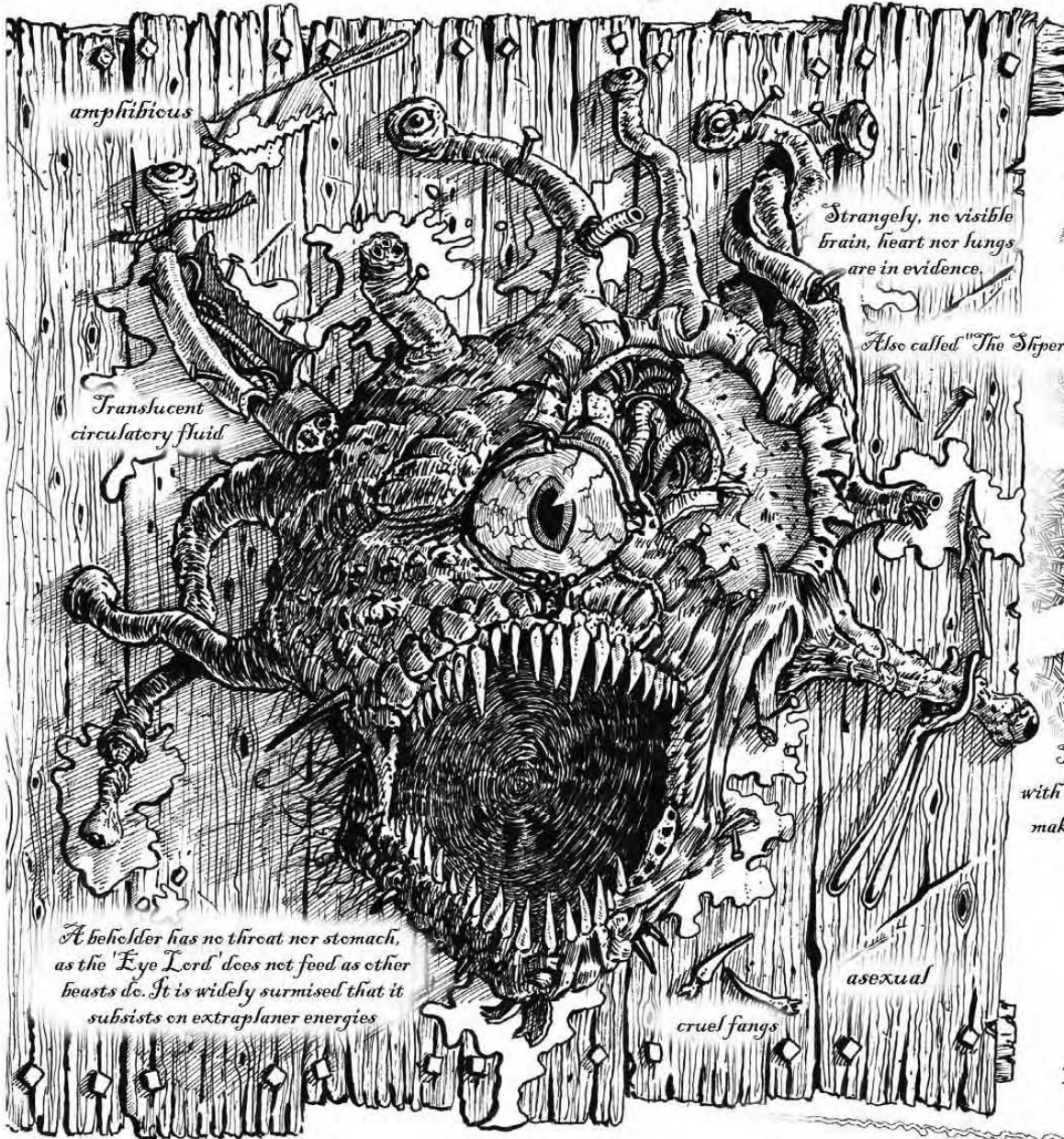
The Complete  
Guide to

# Beholders





# The Anatomy of the Beholder



amphibious

Translucent  
circulatory fluid

Strangely, no visible  
brain, heart nor lungs  
are in evidence.

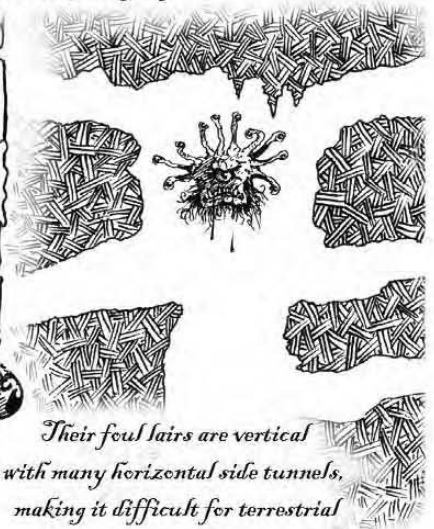
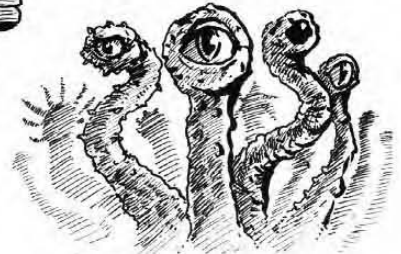
Also called "The Sphere of many Eyes"

A beholder has no throat nor stomach,  
as the 'Eye Lord' does not feed as other  
beasts do. It is widely surmised that it  
subsists on extraplaner energies

cruel fangs

asexual

A great variety of eyestocks  
can be encountered



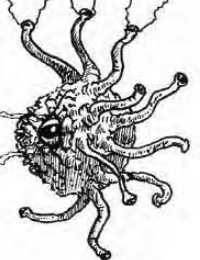
Their foul hairs are vertical  
with many horizontal side tunnels,  
making it difficult for terrestrial  
intruders to gain access.

Up to three eyes can  
be directed at each target

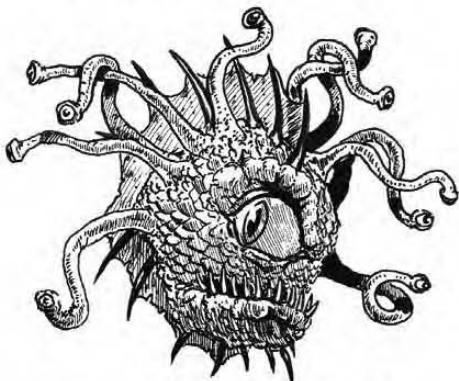
Range 150'

360°  
vision

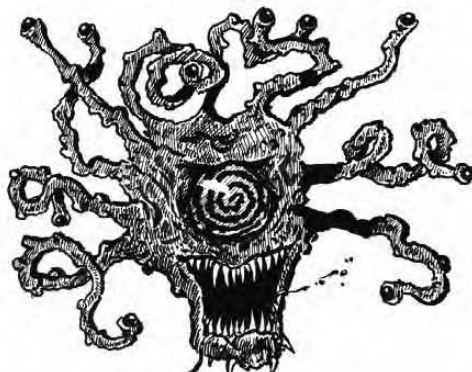
Anti-magic cone from main eye, range 150'



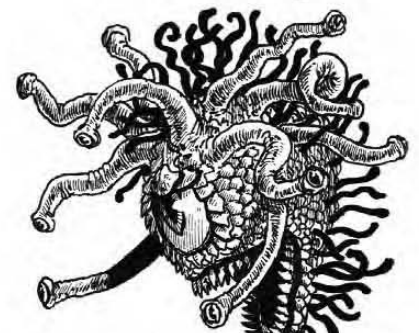
## a few Variants



Dominion of the Consuming Eye



Dominion of the Enigma



Dominion of the First Eye

# The Complete Guide to

# Beholders

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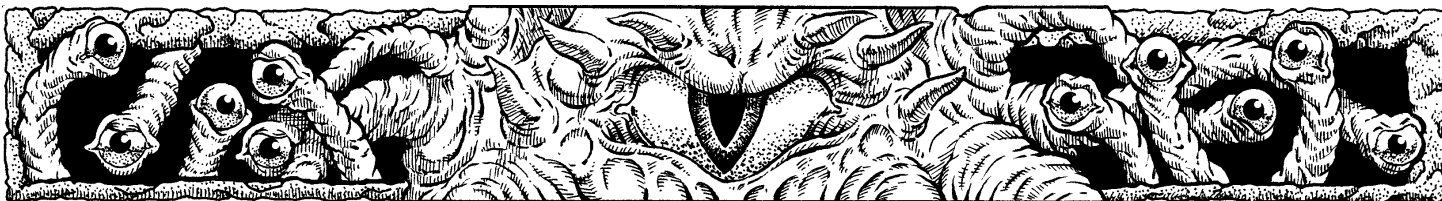
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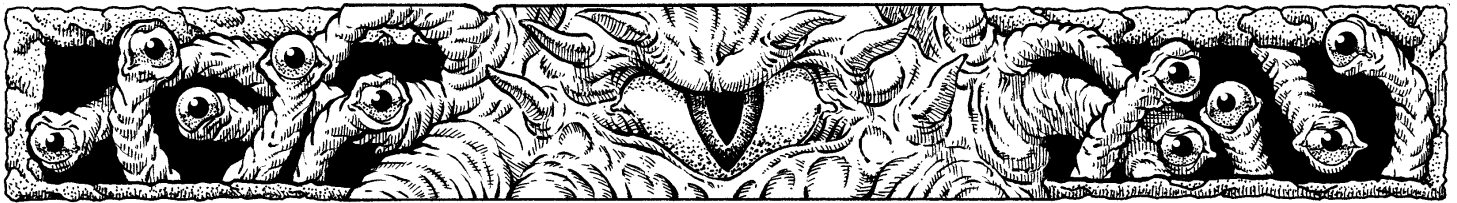
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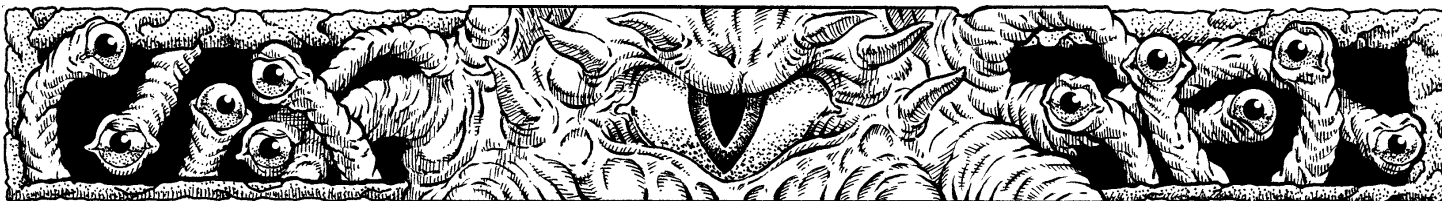




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## Introduction

*I closed my eyes and waited to die.*

*“You know nothing,” the beholder said. Its voice was harsh and rasping, with a pronounced buzzing underneath each syllable. “You stand within my sight, and if it were my desire you would already be dead. You do not understand my purpose in this place.”*

*I opened my eyes. The creature hovered before me, a nightmare sculpted from chitin and flesh. Around the mighty head, powerful black tentacles flexed and twisted; occasionally one of the eyes would turn and fix on me, sending an involuntary shiver down my spine. But it was the central eye that held my gaze, seeming to devour my thoughts before I could speak.*

*“You think that I come to destroy, to subjugate your people,” the tyrant rasped. “You see a battle between our kind and you assume that we are unreasoning beasts, interested only in conquest and power. Fool! If conquest were our only goal, we would have taken your world from you long ago. Look upon me. Your life, your body, your mind – with but a gaze, I could take any one of these. Were it my desire, I could slaughter every soul within this town. Why, then, have I not done this? Why is it that my kind have not eradicated your pathetic civilizations, or claimed them as our own?”*

*From within the mass of writhing tentacles, one of the smaller eyes fixed me with its gaze. An invisible hand wrapped around my chest, forcing the breath from my lungs and lifting me into the air. The beholder watched me, its central eye calm and expressionless. “I... don’t know...” I managed to gasp.*

*“You do not,” the tyrant said. The smaller eye blinked, and I fell to the floor. “But you will learn.”*

In a world filled with strange and terrifying creatures, the beholder is one of the most dangerous foes an adventurer will face. Possessed of great intelligence and horrifying power, a single beholder can devastate an army. The spells of wizards wither away under the gaze of the beholder’s central eye – and warriors who seek to close with the monster can be enslaved, slain, or even dissolved into dust with but a gaze of one of the creature’s lesser eyes.

But for all the fearsome legends and nightmarish tales involving the eye tyrants, little is truly known about the beholder. Sages say that these creatures are hateful beings, so xenophobic and filled with prejudice that they will kill their own kind based

on the placement of eyes or the color of scales. Most say that beholders are driven by the desire to conquer all other creatures – despite the fact that few nations have ever come under direct attack by the tyrants. In fact, the truth is far more complex. Beholders are highly intelligent creatures, and their behavior is rooted in ancient philosophies and religious beliefs. Not all beholders inherently hate humanoids; familiarity with the different beholder strains and their beliefs could be the difference between getting a tyrant to talk to an adventurer and ending up as a statue or pile of dust.

The book is divided into nine chapters:

*Beholder Physiology* provides a look at the beholder itself, examining its unusual anatomy and astonishing powers, along with a brief look at the many beholder subspecies.

*The Secret Life of Beholders* covers the rituals, customs, and politics of beholders and their humanoid servants, the eyekin.

*The Tyrants in Battle* discusses tactics and strategies the gamemaster can use to make the most of the beholder’s unique abilities.

*Characters with Many Eyes* provides statistics for generating beholder or eyekin characters. In addition, this chapter is packed with new core and prestige classes, new feats, and all the details on how to acquire and use your very own eyestalks!

*Beholder Equipment* presents armor, weapons, and magic items designed specifically by beholders for beholders.

*The Beholder Campaign* provides a host of ideas for incorporating the eye tyrants into an ongoing game and takes a detailed look at the beholder nations – the Dominions.

*Beholder Architecture* takes a look at beholder communities, including the theories behind construction and defense, and layouts for sample beholder settlements.

*Creature Statistics* provides statistics for all of the new subspecies and other creatures presented in this book.

*Fighting the Tyrants* looks at life on the other side of the battle. It presents a handful of groups that oppose the beholders, discusses tactics adventurers can use to overcome the tyrants, and presents new spells, skills, and prestige classes for the would-be beholder slayer.

For reference, the stat block of a standard beholder (referred to in this work as a sovereign) can be found on page 93.







## Chapter One

# Beholder Physiology

Few adventurers ever see a beholder city, and as a result few humanoids realize that there are a wide variety of beholder subspecies. Like many insect societies, each beholder subspecies is genetically designed to serve a specific role within the community. In addition to these subspecies, beholders are also divided into groups known as Dominions – an allegiance that has a social and physiological basis. Beholders from different Dominions have a distinctive appearance; those of one sect may be covered in reptilian scales, while the members of another Dominion are formed of tough, leathery flesh. But regardless of subspecies or cosmetic distinctions, all beholders share a number of common traits:

- A spherical body dominated by a powerful mouth and a single central eye.
- Use of levitation as a means of locomotion.
- Prehensile tentacles instead of limbs, many of which are tipped with smaller eyes. In most species, these tentacles are too short to be used to manipulate objects.
- The ability to project mystical energy through the eyes. Each eye is designed to channel a specific form of energy.

These facts are common knowledge. But over the years, sages have asked many questions: What do beholders eat? Where are their reproductive organs? Do they excrete waste products, and if so, from where? Since the beholder's ability of flight is not affected by the powerful antimagic field produced by the central eye, what produces the effect?

The answers are stranger than most would imagine. The beholder is an aberration, and its anatomy defies the normal laws of biology. A beholder has no recognizable internal organs; it does not have lungs, a heart, a stomach, or even a brain. The bulk of a beholder's body mass is pure muscle, and this accounts for a beholder's high natural armor class and significant hit points; it's very difficult to hurt the creature without literally hacking it to pieces.

A beholder's strange metabolism and power are sustained by energy from beyond the planes. Those beholders with a mystical bent call the source of this power the Void; these mystics claim that it is a force both older and more powerful than any god, and that the beholders are its channel into the material world. The Void and the beliefs of the beholders will be discussed in more detail in Chapter Two.

## Basic Anatomy

Beholders are asexual creatures and do not possess any physical means of reproduction. At the end of its life cycle, a sovereign beholder (described in the following section) can transform into a larger, sedentary creature known as an incubator, a creature that can produce beholders of all types.

The beholder's mouth is designed for combat and communication. Aside from the cavity directly behind its mouth, the beholder has no stomach. It has no need for physical nourishment; it is sustained by the same extraplanar energy source that provides the powers of its eye rays. A beholder can still make use of magic potions; it absorbs the magical energy from the liquid and then lets the inert fluid dribble out of its mouth.

Likewise, a beholder has no lungs and does not actually breathe. Beholders are immune to airborne poisons and infections, and can operate underwater without difficulty. A beholder's swim speed is the same as its fly speed. Many adventurers that have encountered beholders underwater have assumed these to be an aquatic subspecies; in fact, all beholders are fully amphibious.

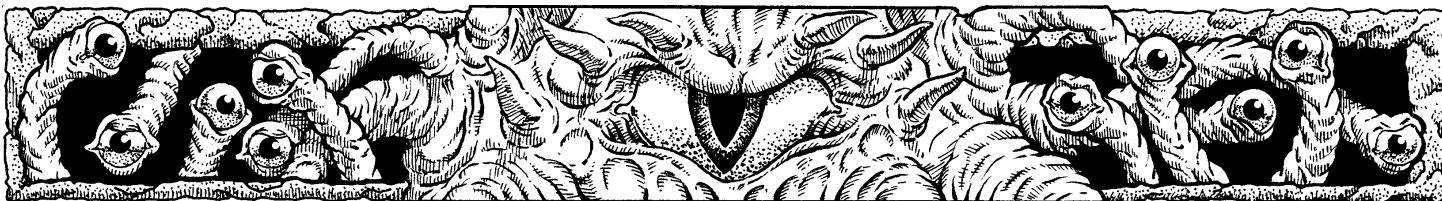
While a beholder has no heart, it does have a translucent circulatory fluid. Among other things, this liquid plays a critical role in the beholder's ability to fly. The fluid is kept in motion through a process of muscular contraction; in a sense, a beholder's entire body acts as a heart. As a result, a beholder can be poisoned despite its unusual anatomy.

## Movement

If for some reason it needs to, a beholder can move about on the ground. This is accomplished through the slow contraction of the muscles of its "chin," and is similar to the movement of a slug.

But as a general rule, a beholder prefers to fly. The beholder's power of flight is another physiological anomaly. The beholder's circulatory fluid naturally (or unnaturally, as the case may be) repels the force of gravity. By flexing and contracting certain muscles to shift the concentration of fluid, a beholder alters the grip of gravity on its body, which causes it to move or turn. The flight speed of a beholder is fairly slow, equivalent to the land movement of the average dwarf; it also requires a certain amount of space to perform turns and other complex maneuvers. However, a beholder that devotes itself to the task can perfect its powers of





flight, increasing its movement speed or enhancing its maneuverability until it can move in any direction at will.

The amount of weight that a beholder can carry while flying is determined by its Strength score. While carrying a heavy load, a beholder's ability to maneuver is reduced by one category. As a beholder is injured and loses blood, it becomes less buoyant; a beholder that has lost 50% of its hit points takes a -3 circumstance penalty to its Strength score solely for the purpose of determining its carrying capacity; if it is reduced to 25% of its total hit points, this penalty is increased to -6. None of this affects a beholder's ability to carry objects using telekinetic eye rays; this only applies if the creature is actually bearing the weight on its body.

When a beholder is unconscious, it will continue to float in place. If it is killed, the unnatural properties of its blood slowly begin to fade. It will remain floating for approximately 15 minutes, after which it will sink to the ground. If *gentle repose* is used on the corpse, it will remain floating for the duration of the spell. If it is preserved in this manner, beholder's blood can be a valuable alchemical component. And yes, if a beholder is injured, its blood does float up instead of dripping down to the earth.

## Sight, Sound, and Thought

A beholder possesses exceptionally keen eyesight, and has darkvision with a range of 60 feet. But darkvision is the least of its sensory powers. Scholars have spent years trying to determine how a beholder perceives sounds. Its sense of hearing is remarkably acute – and yet, it possesses no ears of any sort, either externally or within its internal organs. The answer again lies within the beholder's remarkable eyes. A beholder 'hears' through a process of synaesthesia – that is, it actually sees sounds. This is not the same as lip-reading; a beholder can eavesdrop on a conversation from behind a curtain, just as a human could. If a sound could be heard by a normal individual, it can be seen by a beholder. A side effect of this is that beholders are immune to the deafness condition; a beholder's synesthetic sense cannot be overwhelmed by noise, and spells targeting the sense of hearing will have no effect on the creature. However, anything that strips the beholder of its sense of sight will also cause it to be effectively deafened. While a beholder "sees" sound, it still makes use of the Listen skill; Listen represents its ability to interpret data through its synesthetic sense.

As strange as these traits are, perhaps the most unusual element of beholder physiology is its brain – or lack thereof. A beholder has no physical brain. Its sentience is contained in a mystical energy field bound to its eyes. Larger eyes generate greater levels of intelligence. Many adventurers who have faced these creatures in battle have wondered how a beholder can coordinate

the actions of every eye – simultaneously targeting ten separate creatures with its eye rays, while moving and attacking another creature with its jaws. The answer is that each eye is to a certain degree an independent creature. The central eye holds the bulk of a beholder's intelligence and personality, but the lesser eyes can handle simple tasks and instructions. Most of the time the central eye is in complete control, but in combat it will provide each eye with a prioritized list of targets; the eyestalks can then engage the enemies without further direction. A network of nerves connects the different eyestalks to the central eye, allowing the primary eye to receive sensory input from all of the secondary eyes.

## The Sovereign

The beholder subspecies most frequently encountered by adventurers – indeed, the creature most folk believe to be the only form of beholder – is known among its own kind as the sovereign. Highly intelligent and equipped with a versatile and powerful set of eye rays, a sovereign serves as both administrator and sacred warrior. A sovereign beholder is well-equipped to handle almost any sort of challenge, and its ability to dominate the minds of lesser creatures allows it to build up slaves as needed. This is one of the primary reasons that few adventurers know about the other subspecies of beholder; for the most part, the sovereigns are the only beholders that ever leave their hidden cities.

A sovereign beholder has a large central body, generally six or more feet across. The creature possesses ten eyestalks in addition to its central eye. The powers of these eyestalks may vary based on the Dominion of the beholder, but each eyestalk possesses a unique power. A sovereign will always possess a number of powerful offensive abilities (such as *finger of death* or *disintegrate*), and generally has some method of influencing the minds of others (*charm person*, *charm monster*, *dominate animal*). As a sovereign ages, it grows in size and its eye rays become more potent. A sovereign can live for up to three hundred years; at the end of its life, it either rots away or continues to grow into a larger sedentary creature known as an incubator.

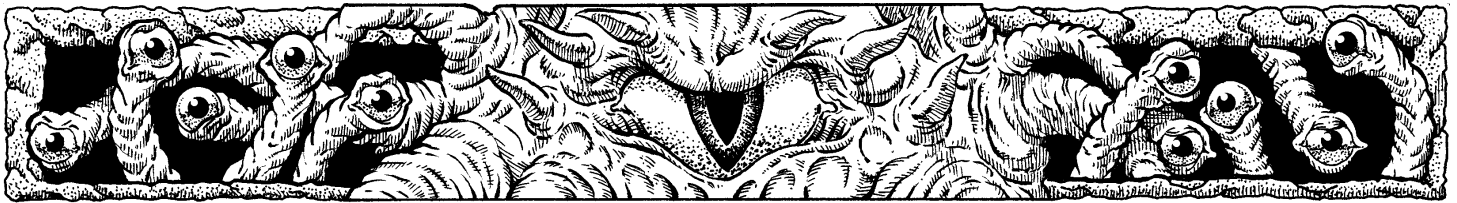
## Beholder Subspecies

While the sovereign is one of the most powerful and versatile forms of beholder, the population of a beholder city may include a variety of different subspecies. These creatures are genetically designed to fill a specific role within the community. For the most part, these creatures are considerably weaker than the sovereign; this makes them suitable opponents for adventuring parties that could never hope to defeat a beholder sovereign.

As noted at the start of this chapter, all of the beholder sub-



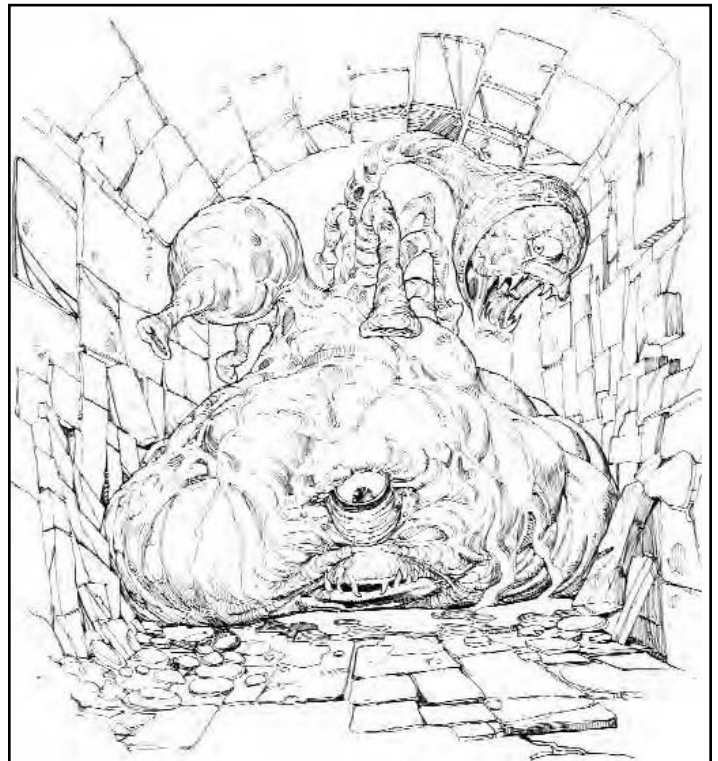




species share the same fundamental traits. What varies is the size of the creature, its number of eyestalks, and the mystical powers that it possesses. The cosmetic appearance of the creature will be determined by its Dominion, just like the sovereign.

Common beholder subspecies include the following:

- The laborer is the least intelligent of the subspecies; its function is simply to transport heavy loads using its telekinetic eye rays. It has a tremendous amount of strength and its eye rays can lift a massive amount of weight. The laborer has an ovoid body, with the point extending directly behind its central eye; the top of its body is slightly flattened, in order to support goods. The average laborer is approximately nine feet in length.
- The monitor is a tiny beholder only fifteen inches from nose to foot. It possesses five eyestalks with relatively weak powers, but it is a fast and nimble flier. The monitor is used as a spy and messenger.
- The observer is a living security system. The main body of an observer is approximately four feet across. What makes the observer unique is that eight of its ten eyestalks are capable of independent motion. These floating eyes can travel up to a mile from the main body, while still relaying sensory input to the creature.
- The overseer is a weaker form of the sovereign. Measuring up to four feet across and possessing only seven or eight eyestalks, the overseers monitor and control the slave populations of beholder cities. In rare cases, a greater overseer may be sent on a mission to the surface in place of a sovereign.
- The shaper as a specialist in construction and maintenance. Teams of shaper beholders construct the vast subterranean cities of the beholders, using telekinesis and eye rays that can soften and shape stone and earth. The central body of the shaper is two feet across, and slightly ovoid; it possesses five smaller eyestalks in addition to its central eye. In addition to possessing multiple telekinetic eye rays, the shaper possesses a set of prehensile tentacles that can be used to manipulate small objects. These tentacles are quite short, but they still allow the shaper to perform various forms of manual labor that are difficult for other beholders.
- There are also a variety of beholders that seem to have been designed for war. The besieger is a larger version of the monitor, but its five eye rays have an extended range and all inflict direct damage. The gauth is considerably more intelligent and versatile than the besieger, but its eye rays have a much shorter range. Finally there are the skirmishers, vicious creatures specializing in close combat. Skirmishers lack ranged combat capabilities, but possess powerful tentacles; the larger skirmishers can channel supernatural attacks



through these eye-tentacles, while the smaller ones simply lash and constrict their enemies.

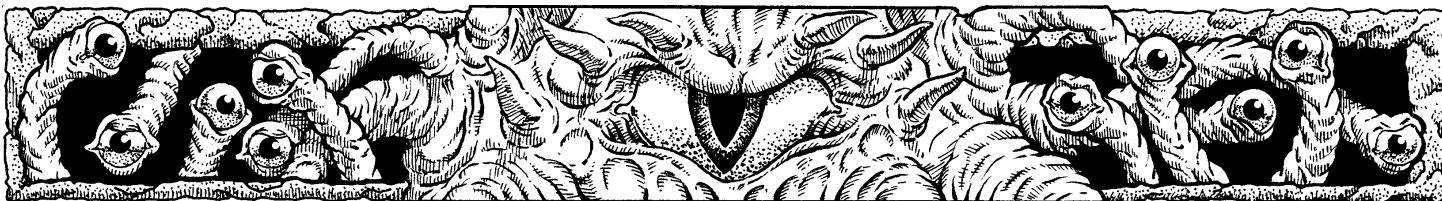
Full statistics for these creatures are found in Chapter Eight.

## Reproduction

Beholders are asexual creatures, and do not have offspring in the natural course of their lives. The average lifespan is about three centuries, and after this time most beholders sink to the ground and die. However, some beholders find a deeper connection to the Void just before the moment of death and metamorphose, becoming an incubator. These beholders lose the power of flight and grow to enormous size – when fully developed an incubator is fifty feet tall and about that wide at the middle, where its central eye scans the room mindlessly. Its base is wider, and its top narrows to ten stalks. The beholder loses the eyes at the ends of its tentacles, and instead an orifice opens at the top of each tentacle that acts as a birth canal. The swollen beholder becomes translucent and full of a viscous pink liquid.

Eventually, small globular cocoons appear at the bottom of the incubator. They grow over time, and as they grow they rise in the incubator. When they get to the top, they are six-foot wide spheres, or smaller in the case of smaller variants. When they are ready to be born, the cocoons tear open and a full-grown behold-





er emerges from the cocoon, fighting its way through the birth canals.

An incubator gives birth once every ten years or so. The timing of the event varies slightly for each incubator. No more than 10 beholders can be born in a given Birth, and usually only 6-8 cocoons open to allow the new beholders through the birth canals. Unless the size of the cocoon made this obvious before, this is the first indication of which variants of beholder will be born in this Birthing cycle. Adult beholders must watch the Birthing carefully – a beholder that becomes stuck in the birth canal can die and taint the entire incubator, risking future generations.

Beholders are born as fully formed adults. They have an adult size and the same set of knowledge and motivations as the incubator did when it was a beholder. Their personalities may differ slightly and there will be some physical variation, but beholders from the same incubator have the same basic features. Although a beholder begins life with a great deal of knowledge and intelligence, it must be taught current events and assigned to a specific task – if the task is not one the incubator knew, it must be trained in the details of this as well. Beholders are very intelligent, so training usually lasts a week and lasts no longer than a month. If a beholder still doesn't understand after that time, it is considered malformed and is destroyed or exiled.

To disrupt the eye beams of the developing beholders, incubator blood develops antimagic properties, similar to the central eye ray of a sovereign. This prevents the incubator from being disintegrated or petrified by the developing beholders. Some Dominions have learned to synthesize this material for use in combat against other magic users or supernatural creatures. Details on this liquid antimagic can be found in Chapter Five.

While most beholders emerge from an incubator, there is a secret ritual that allows an extremely corrupted cultist to become a beholder. The details of this rite can be found in Chapter Two.

## Eye Rays and Their Uses

The beholder is primarily known for the magical power of its eye rays. These mystical rays are powerful weapons in combat – but they are also a beholder's primary method of interacting with its environment, and many have useful applications in everyday life. To look at the eye rays of the common sovereign:

*Telekinesis* is a beholder's primary method of manipulating physical objects. Due to the tremendous frequency with which beholders use this power, they are capable of performing more delicate actions than the spell normally allows. A beholder can telekinetically perform any action that a human could perform with a single hand. It can perform a simple action that would normally require two hands by making an Intelligence check (DC 10); the

DC of the check should be increased for more complex actions such as operating devices or separating coins.

*Disintegrate* is a powerful weapon, but it is also an invaluable tool for building subterranean lairs. A beholder can use this beam to destroy ceilings or floors in order to escape or gain room to maneuver; it can also be used to create hiding spaces or makeshift prison pits.

*Charm person*, *charm monster*, and *sleep* are all used to control slave populations – although some Dominions prefer to rule through force and terror as opposed to maintaining order through such peaceful methods. The charm beams are especially useful for sovereigns sent out on independent missions, as they can quickly build up a base of slaves and servants within any humanoid population.

*Inflict moderate wounds* is a relatively ineffective weapon when compared to *finger of death*. However, it is an excellent tool for chastising or torturing rebellious subordinates. Beholders have a fine degree of control over the power of the beam; when using this eye ray, a beholder can set a maximum amount of damage that the spell cannot exceed. So if a beholder is dealing with a weak slave who might die if exposed to the full force of the beam, the beholder can choose to limit the damage to a maximum of 3 points – just enough to hurt.

*Finger of death*, *fear*, and *slow* are generally only used in battle. *Flesh to stone* is primarily a weapon, although some beholders use it for artistic purposes.

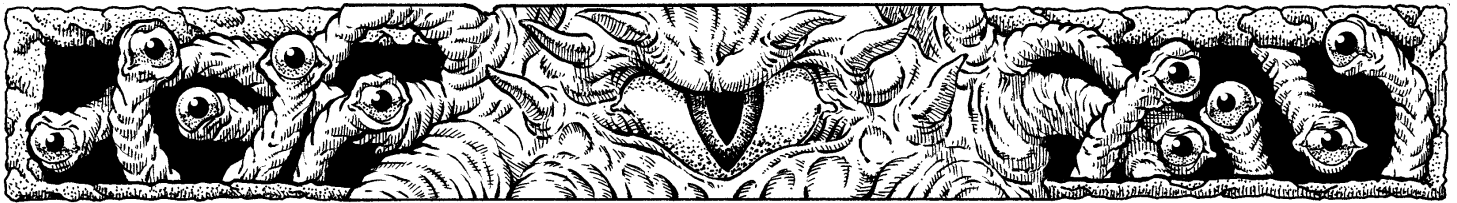
This does not begin to cover the many ways in which the eye rays can be used in combat. This subject will be covered in more detail in Chapter Three.

## Language

Lacking lungs, a beholder should not be able to speak, but a vibrating membrane in the back of their mouths allows them to vocalize. Their voices are raspy and often have a buzzing tone on vowels – although all beholders can speak Common, this accent afflicts those beholders who are not in the habit of speaking it very often. Beholders who often deal with humanoid populations can overcome this accent with practice.

The beholder language uses these rasps and buzzes as part of its phonics. It can be tricky for a normal throat, but humanoids can learn Beholder – in fact, the humanoid eyekin use it as their language. Beholders themselves are physically incapable of writing, but they can read. Using telekinesis they can use pull books from shelves and turn pages. Some beholders, especially those of the Dominions of the Final Forge and First Eye, want important events, secrets, and accounts written down for posterity, so they





have a scriptorium of eyekin scribes working in their cities to ensure that their laws and achievements are recorded in their own language.

The spells *comprehend languages* and *tongues* work to interpret spoken or written beholder tongue. However, when not in combat, beholders and their variants also use a variety of signals to supplement their verbal language, much as humans use facial expression and body language. Between the alien psychology of the beholder and this lack of discernable body language, many adventurers who speak with beholders find it difficult to interpret the true thoughts of the aberrations. As described on page 119, the gamemaster may choose to apply a -5 circumstance penalty to the use of certain skills to reflect this difficulty; the Knowledge (aberrations) skill offsets this penalty.

In conversations with others of their kind, beholders hover at a height relative to the other beholder to indicate their social status. An observer who knows to watch for this can make a Spot or Knowledge (aberrations) check at DC 10 to see which one has higher status.

## The Eyekin

The beholders are known as eye tyrants for a reason. Many of the Dominions use humanoid slaves in their cities. Sometimes the beholders will enslave local humanoid populations or capture unwary travelers. But over the centuries, the major cities have built up their own humanoid populations. And slowly – over the course of dozens of generations – the power of the Void has twisted and corrupted these people, producing a race that is both more and less than human. These are the eyekin.

Most eyekin come from human stock, and under the right circumstances it can be difficult to see any difference between one of the eyekin and a normal human being. Eyekin often have sallow complexions and unusually large eyes; they rarely blink, and they often have mismatched irises. But what reveals the true nature of the eyekin is the number of eyes that they possess. In addition to the two normal eyes of a human, an eyekin possesses six to twelve additional eyes scattered across his body. The size, shape, and color of these additional eyes vary widely. Placement is random; many eyekin can hide their additional eyes beneath clothing when they wish to pass as human, but some possess additional eyes on their faces. Eyes can be found anywhere on the body; some eyekin even have eyes on their tongues. These secondary eyes are sealed with a tough translucent membrane that protects them from physical contact; thus an eyekin with eyes on the palms of his hands or the soles of his feet can keep his eyes open under circumstances that would normally be dangerously unsanitary.

Eyekin have excellent eyesight and darkvision with a range



of 60 feet, and an eyekin with his torso exposed possesses the same all-around vision as a beholder. Most eyekin have at least one eye placed on a hand or a foot, which can allow the eyekin to peer around corners or over obstacles. While these additional eyes do not possess the magical powers of the eyes of a beholder, many eyekin are able to channel the power of the Void; this ability is represented by levels in the beholder cultist class, with powers similar to beholder eye rays manifesting through tentacles which grow from the cultist's body. More information on the cultist core class is provided in Chapter Four.

The relationships between the beholders and the eyekin vary from Dominion to Dominion. Most eyekin are devoted to their masters and view themselves as being touched by divinity. In the Dominion of the Final Forge it is possible for an accomplished eyekin to earn a position of authority among the beholders. In other Dominions, a powerful eyekin cultist who performs a great service for the Dominion may be mystically transformed into a beholder himself. But more often than not, the eyekin are treated as slaves, even if they are privileged slaves. The beholders of the Eternal Vigil will often destroy eyekin who advance to high levels, lest they rise to threaten their masters.

Further details on the eyekin can be found in Chapter Four.







## Chapter Two

# The Secret Life of Beholders

*“You call us tyrants, and yet you know nothing of our culture,” the beholder said. I could see my terrified face reflected in the glistening surface of its central eye, and two of its smaller eyes peered around the great floating head to watch me. I tried not to think about the powers that those eyes could unleash at any moment. “We rule others because it is our purpose – it is what we were made to do. Your kind has no direction, no destiny. You are at the mercy of fate. We were crafted by the Void to bring order to this world, both to your people and the others of our kind. We are here to help you. We will give you the destiny that you lack.”*

*The young woman from the inn entered the room and bowed to the beholder. “Lord Ixthaliik,” she said, pronouncing the alien name with surprising ease. “We have captured two of the other intruders, but the fourth escaped us. Constable Kettrin is arranging a search party.” The beholder dipped its head slightly, indicating its approval.*

*As usual, my tongue ran ahead of my senses. “So this is your idea of ‘destiny’? You steal the minds of the townsfolk and you call it ‘help’?”*

*A third eyestalk fixed its gaze on me, and I felt a wrenching pain. “You try my patience,” the beholder rasped. “It is true that I have used my sight to lift the burdens of many of these villagers. Before I came, they were torn with conflicting emotions. They quarreled. They fought. They stole from one another. I have brought peace and order where before there was only chaos. But not all of your kind are so short-sighted as you are. Some recognize what we have to offer. You could as well – if you only had eyes to see it.” One of its eyestalks turned towards the woman. “Saryn?”*

*She turned to face me and slowly pulled the collar of her blouse down a few inches. Just below her lovely neck, a large eye looked up at me. The iris was glittering gold with a slitted pupil, and the eye itself was about three inches across. With her other hand she tugged at the back of her left sleeve, revealing a delicate green eye just below the wrist. She smiled, and blinked with all four eyes.*

Adventurers rarely encounter multiple beholders at once. Sovereign beholders are exceptionally powerful and intelligent, and usually a single sovereign is all that is required to accomplish a specific goal. As such, some adventurers don’t even realize that beholders have a culture. The tyrants are seen as simple monsters,

vicious brutes who are as cruel to their own kind as they are to humanoids. But the truth is far more complex. There are a variety of beholder societies, and most have been in existence for hundreds of years. From beneath the earth, in the depths of the oceans, the shadows of dark woods, and the mists of storm clouds, the beholder Dominions watch the world and carry out strange tasks to complete unknown goals.

## The Dominions

Beholders are divided into social units called Dominions. The beholders of a Dominion are bound together by psychology, philosophy, and physiology. All beholders within a Dominion share a distinctive appearance, regardless of subspecies. Skin texture and coloration, size and placement of the smaller eyes, shape of the jaw and teeth – all of these are distinct to a particular Dominion. Many humans who have observed conflict between beholders of different Dominions have assumed this battle to be based purely on physical appearance; in fact, the appearance of the beholder is merely an indication of the ideological differences that truly drive such aggression.

While Dominion defines the appearance of a beholder, it has an equally strong affect on mind and soul. The beholders believe in a vast and powerful force known as the Void – an alien consciousness that lies beyond the known planes. Creatures of flesh cannot understand the mind of the Void, and the Void itself cannot truly comprehend the nature of the material world. And so the beholders were created to act as its eyes. Each Dominion captures the essence of a different fragment of the Void; in a sense, they embody different elements of its personality. At its heart, the Dominion of the Poisoned Eye is driven by hatred and aggression, while the Dominion of the Eternal Vigil is motivated by fear; yes, in many ways, the beholder is more afraid of you than you are of it. Many Dominions are broken into a handful of smaller units, known as sects; each sect has a slightly different interpretation of the core beliefs of the Dominion. Within the Dominion of the Eternal Vigil, one sect may express its fear by hiding within heavily defended fortresses and labyrinths, avoiding all contact with other species; another may attempt to overthrow or destroy nearby societies before they uncover and destroy the paranoid beholders. All beholders share the memories of their parent, and most





sects spring from a single beholder incubator. As a result, each sect has a single citadel that is the seat of its progenitor and its power. Beholder cities are discussed in Chapter Seven.

A beholder's Dominion strongly influences its outlook on the world. Beholders are not hive creatures; each beholder has its own individual personality. But the Dominion is an overwhelming, driving force that forms all of a beholder's goals and actions. Most beholders are completely loyal to other members of their sect. Generally the sects align against other Dominions, although there are exceptions; the beholders of the Eternal Vigil are just as suspicious of their other sects as they are of other creatures. But beyond sect there is no loyalty between beholders. Each Dominion sees itself as representing the true nature of the Void. In some cases this results in physical conflict between the Dominions; the Dominion of the Poisoned Eye is well known for fighting other beholders. But even if two Dominions do not fight one another, relations will at best be chilly on the surface and treacherous underneath.

Here is a brief description of the most prominent and powerful beholder Dominions. Complete details on the Dominions – including the physical appearance, special abilities, game rules, and number of sects for each one – can be found in Chapter Six. This list is presented in the order of size; the Dominion of the Poisoned Eye is the largest Dominion, while the Dominion of Revelations is the smallest.

The Dominion of the Poisoned Eye is driven by hatred, aggression, and malice towards all creatures. The long-term goal of the Poisoned Eye is to destroy all other creatures. This includes the beholders of other Dominions, and the actions of the Poisoned Eye are the main source of the myths concerning beholders fighting one another based on physical appearance. There are a few Poisoned Eye sects that engage in unreasoning acts of aggression, hunting and destroying all creatures they encounter for the sheer joy of it. But the Dominion is equally capable of carefully planned military actions. A Poisoned Eye beholder might raise an army of goblinoids to ravage the countryside, or unleash charmed monsters on a helpless population. The key point is that the ultimate goal of these acts is not to gain long-term power or territory – it is simply to spread pain and misery across the land.

The First Eye also calls itself “the First Dominion”; its members claim to be the direct descendants of the first beholders created by the Void. These arrogant beholders are filled with pride and believe themselves to be superior to all other creatures; they are the archetypal “eye tyrants.” They are obsessed with dominating other creatures, and of all the Dominions they have the largest physical empire. Compared to many other beholders, those of the First Eye are also very conscious of image and appearance; they seek to amass great wealth and to construct fabulous monuments. While most sects focus on conquest and the enslavement of other creatures, one notable exception is the Eye of Judgment sect. The

beholder equivalent of the Inquisition, these First Eyes are fanatics that seek out and judge their own kind, eliminating those who are deemed unworthy. Like the general aggression of the Poisoned Eye, this is a common source of tales about beholder vs. beholder conflict.

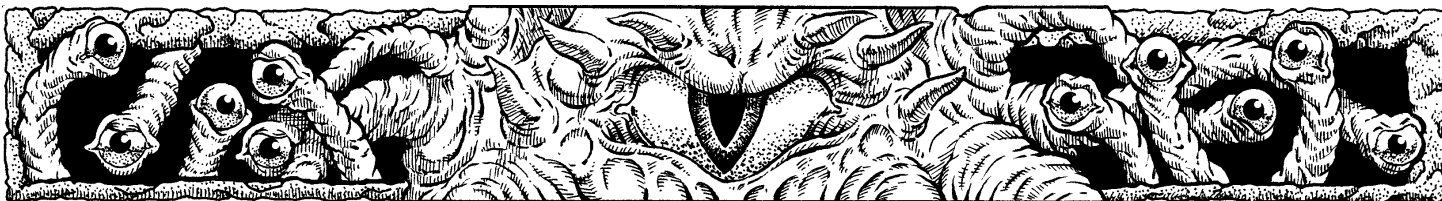
The Dominion of the Eternal Vigil embodies fear, suspicion, and paranoia. The beholders of the Eternal Vigil fear all other creatures. This manifests in a variety of ways among the sects of the Dominion. A few sects barricade themselves within massive subterranean fortresses; in the depths of these labyrinths, they labor tirelessly to create new weapons and traps to defend their cities. Others take a more proactive approach and seek to destroy any creatures or societies that could prove a threat to their sect. The beholders of the Eternal Vigil are far subtler than those of the Poisoned Eye. As the ultimate paranoiacs, they are masters of instilling paranoia in others. If the Eternal Vigil wishes to destroy a nation or organization, it will try to trick others into doing the fighting, creating strife and discord where none existed before. While beholders of the Eternal Vigil trust the members of their own sect, they are suspicious of all other beholders, including the other sects of the Eternal Vigil; that which they fear, they will attempt to destroy.

On rare occasions, beholders of the Eternal Vigil simply go mad with fear. These paranoiacs will attempt to destroy any creature that comes within eyesight. Such a beholder is an ideal choice if a gamemaster is looking for a random beholder encounter with no long-term consequences.

The Dominion of the Consuming Eye is filled with greed. A relatively small Dominion, the Consuming Eye seeks to acquire material goods. Each sect – and to a lesser degree, each individual sovereign – of the Consuming Eye has a particular passion. Some collect weaponry (both magical and mundane). Others capture strange animals, or maintain stone menageries of petrified adventurers. The beholders of the Consuming Eye are known for their magnificent treasure hoards, which can be tempting targets for parties of adventurers. Since a Consuming Eye beholder is more interested in increasing the size of its hoard than in causing pain and suffering, it can actually make a wealthy patron for a party of adventurers – if the characters are willing to work for a greedy and amoral monster.

The Dominion of the Final Forge is an oddity, in that many of its sects are actually lawful good in alignment. The beholders of the Final Forge are obsessed with imposing order upon the world. Where the First Eye seeks to conquer humanoid civilizations, a beholder of the Final Forge will actually try to work from within to transform a city or nation into a utopia. Of course, each sect has a different idea of the nature of utopia. And while many of these beholders are lawful good, they take this to its most frightening extreme. For example, a beholder of the Final Forge has no compunctions about eliminating free will if that is what is best for both





you and your society. Communities under the influence of the Final Forge could impose the death penalty for the most trivial crimes, or even carry out horrible programs of racial cleansing – provided that in the larger picture these things contribute to the greater good of the society. And since the Final Forge is prepared to work for hundreds of years to perfect its utopias, it may be a long time before the subjects of these social experiments actually see the benefits.

The Dominion of the Watching Wheel is the most chaotic group of beholders. The ruling passion of the Dominion is curiosity, and its members are obsessed with the acquisition of secret knowledge and the answers to bizarre questions. Some sects are most interested in obtaining forgotten lore or the secrets of long-dead civilizations. Others are intrigued by humanoid psychology, and will create elaborate scenarios designed to test the responses of adventurers. While some of its plans and experiments may seem to be whimsical or amusing, the Watching Wheel places no value on the lives of other creatures and will place victims through excruciating physical or psychological torment on the slightest whim.

The Dominion of Enigma is a mystery even to the other beholders. Enigma beholders rarely communicate with other creatures, and their goals and actions are bizarre and inexplicable – though invariably horrible and disturbing. The beholders of the Enigma spend most of their time engaging in strange mystical experiments. While this work can often pose a deadly threat to nearby communities, it is unclear if this is the intent of the beholders, or if they simply have no interest in the side effects of their experiments. These beholders seldom interact with those outside of their Dominion; any act of aggression against the Dominion of Enigma is met with deadly magical retaliation, and most other beholders will leave them alone – although some will try to use catspaws (like adventurers) to eliminate these disturbing rivals. The members of the Dominion do not actually use the title “Dominion of Enigma,” as they rarely communicate in any way with outsiders. A sovereign of the Dominion of Revelations first used the title and it has since come into common use.

The Dominion of Flesh Reborn is believed to be an offshoot of the Dominion of Enigma. Like the sect that spawned it, the Dominion of Flesh Reborn focuses on strange and disturbing experiments. However, the beholders of Flesh Reborn are most interested in the creatures of the natural world; they themselves have adapted their powers and forms to better interact with the plants and beasts of the wilds. In dark forests and murky swamps, the sovereigns of Flesh Reborn twist and alter the beasts of the wild to create new and dangerous forms of life. Like the Dominion of Enigma, their ultimate goals are often a mystery. Are they seeking to accelerate evolution, creating the perfect lifeform? Do they wish to craft living weapons to fight the civilized races of the world? Or are their goals even more bizarre and inexplicable?

The Dominion of Revelations is the smallest Dominion; only a handful of these beholders exist. The sovereigns of Revelations are aerial beholders, adapted to life among the clouds. Powerful oracles and diviners, they watch the world from on high. When they act, it is always indirectly; a beholder may send a message in a dream, warning an adventurer of an upcoming threat. In some ways, the motivations of the Dominion are as mysterious as those of the Dominion of Enigma. Generally their warnings allow others to disrupt the plans of other beholder Dominions, and it may be that they seek to maintain a balance of power between the beholders and the rest of the world. Or they may have a hidden agenda of their own, something that has yet to be discovered.

## Social Structure: The Beholder Hierarchy

Beholders have a very stratified society. While there is some variation between the different Dominions, as a general rule each member of a community has a specific role and is overseen by another tier. Typically a council of sovereigns occupies the top of the pyramid, itself dominated by a single High Councilor. The bottom tier is the population of slaves that form the backbone of the beholder community’s labor force. This section examines each level of beholder society.

### Sovereigns

Sovereign beholders are the natural leaders of beholder society. A sovereign is highly intelligent and charismatic, and possesses a versatile array of deadly eye rays – in addition to the antimagic field, which can negate the eye rays of the weaker subspecies. Depending on Dominion, the sovereigns may hold power through fear or respect; alternately, they may enforce their rule through lethal force.

The most common form of beholder government is the sovereign council. Each sovereign in the community has a place on this council, and may choose to attend meetings to debate the sect’s current course of action or to resolve legal disputes. Decisions are made on the basis of simple consensus. Because beholders of the same sect share the same memories and are driven by the same ruling passions, they typically agree with one another, and it is rare that a council finds itself deadlocked. However, for the rare times when this occurs, one beholder holds the office of High Councilor and has the power to make final rulings. The requirements for this office vary based on the Dominion; the Poisoned Eye uses trial by combat, the First Eye judges by number of slaves, and the Final Forge makes its choice based on social







achievement. While there is only one official rank within most councils, the accomplishments of a sovereign are always taken into account during debate; in a council session of the Consuming Eye, the wealth and property of each councilor will have a subtle but powerful influence on the discussion.

As a general rule, a sovereign has full freedom to act as it sees fit. If a sovereign feels the need to disintegrate an impudent slave, it will not be called to council to account for this action. The one exception is if the actions of a beholder clearly violate the current goals and actions of the entire sect. In this case, the beholder will be brought before the council, which will debate the fate of the accused. Typically, the sovereign will be found innocent and released, or declared guilty and disintegrated; most Dominions have no interest in rehabilitation or other more subtle forms of justice.

## Subspecies

The sovereigns float at the top of the social pyramid. The next few levels are occupied by the other beholder subspecies. The precise relationship between the subspecies varies based on the Dominion and the purpose of the city. In a community dedicated to war greater skirmishers and gauths hold the next tier, whereas in a city devoted to trade and manufacturing the overseer variants have greater authority. But regardless of relative rank, the subspecies ultimately have little authority in comparison to the sovereigns. Each is expected to perform its specialized task in order to maintain the city and to assist with the long-term goals of the sect.

## The Eyekin

Eyekin occupy the next level of legal status. All Dominions use eyekin to some extent in their largest population centers – as humanoids, eyekin can use their hands for more delicate tasks than the beholders' *telekinesis* ray. Outside of the beholders' antimagic field eyekin cultists and wizards can carry on experiments and develop magical equipment that is useful to the eye tyrants. The Dominions of the First Eye, the Poisoned Eye, and the Consuming Eye generally treat their eyekin only slightly better than slaves – they occupy the roles of foremen or prison guards for the slave populations. The Dominion of the Eternal Vigil often uses eyekin in place of slaves, so their rights in these cities are the most limited. In the cities of the Dominions of Enigma and the Watching Wheel the most able eyekin may assist their masters with their experiments. Even in these communities eyekin are not equals to the beholders, but they can be granted some rights to property – a beholder can redistribute this property whenever it wants, but no other eyekin or slaves can take an eyekin's property without beholder permission.

Where it is allowed, eyekin govern themselves using any political structure they wish. High-level cultists often occupy leadership roles, but in some Dominions the eyekin have an aristocracy or a meritocracy. Those Dominions who give their eyekin the least rights do not allow them to create internal political systems. In large eyeholds or citadels with good eyekin relations you may find economic institutions, such as guilds, or developed religious communities surrounding the cultists. Schools may be created for children and for other advanced studies, particularly in the Dominion of Enigma, where the primary task of the eyekin is to assist with arcane and esoteric studies. The Dominion of the Final Forge will go out of their way to create these structures, often participating in them alongside the eyekin.

## Slaves

Slaves are usually gathered through the use of *charm monster* rays and threat of physical force. Slaves with valuable skills may be incorporated into the economy of the sect, manufacturing goods for the beholders. But more often, slaves are used as soldiers, laborers, or subjects for dangerous experiments. *Charm monster* is used because of its extended duration, but this also allows the beholders to recruit a wide variety of slaves. Humans generally make up the largest percentage of the slave population, but this can vary based on the location of the city. Drow, goblins, dwarves, duergar, orcs, trolls, and many other races can all be found mixed in with the general mass of humans and eyekin.

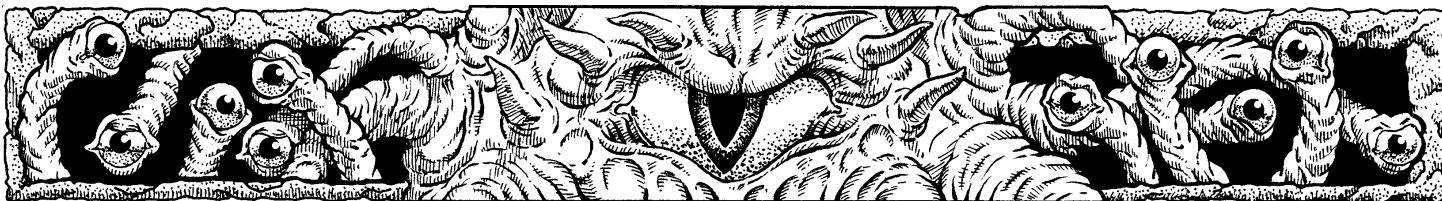
Slaves have no legal rights in beholder society, and they do not even have the fiction of owning property. They must obey any order an eyekin or beholder gives them. Some cities, such as those run by lawful good beholders from the Dominion of the Final Forge, may treat their slaves so well that the slaves might not think of themselves as slaves, but rather as a protected population under the benevolent guidance of the eyekin and the beholders. Even in these situations the population finds its lives and roles carefully directed “for their own good” by the aristocratic sovereigns and their eyekin lieutenants.

## Geopolitics

Beholder communities generally fall into one of four different levels. The political center for a sect is known as the citadel. This city houses the incubator that produces young beholders; as such it is a vital to the survival of the sect and will be defended at all costs.

Cities that do not possess an incubator are known as eyeholds. These vary considerably in size, but compared to a citadel only a tiny percentage of the population are beholders; the major-





ity of the inhabitants of an eyehold are slaves and eyekin. Eyeholds are spread out in a network around the citadel. The council of each eyehold manages all sect activities in the surrounding territory. Each month, a great council is held in the citadel; each eyehold sends a sovereign to represent the city and coordinate the actions of the sect.

Around the eyeholds are outposts and lairs. These are extensions of an eyehold – forward bases that allow the sect to observe or direct actions in a specific area. An outpost may contain up to five beholders of various species, along with a population of eyekin or slaves. A lair is a minimal operation; it typically includes a single sovereign, overseer, or gauth, possibly attended by slaves or eyekin.

Some Dominions and sects are more organized than others. In the Dominion of the Watching Wheel, an outpost may operate as an autonomous entity. The beholders of the Dominion of Enigma build very small eyeholds, while the First Eye is known for its ostentatious architecture.

A more elaborate look at beholder architecture – complete with maps and defenses for an example of each style of community – can be found in Chapter Seven.

## Myths

*“Have you ever wondered what god might have created us? Could the dark forces that empower lichs also give life to beholders?”*

*“I . . . I suppose I haven’t considered it,” I said, eyeing the guards at the door.*

*“I consider it constantly, our origin and purpose. Many of your gods were once mortals. They are bound by the laws of the multiverse as much as those who had a hand in the creation of those laws. Beyond the planes there is another being, beyond the rules of the multiverse. Its energy surrounds the space beyond all worlds. It has infinite power beyond the simplistic definitions of morality, element, space, or time. It could destroy the multiverse and all the gods if it wished to, and yet it does not.*

*“We call this force the Enfolding Void. It saw the multiverse and sought to engage it through study and conquest. We beholders are extensions of this greatest force, sent as the emissaries of the Void. We perceive, fight, plan, dream, and die in its service, consciously or unconsciously.*

*“Your gods communicate to you with signs, auguries, and even spoken messages. The Void communicates to us through power alone. We do not know how to explain its will – the Void shackled us to plane-trapped minds which are utterly alien to its home. But we know our desires, and we know these are extensions of its divine will. The energy that enables me to hover above you*

*is my scripture. The disintegration ray that carved out this chamber is my sacrament. I followed my spiritual path when I charmed the ogre and troll who guard this chamber.*

*“Beholders require no unproven faith, because we are the living signs of the might of our god. You have survived because of my desire to explain my kind to you – an aspect of my personality which is in turn an aspect of the Void. Your death would be a projection of the power of my god into this world, but if you live to bring your information to the surface, that would seem to be the result of divine intervention from both our perspectives, would it not?”*

A realm lies beyond the planes, an ancient waste surrounding the worlds of matter. Its structure is not comprehensible to those who occupy this world. Physics and magic have no meaning there. Life as it is understood in the multiverse cannot exist in this featureless waste. And yet a vast alien intelligence suffuses that endless expanse – a force that the beholders call the Void.

The Void is a force that exists beyond the rules that govern gods. The Void supports no clerics – it has no alignment to follow and no domains. It demands nothing from its followers and never answers prayers. In many ways, the inability to define the Void makes it seem vague and indistinct and therefore harmless to those in this world.

Beholders, eyekin, and advanced beholder cultists have a deeper understanding of their god, and if clerics of other gods understood the true meaning of the Void they would fear it. This force has a distinct interest in the multiverse, and while it would be an oversimplification to call the Void malevolent, its activities are far from benign. Beholders believe that if gods or entire planes interfered with the Void’s plans, it could destroy them. For some reason, the Void chooses to explore and work subtly for now.

The Void has a variety of different desires and interests, and they are expressed in the form of the beholder Dominions created by the Void to perform a specific function in Its name. Most beholders believe that the Void does not have the same understanding of cause and effect that we do. If the Void has plans, they would not make sense to normal minds. Beholders believe that the Void’s desires are expressed in their own natures, and since these natures are direct and straightforward, so too are the desires of the Void. If one Dominion wants to attack another, beholders believe this is also the Void’s desire. It is widely speculated, however, that the Dominions of Enigma and Revelations are working toward some larger, apocalyptic goal that could shake the foundations of the planes. The fact that the sovereigns of these domains will not speak of this – and, in fact, rarely speak at all – merely enhances these suspicions.

Although beholders are extensions of their god, they cannot communicate with it directly. They believe that the supernatural





powers they manifest are the gifts of the Void, direct examples of its power. This is the closest they come to communion with the Void, but for the single-minded beholders this is more than enough. There is very little variation in the devotion of beholders – almost all of them accept their role as servants of the Void, and they engage their vocations within their Dominions with zeal. They build cities, experiment, gather knowledge, judge and destroy their enemies, prepare defenses, perfect their servants, and gather treasure not in preparation for some distant goal, but because the Void needs this work done today. Every beholder is fully prepared to destroy what they have built or to rebuild what they have destroyed in the name of their god – the Void that brought them into this world, and to which they will one day return.

## Rites and Rituals

### Birthing

Beholders and those who have lived around them for some time anticipate the birth of new beholders months in advance. All beholders gather around the incubator for this occasion, ensuring that nothing goes wrong. The borders of beholder cities become weaker during these times because so many of the city's most powerful defenders are distracted.

While the enemies of the beholders keep track of this cycle to take advantage of an opportunity, weaker neighbors of the city also mark their calendars. Before the birth itself, beholders clear a buffer zone around their city. If small settlements or guardhouses have sprung up within a few miles of the city, the beholders destroy them utterly. Anyone approaching the city finds that strangers are treated with even more aggression than normal. Eye-kin and charmed guards are given special equipment during this time, and traps and lookouts are checked and repaired if necessary.

Because beholders are more nervous during this time, eye-kin and slaves tend to stay hidden. Thus, if a group infiltrated a beholder city during a Birthing, after fighting past the guards they would find the streets of the city deserted. Slave pens, libraries, and storerooms might have guards posted. All the beholders surround the incubator, killing trespassers immediately.

After the Birthing has finished, the beholders rush out to their borders and check on their guards, now with a new group of adult beholders fully prepared for combat. In the time after a Birthing, a city usually expands its size and population of slaves, or sometimes some of the senior beholders leave with eye-kin and slaves to form a new eyehold.

### The Rite of Full Communion

If an eye-kin possesses a combined total of ten levels from either the beholder cultist or aberrant warrior class (see Chapter Four) he or she becomes eligible for the Rite of Full Communion. However, not every eye-kin who achieves this level earns the ritual – it is the beholders themselves who perform it, and they seldom find more than one worthy candidate in a generation. An eye-kin who wishes to receive this great honor must accomplish some deed that would be worthy of a Triumph if a beholder had accomplished it. Even then, any beholder can veto the Rite, so the cultist must have favor with every beholder in the city. The Dominions of the Final Forge, Enigma, and the First Eye perform the Rite more often than most, while the Poisoned Eye and Eternal Vigil rarely trust their eye-kin enough to allow them to reach the necessary level of power required to participate in the ritual.

The beholders bring the approved candidate into the incubator chamber with a group of beholders. The Rite is performed by tradition at the place where all other beholders are born. The ritual calls upon the power of the Void to infuse the candidate with its power, and consists of chanting and concentration. At the culmination of the rite, the flesh of the cultist is consumed from within, and the cultist's head slowly detaches from the body, leaving a desiccated husk behind. This newborn draws its memories and motivations from beholders who have performed the ritual, just as a normal beholder takes its memories from the incubator; it has only faint memories of its humanoid life. The new beholder is immediately treated as an equal with all other beholders. Most cultists dream of reaching this highest level of beholder society.

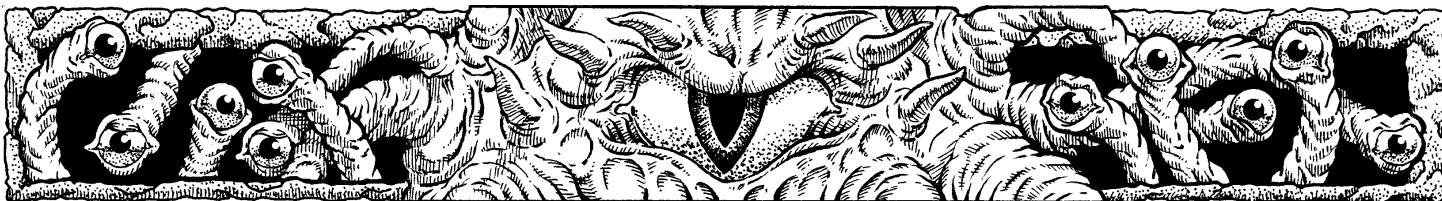
### Triumph

When a beholder accomplishes something truly magnificent, it has earned a Triumph. This is a special ceremony – something between a military exhibition and a public festival. The beholder parades through its home city as an honored hero, wearing a special treasure it has been given by the sect (see Chapter Five for examples).

The reasons a beholder is worthy of a Triumph vary greatly by Dominion, but they are always successes that were especially heroic or took decades of focus and planning. The Dominion of Enigma might call a Triumph to honor a beholder who had discovered and refined an important new variety of pharmacological fungus. The Dominion of the Eternal Vigil might honor a beholder who created the defenses that held back an invading force from another city. The Dominion of the Poisoned Eye might honor a beholder who committed genocide. Only beholders are given Triumphs. If an eye-kin has completed a task that might earn it a Tri-







umph, it may be offered the Rite of Full Communion (see above).

The city council calls a Triumph only when it feels safe enough to do so. An accomplishment that occurs during a time of continuing danger for a city might never be honored in this way. Because the beholders have accomplished so much, Dominions such as the First Eye and the Final Forge often invite representatives of nearby governments to attend. The Triumph is a celebration of the power of the city, so the invitation is extended to impress upon the beholders' neighbors that the beholder city is mighty and enjoys continuing success in its goals. Adventurers who played a major role in the success may be invited to attend, as well – this can be a rare opportunity for characters to see the inside of a beholder city.

The Triumph itself is a parade led by the honored beholder. Troops, servants, and honored slaves of the beholder march behind, dressed in elegant uniforms. Trophies of the victory are carried as well. These can include statues that were once enemies of the beholder, symbols of the work that was carried out, or new slaves forced to march in chains through the streets. The parade ends in a public forum where the beholders give speeches about the glory of the city and the importance of the task that was accomplished. Afterward the dignitaries and visitors are treated to hospitality intended to impress upon them the wealth and power of the community.

## Humanoid Interactions

Few humanoids ever enter a beholder city, and so they generally encounter lairs or outposts that are loyal to the local eyehold or citadel. A single beholder, almost always a sovereign, oversees the work that is completed outside of a city, working from a lair. For more complex tasks they may be assisted by a small group of slaves, beholder variants, and eyekin that work together to create an outpost. If something threatens an outpost, the sovereign deals with the problem personally – its power is overwhelming to most threats and they dislike senselessly risking their other assets.

For this reason, most humanoids only encounter a single sovereign at a time. The outpost or lair will be found nearby, with treasure and tools. Guards and slaves may also be found here, although slaves under the influence of *charm person* or *charm monster* may not be grateful for their release and may turn on the people who killed their master.

Most humanoids believe that the primary goal of beholders is to conquer other lands, and this is true in some cases. The First Eye has been known to take outright control of other kingdoms, and both the Dominions of the Final Forge and the Eternal Vigil use eyekin agents, cults, and their own supernatural powers to infiltrate and manipulate nations from behind the scenes. Many Dominions send out groups to gather slaves, especially those skilled

in crafts or knowledge that their current slaves and eyekin lack.

However, beholders have many different motivations, and a lair or outpost may be established for different purposes. The Dominion of the Consuming Eye often uses bands of thieves to add to its wealth, or engages in trade with allied races. The Dominion of the Poisoned Eye is primarily concerned with destruction, and outposts are designed to serve as forward positions for military forces.

No matter what the reason for their ventures outside their cities, beholders seldom befriend those they encounter unexpectedly. Because the Dominions often battle one another and there are many groups who are unfriendly to beholders, revealing the location of an isolated group is too dangerous for beholders to allow those they encounter to walk away. The best most adventurers can hope for is to be struck with *charm person* and enslaved.

Beholders almost never engage in full war with a humanoid surface kingdom in the sense of fielding an army and fighting another army on a battlefield. In those cases where they might wish to gain control of a city, they use their *disintegration* ray to create a passage that bypasses the defenses of the city and emerge in the palace or fortress itself, assassinating the leadership and assuming control using *charm monster* on the other officials to ensure a smooth transition. This same tactic can be used to gain control of guilds, schools of magic, and other important institutions if the beholders have an interest in them. All of this is easier if the Dominion has a beholder cult in the city.

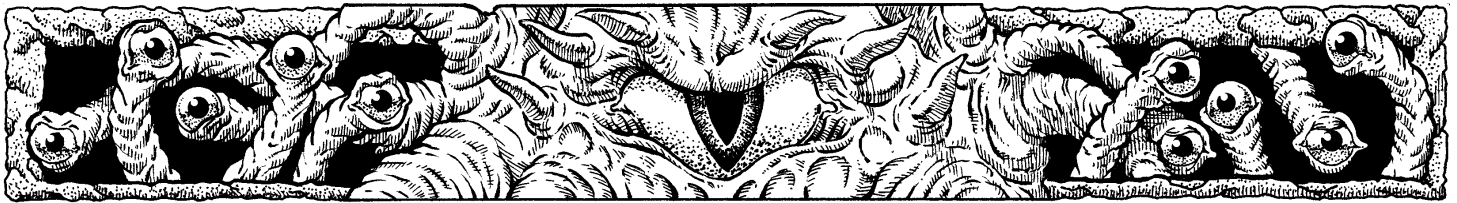
## Beholder Cults

*“There are things you cannot be told,” Lord Ixthaliik had said. “The Void has many eyes, and you must see them all if you are to truly understand.” I don’t know if it was enchantment or curiosity that had compelled me to listen. But here I was in a secret basement beneath the Five Horse Inn, hidden amidst a ragged crowd of men and women wearing torn cloaks and heavy cowls. My own hood concealed my face, but still I felt naked – I prayed that Saryn knew what she was doing bringing me here, and that this wasn’t all part of some inscrutable beholder game.*

*A stylized mosaic image of a beholder dominated the far wall of the basement. A tall, emaciated man emerged from a door at the back of the room and stood before the image. Like those around me, his face was hidden by a dark cowl, but his cowl was trimmed in gold and a glittering ruby eye dangled from a chain around his neck. Despite his fragile frame, he possessed an impressive force of personality. With a gesture, he brought all conversation to a halt.*

*“Brothers and sisters!” he cried, his voice surprisingly deep and resonant. “We meet in darkness, to hide from the sight of our many enemies. As I gaze upon you, I feel your fear and suspicion.*





And I rejoice. Fear gives us strength; it opens our eyes. I look at you and I see a people whose rightful future has been stolen, people oppressed by the small-minded, the greedy, the traditions of law or church.

“NO MORE!” he roared, and I could feel the mood of the crowd swell with his words. “All your life you have been afraid – but now it is time to be feared. Together we shall pull down the mighty and reshape this city in our image. It is time to join your lives to a greater power – a force that will reward you for your fealty. Power such as you have never known is within your grasp. So give me your hearts and your hands – and my masters shall give you new eyes with which to see the world.” With that, he pulled back his hood. A mane of slimy white tentacles writhed about his head and six eyes studied the group, each glowing with a baleful inner light.

It is difficult for a beholder to move about the streets of a normal humanoid community without causing a panic. The eyekin are valuable servants, but they are few in number and lack the mystical abilities of the sovereign. But the beholders have power, and many ways to bend others to their will. One of the main reasons that beholders gather treasure is to play on the greed of humanoid servants – and where gold will not buy loyalty, *charm monster* may do the trick. But as useful as these mercenaries and entranced slaves can be, the most dangerous servants of the beholders are the cultists – humanoids who voluntarily dedicate their lives to the eye tyrants. Through his devotion, a beholder cultist becomes a conduit for the power of the Void; ultimately, a cultist will sprout eyes or tentacles and gain supernatural powers mirroring those of his tyrant masters.

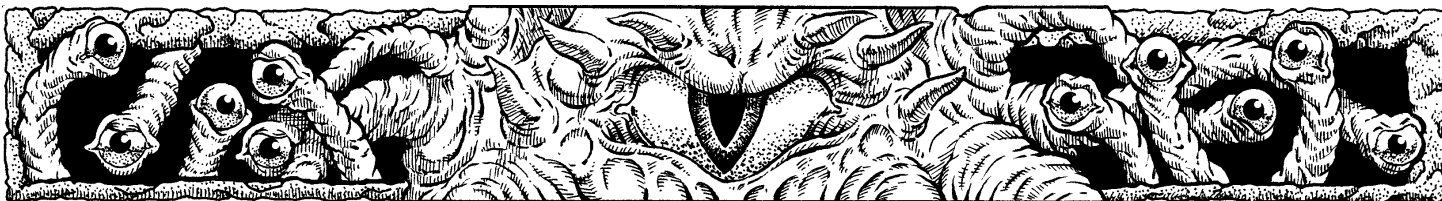
A beholder cult can appear in a community of any size. There are a number of different ways that it can manifest. Sometimes a cult may emerge spontaneously among humanoids who have encountered beholders and fear or respect their power; if a barbarian tribe begins to worship a powerful sovereign that destroyed their village, the tribal shaman may eventually develop cultist levels without any actual support from the beholders themselves. Other times a beholder may conceal himself within a city and begin a cult through the use of charm spells – using magic to overcome initial fear, and then relying on its force of personality and the promise of power. But more often than not, a new cult is started by an eyekin who has earned at least three levels in the beholder cultist class. Other eyekin may accompany this evangelist, but it is rare for an actual beholder to be present at this early stage. Areas where the local church or government has recently fallen out of favor are particularly vulnerable; the eyekin will use these tensions to gather followers to their own cause. In other areas, a cult may hide behind the mask of an accepted religion, revealing its true devotion only to those who show potential.



The flavor and methodology of a beholder cult varies dramatically from Dominion to Dominion. The Consuming Eye seeks to recruit the wealthy to gain an economic foothold in the region, and presents itself as more of an elite, secret guild than a religion, offering wealth and power to those willing to serve the secret masters. Others seek out people who are lonely, depressed, or disenfranchised. These folk are easily manipulated. The Final Forge may offer food, shelter, and the chance to create a better society from within; the Poisoned Eye, on the other hand, will fan the flames of anger and resentment until its followers are ready to tear down the walls of the city with their bare hands. The eyekin can also use the extra eyes and eyestalks he has earned to prove to these people that the beholders empower those who serve them. Cult leaders seldom need to use *charm person*; most cities have a significant underclass who are dissatisfied with their lives and are looking for something more.

In many cases a cult is created with a specific task in mind. But sometimes an ambitious eyekin will establish a cult without any specific directions from his Dominion. Eyekin cult leaders have the most autonomy of any of their race, and the best chance to earn the Rite of Full Communion. Beholders usually allow this behavior because it gives them a tool that they can use later. Re-





ardless of its initial recruiting strategy, once a cult has gained significant strength and power its leaders will typically use *charm monster* as a long term method of gaining influence among the economic, social, and political leaders of the community.

Once a cult has woven itself into the important areas of the community, it is in a position to be a powerful tool for the beholders. Both the Dominion of Eternal Vigil and the Final Forge use cultists to influence cities without taking them over. The First Eye sometimes uses a cult as a staging area for a takeover of the city, using its well-placed membership to hide the transition to a beholder-controlled society. There are many other uses for a beholder cult, but the beholders themselves are somewhat indifferent to their worshippers. If a cult is exposed, they will rarely act to save their followers from whatever fate awaits them unless they were part of a specific, short-term goal. After all, they can always create another cult.

Chapter Six provides a closer look at a number of beholder Dominions and the common activities of the cults associated with each one. Chapter Four provides complete information on the beholder cultist class.

## Cult Organization

Beholder cults have a stratified structure just like the greater beholder society. The size of the cult determines the level of authority of the dominant cultist. Cults are not subordinate to other cults of a larger size – rather, each cult is loyal to a specific beholder outpost, eyehold, or citadel. Sects may support cults in several cities, and in these cases a high-level cultist is treated with the respect due to his station if he visits another cult. On rare occasions two beholder cults from different Dominions may appear in the same city – but this invariably results in a vicious fight to the death, either through outright physical conflict or more subtle political machinations.

The table below shows the general guidelines for the size of a cult, based on the power of the leader. A cult established to accomplish a specific goal may be larger or smaller than this table indicates; the GM should use these as guidelines, not as firm rules. In general, the dominant cultist will have two cultists of the rank below her who report to her, and they in turn will be responsible for two cultists of the rank below them. This continues down the line until you get to the level of the pupil.

Head Cultist	Total Cultists	Total Blind
Apostle	63	400
High Visionary	31	200
Visionary	15	80
Inoculator	7	30

## The Blind

The blind are those initially drawn to the cult because it offers something that they are missing. Often this is physical security – cults may run shelters for the homeless or give food to the hungry. But it is just as likely to be an ideological bond – greed, anger, the desire for political or mystical power, or something similar. The blind have no levels in the cultist class and know very little of the theology of the cult; they know the catch phrases and the stories that the recruiters are using to conceal their true motives. If the cult is using another religion as a cover for its operations, the blind believe that the cult is the religion they publicly claim to be.

**The Blind, 2nd Level Human Commoner:** CR 1; Medium-size Humanoid; HD 2d4+3; hp 8; Init +0; Spd 30 ft.; AC 10; Atk +2 melee (1d4+1, dagger); AL N; SV Fort +0, Ref +0, Will -1; Str 12, Dex 11, Con 10, Int 10, Wis 9, Cha 10.

**Skills:** Listen +3, Spot +2, Use Rope +2; **Craft or Profession (any one) +5.** **Feats:** Alertness, Toughness.

**Equipment:** dagger

## Pupil

Pupils know of the cult's devotion to the beholders and have accepted their role as servants of the eye tyrants. They have dedicated themselves to learning how to tap into the powers the beholders give them. The duties of a pupil will vary considerably based on the motives of the Dominion; these are discussed in greater detail in Chapter Six. Cultists may be expected to act as spies, assassins, rabble rousers, or thieves. However, at this level a cultist possesses limited skills, and will do little without the direct support of an initiate or an inoculator. The cultist presented here was a warrior before becoming a cultist, and is noteworthy primarily for his strength; such a character would serve as muscle for the cult, although his sharp eyes would also be put to use gathering information.

**Pupil, 1st Level Human Cultist/1st Level Warrior:** CR 1; Medium-size Humanoid; HD 1d8+1d4+2; hp 12; Init +5 (+1 Dex, +4 Improved Initiative); Spd 30 ft.; AC 15 (+1 Dex, +3 studded leather armor, +1 buckler); Atk +3 melee (1d8+2, longsword), AL LE; SV Fort +3, Ref +1, Will +3; Str 14, Dex 12, Con 13, Int 10, Wis 12, Cha 8.

**Skills:** Climb +4, Intimidate +4, Knowledge (local) +3, Listen +5, Spot +6. **Feats:** Alertness, Improved Initiative.

**Equipment:** longsword, studded leather armor, buckler

## Initiate

Initiates are generally responsible for recruitment, including managing the blind. These cultists deal with the external population, speaking to outsiders and acting as the mouthpiece for any-







one who comes to the cult with questions or concerns. An initiate also possesses the skills to begin performing the more important work of the cult – whatever that may be. The cultists in this section are members of a cult devoted to the Eternal Vigil; as such, they are expected to gather information and to infiltrate society, worming their way into positions of influence. This initiate is an excellent spy; she knows her way around her town, she has sharp eyes and keen ears, and she lies with practiced ease. In addition, she is skilled with a mundane trade that she can use as a cover for her more nefarious cult activities.

Most initiates have two pupils who report to them.

**Initiate, 3rd Level Human Cultist:** CR 3; Medium-size Humanoid; HD 3d4; hp 9; Init +5 (+1 Dex, +4 Improved Initiative); Spd 30 ft.; AC 13 (+1 Dex, +2 leather armor); Atk +3 melee (1d6+1, quarterstaff), +4 ranged (1d4+1, sling); AL LE\*; SV Fort +1, Ref +4, Will +2; Str 13, Dex 12, Con 10, Int 14, Wis 8, Cha 15.

**Skills:** Disguise +6, Knowledge (local) +6, Listen +6, Spot +6, any one Craft or Profession +5, Bluff\* +6, Diplomacy\* +6, Gather Information\* +6. **Feats:** Alertness, Improved Initiative, Lightning Reflexes.

**Equipment:** Quarterstaff, +1 sling, leather armor

\* **Skills:** These skills are representative of a cult for the Dominion of the Eternal Vigil. Cults from other Dominions may have other skills – see Chapter Six for the skills to cultists of various Dominions.

## Inoculator

An inoculator has the same amount of training as the initiate – but he is an eyekin, and this means he possesses eyestalks that provide mystical powers. This gives him a far greater status within the cult; in addition, if the cult is engaged in aggressive actions, his eyestalks are powerful weapons. However, it also means that he needs to hone his skills at disguise in order to conceal his inhuman nature.

Generally, an inoculator performs the same sorts of tasks as an initiate. However, due to his eyekin status and knowledge of aberrations, he is also called upon to perform instruction and indoctrination. The inoculators determine when one of the blind is ready to be brought into the fold as a pupil, and they take responsibility for that training. An inoculator is also responsible for finding those in the cult who might be developing doubts about their faith and reassuring or eliminating them. At this rank the beholder cultist is introduced to the concepts of the Void. The inoculator is responsible for the behavior of two initiates and all those who report to those initiates.

**Inoculator, 3rd Level Eyekin Cultist:** CR 3; Medium-size Humanoid; HD 3d4; hp 9; Init +5 (+1 Dex, +4 Improved

Initiative); Spd 30 ft.; AC 14 (+1 Dex, +3 studded leather armor); Atk +1 melee (1d6-1 quarterstaff); SA prehensile vision, eye beams; SQ darkvision, all-around vision, spell malfunction, +3 disguise as human, +2 save versus spells, eyestalks; AL LE\*; SV Fort +2, Ref +2, Will +5; Str 8, Dex 13, Con 10, Int 14, Wis 12, Cha 15. 36

**Skills:** Disguise +6, Knowledge (aberrations) +5, Knowledge (local) +5, Listen +8, Spot +8, Search +4, any one Craft or Profession +6, Bluff\* +6, Diplomacy\* +6, Gather Information\* +7. **Feats:** Alertness, Improved Initiative, Eyekin Blood.

**Equipment:** studded leather armor, quarterstaff, *cloak of resistance* +1, *potion of haste*, 2 *potions of cure light wounds*

**Eyebeams:** 8 vision points, save DC 12 + spell level

1st Level – *color spray*, *sleep* (2 VP); 2nd Level – *inflict moderate wounds* (4 VP)

\* **Skills:** These skills are representative of a cult for the Dominion of the Eternal Vigil.

## Visionary

At this rank the cultist has developed six eyestalks. This makes her a force to be reckoned with on the battlefield – but it also means that it is becoming more difficult for her to conceal her true nature. While she can still engage in rabble-raising and similar activities, she begins to move back from tasks that require daily close contact with outsiders and focuses more on running the cult, emerging for military strikes and other operations where her powers and skills can play a critical role.

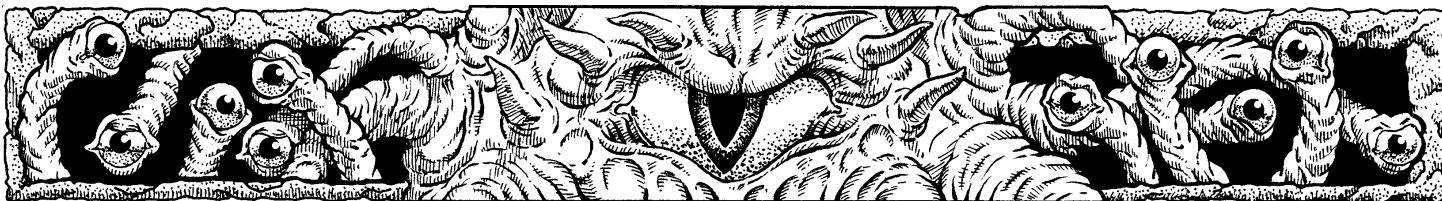
A visionary is a powerful figure and a symbol of the gifts of the beholders, and in many communities the visionary will be the highest ranking cultist. Specific instructions from beholders will be carried out under her direction. If no higher ranking cultist is present in the city, she possesses the authority to choose a direction for the cult based on her knowledge of the goals of the Dominion. Visionaries plan excursions, but unless the situation is dangerous or requires their versatile powers they will send out groups comprised of pupils and inoculators to execute their instructions.

A visionary oversees the activities of two inoculators.

**Visionary, 6th Level Eyekin Cultist:** CR 6; Medium Aberration; HD 6d4+6; hp 21; Init +4 (+4 Improved Initiative); Spd 30 ft.; AC 13 (+3 *glamered studded eyeband armor* +1); Atk +3 melee (1d4-1 dagger), eyebeams +4 ranged touch; SA prehensile vision, eyebeams; SQ darkvision, all-around vision, spell malfunction, +2 save versus spells, eyestalks; AL LE\*; SV Fort +4, Ref +3, Will +7; Str 8, Dex 10, Con 13, Int 14, Wis 12, Cha 16.

**Skills:** Disguise +10, Knowledge (aberrations) +7,





Knowledge (local) +8, Listen +8, Spot +10, Search +6, Bluff\* +10, Diplomacy\* +12, Gather Information\* +8, Craft or Profession (any one) +6. *Feats:* Alertness, Focused Eye (*blindness*), Improved Initiative, Eyekin Aberration, Eyekin Blood.

*Equipment:* *glamered studded eyeband armor +1, cloak of resistance +1, potion of cure serious wounds, potion of invisibility*

*Eyebeams:* 22 vision points, save DC 13 + spell level

1st Level – *color spray, sleep* (2 VP); 2nd Level – *blindness* (+2 DC), *inflict moderate wounds* (4 VP); 3rd Level – *dispel magic, slow* (6 VP)

\* *Skills:* These skills are representative of a cult for the Dominion of the Eternal Vigil.

### High Visionary

A high visionary focuses on the long-term goals of the cult. While a visionary might plan the theft of an artifact stored in a castle, the high visionary is planning how the artifact will be used to further the plans of their masters. The high visionary has enough knowledge of the plans of the Dominion that she can structure the cult's goals around those ideals.

A high visionary oversees the activities of two visionaries.

**High Visionary, 9th Level Eyekin Cultist:** CR 9; Medium-size Aberration; HD 9d4+9; hp 33; VP 44; Init +4 (+4 Improved Initiative); Spd 30 ft.; AC 15 (+5 *glamered chain veil* +2); Atk +6/+1 melee (1d8 morningstar), +6 ranged touch (eyebeams); SA prehensile vision, eyebeams; SQ darkvision, all-around vision, spell malfunction, +2 save versus spells, eyestalks; AL LE\*; SV Fort +4, Ref +3, Will +10; Str 10, Dex 10, Con 13, Int 14, Wis 14, Cha 17/19.

*Skills:* Disguise +14, Knowledge (aberrations) +8, Knowledge (local) +9, Listen +10, Search +8, Spot +14, Bluff\* +12, Diplomacy\* +14, Gather Information\* +9, Craft or Profession (any one) +6. *Feats:* Focused Eye (*charm monster*), Improved Initiative, Iron Will, Void Conduit, Eyekin Aberration, Eyekin Blood.

*Equipment:* *Glamered chain veil +2, bracelet of the iron eye, cloak of charisma +2, potion of cat's grace, potion of cure serious wounds, morningstar*

*Eyebeams:* 53 vision points, save DC special

1st Level – *charm person, color spray* (2 VP, DC 17); 2nd Level – *inflict moderate wounds, blindness* (4 VP, DC 17); 3rd Level – *slow, dispel magic* (6 VP, DC 17); 4th Level – *charm monster, confusion* (8 VP, DC 18/DC 20 for *charm monster*); 5th Level – *telekinesis* (11 VP, DC 19)

\* *Skills:* These skills are representative of a cult for the Dominion of the Eternal Vigil.

### Apostle

An apostle possesses tremendous mystical power. He is responsible for interacting directly with beholders to ensure that the cult is working with the Dominion efficiently. Because an apostle can potentially be granted the Rite of Full Communion, he tends to guide his cult into dramatic and powerful actions that can gain the recognition of the beholders. An apostle from a temple established in a humanoid settlement may be called to an eyehold or citadel on a regular basis; alternately, a sovereign or monitor may visit the cult to ensure that things are proceeding as planned. Apostles whose cults are found in eyeholds spend much of their time in the audience chamber above the central room. An Apostle communicates directly with two high visionaries who act as her lieutenants.

#### Apostle, 12th Level Eyekin Cultist (aberration):

CR 12; Medium Aberration; HD 12d4+12; hp 43; VP 76; Init +5 (+1 Dex, +4 Improved Initiative); Spd 30 ft.; AC 21 (+5 *glamered chain veil* +2, +3 natural armor, +2 *ring of protection* +2, +1 Dex); Atk +10/+5 melee (1d8+1, +1 *morningstar*), +10 ranged touch (eyebeams); SA prehensile vision, eye beams; SQ darkvision, all-around vision, spell malfunction, +2 save versus spells, eyestalks, crown of eyes; AL LE; SV Fort +7, Ref +5, Will +10; Str 10, Dex 12, Con 13, Int 14, Wis 14, Cha 18/20.

*Skills:* Disguise +14, Knowledge (aberrations) +10, Knowledge (local) +10, Listen +10, Search +8, Sense Motive +8, Spot +15, Bluff\* +14, Diplomacy\* +16, Gather Information\* +10, Craft or Profession (any one) +6. *Feats:* Focused Eye (*charm monster*), Great Fortitude, Improved Initiative, Hide of the Beholder (+3 natural AC), Lidless Eyes, Void Conduit, Eyekin Aberration, Eyekin Blood

*Equipment:* *cloak of charisma +2, glamered chain veil +2, hat of disguise, ring of protection +2, +1 morningstar, potion of fly, 2 potions of cure serious wounds*

*Eyebeams:* 88 vision points, save DC special

1st Level – *ray of enfeeblement, sleep* (2 VP, DC 20); 2nd Level – *inflict moderate wounds, blindness* (4 VP, DC 20); 3rd Level – *hold person, slow* (6 VP, DC 20); 4th Level – *charm monster, poison* (8 VP, DC 20, DC 22 for *charm monster*); 5th Level – *feeblemind, telekinesis* (11 VP, DC 20); 6th Level – *disintegrate, greater dispelling* (15 VP, DC 21)

\* *Skills:* These skills are representative of a cult for the Dominion of the Eternal Vigil.





## Wars Between Dominions

Most humanoids see beholders as extremely xenophobic, fighting against each other because they look different from one another. In fact, beholders that have a different appearance are part of a different Dominion, each with its own set of methods, goals, and ethics. While they have no specific reason to fight each other, neither do they feel a kinship. When their goals interfere with one another, and they often do, the groups will fight. Beholders also recognize that there are few creatures that can match their strength in battle, but other Dominions form an entire culture that could be their equal. This is threatening enough that beholders are inclined to attack members of other Dominions rather than trade with them.

Beholder conflicts tend to stay very focused on specific objectives. The Dominions have been fighting each other off and on from the beginning, but battles only flare up when there is an obvious conflict. An army of eyekin, enslaved monsters, and beholders might march to destroy a specific scriptorium or eyehold and then retreat back to their city.

The ultimate victory would be the destruction of an incubator in a beholder citadel. If this is achieved, the sect is crippled until it can develop a new incubator. If they cannot before the current generation of beholders dies, then the sect will die out completely.

## Conflicts with Other Species

If beholders struggle amongst themselves, they have even less patience for other races that share their subterranean habitat. There are many less powerful races that beholders treat as vermin – they are either enslaved or exterminated when they are encountered. These races include goblinoids, the various amphibious and reptilian races, deep halflings, and the svirfneblin. They tend to avoid beholder settlements, so they rarely come into conflict.

The drow, aboleths, and dwarves can pose a threat to beholders in groups. These races can commission powerful parties comprised of high-level representatives of their race. Because of this, beholders are sometimes more careful with them. Although these groups can face a beholder threat, it is not easy for them to do so, and they are generally amenable to forming treaties and setting boundaries.

Specific Dominions and races can have different relationships. The Dominion of the Consuming Eye often sets up trading partnerships with races it considers near-equals, and the Dominion of Enigma sometimes exchanges research, though often their partners are not sure how to use the strange information they receive in return. The Dominion of the Poisoned Eye only rarely

deals with other races, and even then its arrangements do not last longer than the duration of a specific threat or problem. The First Dominion never enters into an agreement if the arrangement assigns the beholders an equal or lesser status than their partners – they demand tribute or other obvious signs of their superiority.

Dragons, devils, and demons can be more powerful than a single beholder. Fortunately, these creatures generally work alone and do not go out of their way to conquer beholder cities. Beholders try to avoid these creatures if possible, and if they cannot they try to gather groups of high-level eyekin, monstrous slaves, and beholder variants to attack the creatures with a quick, powerful assault. These battles are fairly rare; however, when these powerful creatures meet beholders, they often deal with them for the same reasons that beholders deal with other races. Metallic dragons rarely trade with beholders, preferring to destroy their outposts and lairs where they find them.

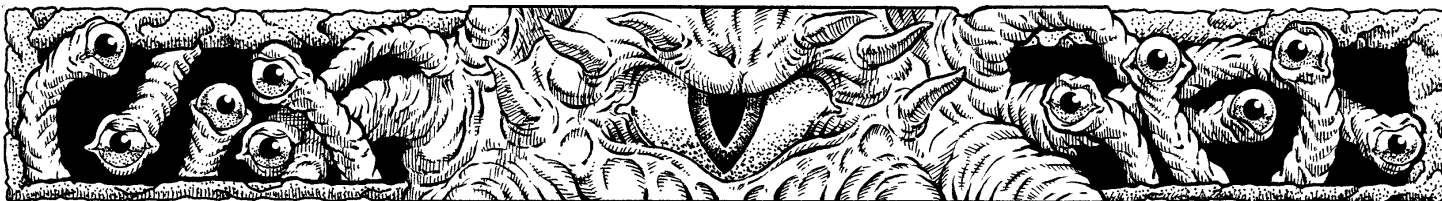
In addition to their dealings with other organized social races, beholders can easily come into contact with certain subterranean species, particularly those that burrow through the earth. The tyrants deal quickly and harshly with anything that makes its way into or near their settlements in this fashion. Umber hulks and xorn are particular nuisances.

Umber hulks, when found, are often charmed and used as guards or physical laborers, tasks their great strength is suited for. The strong-willed beholders have little to fear from the umber hulk's most unusual ability, their confusing gaze. However, they still monitor the massively-mandibled creatures carefully as umber hulks are excellent climbers and jumpers, giving them a good chance of getting into the beholders' private levels in a smaller settlement. For this reason, many beholders prefer to simply turn charmed umber hulks loose against other races dwelling nearby.

Beholders will attempt to negotiate with xorn, as the latter race's ability to move through stone without leaving a trace makes it hard to monitor or hunt them. A lone sovereign is more than a match for any size xorn in a straight fight, but the xorns' eerie mobility and immensely powerful jaws make them a foe to be reckoned with. Given the xorns' trilateral symmetry and all-around vision, some beholders have theorized that the creatures are a result of the Void's extrusion into the elemental Plane of Earth. This theory is not widely accepted.

The Dominion of Flesh Reborn lives in forests and natural settings above ground. Because of this, they are more likely to encounter druids, rangers, and sylvan and wild elves than underground species. In general, this Dominion has what most would call a very disturbed idea of the natural order, and they almost always fall into conflict. An army or group of high-level adventurers would have to be called up to uproot a settlement of these beholders, so as long as their holdings are limited to a specific area some forest dwellers let them conduct their experiments in relative peace.





## Chapter Three

# The Tyrants in Battle

The sovereign is a powerful monster, capable of killing a character with a single glance and smart enough to know the right moment to attack. For the gamemaster, a sovereign is difficult to manage in a combat – not only does the gamemaster have to use her wits to simulate the high intelligence of the creature, but there are several abilities to manage simultaneously.

**All-around Vision:** A beholder cannot be flanked, and can see anything around itself. Its bonuses to Spot and Search make it unlikely that anyone but a high level rogue will sneak up on the sovereign. In some ways, however, this ability simplifies things for a gamemaster, because the beholder sees the entire map and can react to almost anything the gamemaster sees. This also makes a beholder ideal as the leader of a group of opponents.

**Flight:** A sovereign is slow – only about as fast as a dwarf – but can fly as high as the terrain will allow. Terrain modifiers to speed are ignored, although severe winds can be a problem. The range of the sovereign's eye rays allow it to hover high overhead beyond the range of melee weapons, and crevasses and pits pose no threat to it.

**Void Sustenance:** Airborne diseases and gas attacks like *stinking cloud* do not affect the sovereign, although gas spells that do not require breathing to inflict injury, such as *cloudkill*, will act normally. Since a sovereign does not consume food, if it performs a bite attack and does more than 5 points of damage it is left with a piece of flesh in its mouth cavity which it must eventually dislodge. It is impossible for a sovereign to swallow a creature whole, because the sovereign does not swallow.

**Eye Rays:** These rays have a range of 150 feet and a saving throw DC of  $10 + 1/2$  the creature's Hit Dice + its Charisma modifier (typically DC 18). They are the primary weapons of the sovereigns – the versatility of the rays allows them to pursue several different strategies against a party of adventurers. There is more information on the suggested use of specific rays below.

**Antimagic Cone:** This ability can be both help and hindrance, as the sovereign's eye rays don't penetrate the cone. However, it can also suppress the spells of opposing casters, and since the sovereign lacks spell protections and has relatively low saves it can be important to manage the position of the antimagic cone.

## Running Sovereigns: Breaking Down the Actions

A sovereign is a fairly complicated monster – it has a number of abilities, but it also has several limitations on those abilities. The gamemaster has a number of ways to run a turn for a beholder. Most of the ideas found in this section assume that the gamemaster takes the first, more complicated method for breaking down the creature's turn. However, if this first method seems to slow down combat too much, there is a simpler method suggested below.

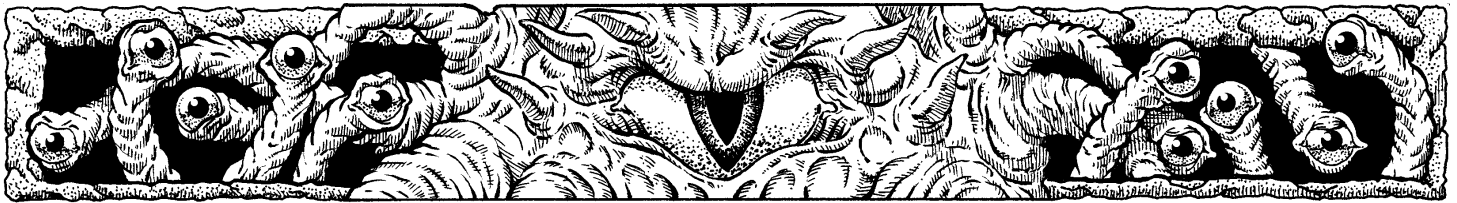
**The Standard Movement and Action:** The main part of the sovereign's action is its movement and bite attack. It can be useful to think of this as the main part of the turn, which works in the normal way.

The sovereign has good maneuverability. This means that it can hover and even fly backward or to the side, although it suffers a –5 movement penalty when it does so – a beholder moving to the side can only move 15 feet and act or 30 feet in a double move. The sovereign can turn 90 degrees for the equivalent of a 5-foot move; a beholder could rotate 360 degrees twice in a double move. It can also change its orientation by 90 degrees for every 5 feet of movement, so in 10 feet of movement it can turn 180 degrees with no movement loss other than that spent moving the 10 feet. Every foot of rising movement counts double for the sovereign, although descending movement costs only half. It can change abruptly from up and down movement, and can fire eye rays at any point in its movement, although it can only fire eye rays once per round. Eye ray firing can be saved as a ready action. Orientation can be very important for the antimagic cone. Tactics for this ability are found below.

Two things can interrupt the movement and bite attack: the eye rays, and the antimagic cone activation or deactivation. These are both free actions that can occur at any point during the sovereign's turn – before movement, any point during movement, or after movement. Although they can occur at any point, each of these events must occur only once during the turn – so any eye rays which the sovereign is going to use must be used at the same point during the turn. For example, a combat turn could consist of:







Partial move  
Eye Rays  
Finish move  
Antimagic cone activated

The combat turn could NOT consist of:

Three eye rays  
Full move  
Remaining seven eye rays

Once per round, the gamemaster must decide if the sovereign's antimagic cone is turned on or off. If the cone is off at the beginning of the turn, the sovereign could open its eye after it performed its entire move and used its eye rays. If the cone is on at the beginning of the turn, the sovereign could close its eye immediately, but it would not be able to re-open the eye at the end of its turn. If the sovereign is moving through an area with the antimagic cone active, creatures are briefly subjected to its effects until it passes over them. For more information on this, see the section on the antimagic cone tactics found below.

**The Simpler Movement and Action:** Sometimes running through the complexity of movement can be difficult, especially when there are more than ten creatures in the battle. In this case, the sovereign's movement is simpler. It moves 20 feet in any direction if it bites, and 40 feet if it does not – ignore any rules about rising and falling movement and penalties for changing orientation. Before the sovereign moves, if the antimagic cone was active during the last round it is considered on and in the same position. While the beholder moves, the antimagic cone is considered inactive. At the end of its movement, and at no other time in the turn, it decides on the orientation of the antimagic cone and whether it is on or off. At any point the beholder can decide to attack with its eye rays, but it is most likely to do so while it is moving, since the antimagic cone is not a factor. All the eye rays have to be fired at the same time, and the effects are instantaneous and occur in the order the sovereign chooses. Only three eye rays can be fired into any given arc around the sovereign, except for the arc above the beholder – as many rays as desired can be fired into this arc.

## General Strategies

If the gamemaster wants to run a sovereign at its maximum effectiveness, there are a few tactics to keep in mind. Like most tactics, these will not work for every situation, but keeping them in mind may help the gamemaster make the most of the sovereign's abilities and intelligence.

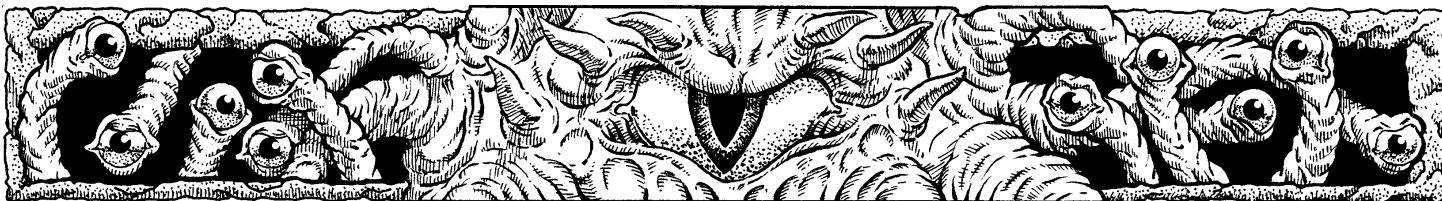
**Range:** A sovereign has an advantage at long range. Most ranged weapons suffer penalties at this distance, and any spells that must move through the antimagic cone are suppressed, making a magical attack at the sovereign's front face very difficult. The only disadvantage to using the sovereign's range is that it will probably be limited to three eye rays, as it is more likely that a distant group will be entirely within one arc. On the other hand, when the beholder turns on its antimagic cone the entire party is likely to be caught inside – this can be problematic for attacking, but works well for suppressing hostile or healing spells, weakening the party. Some casters will be able to attack from beyond 150 feet away, but while they can cast the antimagic cone will make it difficult for them to attack directly with magic. If supporting casters, such as clerics, are becoming too much of a problem then it may be wise to close in on the party.

**Cover:** Generally, part of the range the gamemaster puts between the party and the sovereign will be height. This prevents melee attacks, forcing the party to use ranged weapons. Against a ranged weapon, the best defense for a sovereign is cover. During most rounds the sovereign will use a double move because the bite attack brings the sovereign into danger and the eye rays are free actions. Because the sovereign has the Shot on the Run feat, it can fire its eye ray at any point along its path, although it must fire all its eye rays at the same time. With the 40 movement that the sovereign gets for a double move, the gamemasters should try to maneuver to get a clear shot at the party members and end in a position where the beholder can take advantage of cover from ranged weapons.

**Ready Actions:** These can be very useful for a beholder. One strategy is to keep the sovereign behind cover, and have a ready action prepared for when the characters approach. The players won't know what ready action conditions the gamemaster has prepared – you can adjust a condition to be better or worse for the sovereign based on how well the combat has gone during the rest of the round. Remember, however, that a sovereign gets to use eye rays only once per round, so it is impossible to set a ready action with eye rays if even a single eye ray was used during the sovereign's turn.

**Surprise and Pits:** A sovereign knows that attacking a group of characters while they are flat-footed is to its advantage. If it knows there are characters coming it will set up an ambush. Because the sovereign can fire all ten eye rays at once at targets that are above it, beholders often wait in pits, trenches, or chasms. A deep crevasse can work to its advantage in the same way great height can, plus it has the advantage of the optimal arc and another weapon – the sovereign can telekinetically pull characters into the pit to take falling damage, and if it positions its antimagic cone correctly they can't use magic to break their fall.





## The Deadliness of the Sovereign

A sovereign can kill a character with one hit of a powerful eye ray. Even a well-prepared character can be unlucky and become disintegrated or petrified. But if the gamemaster is hesitant to use these deadly abilities the sovereign can become almost too easy – an AC of 20 and 60 hit points simply won't be enough to keep it in the fight for multiple rounds if four or five high-level characters are attacking.

One option for making the combat easier without becoming trivial is to have the beholder make tactical errors. For suggestions on what those might be, simply take one of the tactical approaches above and implement its reverse, such as making the sovereign use its bite attack constantly, avoid cover, or hover in melee range. This evens the playing field a bit, but it doesn't stop the one-hit kill eye rays and it conflicts with the fundamental nature of the sovereign as a highly intelligent, calculating creature.

Rather than making sovereigns stupid, it may be better to change their motivations. Perhaps the eye tyrant wants to take the characters prisoner rather than destroying them outright, which would make it avoid using its deadly rays except as a last resort. Another option is to make the sovereign underestimate the threat the adventurers pose, and so hold back its full firepower in an attempt to make the fight more challenging or entertaining. Sovereigns might want the characters to escape so that they can tell others of the danger of this area, which in turn would mean that the sovereign would have to fight fewer trespassers. These are not standard motivations for a beholder, but the gamemaster does not have to confront players with standard beholders.

Most of the eye rays have non-lethal applications. Sometimes a sovereign might focus deadly attacks on a few characters, trying to kill them so that the others will be easier to frighten away or take captive. Other characters, however, might be the targets of other rays because they are not seen as quite as threatening. In the case of casters in an antimagic cone, they might not be attacked at all because they have become effectively powerless.

None of the eye rays of the sovereign make death permanent when high-level clerics and wizards are available. *Stone to flesh*, *raise dead*, and *resurrection* can reinstate most of the characters that might have been unlucky. If the party has access to these spells or equivalent magic items, the beholder isn't a campaign-stopping threat – unless the cleric or item is destroyed in the combat.

If none of these options seem to work, there is no need to use a sovereign. Variants on beholders are less powerful than the sovereigns but most still have the intelligence to fill leadership and planning roles in the place of their larger cousins.

## Eye Rays in Combat

This section discusses each eye ray and how it can be used in combat. Lethal and non-lethal applications are covered, as well as likely targets for various effects. Obviously a sovereign will not hold off an attack just because the character is not the ideal target for the effect, but it will target its spells appropriately as it is able.

One general tactic is to attempt to manipulate the arcs around the sovereign so that the party is divided between at least two arcs. Because the beholder can move, fire, and then move again it should be fairly simple to orient the sovereign in such a way that the party occupies at least two firing arcs. If possible, getting directly over the party can be useful to divide them between all four arcs, although the sovereign will only do this if cover is available overhead or far below so the characters can't move into a position that circumvents its cover. Getting under the party is even better, as all 10 eye rays can be used on anyone in this arc.

### Non-lethal Rays

The non-lethal spells are resisted with a Will save, so barbarians and fighters are the easiest targets. However, several of these rays would be very helpful against other classes if the sovereign can overcome their save. The non-lethal rays have their effects nullified in an antimagic cone, so if the sovereign plans on using a lot of these rays, it might be useful to turn the cone off.

**Charm Person:** While the affected person will not attack his friends, he will still stay out of combat. However, the enchanted person could easily run and warn others or bring in help for the beholder, if he believed that doing so would not harm his friends. The charmed person will be amenable to any suggestion that makes his friends stop fighting his new "friend," so he could be convinced to restrain his comrades or use other means to stop the fighting. If the battle isn't going well, the sovereign could use the charmed person to interfere with pursuit.

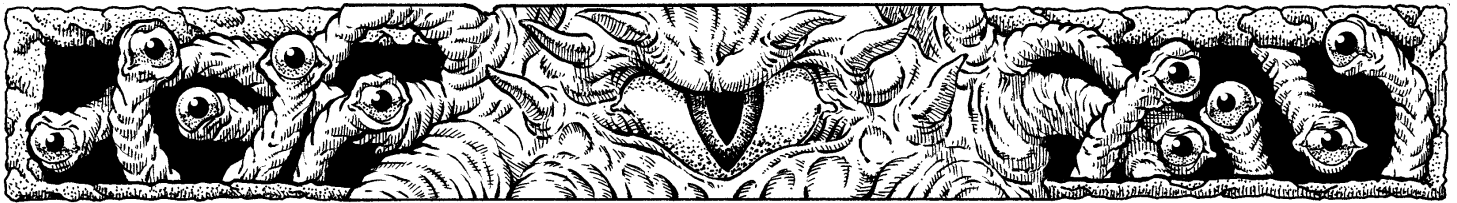
Another useful option is charming people who are not involved in the conflict. A neutral party could be influenced to help the beholder after being charmed.

Note that a victim of *charm person* or the next ray, *charm monster*, is no longer under the effects of the ray while in the antimagic cone.

**Charm Monster:** This spell is used in much the same way as *charm person*. Generally it will be used against other creatures in the battle, or to get melee combatants before a battle.

**Sleep:** Generally this spell is good to knock out a particularly nasty opponent, or to get rid of someone who is acting in a support role. The key is that the target will be up and fighting again eventually, so the best use of this ray is to eliminate opponents that





are most useful when combined with other classes – because of that, targeting the cleric is often a good idea. Like the *charm* rays, this ray will stop being effective in an antimagic cone.

**Fear:** This is especially useful for anyone who relies on specific weapons. If a fighter is using a powerful enchanted longbow, then the sovereign can use *fear* to disarm them (there is a 50% chance they will drop a weapon). Like the *charm* rays, this ray will stop being effective in an antimagic cone.

**Slow:** This is especially important in areas where the terrain is not to the sovereign's benefit. Since the beholder is slower than most adventurers, this can even the odds. The beholder will specifically target Medium-size opponents or larger, trying to create more equality between itself and its targets. Like the *charm* rays, this ray will stop being effective in an antimagic cone.

## Lethal Rays

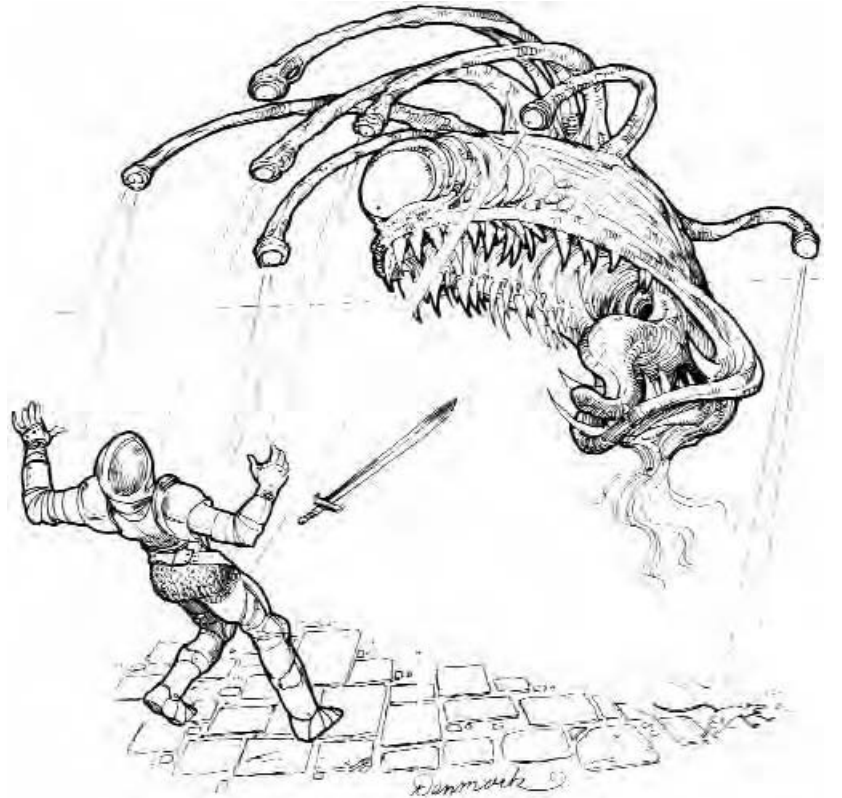
These are the eye rays that can kill characters or do damage. Some of their non-lethal uses are mentioned in the descriptions below. Most of these require Fortitude saves, so casters are the preferred targets. If the sovereign plans to use its antimagic cone, then these rays may be more effective, as the effects are permanent even if the victim falls into the antimagic cone later in the battle.

**Inflict Moderate Wounds:** This spell has a Will save, but still does damage if successful. So long as the sovereign can hit with this spell, it becomes a constant drain on hit points. This spell is best targeted at casters or other classes with low hit points.

**Flesh to Stone:** This powerful spell has fairly straightforward effects. Aside from petrified creatures being used as weapons by the sovereign (see *telekinesis*, below), the uses of this ray are fairly limited, although they are effective. Petrified creatures do not return to flesh inside an antimagic cone.

**Finger of Death:** This has a similar use as *flesh to stone*. It is instant death for those who fail their saves, so this is targeted at large threats or those who have low Fortitude saves.

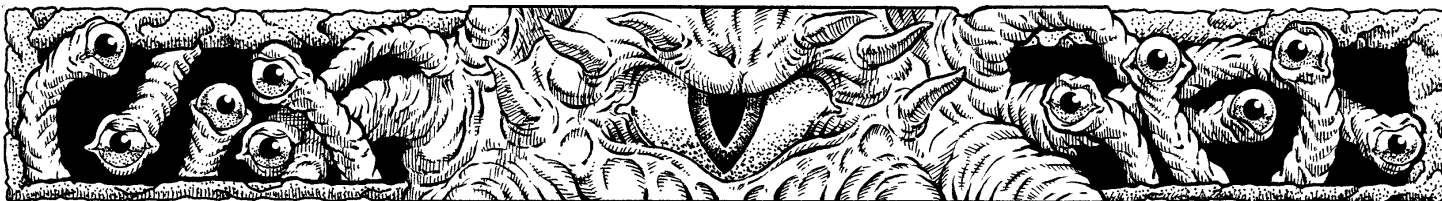
**Disintegrate:** Although when directly targeted this ray kills with one hit, there are ways to make this eye more interesting. A sovereign could target a weapon or spell component pouch. Alternately, the beholder could *disintegrate* the ground beneath a character, trapping them in a ten-foot deep pit – the character can avoid falling in with a Reflex save (DC 15). Sovereigns can escape tight spaces with this ability, but at a rate of ten feet per



round it would not be a very fast way of escaping. Still, this becomes more of an option underground, where a beholder could create a vertical escape passage that adventurers would have a hard time following.

**Telekinesis:** Sovereigns can use this ray to fling opponents away or to smash them with large rocks or other objects. A 325 pound dense object (like a rock or a tree) will do 13d6 damage. Sometimes beholders will create objects to throw, either by disintegrating part of a wall to create boulders or by petrifying opponents and using them (petrified creatures weigh 1.5 times what they weighed originally). A fall, especially if the tyrant is using one of the pit tactics, can be devastating, and if the opponent survives she is separated from her allies. If the character is slammed against a wall the damage is only 1d6. If the character's weapons are large enough, the sovereign could rip the weapon out of an adventurer's hands and use it against them for one round. This only works with simple melee weapons, and it must drop the weapon at the end of its turn as the ray's duration ends. This disarm attack does not provoke an attack of opportunity (because it is the effect of an eye ray, not a melee attack). The beholder can add its Intelligence modifier to its attack roll for both disarming and attacking, so the sovereign's total bonus on these moves is +10. Strength





modifiers do not apply to the weapon's damage. Disarming and attacking is a free action for the sovereign, although the telekinesis eye ray can only be used once per round. Note that the damage for most simple weapons isn't worth this action – it is just as easy to slam them into a wall. However, the character must take a partial action to regain their weapon on their next turn, and if the weapon used has magical effects then this can be a very useful tactic. Magical weapons get to make a Will save to avoid the ray at the same modifier as the person holding the weapon.

## Combinations

Several rays are useful when combined, but others should not be combined. A few good and bad combinations are listed below.

*Charm person* and *charm monster*: This could force the character to make two Will saves. Unless the character has a high bonus to their Will save they will probably fail one of them. This technique is especially important at the beginning of combat or in situations where the sovereign believes that a charmed opponent could be especially useful.

*Fear* and *slow*: If both of these succeed, then the opponent is fleeing slowly enough that the sovereign can likely finish her off without worrying about tracking a humanoid for hours.

*Sleep*, *charm person*, or *charm monster* and any damage ray: These effects will be nullified if the sovereign attempts to harm the target after the effect. These three spells should follow damage spells, not precede them, for full effectiveness.

*Infllict moderate wounds* and *finger of death*: It doesn't always make sense to concentrate damage, but both of these spells do damage if they hit even if the character makes the save. This means that the character will take an average of 43 hit points after succeeding at both saves, which is serious even for characters with larger hit dice. Generally these two should be combined to finish off a foe that is weakened or to kill an annoying wizard or sorcerer early in the combat.

*Slow* and *disintegrate*: These two rays are the perfect combination for a sovereign who would like to capture rather than kill. A pit is created beneath the opponent, but with a *slow* effect she has a -2 on her roll to avoid falling in.

*Telekinesis* and any ray: If *telekinesis* works, then the sovereign can lift the character in the air. This removes the character's Dexterity bonus for AC, making them easier to hit with eye rays. The sovereign could also move the character above it, putting it into the overhead firing arc where all ten rays can be fired. This move is perfect when the focus is on one target.

*Disintegrate* and *telekinesis*: If the battle is occurring underground, *disintegration* can be used to remove structural supports and bring rubble down on the heads of the adventurers. The ray

can destroy enough material to collapse the ceiling in a circular area with a diameter of 10d4 feet.

The rubble is then directed at a specific character with the *telekinesis* ray. Each character caught in the collapse takes 3d6 points of damage and is pinned. A Reflex save (DC 15) can avoid this damage. The character targeted by the telekinesis effect rolls a Reflex save as well, but the DC for this particular character is 18, the damage is 8d6, and a successful roll will only reduce the damage to half. If the targeted character fails the Reflex save he is also pinned, and takes 1d6 nonlethal damage per minute while pinned. See the DMG rules for cave-ins and collapses for more information – assume everyone except the targeted character was in the slide zone and the targeted character was in the bury zone.

*Flesh to stone* and *telekinesis*: While not specifically useful in the tactical sense, watching your friend turn to stone and then be smashed by a boulder or picked up and thrown against the wall can be demoralizing for a group. An alternate use would be to follow *flesh to stone* with *disintegrate* for a similar effect (although with less shrapnel).

*Telekinesis* and *disintegrate*: Another combination of these two rays. If the sovereign can disarm a character it can do damage with the weapon and then attempt to destroy it while it hovers in midair. Like the previous combination, this is more a matter of style than practical utility – a sovereign could disintegrate the weapon in a character's hand just as easily.

## The Antimagic Cone

The lid of a sovereign's great eye is not very agile. It takes a while to open and close, although some beholders have learned how to rush the process. For most sovereigns, they must decide whether the eye is open or shut once per round. This relates directly to the antimagic cone. While the eye is open the cone is active, and while it is shut it is inactive.

If the cone is active, it moves when the sovereign moves, always projected in a 150 foot cone away from the central eye. At its farthest extent the cone is 150 feet tall, 150 feet wide, and 150 feet long. The cone begins in a five foot cube just in front of the sovereign. The beholder's orientation can change by 90 degrees per 5 feet of movement, or the beholder can rotate while hovering at a cost of 5 feet of movement. While the antimagic cone moves past a character her magic items, spells, spell-like abilities, and supernatural abilities temporarily don't work. These magic effects return once the cone has passed away. In most cases when this happens over the course of the sovereign's turn this won't make a difference. If someone is using a spell like *fly*, then they start to drop, but are able to catch themselves once the cone passes with a Reflex save (DC 10). If a creature is subject to a continuing hos-







tile spell or ray, such as *charm person* or *sleep*, they are briefly freed from the effects until the cone has moved on. When the effect comes back the creature can make another save against the effect at the original DC +5. A creature only makes one such save per round, even if the antimagic cone passes over them multiple times. A creature that is in the antimagic cone at the end of the round will fall, regardless of prior checks, and none of her magic will work until she moves out of the cone.

Unless the sovereign plans to move more than 30 feet there is no point in closing the central eye, because it can turn the cone away and then turn it back for a cost of 10 feet of movement. In fact, it can turn while moving forward, and if the sovereign plans on doing any turns in the course of movement it is likely that the antimagic cone will be turned away from the party briefly. For all these reasons, the antimagic cone should almost always be active.

The placement of the antimagic field at the end of the turn is the most important aspect of this ability. Try to focus on the most dangerous magic users in the group, and attempt to draw a line between these characters. Place the sovereign somewhere along this line, so that its cone falls over all the major threats. The more distant the sovereign can be from the characters, the better, since the cone gets wider along its way and it will become harder for a creature to run outside of the area of the cone at a distance of 100 feet or more.

## Adventurer Classes

Sovereigns are intelligent, and can examine equipment to guess at the class of an attacker. Unless the party has specifically disguised themselves to be another class, the sovereign will correctly identify the classes of its opponents. It treats all of them slightly differently. Although plans and strategies often must be abandoned during the course of battle, below are its standard approaches to the most common adventuring classes.

**Barbarian:** Barbarians have weak Will saves but strong Fortitude saves, and so will generally be targeted for non-lethal eye rays. Because of his high hit dice, it is generally wiser to try to kill a barbarian with *finger of death* or *flesh to stone* than to try to wear them down. Barbarians cannot be caught flat-footed after they reach second level, which makes surprise less useful for ranged touch attacks. The barbarian is not the biggest threat in combat for a beholder, however, because its primary abilities do not help it take down a hovering monster. His rage attack is not terribly useful to improve ranged weapons, although he does get a bonus to Will saves while raging. If it must choose between targets, a sovereign will often ignore a barbarian.

**Bard:** While the bard will be included in an antimagic cone if it is convenient, sovereigns think of this weak spellcaster as less

of a threat than a sorcerer or mage. Her weakest save is Fortitude, so if possible the sovereign will make the bard a target of lethal rays. If her bardic music is causing problems, the antimagic cone will nullify this ability, either for characters inside the cone if the bard is outside of it, or for everyone if the bard is inside. As a hybrid between a fighter, rogue, cleric, and sorcerer the bard poses some of each type of threat, but is also commonly ignored unless it is doing something special.

**Cleric:** The cleric is the largest threat to a sovereign, not because of the damage he does, but because of the bonuses he can give to other characters. A cleric has good saves in both Will and Fortitude, making it difficult for the sovereign to use any ray against him. His spells can protect others or, if the cleric is a good alignment, smite the beholder from a distance. Clerics are almost always kept in antimagic cones for the duration of combat, and the sovereign will attempt to separate the cleric from the rest of the group if it is able.

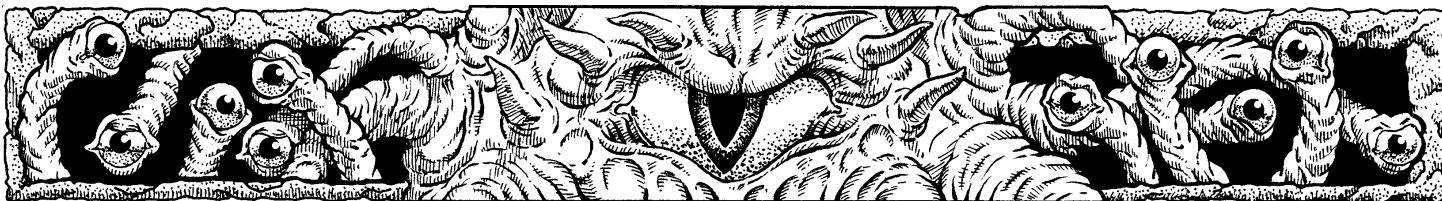
**Druid:** When a druid is found underground, it is generally slightly less of a threat than when it is found in forests. She has many of the same abilities as clerics, and so may find herself in an antimagic field for most of the combat. The slings of druids do not have much range and do not do much damage, so their ranged combat is not terribly effective. Some of their spells can be effective, but if the sovereign faces them underground it may ignore them until they prove themselves to be threats. A sovereign often ignores a druid until later in the battle.

**Fighter:** The fighter will be the most dangerous single opponent a beholder can face. His Will save is poor, but he has a strong Fortitude save and the ability to inflict serious damage with ranged weapons. If possible, the sovereign will attempt to take him out early in the combat with non-lethal rays. If the fighter is using magical weapons then the beholder may target him in an antimagic cone, but it is much more important to cover wizards and sorcerers with this ability.

**Monk:** Monks do not normally get armor bonuses, so they usually get their full AC against the sovereign's eye rays. By hovering overhead, the sovereign can avoid most of the monk's most lethal unarmed strikes – but beware of her leap of the clouds ability. The monk is too versatile to ignore, but if there is also a fighter in the party then the sovereign will place more importance on defeating him.

**Paladin:** The paladin gets a Charisma bonus to saving throws, and has a high Fortitude save. This makes him very difficult to kill with lethal eye rays. The smite evil ability is an effective weapon against evil sovereigns, but it can be avoided by staying out of melee range. In addition, as it is a supernatural ability, smite evil cannot be used within a sovereign's antimagic cone. A paladin is also likely to be skilled with powerful ranged weapons. He has many spells in common with the cleric, but the paladin is





more likely to use them on himself and charge into battle than offer aid to comrades. The paladin is not a target for an antimagic cone unless he is using powerful magical weapons, but he would be one of the first targets to bring down because of his skill with martial ranged weapons.

**Ranger:** A ranger with aberration as her favored enemy can be a threat to a sovereign, especially if she has focused her skills on ranged weapons. Like the druid, her spells are less dangerous underground so she only needs to be covered by an antimagic cone if her equipment is especially dangerous. A ranger has a high Fortitude save, but a low Will save and so will be targeted by non-lethal eye rays. A ranger is often in the top list of targets for a sovereign.

**Rogue:** Because of their low Fortitude and Will saves rogues are perfect targets for eye rays of any sort, if the sovereign can hit the elusive adventurers. Like a monk, a creative rogue may be able to think of many ways to hurt the sovereign, so while a rogue will not be their top target, neither can they be ignored.

**Sorcerer:** A sorcerer is one of the biggest threats to a sovereign. She has terrific firepower and can cast more spells than a wizard. If the sorcerer can be kept inside the antimagic cone, however, she is no longer a danger. This is the primary tactic for the beholder, although when forced to choose between a wizard and a sorcerer the sovereign will leave the sorcerer outside of the cone. Because of her low Fortitude save, a beholder will try to use lethal rays.

**Wizard:** The wizard cannot cast as many spells as the sorcerer, but he can cast higher-level spells. While it is important for a sovereign to keep the sorcerer in the antimagic cone most of the time, if a wizard leaves the cone for a single round the effect can be devastating. A wizard is generally targeted with lethal rays.

## Beholders with Slaves, Eyekin, or Skirmishers

Whenever possible most beholder variants will send in humanoid slaves to act as distractions while they attack with eye rays from a distance. The exception to this is the skirmisher variants, which will often reverse this order – they will keep beholder cultists or sorcerers at a distance, firing spells at the enemy, while the skirmishers move in for melee attacks.

Sovereigns will use their antimagic cone with lesser skirmishers, eyekin fighters, or aberrant warriors. The best use of this is to cover a wizard or sorcerer with an antimagic cone and attack them with melee combatants. Alternately, the beholder can hover overhead firing eyebeams and keep melee combatants in range of the adventurers. If the adventurers fire ranged weapons or spells at the sovereign they are subject to attacks of opportunity, but

every round they ignore the eye tyrant it gets three attempts to kill a party member.

## Multiple Sovereigns

In larger battles multiple sovereigns might be engaging an enemy. The tactics for multiple sovereigns do not change much from a single sovereign, but one important difference is the overlapping antimagic cones. The cones do not cancel each other when they overlap. However, more antimagic cones covering the battlefield can restrict eye rays even more. The problem is that a single sovereign can move an antimagic cone so that it can have a clear shot at its target, but with multiple sovereigns the gamemaster may run into a character who is in an antimagic field which cannot be moved because it is not that sovereign's turn to act. There are four approaches to dealing with this.

This first is to employ every antimagic field available and try to flood the battle with antimagic to disable all enemies' magic no matter where they move. This is most useful when there are melee units available to attack while the adventurers lose the abilities of their magical equipment and must rely on skill alone. Even if the party is skilled enough to destroy the melee units, they will probably be weakened enough that a barrage of eye rays can do even more damage.

Another option is to have only one sovereign use its antimagic cone, and the other use its eye rays. The sovereign in charge of the antimagic cone can attempt to separate casters from others in the party and ensure that none of the more powerful spells are used. Meanwhile the other sovereign focuses on destroying the combat characters. The sovereign with the antimagic cone will use eye ray attacks as they are available.

The most complicated technique is to have both sovereigns use their antimagic fields, trying to create zones of antimagic and zones of eye ray use. This can be difficult as the party moves around trying to get the best shot at the sovereigns. The gamemaster should draw imaginary lines between important magic users and see if she can establish the cones along these lines. Another option is to create an area where eye rays will be effective and try to maintain this area by never moving an antimagic cone into it. Characters may move in and out of this area – it is possible to set a ready action to fire eye rays at characters who move in and out of it.

The last option is not recommended unless the sovereigns are clearly in control of the situation. It is possible to avoid using antimagic cones at all, so that all sovereigns have a clear shot at every character. This allows heavy use of eye rays by the sovereigns, but it also eliminates one of the most effective defensive tools available to them.





## Chapter Four

# Characters with Many Eyes

### Beholders as Player Characters

Beholders are extremely powerful creatures with highly focused minds. In addition to its natural inclinations, the Dominion of a beholder plays a tremendous part in shaping its behavior. As a result, beholders are generally unsuitable as player characters. It is extremely unlikely that a beholder would abandon the goals of its Dominion, and if it did, it would still have little in common with the typical group of adventurers.

However, there are a variety of story possibilities for adventures using beholder characters. It is possible to run a campaign based around beholder and eyeikin PCs; as members of the Dominion of the Final Forge or the Dominion of the First Eye, characters could fight the plans of other Dominions or evil denizens of the underdark.

Most beholders rely on the power of their eyestalks as opposed to following the paths of one of the traditional character classes. Beholders generally advance in power by adding aberration levels. The Void does not answer the call of clerics, and with the power that they inherently possess few sovereigns feel the need to study arcane magic (a lack of limbs also poses a problem for would-be beholder spellcasters). However, a small handful develop class levels. The beholders of the Final Forge and the Eternal Vigil often acquire rogue levels, developing Charisma-based skills to assist in their manipulation of humanoid civilizations. Eyeikin who rise to become beholders through the Rite of Full Communion sometimes maintain the skills they developed in their first lives. And then there are the prestige classes supplied in this book: the eye of the void and the juggernaut.

A beholder is born with all of its powers, so a beholder character begins with its full hit dice and abilities. However, the following traits apply for purposes of personalizing the character.

#### SOVEREIGN BEHOLDER RACIAL TRAITS

- +4 Dexterity, +8 Constitution, +6 Intelligence, +4 Wisdom, +4 Charisma. Beholders are tough, exceptionally intelligent creatures with immensely powerful personalities.
- The saving throw DC for a beholder's eye rays is  $10 + 1/2$  the beholder's hit dice + its Charisma modifier. Levels in Eye of the Void or Juggernaut prestige classes are added to the creature's hit dice for purposes of determining the save DC.

- A sovereign beholder has  $(2 + \text{Int modifier})$  skill points per hit die, with quadruple skill points for the first hit die. The following skills are considered to be class skills for beholder characters: Hide, Intimidate, Knowledge (arcana), Listen, Search, Spot, Survival. Each Dominion has additional class skills that beholders can choose from initially or when adding aberration levels; these can be found later in this chapter.
- All beholders receive Alertness as a bonus feat. A sovereign should select one of the following feats, plus an additional feat for every 3 hit dice that it possesses: Dodge, Farsighted, Flyby Attack, Great Fortitude, Improved Flight, Improved Initiative, Iron Will, Mobility, Nearsighted. A beholder must meet a feat's prerequisites. A sovereign may also choose feats from the list provided with its Dominion in Chapter Six.
- For purposes of character advancement, an 11 HD sovereign beholder is considered to be an 18th level character. Most beholders progress in the aberration class, but exceptional beholders may pursue other options.
- A beholder that gains the ability to cast arcane or divine spells will need to obtain and use the Still Spell feat in order to perform any spell that requires somatic components. If the spell requires material components, the gamemaster will have to determine if the beholder can manipulate the items with its telekinetic eye.

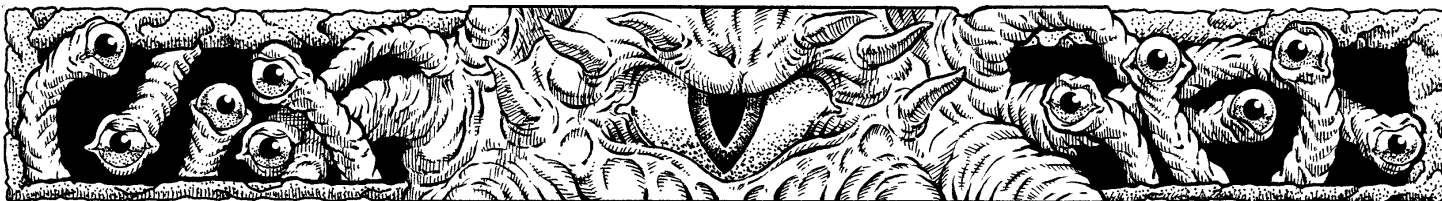
### Eyeikin as a Character Race

The raw power of a beholder makes it difficult to add beholder PCs to an adventuring group. But the eyeikin – the subraces of humanity corrupted through long contact with beholders and the Void – are an excellent choice for the player who wants a few extra eyes on his character.

There are a few basic ways to work eyeikin PCs into a campaign. Depending on the nature of the party, the character could be working on direct orders from his Dominion. While this is ideally suited to a party of evil characters or amoral mercenaries, an eyeikin character in the service of the Dominion of Revelations or the Final Forge could actually be sent on missions that could benefit the humanoid world.

Another classic character option is the renegade – the eyeikin who has fled from his evil masters and who has turned his skills





and natural abilities against the tyrants. Or perhaps an entire community of rebel eyekin has successfully overthrown the local sovereign – and as one of the heroes of the community, the PC must help his people find a place in the world.

The eyekin have the following traits and statistics.

**Personality:** The eyekin come from human stock, but they have been tainted by centuries of contact with the Void. As a result, their personalities are colored by the aspect of the Void associated with their beholder masters. Eyekin serving the Dominion of the Eternal Vigil tend to be furtive and paranoid, while the eyekin of the First Eye are proud and haughty. However, this influence is less pronounced in the eyekin than the beholders.

Most eyekin consider their race to be superior to all other humanoid species; even if the eyekin are effectively slaves, they are proud to serve their mighty masters and strive to prove their worth. Almost all eyekin dream of one day ascending to become beholders themselves. There are certainly exceptions to these rules; the Dominion of the Poisoned Eye treats its slave populations with great cruelty, and most eyekin rebellions have occurred in the holds of the Poisoned Eye.

As a race, the eyekin are single-minded in their devotion to the beholders. They have little interest in art, humor, or entertainment; to the eyekin, work and the associated chance for advancement are everything.

**Physical Description:** The bulk of the Eyekin populace is identical to human beings – at least, to a casual glance. What distinguishes the eyekin from their human ancestors are the many eyes scattered randomly around their bodies. The average eyekin has seven to thirteen extra eyes placed across his body. The color and shape of these eyes do not match his facial features. These additional eyes are covered with a tough, transparent membrane, allowing an eyekin to walk with an eye on the sole of his foot. Generally an eyekin can conceal his additional eyes with clothing, although additional eyes on the face can be difficult to hide.

As an eyekin gains levels in the prestige classes presented in this book, he becomes an eyekin aberration. Over time he will develop more severe physical mutations. The most common effect is the appearance of eyestalks on the character's head, but a variety of other mutations can occur.

Eyekin do not live as long as normal humans; their corrupted physiology burns out quickly. An eyekin achieves maturity at 12 years, and rarely lives to be 60 years old. Eyekin aberrations live far longer than their kindred; each level of beholder cultist or aberrant warrior class adds 10 years to the maximum lifespan of the character.

**Relations:** Eyekin are secretive creatures who rarely reveal their true nature to outsiders. When they are not isolated in beholder or eyekin communities, they are usually working undercover in the service of the eye tyrants.

**Alignment:** Eyekin communities lean towards the alignment of their associated Dominion.

**Eyekin Lands:** For the most part the eyekin serve in beholder territories, which are typically subterranean. There are eyekin communities scattered throughout human lands, but the true nature of these communities is typically secret.

**Religion:** Most eyekin revere the Void and consider the sovereign beholders to be the divine representatives of the Void. Eyekin aspire to become beholders themselves. As the Void does not respond to traditional prayer, there are few eyekin clerics. Instead, eyekin mystics will follow the path of the sorcerer or pursue one of the prestige classes presented in this chapter.

**Language:** Common and the language of the beholders.

**Adventurers:** Eyekin adventurers are either those who have escaped from their masters or who are traveling through the world at the request of their masters. It is rare to find an eyekin traveling the world trying to find her place in it, but it is rarer still that she will reveal her true nature. Some eyekin are trying to find the legendary rebel eyekin who have successfully formed their own culture, but most are simply trying to make their way in the world. Even after they leave, however, eyekin still have personality traits associated with the Dominion with which they grew up – Poisoned Eye eyekin will often be violent, the Final Forge eyekin tend to be organized, and the Enigma eyekin are secretive.







## EYEKIN RACIAL TRAITS

- +2 Intelligence, -2 Wisdom. While not as brilliant as their beholder masters, the eyekin possess an uncanny ability to process information. However, they are a slave race; over generations, selective breeding and mental conditioning have taken a toll on the willpower of the eyekin.
  - Medium-size: As Medium-size creatures, eyekin have no special bonuses or penalties due to their size.
  - Eyekin base land speed is 30 feet.
  - Darkvision: Eyekin can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise just like normal sight, and eyekin can function just fine with no light at all.
  - +2 racial bonus to Spot and Search. Eyekin possess astonishing visual acuity.
  - All-Around Vision: An eyekin who is naked from the waist up can see in all directions. While using all-around vision, the character cannot be flanked and he receives a +2 bonus to Spot and Search checks (which stacks with his normal racial bonus). This prevents the use of normal armor and reveals the inhuman nature of the eyekin. Eyekin can make use of this ability while wearing leather eyeband armor, studded eyeband armor, or chain veil armor; these new forms of protection are described in Chapter Five.
  - Prehensile Vision: Most eyekin have eyes on their arms or legs. If these eyes are uncovered, an eyekin can look around corners, peer in a pocket, or perform similar vision-related feats. However, revealing these eyes can easily result in the exposure of the character's inhuman nature.
  - Spell Malfunction: A trace of the power that shields a sovereign beholder from magic flows through the eyekin's blood. Eyekin have a 5% chance of failure when casting divine or arcane spells. This is added to any penalties resulting from encumbrance or armor. It does not affect the use of psionics, spell-like abilities, or the supernatural powers of the eyekin prestige classes presented in this book.
  - Knowledge (aberrations) is always considered to be a class skill for eyekin. When the blood of aberrations flows through your veins, it's hard not to learn something about them.
  - +2 save vs. spells and spell-like effects. While the eyekin may have difficulty casting spells, they are highly resistant to hostile magic.
  - +3 racial bonus to Disguise checks made to pass as human. An eyekin that covers his additional eyes is virtually indistinguishable from a human.
- Eyekin Blood: All eyekin possess the Eyekin Blood feat.
  - Automatic Languages: Common and Beholder. Bonus Languages: Draconic, Dwarven, Gnome, Goblin, Orc, and Undercommon. The majority of eyekin live beneath the earth, and they are most likely to learn the languages of other subterranean races.
  - Favored Class: Beholder cultist. A multiclass eyekin's beholder cultist class does not count when determining whether he takes an experience penalty for multiclassing.

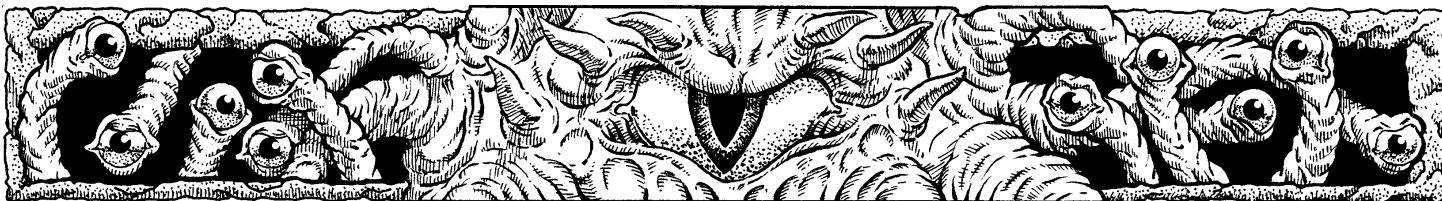
Use the human listing on the random height and weight table to determine the height and weight of an eyekin character. An eyekin is an adult at 12 years of age, middle aged at 28, old at 40, and venerable at 52. His maximum age is modified by adding 3d4. However, for every level in beholder cultist or aberrant warrior, the character's old and venerable thresholds are increased by 10 years; thus a 5th level cultist is old at 90, venerable at 102, and dies at 102 + 3d4 years. This increased lifespan will not remove existing age penalties; if the character is already old he does not regress to being middle aged, but he has a longer game before he becomes venerable.

## Character Classes

This section presents four new classes for beholders and their minions. The first is the beholder cultist, a core class for those who wish to sprout extra eyes of their own. While it is a specialty of the eyekin, this class can be taken by any humanoid species. Next is the aberrant warrior. This prestige class is also designed for eyekin and other humanoids; a character who follows this path becomes physically altered by the power of the Void, eventually sprouting a pair of eye-tipped tentacles similar to those of a beholder skirmisher. The section concludes with two prestige classes designed solely for beholders. The eye of the void is a mystical path that allows a beholder to sprout new eyestalks and increase the power of its ray attacks, while the juggernaut is an elite warrior class.

As a point of clarification, members of the beholder cultist class develop the ability to project magical rays from their additional eyes. As the mechanics for these powers are slightly different from the abilities of the beholder, a cultist's rays are referred to as eyebeams, while a beholder's mystic weapons are eye rays.





## BEHOLDER CULTIST

(Core Class)

The beholder is a symbol of magical power – a living creature with the power to decimate an army. To many, the clear power of the beholder is far more impressive than tales of gods that cannot be seen or touched. Beholder cults offer adherents the chance to serve these living gods – and more importantly, the opportunity to obtain their power. Those that dedicate themselves to the Void and its servants are twisted by its energies, slowly becoming more and more like the beholders that they revere. As a character embraces the beliefs of the cult, eyestalks begin to sprout from his head; these allow him to channel the energy of the Void to strike down his enemies. Once a cultist has ten eyestalks, he becomes eligible for the Rite of Full Communion – the rite that can transform a humanoid creature into a full-fledged beholder sovereign.

**Adventures:** Each beholder cult is aligned with one of the Dominions, and this will govern its actions. Cultists following the Consuming Eye will steal treasures and collect rarities as tribute for their masters. Those aligned with the Poisoned Eye will seek to bring pain and suffering to other creatures. A Final Forge cult will actually seek to establish order and affect social change. Cultists following the Dominion of Revelations will be guided by dreams and given cryptic missions related to the mysterious goals of their hidden masters.

**Characteristics:** The primary power of a beholder cultist lies in the offensive abilities he gains from his eyebeams. While he only has access to an extremely limited set of abilities, he has the advantage that his powers are supernatural in nature as opposed to being spells; this removes many of the traditional limitations associated with spellcasting.

**Alignment:** A beholder cult is aligned with a specific Dominion sect. Cults typically recruit like-minded individuals, and in time a cultist's alignment will usually match that of his sect. Initially, however, he may be one step removed from the alignment of his sect.

**Religion:** Low-level beholder cultists typically revere the beholders themselves, being more enamored with temporal power than spiritual matters. As the cultist progresses up the ranks, he begins to study the mysteries of the Void.

**Background:** Beholder cults can be found in the shadows all across the world. Every eyekin community will have a cult dedicated to the associated sect, but eyekin also often travel to the cities of other races. Eyekin evangelists typically draw on the poor and downtrodden members of society, luring worshippers with the promise of true power. More information on cults can be found in Chapter Two.

**Races:** For both psychological and physiological reasons,

eyekin are ideally suited to become beholder cultists. However, the beholders will accept characters of any race.

**Other Classes:** The advanced cultist possesses strong mystical ranged attacks, but has little strength in close combat; cults will often have warriors or fighters around to provide physical protection. Rogues have value as scouts and assassins. Cultists typically avoid cleric and paladins, and look down on wizards and sorcerers.

### Game Rule Information

Beholder cultists have the following game statistics.

**Abilities:** While a cultist does not receive bonus eyebeam abilities or vision points based on his statistics, his Charisma affects the power of his beams. The base Difficulty Class of a saving throw against a cultist's eyebeam is 10 + the eyebeam's level + the cultist's Charisma modifier. A high Charisma score will also help the cultist to conceal his true nature and to manipulate the moods of others.

**Alignment:** The alignment of a cultist cannot be more than one step removed from the Dominion sect that sponsors his cult.

**Hit Die:** d4.

### Class Skills

The class skills (and the key ability for each skill) of the beholder cultist are: Craft (Int), Disguise (Cha), Knowledge (local), Listen (Wis), Profession (Wis), Spot (Wis). In addition, each cultist should pick four skills from the cultist skill list of the Dominion associated with the cult, which can be found in Chapter Six; these are considered to be permanent class skills. Most cultists have a basic grounding in a mundane profession, and they learn to conceal their eyestalks and to keep an eye on the local community; other skills vary widely based on the goals of the associated Dominion.

Skill Points at 1st Level: (4 + Int modifier) x 4

Skill Points at Each Additional Level: 4 + Int modifier

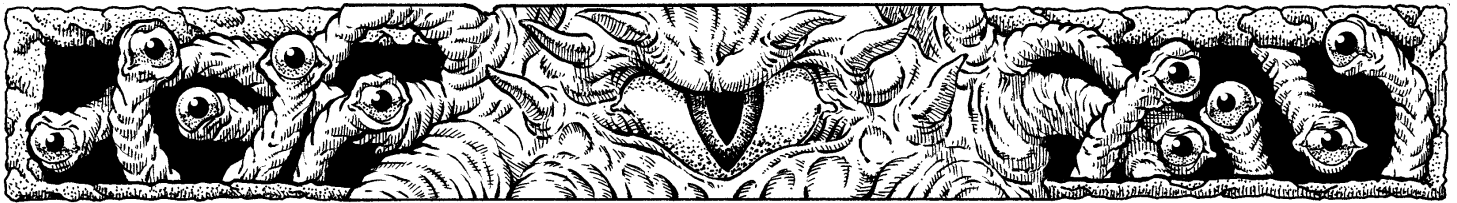
### Class Features

All of the following are class features of the beholder cultist.

**Weapon and Armor Proficiency:** Beholder cultists are familiar with all simple weapons and light armor, but not with shields. The cultist cannot use any 1st – 5th level eye ray while wearing a helmet, unless the helmet has been specially designed with gaps for the stalks (see Chapter Five for more details). A cultist cannot use 6th – 9th level eye rays while wearing armor unless it has been specifically designed for his use.

**Eyebeams:** The primary power of the cultist is the ability to channel the energy of the Void through his eyestalks in order to produce supernatural effects. If the character possesses the Eyekin Blood feat he will gain new eyebeams as he progresses in level.





The number and level of eyebeams that a cultist possesses can be found on Table 4-2: Beholder Cultist Eyebeams. Using an eyebeam requires the character to expend vision points. The cultist's allocation of vision points can be found on Table 4-1: The Beholder Cultist. The value listed at each level is the character's total number of vision points; these scores are not cumulative, and the cultist does not receive additional vision points based on characteristic modifiers. The cost of using an eyebeam can be found on page 35. Using an eyebeam is a standard action that does not provoke an attack of opportunity. The basic Difficulty Class for a saving throw against an eyebeam is 10 + the spell level + the cultist's Charisma modifier, but this can change as the cultist gains power.

Vision points represent a cultist's ability to safely channel the energy of the Void. A character can refresh his vision points by resting for at least six hours, although he cannot recover points more than once in a 24 hour period. If the cultist possesses the Lidless Eyes feat, he can recover vision points by meditating for two hours.

If a cultist does not possess the Eyekin Blood feat he does not gain eyestalks, eyebeams, or vision points. However, as soon as he acquires the feat he immediately develops the full set of eyebeams, eyestalks, and vision points indicated by his class level.

When an eyekin receives a new eyebeam ability, he may select a power of the appropriate level from the beholder cultist eye-

beam list. However, there are a few limitations on the powers that he can select. The letter "d" in a column on Table 4-2 indicates that the cultist must select a power possessed by the sovereign beholders of the Dominion associated with his cult. So a 1st level cultist from a Dominion that uses the standard sovereign found on page 93 can select either *sleep* or *charm person*, the two first level abilities possessed by the typical sovereign. A cultist may manifest powers that most beholders do not, but overall his powers will resemble those of his masters.

**Eyestalks:** Every time a cultist gains a new eyebeam ability, he grows a new eyestalk. The first ten eyestalks grow on his head; thereafter the eyestalks can appear anywhere on his body; common locations include the shoulders, forearms, and hips. The character's eyebeams emerge from these eyestalks. If the character wishes to wear armor, it must be specially designed to accommodate the eyestalks.

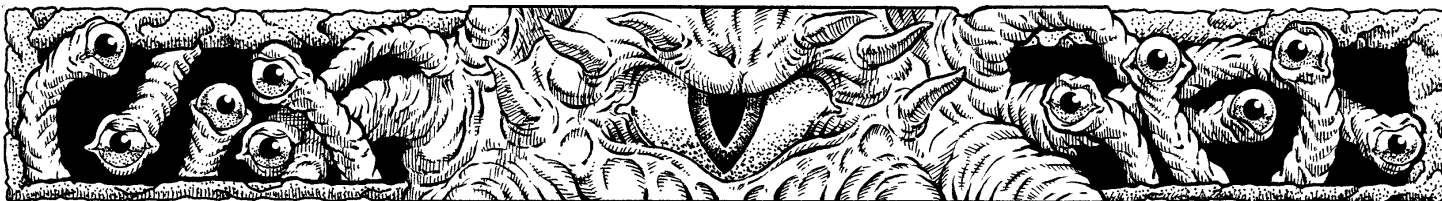
For every three levels of beholder cultist that the character possesses, he takes a cumulative -1 racial penalty to all Disguise checks made to pass as a member of another race. This penalty stacks with Disguise penalties from eyekin aberration feats, with a maximum total penalty of -8. This penalty only applies to beholder cultists who possess eyebeams.

**Eyekin Blood:** A character can only participate in a beholder cult for so long before the power of the Void begins to alter his

**Table 4-1: The Beholder Cultist**

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Vision Points	Special
1	+0	+0	+0	+2	4	Eyebeams, Eye Stalks
2	+1	+0	+0	+3	6	
3	+2	+1	+1	+3	8	
4	+3	+1	+1	+4	12	
5	+3	+1	+1	+4	16	
6	+4	+2	+2	+5	22	Eyekin Blood
7	+5	+2	+2	+5	28	Empower Beams
8	+6/+1	+2	+2	+6	36	
9	+6/+1	+3	+3	+6	44	
10	+7/+2	+3	+3	+7	54	Crown of Eyes
11	+8/+3	+3	+3	+7	64	Empower Beams
12	+9/+4	+4	+4	+8	76	Eyekin Aberration
13	+9/+4	+4	+4	+8	88	
14	+10/+5	+4	+4	+9	102	
15	+11/+6/+1	+5	+5	+9	116	Empower Beams
16	+12/+7/+2	+5	+5	+10	132	Eyebeam Focus
17	+12/+7/+2	+5	+5	+10	148	
18	+13/+8/+3	+6	+6	+11	166	Void Corruption
19	+14/+9/+4	+6	+6	+11	184	Eyebeam Focus
20	+15/+10/+5	+6	+6	+12	204	





form. At 6th level he receives the Eyekin Blood feat. If he already possesses the Eyekin Blood feat, he receives the Eyekin Aberration feat. If he already possesses that feat, he receives one of the bonus feats listed under Void Corruption. He must meet the requirements for any of the Void Corruption feats.

**Empower Beams:** As a cultist grows closer to the Void, his weaker eyebeams become more powerful. At 7th level, the saving throw DC for 1st-2nd level eyebeams is increased to 13 + the cultist's Charisma modifier. At 11th level, the saving throw DC for 1st-4th level eyebeams is increased to 15 + the character's Charisma modifier. At 15th level, the saving throw DC for 1st-7th level eyebeams is increased to 17 + the cultist's Charisma modifier.

**Crown of Eyes:** At 10th level, the character possesses ten distinct eyestalks protruding from his head. As long as his eyestalks are not covered, he receives all-around vision and cannot be flanked. An eyekin cultist gains his usual +4 bonus to Search and Spot checks while these eyes are exposed, but characters of other races do not receive this bonus; normal humans cannot process the additional sensory information as effectively as eyekin or beholders.

**Eyekin Aberration:** At 12th level a beholder cultist receives the Eyekin Aberration feat. If he already possesses this feat, he receives one of the bonus feats listed under Void Corruption. He must meet the requirements for any of the Void Corruption feats.

**Eyebeam Focus:** At 16th level, the cultist may select one of his 1st level eyebeams. This beam can be used with no vision point cost. At 19th level, the cultist's other 1st level eyebeam can also be used at no cost. The character must still use vision points if he uses metamagic feats in conjunction with these eyebeams, but the final cost is reduced by 2 points.

**Void Corruption:** At 18th level, a cultist may choose one of the following feats: Blindvision, Buoyant Blood, Gaping Maw, Hide of the Beholder, Lidless Eyes, Loss of Breath, Strange Appetites, Synesthetic Vision, or Visions of the Void. The character must meet the prerequisites of any feat that he wishes to take.

### Cultist Eyebeams

True beholders possess eye rays, which can be used at will. Humanoid cultists can develop eyestalks to channel the power of the Void, but there are limits to how much energy the cultist can

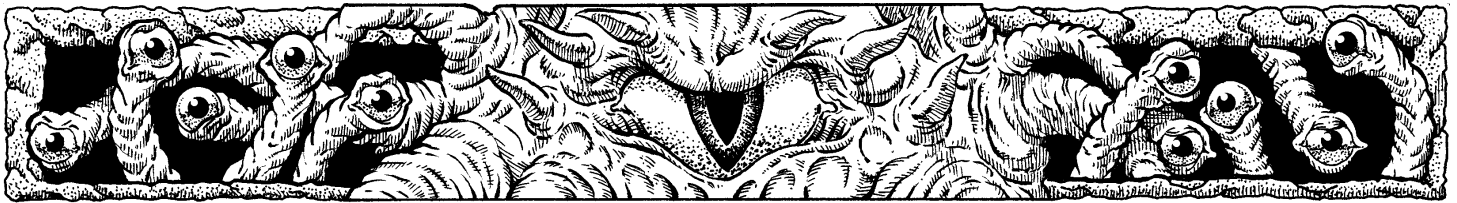
Table 4-2: Beholder Cultist Eyebeams

Cultist Level	Eyebeams								
	1	2	3	4	5	6	7	8	9
1	d	-	-	-	-	-	-	-	-
2	d+1	-	-	-	-	-	-	-	-
3	d+1	d	-	-	-	-	-	-	-
4	d+1	d+1	-	-	-	-	-	-	-
5	d+1	d+1	d	-	-	-	-	-	-
6	d+1	d+1	d+1	-	-	-	-	-	-
7	d+1	d+1	d+1	d	-	-	-	-	-
8	d+1	d+1	d+1	d+1	-	-	-	-	-
9	d+1	d+1	d+1	d+1	d	-	-	-	-
10	d+1	d+1	d+1	d+1	d+1	-	-	-	-
11	d+1	d+1	d+1	d+1	d+1	d	-	-	-
12	d+1	d+1	d+1	d+1	d+1	d+1	-	-	-
13	d+1	d+1	d+1	d+1	d+1	d+1	d	-	-
14	d+1	d+1	d+1	d+1	d+1	d+1	d+1	-	-
15	d+1	d+1	d+1	d+1	d+1	d+1	d+1	1	-
16	d+1	d+1	d+1	d+1	d+1	d+1	d+1	1	-
17	d+1	d+1	d+1	d+1	d+1	d+1	d+1	2	-
18	d+1	d+1	d+1	d+1	d+1	d+1	d+1	2	1
19	d+1	d+1	d+1	d+1	d+1	d+1	d+1	2	1
20	d+1	d+1	d+1	d+1	d+1	d+1	d+1	2	2

*d* indicates an eye ray power possessed by the sovereign beholders of the Dominion the cult is associated with.







draw upon. A cultist's abilities are referred to as eyebeams to distinguish them from the eye rays of the beholder.

A cultist's eyebeams have much in common with a beholder's eye rays. Both are considered to be supernatural abilities. This means that an eyebeam is not affected by spell resistance and never provokes an attack of opportunity or requires a Concentration check – a powerful advantage over other forms of magic! However, there are a few critical differences between eye rays and eyebeams. While a beholder can fire all of its eye rays each round, a cultist must take a standard action to use one of his eyebeams; as a result, he can only use one per round, unless he obtains the Quicken Eyebeam feat.

While a beholder can use its eye rays at will, there is a limit to the number of eye rays a cultist can use each day. Based on his level, a cultist possesses a certain number of vision points. Using an eye ray costs a certain amount of vision points, as shown on the following table:

Eyebeam Level	1	2	3	4	5	6	7	8	9
Vision Point Cost	2	4	6	8	11	15	20	26	33

If the cultist does not possess the required number of vision points, he cannot use an eyebeam.

Cultist eyebeams mimic the effect of arcane and divine spells. However, the following modifications apply to all eyebeams:

- Eyebeams do not require any sort of verbal, somatic, or material components.
- An eyebeam has a visible effect – a ray that extends from the cultist's eyestalk to the target. An eyebeam also has an audible effect; anyone within 30 feet of the beam (at any point along its path) can make a Listen check (DC 10) to notice the sound. The cultist can negate this sound by using the Silent Eyebeam feat.
- All eyebeams are ranged ray attacks, regardless of the nature of the original spell.
- All eyebeams affect a single target, regardless of the nature of the original spell. So *color spray*, *sleep*, *silence*, *prismatic spray*, *power word stun* and the like are rays that have the same effect as the spell, but only on the target of the ray.
- Regardless of the range of the original spell, all eyebeams have a range of 40 feet + 10 feet per cultist level.
- The base DC to save against an eyebeam effect is 10 + the eyebeam level + the cultist's Charisma modifier. However, cultist class abilities can modify the DC.

The list of eyebeam choices can be found below. Except as described above, eyebeams are identical to the spells of the same name.

## Beholder Cultist Eyebeams

### 1st level

- burning hands*. 1d4 fire damage/level (max 5d4).
- charm person*. Makes one person your friend.
- color spray*. Knocks unconscious, blinds, or stuns one weak creature.
- inflict light wounds*. 1d8+1/level damage (max +5).
- ray of enfeeblement*. Reduces Str by 1d6 points +1 point/2 levels (max 1d6+5).
- sleep*. Puts one creature to sleep; affects creatures of up to 4 HD + caster level.

### 2nd level

- blindness/deafness*. Makes subject blind or deaf.
- charm person or animal*. Makes one person or animal your friend.
- inflict moderate wounds*. 2d8+1/level damage (max +10).
- shatter*. Sonic vibration damages objects or crystalline creatures.
- silence*. Target cannot produce sound.

### 3rd level

- contagion*. Infects subject with chosen disease.
- dispel magic*. Cancels magic spells and effects.
- hold person*. Holds one person helpless; 1 round/level.
- inflict serious wounds*. 3d8+1/level damage (max +15).
- slow*. Subject takes only partial actions, -2 AC, -2 melee rolls.

### 4th level

- charm monster*. Makes monster believe it is your ally.
- confusion*. Makes subject behave oddly for 1 round/level.
- fear*. Subject flees for 1 round/level.
- inflict critical wounds*. 4d8+1/level damage (maximum +20).
- poison*. 1d10 Con damage, repeats in 1 minute.

### 5th level

- dominate person*. Controls humanoid telepathically.
- feeblemind*. Subject's Int drops to 1.
- hold monster*. As *hold person*, but any creature.
- telekinesis*. Lifts or moves 25 lb./level at long range.

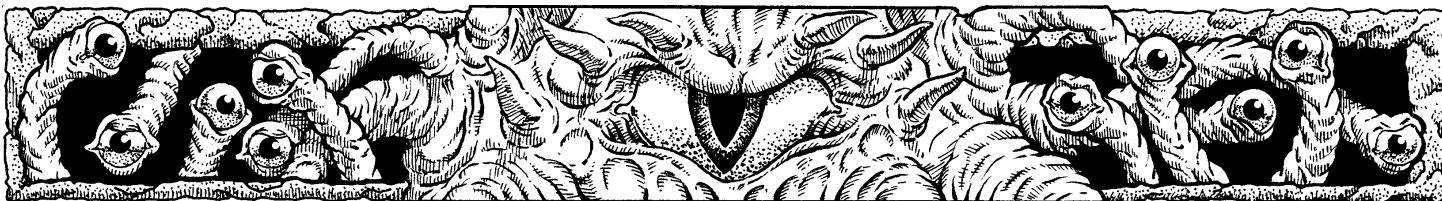
### 6th level

- disintegrate*. Makes one creature or object vanish.
- dispel magic, greater*. As *dispel magic*, but +20 on check.
- eyebite*. Target becomes panicked, sickened, and comatose.
- flesh to stone*. Turns subject creature into statue.

### 7th level

- finger of death*. Kills one subject.
- power word blind*. Blinds one creature of up to 200 hp.





*prismatic ray.* Rays hit subject with variety of effects.  
*reverse gravity.* Target object or creature falls upwards.

**8th level**

*horrid wilting.* Deals 1d6 damage/level.  
*maze.* Traps subject in extradimensional maze.  
*power word stun.* Stuns creature with up to 150 hp.  
*polymorph any object.* Changes any subject into anything else.

**9th level**

*dominate monster.* As *dominate person*, but any creature.  
*energy drain.* Subject gains 2d4 negative levels.  
*imprisonment.* Entombs subject beneath the earth.  
*power word kill.* Kills one subject of up to 100 hp.

**ABERRANT WARRIOR**  
 (Prestige Class)

When most adventurers think of beholders, the image that leaps to mind is the sovereign – the sphere of many eyes. But there are many strange variants of the sovereign lurking beneath the earth. One of these is the skirmisher, a beholder subspecies designed for melee combat. Where a beholder cultist develops the eyestalks of the sovereign, the aberrant warrior follows a more martial path. An aberrant warrior quickly becomes twisted and altered by the forces that she has aligned herself with, and within short order she will actually develop the eye-tipped tentacles of the beholder skirmisher.

Aberrant warriors are relatively rare. They are commonly found among elite eyeekin combat units, although they occasionally appear among beholder cults.

**Hit Die:** d10

**Requirements**

To qualify to become an aberrant warrior a character must fulfill all of the following criteria:

**Base Will Save:** +3

**Base Attack Bonus:** +3

**Special:** The character must have extended friendly contact with beholders or eyeekin. She may be part of a beholder cult or eyeekin community, or she may serve a beholder sovereign, but she must have dedicated herself to working with these aberrations.

**Class Skills**

The class skills (and the key ability for each skill) for aberrant warriors are: Climb (Str), Craft (Int), Disguise (Cha), Intimidate (Cha), Jump (Str), Spot (Wis), Tumble (Dex), Swim (Str).

Skill Points at Each Level: 2 + Int modifier

**Class Features**

All of the following are class features of the aberrant warrior.

**Weapon and Armor Proficiency:** An aberrant warrior is proficient with all simple and martial weapons. An aberrant warrior gains proficiency with light and medium armor and all shields. An aberrant warrior that possesses skirmisher tentacles can only wear armor that has been specially constructed to accommodate his tentacles. Aberrant warriors with tentacles are also trained in the use of tentacle hooks, as described in Chapter Five.

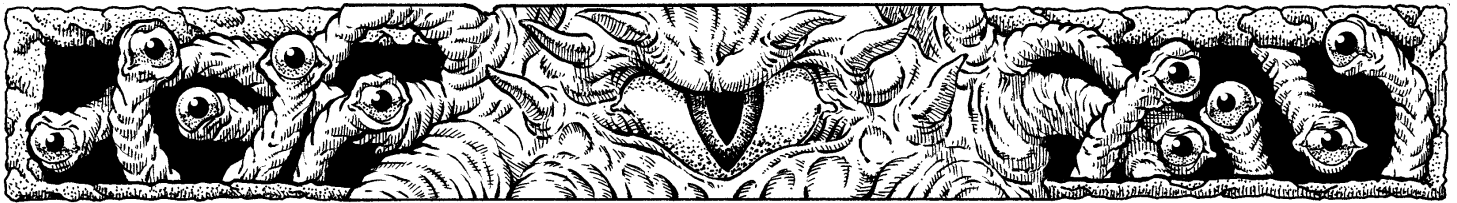
**Eyeekin Blood:** An aberrant warrior embraces the corrupting power of the Void. At 1st level she receives the Eyeekin Blood feat. If she already possesses the Eyeekin Blood feat, she receives the Eyeekin Aberration feat instead. If she already possesses that feat, she receives one of the bonus feats listed under Void Corruption. She must meet the requirements for any of the Void Corruption feats.

**Eyeekin Aberration:** At 2nd level an aberrant warrior receives the Eyeekin Aberration feat. If she already possesses this

**Table 4-3: The Aberrant Warrior**

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Vision Points	Special
1	+1	+2	+0	+0	0	Eyeekin Blood
2	+2	+3	+0	+0	2	Eyeekin Aberration
3	+3	+3	+1	+1	3	Void Corruption, Skirmisher Tentacles
4	+4	+4	+1	+1	4	Tentacle Powers
5	+5	+4	+1	+1	6	
6	+6	+5	+0	+0	8	Void Corruption
7	+7	+5	+0	+0	12	Tentacle Trip
8	+8	+6	+1	+1	16	
9	+9	+6	+1	+1	22	Void Corruption
10	+10	+7	+1	+1	28	





feat, she receives one of the bonus feats listed under Void Corruption. She must meet the requirements for any of the Void Corruption feats.

**Void Corruption:** At each of these levels, the aberrant warrior may choose one of the following feats: Blindvision, Buoyant Blood, Evil Eyes, Gaping Maw, Hide of the Beholder, Lidless Eyes, Loss of Breath, Strange Appetites, Synesthetic Vision, Tentacle Reach, Tentacle Strength, or Visions of the Void. The character must meet the prerequisites of any feat that she wishes to take.

**Skirmisher Tentacles:** At 3rd level, an aberrant warrior sprouts a pair of eye-tentacles similar to those of a beholder skirmisher (see page 104). These tentacles protrude from the warrior's shoulder blades. Each tentacle is approximately two inches in diameter and can stretch to a maximum distance of five feet. It is difficult for a character to perform delicate tasks using these tentacles. She cannot wield a weapon or use a shield with her tentacles. Manipulating an object or performing a delicate action using the tentacle requires a successful Dexterity check (base DC 20; the gamemaster can adjust this based on the complexity of the task). The character gets a +1 bonus to this check for every 2 aberrant warrior levels that she possesses.

The primary use of the tentacles is combat. When attacking, the character may make an extra slam attack using her tentacles. This attack is made at her highest base attack bonus, but it takes a -2 penalty, as does every other attack she makes during the round; if an eyekin monk wishes to make a tentacle attack and use a flurry of blows, all of her attacks take a -4 penalty. The slam inflicts 1d4 points of damage, plus one-half of the character's Strength modifier. In addition, the tentacles are tipped with eyes; as a result, the warrior can use the tentacles to peer around corners or obstacles.

A character who wears loose clothing and wraps her tentacles tightly around her body can still pass as a normal human. However, she still receives a -2 to any Disguise check made to pass as a member of another race (including human). This penalty stacks with any other Disguise penalties from aberration features, with a maximum total penalty of -8.

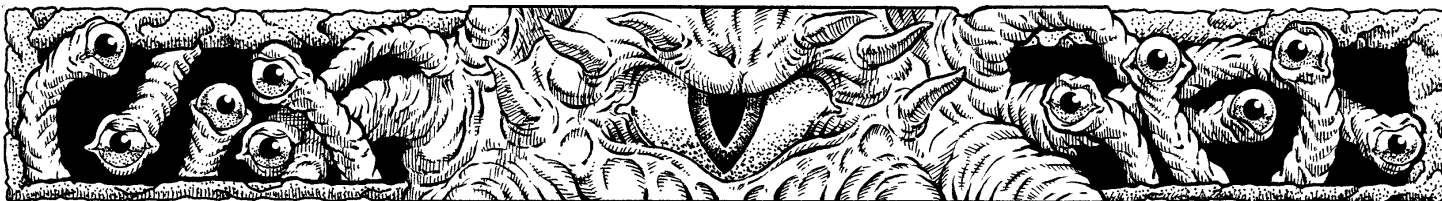
**Tentacle Powers:** As the aberrant warrior develops a stronger connection to the Void, she develops the ability to channel its mystical energy through her tentacles. Instead of making a slam attack with her tentacles, she may make a touch attack in order to deliver a supernatural effect. Like the normal tentacle slam, this may be performed along with the character's normal attacks at a -2 to the character's basic attack bonus. The warrior must expend vision points to generate the effect, and if the touch attack fails these points are lost. As a supernatural effect, this does not require any sort of concentration check or trigger an attack of opportunity, and it bypasses spell resistance.



**Table 4-4: Aberrant Warrior Tentacle Powers and Costs**

Level	VP Cost	Tentacle Powers
1	N/A	None
2	N/A	None
3	N/A	None
4	N/A	None
5	1	<i>daze</i>
6	2	<i>ray of enfeeblement</i>
7	4	<i>touch of idiocy</i>
8	4	<i>hold person</i>
9	6	<i>slow</i>
10	8	<i>vampiric touch</i>





The powers that the character can use are listed on Table 4-4: Aberrant Warrior Tentacle Powers and Costs. A warrior can use any of the powers available at her level or below. The effects of these powers are identical to the spells of the same name, except that the range is touch (and in the case of *hold person* the effect only affects a single target). The character's aberrant warrior level is used as the caster level of the spell. The basic Difficulty Class for a saving throw against a tentacle power is 10 + half the character's aberrant warrior level + her Charisma modifier.

**Tentacle Trip:** By 7th level, an aberrant warrior has become adept at using her tentacles in combat. In place of a slam or touch attack, she may a trip attack with her tentacles, at the usual -2 to her base attack bonus. This carries all of the usual dangers of making a trip attack. The warrior gets a -2 penalty on her Strength check for this action, as the tentacles do not possess her full strength.

**Monastic Discipline:** The aberrant warriors of the Final Forge merge spiritual discipline and martial arts with the bizarre physical prowess of the aberration. With the right training, a player character could choose to follow this path. As a result, a monk can continue to progress in the monk class even after taking aberrant warrior levels.

## EYE OF THE VOID (Beholder Prestige Class)

The power of the beholder is derived from its spiritual connection to the enigmatic Void. As a beholder grows in age and wisdom, it can strengthen this bond and increase the power of its eye rays. This requires intense meditation and reflection, and as a result these Eyes of the Void are most frequently found in the Dominion of Revelations and the Dominion of Enigma. However, while its mystical powers grow, its physical form slowly atrophies and withers away. Among more militaristic Dominions like the Poisoned Eye, the Eyes of the Void are strategists and sages, who generally spend more time watching from the shadows than fighting on the front lines.

The purpose of the eye of the void is to allow a gamemaster to create an older and more powerful beholder – an advanced sovereign with higher-level eyebeams, instead of one that simply has more hit points.

**Hit Die:** d4

### Requirements

To qualify to become an eye of the void a beholder must fulfill all of the following criteria:

**Race:** Beholder Sovereign

**Base Will Save:** +8

**Wisdom:** 16+

**Special:** A beholder can only take 1 level of eye of the void for every 3 levels that it possesses. Thus, a beholder with 12 aberration levels could only take 3 eye of the void levels.

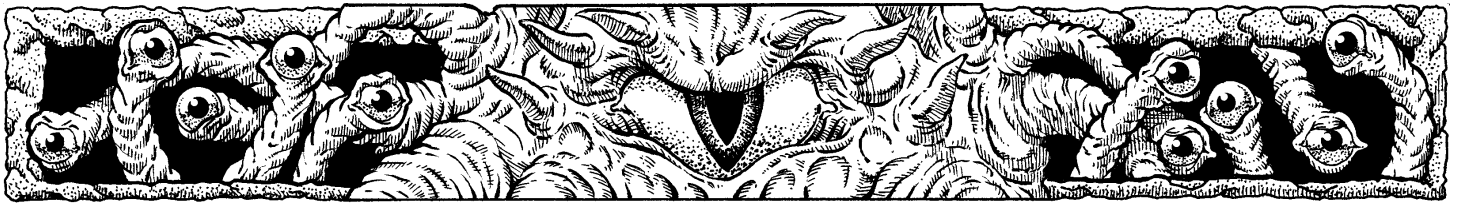
### Class Skills

The class skills (and the key ability for each skill) for an eye

Table 4-5: The Eye of the Void

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Bonus Eye Ray Points	Special
1	+0	+0	+0	+2	+10	Improved Caster Level
2	+0	+0	+0	+3	+10	Bonus Feat
3	+1	+1	+1	+3	+15	Eye Ray DC +1
4	+1	+1	+1	+4	+20	-2 Strength
5	+2	+1	+1	+4	+30	Bonus Feat
6	+2	+2	+2	+5	+40	Eye Ray DC +1
7	+3	+2	+2	+5	+60	-2 Constitution
8	+3	+2	+2	+6	+80	Bonus Feat
9	+4	+3	+3	+6	+120	Eye Ray DC +1
10	+4	+3	+3	+7	+160	-2 Strength





of the void are: Craft (Int), Decipher Script (Int), Knowledge (all skills, taken individually), Search (Wis), Spellcraft (Int), Spot (Wis).

Skill Points at Each Level: 4 + Int modifier

### Class Features

All of the following are class features of the eye of the void.

**Weapon and Armor Proficiency:** An eye of the void does not gain proficiency with any sort of armor or weaponry.

**Eye Rays:** Like a beholder cultist, an eye of the void develops new eyestalks as it develops a stronger connection to the Void. At each level, the eye receives a certain number of points that can be spent on acquiring additional eye rays (as indicated on Table 4-5). Each new eye ray adds a new eyestalk. The cost of purchasing an eye ray can be found on page 113. Any new eye ray must be approved by the gamemaster and must stay in line with the general mood of the character's Dominion and the typically offensive nature of beholder eye rays. Points cannot be saved up; the eye must purchase new rays immediately upon attaining a new level. However, the eye can divide the points it receives at a level in order to purchase multiple low-power rays.

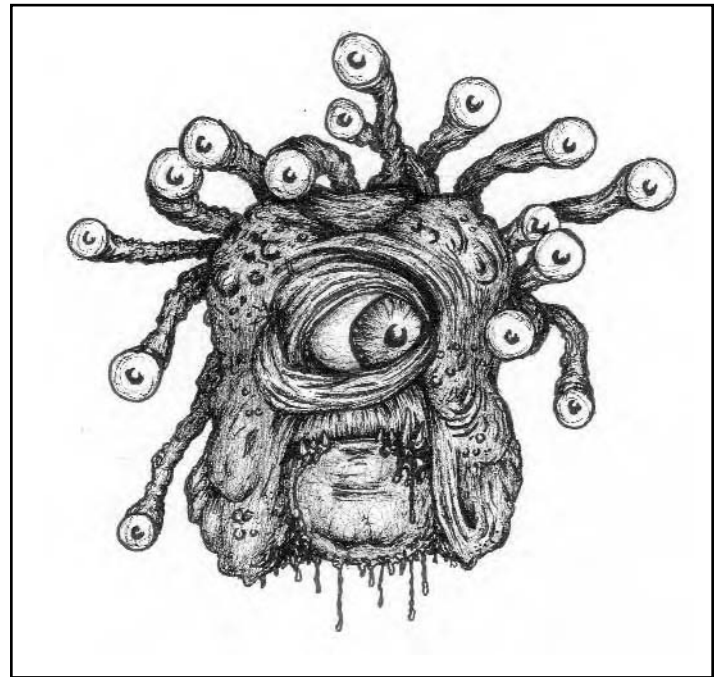
While a high level eye of the void possesses more than 10 eyestalks, it must still follow the standard rules for using eye rays in combat. Thus, it can only fire 3 rays into any firing arc, unless it possesses the Improved Firing Arcs feat. In addition, it can only fire a maximum of 10 eye rays straight up; this limit is increased by 1 each time the beholder takes the Improved Firing Arcs feat.

**Improved Caster Level:** The eyebeams of a typical beholder sovereign are considered to be cast by a 14th level sorcerer. An eye of the void adds its class level to this caster level. The eye rays of a 6th level eye of the void have an effective caster level of 20.

**Bonus Feats:** An eye of the void devotes itself to the study of arcane mysteries. At each of these levels, it may choose one of the following feats: Absorb Spell Energy, Blindvision, Enlarge Eye Ray, Extend Eye Ray, Focused Eye, Inner Eyelid, Maximize Eye Ray, or Visions of the Void. The beholder must meet the prerequisites of any feat that it wishes to take.

**Eye Ray DC:** An eye of the void's class level is added to its hit dice for purposes of determining the base saving throw DC for its eye rays. However, due to its close connection to the Void, its power is even greater than level and hit dice would normally allow. At each of these levels, the base DC of eye ray saving throws is increased by 1.

**Ability Modifications:** As the beholder grows closer to the Void, its physical form begins to atrophy. At 4th and 10th levels the beholder permanently loses 2 points of Strength; at 7th level it loses 2 points of Constitution. However, these modifications cannot reduce an ability score below 1.



### Combat with an Eye of the Void

The eye of the void uses very similar combat tactics to the standard sovereign. The principle difference is in the number of eye rays available and the improved DC of the rays. From the perspective of tactics, the eye of the void is simply a sovereign who can deal with higher-level characters, and combat should be run accordingly.

## JUGGERNAUT (Beholder Prestige Class)

A beholder is in essence a living weapon, capable of unleashing a barrage of mystical firepower upon its enemies. But this inherent power is not enough for some beholders. Within many Dominions, elite corps of sovereigns, gauths, and besiegers undergo intense martial training. Some fine-tune their skill with their deadly eye rays, while others dedicate themselves to melee combat; these beholders often act as shock troops in large-scale conflicts between beholders, where the use of antimagic fields can limit the use of eye rays.

**Hit Die:** d10

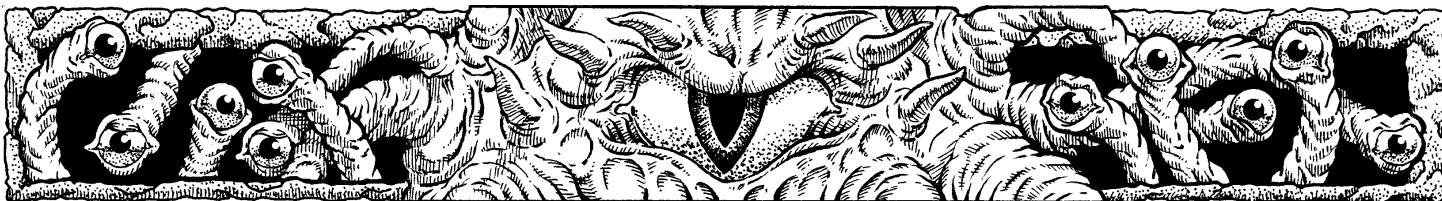
### Requirements

To qualify to become a juggernaut a character must fulfill all of the following criteria:

**Race:** Beholder (any)







**Base Attack Bonus:** +7

**Strength:** 15+

**Class Skills**

The class skills (and the key ability for each skill) for juggernauts are: Intimidate (Cha), Hide (Dex), Knowledge (tactics) (Int), Listen (Wis), Search (Wis), Spot (Wis), Swim (Str).

Skill Points at Each Level: 2 + Int modifier

**Class Features**

All of the following are class features of the juggernaut.

**Weapon and Armor Proficiency:** A juggernaut is proficient with the use of the beholder armor and weapons described in Chapter Five, along with any similar weapons designed to be used by beholders.

**Eye Ray Saving Throws:** A juggernaut adds its class level to its hit dice to determine the DC of saving throws for its eye rays.

**Eye Ray Range:** By learning to draw more deeply on the power of the Void, a juggernaut learns to increase the range of its eye rays – a crucial tool in a battle against other beholders. This modifier is added to the basic range of the beholder’s eye rays, but not the power of its central eye (if it has a central eye). This bonus is added in before modifiers like Farsighted, Nearsighted, or Enlarge Eye Ray are taken into account.

**Ramming Blow:** One of the first tactics a juggernaut learns is to use its strength and size to maximum advantage when charging a foe. When a juggernaut performs a bull rush, it receives a +4 bonus to the opposed Strength check.

**Bonus Feat:** A juggernaut devotes its energy to martial training. At each of these levels, it may choose one of the following feats: Dodge, Enlarge Eye Ray, Faster Flight, Frenzied Bite, Improved Bull Rush, Improved Firing Arcs, Improved Flight, Inner Eyelid, Mobility, Point Blank Shot, Power Attack, Precise Shot, Razor Fangs, Weapon Focus (bite), or Weapon Focus (ray).

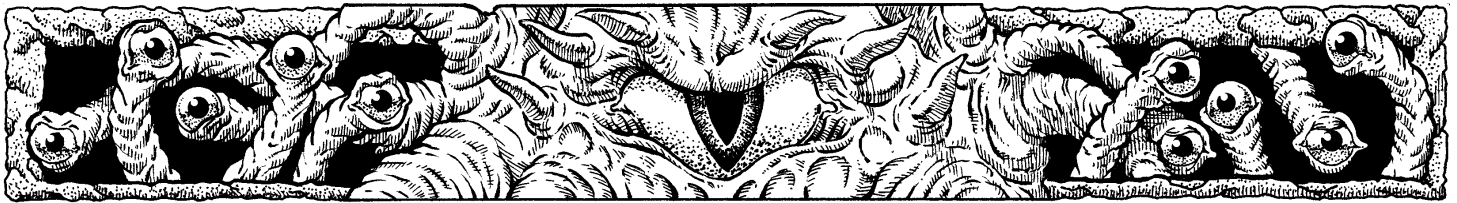


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**Table 4-6: The Juggernaut**

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Eye Ray Range	Special
1	+1	+2	+0	+0	+20 feet	Ramming Blow
2	+2	+3	+0	+0	+20 feet	Bonus Feat
3	+3	+3	+1	+1	+40 feet	
4	+4	+4	+1	+1	+40 feet	Bonus Feat
5	+5	+4	+1	+1	+50 feet	
6	+6	+2	+0	+0	+50 feet	Bonus Feat
7	+7	+3	+0	+0	+60 feet	
8	+8	+3	+1	+1	+60 feet	Bonus Feat
9	+9	+4	+1	+1	+70 feet	
10	+10	+4	+1	+1	+70 feet	Bonus Feat





## Combat with a Juggernaut

This class can be an advancement on any beholder variant, but most often it will be used to make sovereigns more of a threat for high-level parties. Its armor and weaponry make it more likely to enter melee combat, while its advanced range makes it more capable of sitting back and attacking adventurers from a distance. The juggernaut will initiate combat at the farthest extreme of its range, but then it will close on the party as quickly as it can, usu-

ally using its Ramming Blow ability. The best way to use this class in combat is to keep it constantly moving, charging the characters, attacking them, and firing eye rays when it has the perfect angle. With a heavily armored juggernaut, don't be afraid to place it right in the center of the party. It can't be flanked, and it has an advantage if it can get the party divided evenly between the four firing arcs.

## Beholder and Eyekin Feats

### Feat

Absorb Spell Energy  
 Armor Proficiency (Beholder)  
 Blindvision  
 Blink Attack  
 Eyekin Aberration  
 Buoyant Blood  
 Gaping Maw  
 Hide of the Beholder  
 Lidless Eyes  
 Loss of Breath  
 Strange Appetites  
 Synesthetic Vision  
 Eyekin Blood  
 Farsighted  
 Faster Flight  
 Focused Eye  
 Frenzied Bite  
 Improved Firing Arcs  
 Improved Flight  
 Inner Eyelid  
 Nearsighted  
 Razor Fangs  
 Tentacle Reach  
 Tentacle Strength  
 Visions of the Void  
 Void Conduit

### Prerequisite

Beholder or Eyekin Blood  
 Beholder  
 Beholder or Synesthetic Vision  
 Beholder, Weapon Focus (ray)  
 Eyekin Blood  
 Eyekin Aberration  
 Eyekin Aberration  
 Eyekin Aberration  
 Eyekin Aberration  
 Eyekin Aberration, Strange Appetites  
 Eyekin Aberration  
 Eyekin Aberration  
 Only acquired as class or racial ability  
 Beholder or Eyekin Aberration  
 Beholder, Improved Flight  
 Beholder or Eyekin Blood  
 Beholder, Weapon Focus (bite)  
 Beholder  
 Beholder, Mobility  
 Beholder  
 Beholder or Eyekin Aberration  
 Beholder, Str 13+, Weapon Focus (bite)  
 Aberrant warrior 4th level  
 Aberrant warrior 4th level  
 Blindvision, Eye of the Void 3rd level  
 Eyekin Blood

### Benefit

+5 to save vs. duplicated effects  
 No armor check penalty on attack rolls  
 Blindsight  
 Cancel antimagic cone momentarily  
 Creature type set to aberration  
 1 VP for Jump bonus, *feather fall*  
 1d6 bite attack  
 Improved natural AC  
 Does not sleep  
 Does not breathe  
 Does not eat  
 +3 Listen, difficult to deafen  
 Considered to be eyekin  
 -1 ray DC, +1/3 range  
 +10 ft. flight speed  
 +2 to specific ray/beam DC  
 May make multiple bite attacks  
 +1 ray attack per arc  
 Perfect aerial maneuverability  
 May alter antimagic cone  
 +1 ray DC, 1/3 range  
 Increased bite damage  
 10 foot tentacle reach  
 1d6 slam damage  
*detect magic* vision  
 1 vision point/level

### ABSORB SPELL ENERGY (SPECIAL)

A beholder is a living conduit for mystical energy. A beholder or eyekin that has developed a strong connection to the Void develops a natural immunity to the powers that it channels – both the eye rays of beholders and spells that mimics their effects.

**Prerequisites:** Beholder or Eyekin Blood

**Benefit:** The beholder or eyekin receives +5 inherent bonus

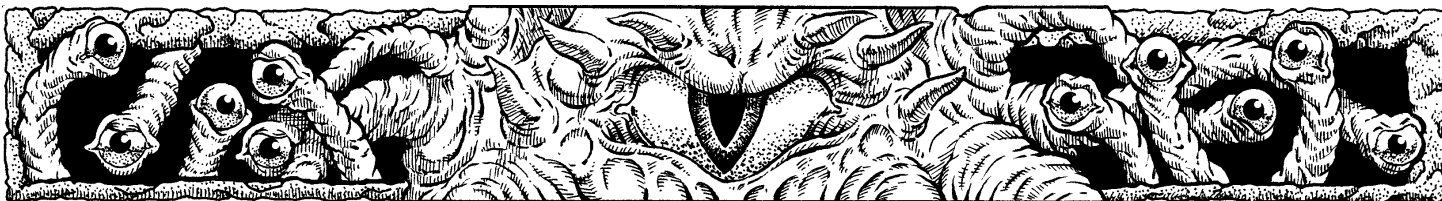
to resist any spell or spell-like ability that duplicates the effects of any of its eye rays or eyebeams.

### ARMOR PROFICIENCY (BEHOLDER) (GENERAL)

The beholder is proficient in the use of the three styles of armor described in Chapter Five.

**Prerequisites:** Beholder





**Benefit:** The armor check penalty is only applied to Balance, Climb, Escape Artist, Hide, Jump, Move Silently, Pick Pocket, and Tumble checks (not that many beholders use Pick Pocket or Tumble on a regular basis...).

**Normal:** The armor check penalty is applied to attack rolls and to any skill check involving movement.

**Special:** Juggernauts receive this feat for free at first level.

### BLINDVISION (SPECIAL)

A beholder possesses a synesthetic sense that allows it to actually see sounds. In a few beholders and eyekin aberrations this continues to evolve, combining the character's senses into a bizarre form of vision. Merging sight, smell, and even aspects of taste and touch, this allows a beholder to perceive many things that could not be seen with normal eyesight.

**Prerequisites:** Beholder or Synesthetic Vision

**Benefit:** The character gains blindsight with a range of 60 feet.

### BLINK ATTACK (GENERAL)

For most beholders, opening and closing the central eye is a slow process. Beholder juggernauts that specialize in ranged combat learn to open and shut the central eye on a moment's notice, allowing them to shut the eye just long enough to make an eye ray attack against an enemy to the front, then opening it and restoring the protection of the antimagic cone.

**Prerequisites:** Beholder Sovereign, Weapon Focus (ray)

**Benefit:** A beholder sovereign can deactivate its antimagic cone just long enough to use eye rays in its forward firing arc. The beholder blinks just before it makes its eye ray attacks, reopening its eye as soon as the attacks are completed. While this is very useful to the beholder, it does provide a window of opportunity for opposing spellcasters. A character with a readied action may attempt to cast a spell or use a magic item the moment the beholder blinks. The character must make an opposed Initiative check against the beholder. If he is successful, he acts during the blink. If he fails, he misses the window and his action is lost.

**Normal:** A beholder sovereign must choose whether its central eye is open or closed once during its turn, and it remains in this state until the beholder's next action.

### BUOYANT BLOOD (SPECIAL)

The bizarre liquid that flows through the veins of a beholder is the source of the creature's power of flight. Some eyekin can temporarily activate this mystical power within their own blood, allowing a character to briefly ignore the force of gravity.

**Prerequisites:** Eyekin Aberration

**Benefit:** The character may expend 1 vision point to gain a +15 bonus to one Jump check. When using this ability, the usual

maximums on jumping distance are ignored. The character may expend 2 vision points to gain the benefits of *feather fall* for a single round. In both cases, use of the feat is a free action.

### EYEKIN ABERRATION (SPECIAL)

The power of the Void lies within the blood of the eyekin, but it is largely latent; aside from an extra eye here and there, most eyekin are biologically similar to normal humans. But as the character grows closer to the Void, his anatomy begins to shift and change.

**Prerequisites:** Eyekin Blood

**Benefit:** The character's creature type is changed to aberration. If he did not possess it before, he gains darkvision with a range of 60 feet.

**Special:** An eyekin character with this feat loses his normal racial bonus to Disguise.

### EYEKIN BLOOD (SPECIAL)

Generations of contact with the residual energies of the Void have transformed the Eyekin into something less than human. A human or demihuman who joins a beholder cult may become tainted by the same force. While this does not provide a character with the unique physiology of an eyekin, it is the stepping stone for future mutations.

**Prerequisites:** This feat can only be obtained as a racial or class ability.

**Benefit:** For all special abilities and effects, the character is considered to be an eyekin. A beholder cultist must possess this feat in order to obtain eyebeam abilities and vision points.

### FARSIGHTED (SPECIAL)

This mutation affects the eyestalks of a beholder. Its eye rays have a longer range than those of others of its kind, but the beams are slightly weaker than usual.

**Prerequisites:** Beholder or Eyekin Aberration

**Benefit:** The range of the character's eye rays or eyebeams is increased by one-third. However, the DC to save against the effect is reduced by 1.

**Special:** This feat does not affect a beholder's central eye.

### FASTER FLIGHT (SPECIAL)

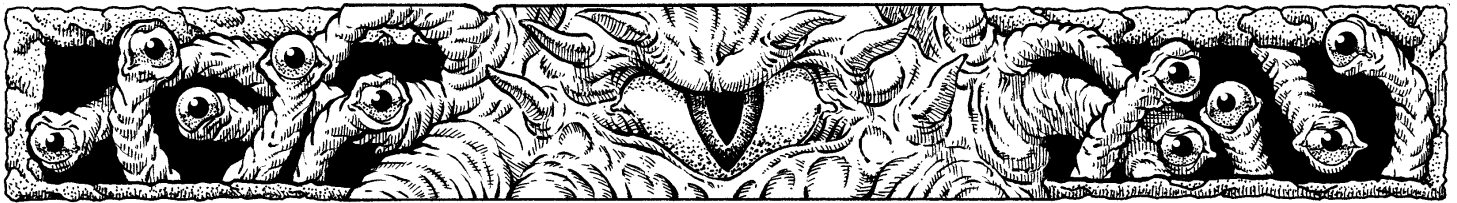
The beholder's power of flight is based on the unearthly fluid that runs through its veins. By learning to control and concentrate the flow of its bizarre blood, a beholder can increase the speed with which it can move.

**Prerequisites:** Beholder, Improved Flight

**Benefit:** The character's flight speed is increased by 10 feet.

**Normal:** A sovereign has a base flight speed of 20 ft.





### FOCUSED EYE (GENERAL)

By meditating and developing its connection to the Void, a beholder or a beholder cultist can enhance its ability to channel a specific type of energy.

**Prerequisites:** Beholder or Eyekin Blood

**Benefit:** Add +2 to the Difficulty Class of the saving throw of one eye ray or eyebeam. If an eye of the void possesses multiple eyestalks that can produce the same ray, it receives the DC bonus for each of them.

### FRENZIED BITE (GENERAL)

While the main strength of the beholder is its magical eye rays, these rays cannot penetrate the antimagic field of another beholder. Many of the Dominions frequently battle other beholders; as a result, beholder juggernauts often develop their combat skills with their natural weaponry, learning to bite and tear as quickly as possible.

**Prerequisites:** Beholder, Weapon Focus (bite)

**Benefit:** If the beholder takes a full attack action, it may strike multiple times with its bite attack. This uses the standard rules for multiple attacks based on the basic attack bonus of the beholder, so a beholder with a BAB of +11 would make three attacks with a bonus of +11/+6/+1.

### GAPING MAW (SPECIAL)

Once a character possesses the trait Eyekin Aberration, he may develop a wide range of bizarre physical features. One common mutation is the development of powerful, oversized jaw muscles; the character's human teeth then fall out and are replaced by rows of needle-like fangs.

**Prerequisites:** Eyekin Aberration

**Benefit:** The character gains a natural weapon with a base damage of 1d6 (1d4 for Small characters). If the character has 5 or more levels in the aberrant warrior class, this damage increases to 1d8 (1d6 for Small characters). A character with Gaping Maw may only make a single attack per round with his bite, even if his basic attack bonus would normally allow multiple attacks. If he uses the bite as a secondary attack, he takes a -5 penalty to his BAB for the bite itself, but does not suffer a penalty to the other attacks that he makes during the round.

**Special:** Oversized jaws and vicious teeth are difficult to hide. The character takes a -2 racial penalty to all Disguise checks to pass as a member of another race. When the damage increases to 1d6/1d8, the Disguise penalty increases to -4. This penalty stacks with any other disguise penalties from aberration features, with a maximum total penalty of -8.

### HIDE OF THE BEHOLDER (SPECIAL)

As an eyekin aberration grows closer to the Void, he develops

the physical characteristics of his beholder masters. At some point the character's skin will begin to take on the same texture as that of the beholder of his associated Dominion. He may grow tough scales, or his skin may become leathery or as tough as old wood. This does not affect the character's Charisma score; in fact, it may increase his standing among eyekin or beholder cultists. But it will make it more difficult for him to pass as human.

**Prerequisites:** Eyekin Aberration

**Benefit:** The character gains a +1 natural AC bonus. He gains an additional +1 bonus for every three aberrant warrior levels or every five beholder cultist levels that he possesses, with a maximum total bonus of +6 to AC.

**Special:** As the character's flesh takes on the texture of the beholder, it becomes increasingly more difficult to pass as human. Apply the natural AC bonus as a racial penalty to all Disguise checks to pass as a member of another race. This penalty stacks with any other disguise penalties from aberration features, with a maximum total penalty of -8.

### IMPROVED FIRING ARCS (SPECIAL)

A beholder is a living war machine. But its power is restricted by the relatively small number of eyestalks that can fire into a specific area of the battlefield. In most cases, this is not a physiological restriction as much as a psychological one. As discussed in Chapter One, every eyestalk operates using its own autonomous intelligence. When too many eyestalks attempt to perform the same task, it results in neural overload and confusion. A beholder with a high Intelligence score – representing a central eye with greater control and integration of its components – can direct more eyestalks to fire into a specific area.

**Prerequisites:** Beholder, Intelligence 15+

**Benefit:** The maximum number of eyestalks that the beholder can aim into a particular firing arc is increased by one.

**Normal:** A beholder can only aim three of its eye rays into a single firing arc.

**Special:** A beholder can take this feat multiple times.

### IMPROVED FLIGHT (SPECIAL)

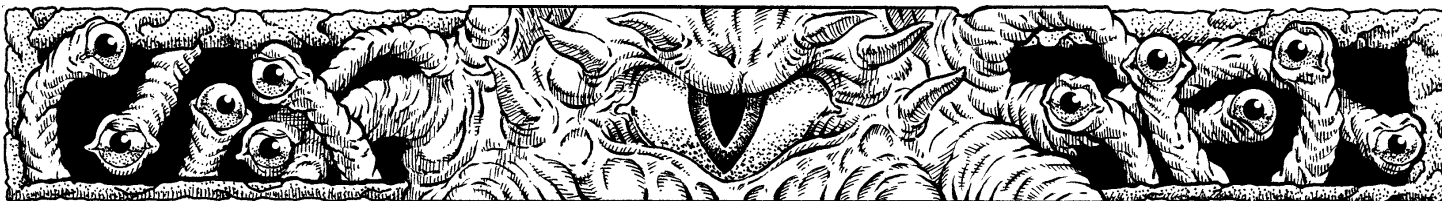
A beholder who devotes its energy to the study of aerial maneuvers and the control of its own bizarre fluid mechanics can gain tremendous control over its power of flight. A sovereign beholder with this feat can rotate in place and move directly in any direction without leading with its central eye.

**Prerequisites:** Beholder, Mobility

**Benefit:** The flight maneuverability class of the beholder is improved by one category – poor to average, average to good, or good to perfect.

**Normal:** A sovereign beholder has a flight maneuverability class of good.





### INNER EYELID (SPECIAL)

Certain beholders develop a second eyelid attached to the central eye. This inner eyelid allows a beholder to narrow the focus of its antimagic field, allowing an increased ability to employ its eye rays while containing hostile spellcasters.

**Prerequisites:** Beholder, ability to produce antimagic field

**Benefit:** The beholder can alter the area of its antimagic field. This can vary from a 90 degree cone to a 5-foot wide line. The field always has a range of 150 feet and is centered directly in front of the beholder.

**Normal:** The antimagic field of a sovereign beholder fills a 90 degree arc directly in front of the beholder.

### LIDLESS EYES (SPECIAL)

Beholders are sustained by the energy of the Void, and as a result do not sleep. As an eyeikin aberration grows closer to the Void, she taps into this power and loses the need and ability to sleep.

**Prerequisites:** Eyeikin Aberration

**Benefit:** The character does not sleep and is immune to all sleep spells or effects. She must meditate for 8 hours to prepare or regain arcane spells, psionic energy, or restricted spell-like abilities.

**Special:** While an eyeikin with this feat does not literally have lidless eyes, she develops the same transparent membrane over the eyes on her face that she has on the eyes across the rest of her body, and as a result she never blinks unless she does so intentionally. Further, her eyes become larger, bulging slightly from the sockets. This results in a -1 racial penalty to any Disguise check to pass as a member of another race. This penalty stacks with any other Disguise penalties from aberration features, with a maximum total penalty of -8.

### LOSS OF BREATH (SPECIAL)

As an eyeikin grows closer to the Void, his biology is twisted and warped, becoming more and more like the beholders that he reveres. Over time his internal organs are replaced by solid flesh, and the energy of the Void itself sustains his life. One of the most extreme mutations that can occur is the loss of the need to breathe; the eyeikin's lungs atrophy and his circulatory system becomes completely self contained.

**Prerequisites:** Eyeikin Aberration, Strange Appetites

**Benefit:** The character does not need to breathe. He is immune to inhaled poisons and diseases, and cannot drown.

**Special:** The mutation slightly twists the shape of the character's upper torso and ribcage. This results in a -1 racial penalty to any Disguise check to pass as a member of another race. This penalty stacks with any other Disguise penalties from aberration features, with a maximum total penalty of -8.

### NEARSIGHTED (SPECIAL)

This is a mutation that affects the eyestalks of a beholder or eyeikin aberration. The result is that the power of the eye rays is increased, but this comes at the expense of range.

**Prerequisites:** Beholder or Eyeikin Aberration

**Benefit:** The range of the character's eye rays or eyebeams is reduced to one-third the usual distance. However, the DC to save against the effect is increased by 1.

**Special:** This feat does not affect the power of a beholder's central eye.

### RAZOR FANGS (SPECIAL)

A beholder bite attack is relatively trivial when compared to the deadly firepower of its eye rays. But melee combat has its uses, and there are those among the Dominion of the Poisoned Eye and the First Dominion who perform exercises to develop their jaw muscles and strengthen their teeth, resulting in a more powerful bite.

**Prerequisites:** Beholder, Str 13+, Weapon Focus (bite)

**Benefit:** The bite damage of the beholder is increased by one die type (2d4 to 2d6, 2d6 to 2d8, 2d8 to 2d10). If the beholder is using a set of battle jaws, it receives a +2 bonus to damage. This feat can only be taken once.

### STRANGE APPETITES (SPECIAL)

Beholders do not eat solid matter; they are sustained by the energy of the Void itself. An eyeikin aberration may develop this trait. Such a character no longer needs to eat or drink. The character can, however, still benefit from the effects of magical potions. Some eyeikin develop odd psychological appetites to replace their physical cravings – replacing the desire for food with an obsession with a field of study, form of competition, or even a style of art or fashion.

**Prerequisites:** Eyeikin Aberration

**Benefit:** The character does not need to eat or sleep. She is immune to the effects of starvation and dehydration.

**Special:** A character with this feat typically develops a sickly complexion and an emaciated appearance, resulting in a -1 racial penalty to any Disguise check to pass as a member of another race. This penalty stacks with any other Disguise penalties from aberration features, with a maximum total penalty of -8.

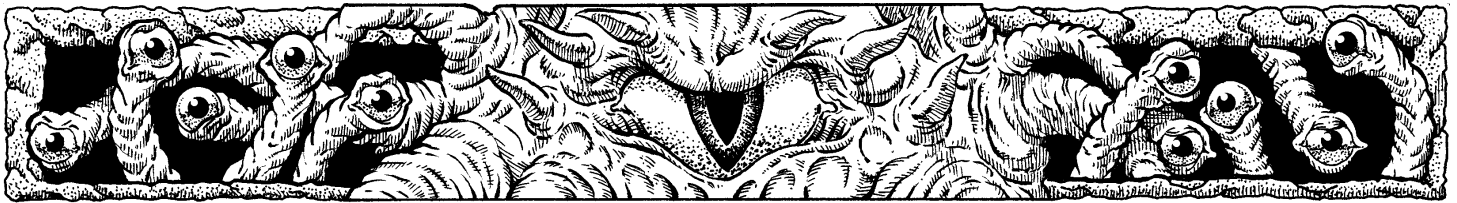
### SYNESTHETIC VISION (SPECIAL)

As an eyeikin grows closer to the Void, she begins to see the world in a new way. Many eyeikin aberrations develop the beholder's unnatural ability to see sounds. However, the eyeikin does not lose her normal sense of hearing; this gives her an additional chance to notice sounds that she might otherwise miss.

**Prerequisites:** Eyeikin Aberration







**Benefit:** An eyekin aberration with this feat receives a +3 bonus to Listen checks. As she can still hear through mundane methods, she does not lose her sense of hearing unless she is under the effect of both the blinded and deafened conditions.

**Special:** This mutation alters the color of a character's eyes. The precise shade varies based on her associated Dominion, but they seem to glow; if she is trying to conceal her inhuman nature, the character will generally want to avoid direct eye contact. This results in a -1 racial penalty to any Disguise check to pass as a member of another race. This penalty stacks with any other Disguise penalties from aberration features, with a maximum total penalty of -8.

### TENTACLE REACH (SPECIAL)

The tentacles of the aberrant warrior defy all normal laws of anatomy. If the warrior possesses this feat, she can extend her tentacles out to a maximum distance of ten feet. She can retract her tentacles to their normal length when she wishes to; the additional mass is stored within her chest cavity.

**Prerequisites:** Skirmisher Tentacles (aberrant warrior class ability)

**Benefit:** Any slam, touch, or trip attacks granted by the aberrant warrior's class level and tentacles can now be used at a distance of up to 10 feet. She takes no penalty for attacking adjacent targets.

### TENTACLE STRENGTH (SPECIAL)

With exercise and experience, an aberrant warrior can increase the strength of her tentacles.

**Prerequisites:** Skirmisher Tentacles (aberrant warrior class ability)

**Benefit:** This increases the base damage of a tentacle slam attack to 1d6. In addition, it removes the -2 penalty to Strength checks for tentacle trip attacks, and gives the character a +2 bonus to Dexterity checks to perform actions with her tentacles.

### VISIONS OF THE VOID (SPECIAL)

Among the Dominions of Revelations and Enigma, there are a handful of beholders whose synesthetic senses are so refined that they can actually see the emanations of magic.

**Prerequisites:** Blindvision feat, 10 ranks of Spellcraft, 10 ranks of Knowledge (arcana)

**Benefit:** A creature that possesses this feat can see the flow of magical energy. Effectively, the creature scans everything in its field of vision with *detect magic*. This only reveals the presence of magic, as if the character had used *detect magic* for one round. However, the viewer can focus its attention on a single object or creature for multiple rounds to gain additional information; this has the same effect as using *detect magic* for multiple rounds. As

this feat is linked to sight, the character cannot sense magical energy through walls or other physical barriers.

### VOID CONDUIT (SPECIAL)

Beholders effortlessly channel the energy of the Void, and can use their eye rays at will. However, a humanoid who develops a connection to the Void finds the use of its energy to be a strain on body and soul. A character with this feat has a greater ability to make use of the supernatural powers of the beholder cultist and the aberrant warrior.

**Prerequisites:** Eyekin Blood

**Benefit:** A character with this feat gains additional vision points equal to her character level. She gains one additional vision point with each new level that she gains, regardless of class.

## Metamagic Feats and Beholder Eye Rays

The powers of the beholder are magical in nature, and a beholder can learn to manipulate these abilities just as a sorcerer can adjust the power of his spells. A beholder can purchase metamagic feats tied to its eye rays; these are identical to the standard metamagic feats, only they affect the eye rays instead of any spells that the creature can cast. The following feats are available: Empower Eye Ray, Enlarge Eye Ray, Extend Eye Ray, and Maximize Eye Ray.

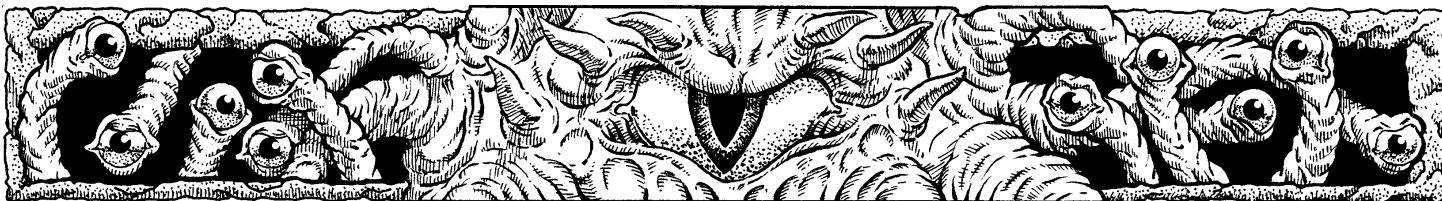
Since eye rays have no concept of "spell slot," a metamagic feat that would increase the spell slot instead reduces the saving throw DC of the beam, lowering the DC by 1 point for each spell slot increase required by the feat.

Example: A beholder wants to use Maximize Eye Ray with its Inflict Moderate Wounds ray. The Maximize metamagic feat normally requires a spell to use a spell slot 3 levels higher than usual. Instead, the saving throw DC of the eye ray is reduced by 3 points, from 18 to 15.

With this said, there are limits on the flexibility of different beams. Eye rays that mimic lower-level spells are far more versatile than the powerful beams like *finger of death*. The following table shows the flexibility of an eye ray based on its level.

Level of Effect	Max. Save Modifier	Examples
1	-6 (i.e., 6 spell slots)	<i>charm person, sleep</i>
2	-5	<i>inflict moderate wounds</i>
3	-4	<i>slow</i>
4	-3	<i>charm monster, fear</i>
5	-2	<i>telekinesis</i>
6	-1	<i>disintegrate, flesh to stone</i>
7+	No modification	<i>finger of death</i>





The principle behind this system is that all beholders inherently possess Heighten Eye Ray and use it to raise their eye rays to the maximum level possible, which is why all beholder eye rays use the same saving throw. A beholder that possesses other metamagic feats can choose to sacrifice the enhanced saving throws for other benefits.

## Metamagic Feats and Cultist Eyebeams

Just as beholders can purchase metamagic feats for use with their eye rays, cultists can obtain metamagic feats that enhance their eyebeams. A cultist can obtain any of the following feats: Empower Eyebeam, Enlarge Eyebeam, Extend Eyebeam, Maximize Eyebeam, and Quicken Eyebeam. The amount that would normally be added to the spell slot value is added to the effective level of the eye ray for purposes of determining its vision point cost (as shown on page 35). A cultist cannot use the feat if it would push the ray level above the level he can normally use.

Example: Scythyn is a 7th level beholder cultist. He has 28 vision points, and a selection of eye rays ranging from 1st to 4th level. He uses Maximize Eyebeam on his *inflict light wounds* eye ray. This has a +3 spell slot modifier, so it increases the 1st level eye ray to 4th level for purposes of determining vision point cost – raising the cost from 2 to 8 points. He cannot use Maximize Eyebeam with his *inflict moderate wounds* eyebeam, because he does not have a 5th level eye ray.

**Table 5-1: Exotic Weapons – Melee**

Weapon	Damage	Critical	Type
Ramming Spikes (large)	2d4	x2	Bludgeoning/Piercing
Ramming Spikes (huge)	2d6	x2	Bludgeoning/piercing
Razorjaws (large)	2d6	x2	Piercing
Razorjaws (huge)	2d8	x2	Piercing
Tentacle Hooks (Aberrant Warrior)	1d6	x2	Slashing
Tentacle Hooks (Skirmisher)	2d8	x2	Slashing

**Table 5-2: Armor**

Armor	Armor Bonus	Maximum Dex Bonus	Armor Check Penalty	Speed (40 ft.)	Speed (30 ft.)	Speed (20 ft.)
<i>Beholder Armor</i>						
Battle harness	+3	+5	-1	40 ft.	30 ft.	20 ft.
Steel shroud	+5	+2	-3	35 ft.	25 ft.	20 ft.*
Juggernaut plate	+8	+1	-5	30 ft.	20 ft.	15 ft.
<i>Light Armor (Eyekin)</i>						
Leather eyeband	+1**	+7	0	40 ft.	30 ft.	20 ft.
Studded eyeband	+2**	+6	0	40 ft.	30 ft.	20 ft.
Chain Veil	+3**	+5	-1	30 ft.	30 ft.	20 ft.

\* When a beholder with a base speed of 20 ft. “runs” in a steel shroud, in only triples its speed.

\*\* Armor bonus reduced by 1 against piercing weapons.





## Chapter Five

# Beholder Equipment

*“Take cover!” Saryn hissed, shoving me towards a stand of stalagmites. When I turned to demand an explanation she had vanished, already hidden among the stones and rubble that littered the cavern floor. I didn’t know what was going on, but prudence seemed the wisest course of action. I ducked behind the stalagmites – and not a moment too soon.*

*Seconds later, a beholder came drifting around the corner. By now I was becoming almost comfortable with these alien creatures, but this one was quite different from Lord Ixthaliik. At first I almost thought I was looking at some sort of golem, but then I realized that it was a beholder wearing armor! It was as if it was wearing an enormous helmet fashioned from overlapping plates of black-enameled steel. Studying this bizarre spectacle, I saw that its ‘chin’ was unarmored, allowing enough jaw movement for the beholder to bite its foes. That’s when I noticed its mouth – and the vicious row of razor-sharp daggers within.*

Most adventurers think of the beholder as a monster – a beast that relies entirely on its natural armor and weapons in combat. Often, this is the case; the power of the beholder’s eye rays is usually sufficient to overcome most foes. But beholders are intelligent and sophisticated creatures; they build cities and gather wealth. It should come as little surprise that they will also create weapons and tools to overcome truly dangerous encounters.

The greatest limitation that a beholder has to deal with is its lack of hands. This makes it difficult both to create and to use most types of equipment. However, most Dominions have sizable slave populations, and eyekin craftsmen are often the most privileged members of this humanoid underclass. Weapons, armor, magic items and more are produced by talented eyekin and charmed human artisans. This chapter presents a variety of types of equipment designed for use by beholders and their servants.

## Weapons

While most sovereigns are content to rely on the power of their eye rays, when beholders plan to fight other Dominions or creatures capable of resisting their rays, they may resort to physical weaponry. The sovereign’s bite is not an especially powerful attack, and a variety of weapons have been designed to supplement its abilities. All of these weapons are considered to be exot-

ic weapons, and among beholders only the juggernaut class is immediately familiar with their use. As these weapons are specifically designed for a beholder’s unusual anatomy, they cannot be used by characters of other species. It would be very unusual to find any of these weapons for sale in a humanoid city.

### Ramming Spikes

Beholder juggernauts enjoy slamming into enemies, using bull rush attacks to scatter opponents so the beholder’s eye rays can be put to good use. A set of ramming spikes is a leather harness reinforced with metal plates and studded with long steel spikes. Aside from its disturbing appearance, this allows the beholder to inflict damage when it strikes a target with a bull rush attack; the victim suffers the listed amount of damage (plus the beholder’s Strength modifier) in addition to the usual effects of the bull rush.

Ramming spikes can be integrated into any type of beholder armor. Simply add 250 gp to the cost of any Large suit of armor, or 500 gp to the cost of any Huge suit.

*Market Price:* 200 gp (large), 400 gp (huge); *Weight:* 30 lbs. (large), 75 lbs. (huge)

### Razorjaws

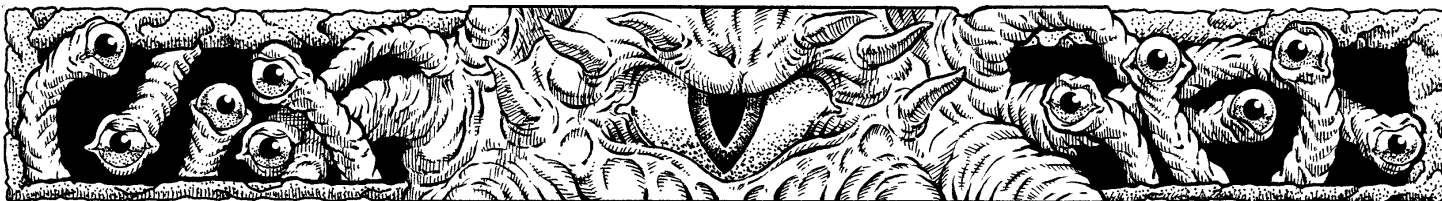
The beholder’s natural bite attack just doesn’t match the power of a warrior with a great sword – and on top of that, you can’t get a set of *vorpal teeth*. Razorjaws are designed to alleviate this problem. A set of razorjaws is a hinged contraption of leather and steel designed to fit over a beholder’s natural teeth. These dentures from hell are lined with two rows of razor-sharp blades, enhancing the damage of the beholder’s bite and making it quite a fearsome sight to see.

*Market Price:* 120 gp (large), 240 gp (huge); *Weight:* 16 lbs. (large), 40 lbs. (huge)

### Tentacle Hooks (aberrant warrior)

At 4th level, an aberrant warrior develops a pair of eye-tipped tentacles. She can use these tentacles in battle, lashing her enemies with a slam attack, but the damage is relatively limited. Tentacle hooks are leather sleeves buckled at both ends; the sleeve is attached to the tentacle, covering a foot-long area just below the eye. A row of curved, 2 inch metal blades are set into the sleeve. These barbs allow the warrior to make a vicious slashing attack in





place of her normal slam. While wearing tentacle hooks, an aberrant warrior takes a -3 circumstance penalty on Dexterity checks that she makes to perform delicate actions with her tentacles, but she gains a +2 circumstance bonus to Climb checks, as she can use the hooks to latch onto the surface she is climbing.

A character with the Tentacle Strength feat inflicts an additional 2 points of damage when using tentacle hooks. An aberrant warrior automatically gains proficiency with tentacle hooks at 4th level.

*Market Price:* 20 gp; *Weight:* 5 lbs.

### Tentacle Hooks (skirmisher)

Similar to the tentacle hooks of the aberrant warrior, these are designed for the striking tentacles of the beholder skirmisher.

*Market Price:* 40 gp; *Weight:* 10 lbs.

## Armor

Beholders generally dislike armor. A beholder requires the assistance of multiple slaves to arm itself, and it likewise needs help to remove the armor after battle, something that grates on the pride of the typical sovereign. Most tyrants prefer to avoid melee combat, trusting in the power of their eye rays to keep enemies at bay. But juggernaut warriors who would intend to charge into the fray require a little more protection against their enemies. In addition, enchanted armor or plate fashioned from eyebane ore (described below) can turn the tide in a close conflict. By default, only juggernauts are familiar with beholder armor, but occasionally a civilian sovereign will decide that the best offense is a good defense.

While the different Dominions have unique styles and designs, functionally beholder armor falls into one of three categories. Needless to say, this armor is designed for the physiology of a beholder and cannot be worn by any sort of humanoid creature. When wearing armor a beholder suffers all of the usual benefits and penalties, including the armor check penalty to appropriate checks, a possible reduction in flight speed, and a limitation on the maximum Dexterity bonus to AC that the beholder can gain while wearing the armor.

As beholders cannot cast spells requiring somatic components, beholder armor does not possess an arcane spell failure rating.

This section also provides details on specialized armor created for eyekin warriors. Eyeband armor is designed to allow an eyekin to utilize her all-around vision while still providing some level of protection. Other humanoid creatures could certainly wear these styles of armor, but there would be little advantage to be gained from it. All three styles of armor are covered by Armor

Proficiency (light). Since the purpose of eyeband armor is to expose the eyes on the wearer's torso, the inhuman nature of an eyekin wearer this armor will be obvious to any observer.

### Battle Harness

This is the lightest form of beholder armor. Panels of studded leather are bound to the body of the beholder by a complex harness designed to leave the creature's eyestalks and mouth free to move. It has no effect on the speed of the wearer and only a minimal effect on the beholder's mobility. While it is covered by the Armor Proficiency (beholder) feat, a battle harness is considered to be light armor.

*Market Price:* 60 gp (large), 120 gp (huge); *Weight:* 40 lbs. (large), 100 lbs. (huge)

### Chain Veil

This is the strongest form of armor that an eyekin warrior can wear and still maintain his all-around vision. In principle it is similar to a chainmail shirt, but the links are unusually large; the wearer's additional eyes can actually peer out through the links. While the armor provides adequate protection against slashing and bludgeoning weapons, its AC bonus is reduced by 1 for purposes of attacks that deal piercing damage. For purposes of item creation this armor is considered to be a masterwork item, but it does not receive any additional armor check penalty reduction. A chain veil carries a 15% arcane spell failure chance.

*Market Price:* 250 gp; *Weight:* 20 lbs.

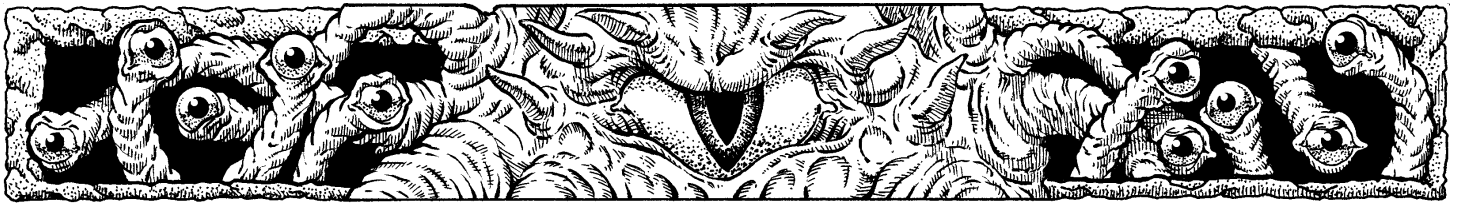
### Juggernaut Plate

A beholder in this heavy armor is an impressive sight. The beholder is covered in thick, overlapping steel plates. This armor often includes a visor to shield the central eye; this uses a metal grate that protects the eye from direct blows while still allowing the beholder's central eyebeam to perform at full strength. Another common feature is a dome at the top of the armor to shelter the beholder's eyestalks. The dome has ten holes for the eyestalks; the wearer can extend and expose the stalks for maximum flexibility, but while retracted the beholder can still see and fire in all directions. While a beholder has its eyestalks retracted, it can only use a maximum of three eyebeams in any firing arc, even if it possesses the Improved Firing Arcs feat.

A beholder wearing juggernaut plate receives a +2 circumstance bonus to any Strength check it makes while performing a bull rush attack. Juggernaut plate often incorporates ramming spikes to facilitate this style of combat.

While it is covered by the Armor Proficiency (beholder) feat, juggernaut plate is considered to be heavy armor. *Adamantine juggernaut plate* gets a +3 enhancement bonus to AC, while *eyebane juggernaut plate* provides a +3 bonus to saving throws vs. rays.





**Market Price:** 3,200 gp (large), 6,400 gp (huge); **Weight:** 100 lbs. (large), 250 lbs. (huge)

### Leather Eyeband

This is an elaborate harness formed from interlaced straps of leather. It provides minimal protection while providing gaps for eyes on the wearer's torso, allowing an eyekin to take advantage of her all-around vision. However, due to these gaps, its AC bonus is reduced by 1 against any attack that inflicts piercing damage – making it useless unless it has been enchanted. For purposes of item creation eyeband armor is considered to be a masterwork item, but it does not receive any additional armor check penalty reduction. Leather eyeband armor has a 5% arcane spell failure chance.

**Market Price:** 160 gp; **Weight:** 10 lbs.

### Steel Shroud

This style of armor is fundamentally a chainmail veil draped over the beholder and held in place by a leather harness. This is a fairly simple form of armor, and it is commonly used by sects that have not devoted the resources to developing juggernaut plate. While covered by the Armor Proficiency (beholder) feat, a steel shroud is considered to be medium armor.

**Market Price:** 320 gp (large), 640 gp (huge); **Weight:** 80 lbs. (large), 200 lbs. (huge)

### Studded Eyeband

This is similar to leather eyeband armor, only the leather straps are reinforced with metal rivets and studs. It still provides reduced protection against piercing attacks (-1 to the AC bonus) but is slightly superior to the plain leather bands. Like all forms of eyekin armor, studded eyeband is considered to be masterwork for purposes of creation, but it does not receive any reduction to the armor check penalty. Studded eyeband armor has a 10% arcane spell failure chance.

**Market Price:** 175 gp; **Weight:** 15 lbs.

## Special and Superior Items

In addition to armor and weapons specifically designed for beholders, the smiths and craftsmen of an eyehold produce a wide variety of specialized equipment. Eyekin warriors and cultists often require special equipment, and there are other tools that can be critical to the plans of the Dominions.

### Armor for Cultists and Aberrant Warriors

A beholder cultist sprouts eyestalks from his head and at higher levels from other parts of his body, while an aberrant war-

rior sprouts tentacles from her back. Any armor these characters wear must be designed to accommodate these unusual features. In the case of a low-level cultist, this requires a special helmet; for those with body tentacles and eyestalks, any sort of armor must be adapted. This increases the cost of the item by 10%. It has no effect on the weight or protective value of the item; the gaps for the stalks are relatively small and out of the way.

### Breakaway Armor

There are times when enhanced vision is more important than physical protection. Eyekin artisans have developed a number of harness systems that allow a character to quickly shed armor off of his torso, providing an eyekin with access to his all-around vision ability. The torso of breakaway armor can be removed in a single full round action. However, it takes twice as long as usual to don the armor, as the wearer needs to set up the complex network of straps. Breakaway armor is considered to be a masterwork item, but does not gain any bonus to the armor check penalty.

**Market Price:** Increase base cost by 200 gp; **Weight:** Increase base weight by 2 lbs.

### Eyebane Alloy

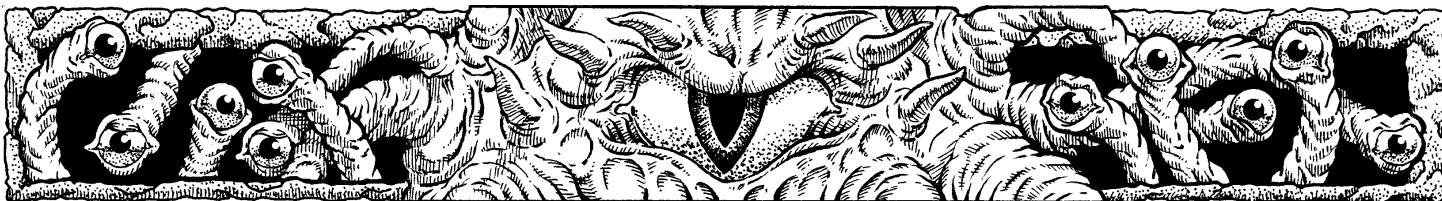
Beholder eye rays are just as deadly to the tyrants as they are to other creatures. Without the protection of its antimagic cone, a sovereign is extremely vulnerable to the *finger of death* or *disintegrate* rays of other beholders. The Dominion of the Eternal Vigil has always been obsessed with defense, and its mystics and smiths have spent centuries developing tools to shield the lords of the Dominion. One of their most successful creations was eyebane alloy. Formed from a blend of mithral and rare ores from the heart of the underdark, eyebane alloy disperses the energies of any sort of magical or supernatural ray attack. A suit of armor designed from eyebane alloy provides its wearer with a bonus to all saving throws against ray attacks. A suit of medium armor or chain shirt formed from eyebane alloy provides a +2 bonus to saving throws, while heavy armor provides a +3 bonus. On its own, a shield made from eyebane alloy provides a +2 bonus to saving throws; if a character is using eyebane armor as well as a shield, the bonus from the shield is reduced to +1.

In addition to the reflective properties of eyebane alloy, it is lighter than normal metal (although not quite as light as mithral). Spell failure chances for eyebane armor and shields are reduced by 5%, weight is reduced by 25%, the maximum Dexterity bonus is increased by 1, and the armor check penalty is decreased by 2. All of these bonuses only affect armor made from metal; you can't produce eyebane hide armor, or an eyebane battle harness.

Armor and shields formed from eyebane alloy are treated as masterwork items with regards to item creation, but this quality







does not affect the armor check penalty of the item. However, the secret of creating eyebane alloy is known only to a handful of eye-kin smiths, and many of the minerals involved in the process are only found in the deep underdark. Generally, the only time an adventurer will have access to eyebane alloy is if he salvages a suit of beholder armor. While the alloy was first created by the Dominion of the Eternal Vigil, most of the other Dominions have stolen the secret. It is most frequently found among the elite juggernaut corps of the Poisoned Eye and the inquisitors of the First Eye, both of which battle other beholders on a regular basis.

Eyebane alloy has a hardness of 13 and 30 hit points per inch of thickness.

**Market Price:** base item cost plus the following modifier: Light armor +1,500 gp; Medium armor +6,000 gp; Heavy armor + 12,000 gp; Shield +1,500 gp.

### Essence of Obedience

This alchemical substance is distilled from various forms of fungus found only in the subterranean realms of the eye tyrants. When refined into a clear liquid, it has the effect of sedating free will, leaving the character who consumes it tractable and open to suggestion. Beholders often mix this substance in with the food served to their slave population, in order to suppress any revolts and to limit the need for the direct use of magical power, but it is also frequently used by beholder cults to secure the initial cooperation of would-be recruits.

When a victim consumes the essence, she must make a Fortitude saving throw (DC 15). If she fails, she becomes extremely vulnerable to suggestion. Anyone who makes a Diplomacy check against her gets a +10 circumstance bonus to the check. In addition, if a character using Diplomacy successfully changes the victim's attitude to "helpful," the victim is considered to be under the effects of *charm person* with regard to the diplomat (Will save DC 15 to resist actions that she wouldn't normally perform). This effect lasts for 24 hours, unless the character is given a maintenance dose. While player characters cannot normally be influenced by Diplomacy, they can for purposes of this particular effect. The gamemaster should judge the relative attitude of the character to the diplomat to determine the DC for a shift to "helpful." If the diplomat fails this roll there is no effect, but if he succeeds, the character is effectively *charmed*.

A character under the influence of the essence is not aware of its effects, although an outside observer will notice her dulled state of mind with a successful Sense Motive check (DC 25). Note that this is not a magical effect, and that as such it is not negated by a sovereign's antimagic cone.

While essence of obedience is not terribly expensive, the materials required to create it can only be found in beholder territory, and the tyrants rarely sell the drug to outsiders. As a result, it

will rarely be found outside of eyeholds or beholder cults.

**Market Price:** 360 gp; **Raw Material Cost:** 120 gp; **Creation Check:** Craft (alchemy) DC 25; **Weight:** -

### Essence of Obedience – Maintenance Dose

Once someone is under the influence of essence of obedience, it only requires a small dose to maintain the effect. This must be administered every 24 hours, but it can be mixed in with food or drink. Since the victim is already under the influence of the essence, it is more difficult to resist; the victim gets to make a Fortitude save (DC 20) to try to break free. In addition, she gets a Will saving throw (DC 18) every five days to attempt to shake off the effect.

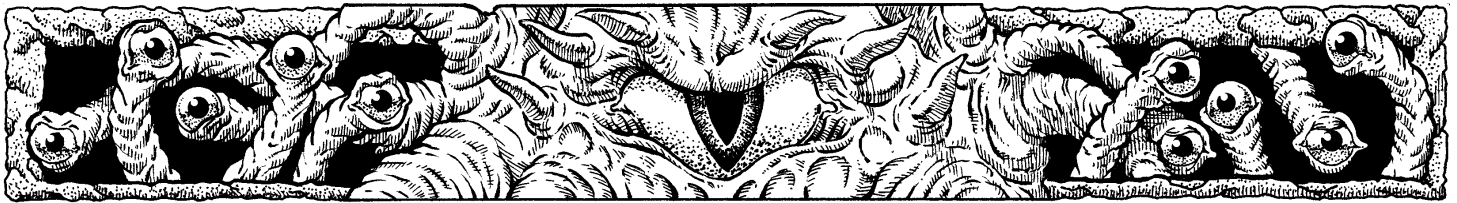
**Market Price:** 30 gp; **Raw Material Cost:** 10 gp; **Creation Check:** Craft (alchemy) DC 25; **Weight:** -

## Beholders and Magic Items

A lack of hands makes it difficult for a beholder to use many common magic items. However, it is not impossible; there are a variety of items that work well for the tyrants.

- The eyestalks of the average sovereign are the approximate width of a human wrist. As a result, a beholder can wear a bracer (which beholders call "eye-rings") at the base of one of its stalks. A beholder can also dangle a necklace, periapt, or brooch from its eyestalks. Finally, beholders also produce magical lenses that can be worn over an eye to enhance its powers. A beholder can benefit from a maximum of five of these items at once, regardless of the item type.
- Most sovereigns possess a fringe of vestigial tentacles, either scattered among the eyestalks or lining the creature's "chin." While these tendrils lack the strength to manipulate objects, they can be used to hold magical rings. A beholder is limited to using two magical rings at a time.
- While beholders cannot wear helmets or hats, they do produce crowns – large rings that rest at the base of the eyestalks. A beholder can wear one crown.
- Any other forms of beholder armor or weaponry described earlier in this chapter can be enchanted. Armored beholders are typically only seen in the deep underdark, but a sovereign wearing +5 *juggernaut plate of invulnerability* and +3 *vorpall razorjaws* can certainly ruin an adventurer's day.
- *Ioun stones* are greatly valued by beholders, as they do not require any particular form of anatomy.
- Although it does not eat or drink, a beholder can still make use of magic potions; it can break the potion in its mouth and





absorb the mystical energy through its flesh.

When assigning treasure to a beholder, the gamemaster should keep these elements in mind. A beholder will generally use gold and jewels as a way to influence humanoids. The Dominion of the First Eye amasses wealth and relics as a way to display its power, and the beholders of the Consuming Eye have a passion for collecting that can take many forms. It's also possible that a beholder will keep the weapons of a fallen foe – although if it has humanoid guards it may disperse these weapons to be used in its defense. But in general, a beholder's hoard should contain items that are at least somewhat useful to the creature. Scrolls and magic robes will rarely be found in a beholder's trove, and the creature is unlikely to have a pair of *gloves of storing*.

## Beholder Artificers

As a general rule, beholders need to work with humanoids to produce physical goods. Telekinesis is a clumsy tool, and ill-suited to the work of the jeweler or smith. Typically, a beholder artificer will work with a team of *charmed* craftsmen or spellcasters, or trusted eyekin. The eye rays of a beholder can be used to satisfy the prerequisites of item creation; a sovereign can use its *charm person* eye ray to create a set of *eyes of charming*.

Occasionally, beholders prefer to take a hands-on approach to item creation; the *hands of the tyrant* can allow a beholder to perform all aspects of the work itself. However, most beholders consider such work demeaning, suited only to slaves.

## Magic Items

Here are a few of the items that could be found in the hoards of beholders or the hands of their servants.

### Bracelet of Mastery

This thick golden band makes a heavy bracelet for a Medium-sized creature, but it is intended to be worn at the base of a beholder's eyestalk. Every such bracelet is keyed to a specific eye ray, and when worn on the corresponding stalk the creature gets the benefit of the Focused Eye feat with that ray. If worn by another creature, they gain this benefit if they cast a spell or use an ability mimicking that ray's power. These stalk-rings are often given out as Triumphs; the more powerful rings are given out for correspondingly more impressive deeds.

**Caster Level:** 4th; **Prerequisites:** Craft Wondrous Item, Eyekin Blood; **Market Price:** 5,000 gp; **Weight:** –

### Bracelet of the Iron Eye

This thin iron bracelet is intended to be worn on the eyestalk

of a beholder, but it can easily fit on the wrist of a human. It has the effect of increasing the duration of any *charm person* effect produced by the wearer to 8 hours/level. This includes the eyebeams of a beholder, the eye rays of the cultist, the arcane spells of a wizard, or any other form of *charm person*. These bracelets are occasionally given to monitors or trusted eyekin cult leaders who need to build up a slave network without any sort of sovereign support.

**Caster Level:** 8th; **Prerequisites:** Craft Wondrous Item, Extend Spell, *charm person*; **Market Price:** 5,000 gp; **Weight:** 1 lb.

### Bracelet of Varied Vision

The beholder equivalent of the wand, this thick bracelet is worn at the base of an eyestalk and allows the beholder to alter the effect of that eyestalk. A *bracelet of varied vision* is attuned to a particular spell effect, and it transforms the eye ray of the eyestalk it is worn on into that effect (see Table 5-3, following page). The spell held in the *bracelet of varied vision* is still considered to be a beholder eyebeam; regardless of the normal nature of the spell, it becomes a single-target ranged attack with range and save DC matching the beholder's other rays. A *bracelet of varied vision* has fifty charges, and expends one charge each time it is used; when it runs out of charges, it becomes a mundane piece of jewelry.

A beholder cultist who wears a *bracelet of varied vision* can use the power of the bracelet in lieu of making an eyebeam attack. However, she must pay a vision point cost as if she were actually using an eyebeam of the same level as the spell, in addition to expending a charge. If she does not possess an eyebeam of matching level, she cannot use the *bracelet*.

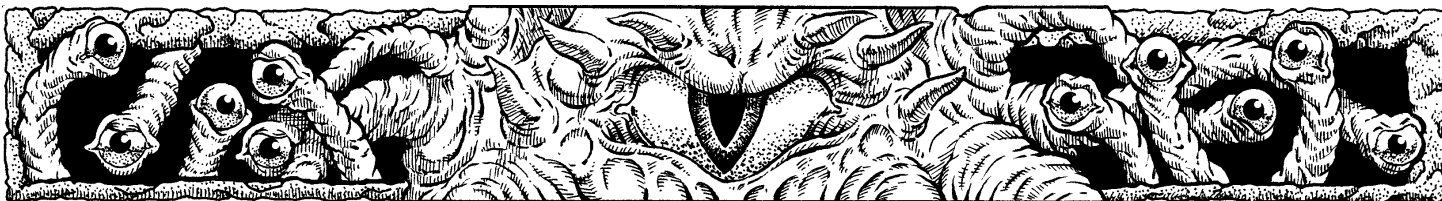
Other characters cannot activate the power contained within the bracelet. However, it can be used as a focusing device; if a character wearing a *bracelet of varied vision* independently casts the spell contained within the *bracelet*, the DC of the spell's saving throw is increased by 2.

Creating a *bracelet of varied vision* requires both the Craft Wondrous Item and Craft Wand feats, along with the spell contained in the bracelet. The caster level is the minimum required to cast the embedded spell. However, when used by a beholder, the ray the *bracelet* produces is considered to have the same caster level as the beholder's other eye rays. A *bracelet of varied vision* weighs 1 lb.

### Crown of the Iron-Lidded Eye

This is a ring of black iron several feet in diameter, the size to rest just below a beholder's eyestalks. Along its outside runs a line of gold-etched symbols, weapons alternating with open eyes. When worn by a beholder, it increases the creature's natural armor bonus by +4 against all melee attacks and by +2 against all other





attacks. The *crown* is too large for most other races to wear, but if placed on an appropriately-sized head, the wearer receives half the bonuses listed above. This crown is often given as a Triumph to a beholder who plans or physically achieves a great military victory.

**Caster Level:** 4th; **Prerequisites:** Craft Wondrous Item, Eyeikin Blood, *mage armor*; **Market Price:** 15,000 gp; **Weight:** 10 lbs.

#### Crown of the Piercing Eye

This metal circle is made of silver, with a jagged vein of copper running its length. It is several feet in diameter, the size to rest just below a beholder's eyestalks. When worn by a beholder, it grants a +4 to saving throws against effects that would blind a beholder or otherwise impede its vision, including the effects of a *globe of distraction*. Even if the save is failed, the effect's duration is reduced by one round (to a minimum of one round). Other races of an appropriate size gain a +2 to saving throws against blindness and other vision impairment from this crown. A beholder who solves a notorious problem or who sees through an enemy's plan might be awarded this crown as a Triumph.

**Caster Level:** 4th; **Prerequisites:** Craft Wondrous Item,

Eyeikin Blood, *blindness/deafness*; **Market Price:** 15,000; **Weight:** 10 lbs.

#### Crown of the Watchful Sovereign

This is a golden circle several feet in diameter, rising to ten high peaks, each topped by a different precious or semi-precious stone serving as the pupil of an engraved eye. Every such crown, when created, is magically linked to up to 10 specific *helms of the greater tyrant* in its presence. When a sovereign beholder wears this crown, it can take its full-round action to see what is visible to the *helm's* wearer that round as long as they are within 100 miles of each other.

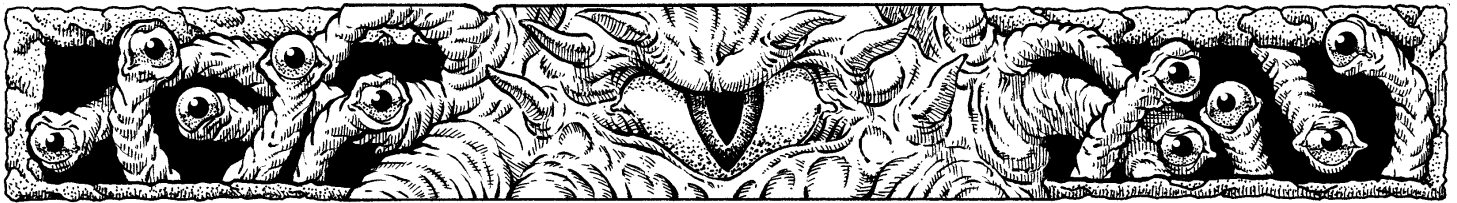
The beholder can also override the *helm-wearer's* combat choices, directing the eye rays to fire as it wishes as part of its action. The *helm-wearer's* attributes are used for all calculations. Finally, the beholder can force the *helm-wearer* it monitors to delay their combat actions until a point of the beholder's choosing, making it easier for the beholder to control the eyebeams. The *helm-wearer* can block this effect with a Will save (DC 15 + the beholder's Wisdom bonus, if any), although the beholder can try again once each round as a free action.

This crown is awarded for a great Triumph, one that advances

**Table 5-3: Bracelets of Varied Vision**

Bracelet Power	Market Price	Minor	Medium	Major
<i>Burning hands</i>	1,250 gp	01-13	01-08	—
<i>Charm person</i>	1,250 gp	14-26	09-16	—
<i>Color spray</i>	1,250 gp	27-39	17-24	—
<i>Ray of enfeeblement</i>	1,250 gp	40-52	25-32	—
<i>Reduce person</i>	1,250 gp	53-65	33-40	—
<i>Sleep</i>	1,250 gp	66-78	41-48	—
<i>Hideous laughter</i>	5,000 gp	79-84	49-55	01-06
<i>Inflict moderate wounds</i>	5,000 gp	85-89	56-62	07-12
<i>Scorching ray</i>	5,000 gp	90-96	63-71	13-20
<i>Shatter</i>	5,000 gp	97-100	72-79	21-26
<i>Dispel magic</i>	11,750 gp	—	80-83	27-32
<i>Hold person</i>	11,750 gp	—	84-87	33-38
<i>Lightning bolt</i>	11,750 gp	—	88-91	39-45
<i>Ray of exhaustion</i>	11,750 gp	—	92-95	46-51
<i>Slow</i>	11,750 gp	—	96-100	52-60
<i>Charm monster</i>	21,500 gp	—	—	61-68
<i>Confusion</i>	21,500 gp	—	—	69-74
<i>Contagion</i>	21,500 gp	—	—	75-80
<i>Crushing despair</i>	21,500 gp	—	—	81-86
<i>Enervation</i>	21,500 gp	—	—	87-92
<i>Fear</i>	21,500 gp	—	—	93-100





the Dominion's goals and ideals in a significant way or that provides a permanent victory over a formidable foe.

**Caster Level:** 10th; **Prerequisites:** Craft Wondrous Item, Eyekin Blood, *dominate person*; **Market Price:** 64,000; **Weight:** 10 lbs.

### Hands of the Tyrant

While the telekinetic eye ray of the beholder is very versatile, there are some tasks that require a pair of hands. The *hands of the tyrant* is a harness of leather and steel supporting a pair of metal arms – similar in appearance to the arms of a small iron golem. A typical set of *hands* is slightly longer than those of a medium humanoid, and is mounted beneath the beholder's mouth so that both hands can manipulate the same object. This harness allows the wearer to manipulate objects and use skills just like a normal humanoid. The arms have the same effective Strength score as the wearer. A beholder can use these arms to wield weapons, but unless the creature has taken the appropriate Weapon Proficiency feat it will suffer the standard penalties.

Typically, *hands of the tyrant* are used by beholder artificers who don't want to leave the fine details to the hands of slaves. However, most beholders – especially the proud sovereigns of the First Eye – consider the use of *hands* to be an affront to the true form of the beholder and look down on those who wear them.

*Hands of the tyrant* cannot be used in conjunction with any form of beholder armor.

**Caster Level:** 10th; **Prerequisites:** Craft Magical Arms and Armor, Craft Wondrous Item, *telekinesis*; **Market Price:** 36,000 gp; **Weight:** 20 lbs.

### Helm of the Greater Tyrant

This resembles the Helm of the Tyrant, but is more ornately decorated and has six eyes. It functions in much the same fashion, granting all-around vision (and possible disorientation) and allowing the use of eye rays, each 3/day. However, it permits the wearer to use 2 rays per round in different arcs from each other. The rays are:

**Sleep:** This works like the spell, only it affects a single creature with HD up to half of the helm-wearer's level. It requires a Will save to resist.

**Charm Person:** The target must succeed at a Will save or be affected as if by the spell.

**Fear:** This works like the spell, except that it affects a single target.

**Inflict Moderate Wounds:** Identical to the spell of the same name.

**Slow:** This works like the spell, except that it affects a single creature with HD up to half the helm-wearer's level.

**Telekinesis:** The wearer can move objects as with the spell, up

to a weight determined by the helm-granted level.

Each of these helms is also linked to a specific *crown of the watchful sovereign*, as described in that item's entry. If that linkage does not exist, this item instead functions as a standard *helm of the tyrant*.

**Caster Level:** 10th; **Prerequisites:** Craft Magical Arms and Armor, Craft Wondrous Item, *sleep*, *charm person*, *fear*, *inflict moderate wounds*, *slow*, *telekinesis*; **Market Price:** 64,000 gp; **Weight:** 3 lbs.

### Helm of the Tyrant

This tall helm has a solid visor that covers the eyes, apparently blocking all vision. It also has four unusual protrusions evenly spaced at its top, each shaped to look like an open eye. If someone puts on the helm, they immediately gain all-around vision as a supernatural ability – this grants a +4 bonus to all Spot and Search checks and makes them impossible to flank. All the wearer's special forms of sight, such as low-light vision, apply to this ability.

However, if the wearer does not already have all-around vision, they must make a Will save (DC 15) or become disoriented by seeing in every direction at once, suffering a –2 penalty to all attack and skill rolls. This saving throw can be attempted once every 10 minutes until the wearer succeeds, at which point the penalty vanishes. The disorientation returns the next time the helm is worn, requiring a new round of saving throws.

But the true power of this helm is that its wearer can produce magical rays similar to those of a beholder as a standard combat action. Each ray can be used 3 times/day. These rays are magical ranged touch attacks, and the wearer is considered to be a sorcerer with half their current class levels for all related calculations. The helm's eyes will twist and rotate to fire into different arcs, but only one ray can be fired per round; a specific eye produces each ray. The rays are:

**Sleep:** This works like the spell, only it affects a single creature with HD up to half of the helm-wearer's level. It requires a Will save to resist.

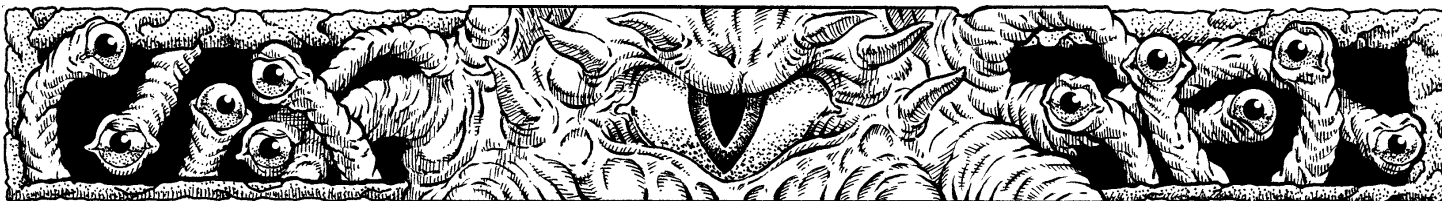
**Charm Person:** The target must succeed at a Will save or be affected as if by the spell.

**Cause Fear:** This is identical to the spell, except that it affects a creature with HD up to half the helm-wearer's level.

**Inflict Light Wounds:** This is identical to the spell, inflicting 1d8 points of damage +1 per the helm-dictated caster level (to a maximum +5). A Will save halves the damage.

**Caster Level:** 4th; **Prerequisites:** Craft Magical Arms and Armor, Craft Wondrous Item, *sleep*, *charm person*, *cause fear*, *inflict light wounds*; **Market Price:** 16,000 gp; **Weight:** 3 lbs.





### Liquid Antimagic (Incubator Fluid)

This is the fluid from an incubator, the creature that spawns beholders. The fluid inside is a variation on the antimagic field that normal beholders emit from their central eye. In the incubator, this field has been changed into a liquid that flows through its body so that the growing beholders do not accidentally disintegrate their parent. The fluid can be extracted from the incubator, or it can be synthesized by a high-level spellcaster. It is considered a grenade-like weapon, and can be thrown at any creature to suppress its spells or supernatural and spell-like abilities. It also disrupts the use of magic items, armor, and weapons. A direct hit disables spellcasting and any magical equipment or abilities that was facing the attacker. If thrown at a beholder, it disables the eyebeams of any eye tentacles facing the attacker. The victim of this attack has the advantage of being immune to spells, spell-like abilities, and supernatural abilities for the duration of the effect, and some eyeikin apply the liquid to themselves for this purpose. If someone is caught in splash damage, they are incapable of casting spells. Also, the affected creature loses the magic ability of one piece of equipment, determined randomly, or in the case of a beholder, one eye ray. A creature caught in splash damage is not immune to magic. The central eye with the antimagic field cannot be neutralized with this object, as one antimagic field does not negate another. The effect of both direct and splash damage lasts 2d4 rounds. This potion cannot be purchased outside of beholder settlements.

**Caster Level:** 13th; **Prerequisites:** Craft Wondrous Item, antimagic field, Eyeikin Blood; **Market Price:** 3,900 gp; **Weight:** –

### Ring of Unrestricted Sight

A silver ring set with an opal engraved to resemble an eye, this ring is a boon to the undercover eyeikin. The ring sharpens the wearer's vision, providing a +5 insight bonus to Spot and Search checks. However, its main power is to allow the wearer to see through any sort of minor obstructions – like clothing or armor. This allows an eyeikin to take advantage of her all-around vision even while fully dressed. Characters with only two eyes can still see perfectly while blindfolded or otherwise blinded through physical means. The ring does not provide any sort of protection against magical blinding effects.

**Caster Level:** 5th; **Prerequisites:** Forge Ring, Eyeikin Blood; **Market Price:** 2,000 gp; **Weight:** –

### Rod and Bracelet of the Tyrant's Eye

The *rod of the tyrant's eye* is a short scepter with a stylized beholder on one end and a sphere of opalescent crystal on the other. The rod has no innate power of its own, but it is created in conjunction with a matched bracelet designed to be worn on the

eyestalk of a sovereign beholder. When a beholder places the *bracelet of the tyrant's eye* over one of its eyestalks, that eye sees through the crystal sphere of the *rod of the tyrant's eye*, and may project its associated eye ray through the rod. However, while it is wearing the bracelet it loses the ability to direct the associated ray at nearby targets! These rods are often given to eyeikin cult apostles, both to allow a beholder overlord to monitor events and as a symbol of power. As the beholder “sees” sound, it can both see and hear events around the rod, although it cannot communicate with the bearer of the rod.

As noted earlier, the rod itself has no power; the projection of the eye ray is completely under the control of the associated sovereign. However, it is up to the bearer of the rod to aim it at the intended target; this is a standard action that does not provoke an attack of opportunity.

A character with Eyeikin Blood who wears a *bracelet of the tyrant's eye* can see through the sphere on the rod, but cannot project any sort of power through the rod. The bracelet has no effect on any other character. The market price indicates the difficulty to create the rod, but bear in mind that there would be a very limited market for such an item in a human community.

**Caster Level:** 12th; **Prerequisites:** Craft Rod, Craft Wondrous Item, *prying eyes*, *scrying*; **Market Price:** 80,000 gp (rod), 40,000 gp (bracelet); **Weight:** 4 lbs. (rod), 1 lb. (bracelet)

### Shield Gem

An invention of the paranoid artificers of the Dominion of the Eternal Vigil, the *shield gem* is a boon to anyone who fights a beholder. The gem is a ruby the size of a pigeon's egg, set into a disc of black iron and suspended from a heavy chain. This mystical medallion projects an invisible field that protects its wearer from magical and supernatural rays. The gem has 18 charges. Any time that the wearer is struck by a magical ray and fails his saving throw, expend a number of charges equal to the amount by which the wearer missed the save; he is then considered to have made the saving throw. The *shield gem* even protects against ray attacks that do not normally allow a save; when the wearer is struck by such an attack, the gem loses five charges and the wearer gets to make a standard save (using the level of the effect and the appropriate statistic modifier).

A *shield gem* cannot be recharged. When the final charge is expended, the gem shatters. If the gem does not have enough charges to protect the wearer from a particular effect, no charges are expended and no protection is provided.

**Caster Level:** 12th; **Prerequisites:** Craft Wondrous Item, antimagic field, resistance; **Market Price:** 28,000; **Weight:** 2 lbs.







## Chapter Six

# The Beholder Campaign

There are many ways to incorporate beholders into a campaign. Traditionally, beholders have been presented as hateful and xenophobic beings that constantly fight other creatures and even other beholders. Through the use of Dominions, this book presents a wider variety of options for the long-term use of beholders: cunning manipulators, gruesome arcane researchers, and even mysterious allies. The traditional hateful beholder is best represented by the Dominion of the Poisoned Eye, although it could easily come from the Dominion of the Eternal Vigil or the First Eye.

This chapter presents a detailed look at the nine Dominions that have been mentioned throughout this book, examining the role that each group might play in a campaign. If a party has encountered beholders in the past, the gamemaster should consider which Dominion best suits these previous encounters and how this might play a role in future adventures. The next step is to study the Dominions and decide which best fit the tone of the campaign. Are there beholder cults in every major city? Or are the cultists only found in the occasional creepy seaside village?

The chapter begins with a look at various ways that beholders can be used in nontraditional settings. It continues with tips on role-playing beholders and eye-kin cultists. Following the discussion of the Dominions, the chapter concludes with a handful of short encounters involving beholders or eye-kin cultists, providing the gamemaster with solid examples of how this material could be incorporated into an ongoing campaign.

## Alternate Settings

Beholders are traditionally creatures of fantasy. But there is no reason that this needs to be the case. Whatever type of game you're playing, there's probably room for a beholder in it somewhere. A few ideas:

### Supernatural Horror

*Ever since we'd arrived in Tyranny Cape, I'd had the feeling I was being watched. There was something about the townsfolk that I couldn't quite put my finger on. And why wouldn't they let us into the old Masonic temple?*

The eye-kin and their multi-eyed masters fit perfectly into a traditional horror campaign – humans twisted by an extradimen-

sional force, and the deadly and horrific demigods that rule them. Adventurers could find an old village of eye-kin concealing the laboratory lair of an Enigma sovereign, or uncover a beholder cult that has corrupted and seized control of an established church. In a modern day setting, a beholder cult might appear to be a street gang; this group could be dealing tainted narcotics that twist users to the will of the hidden eye tyrant.

### Espionage

*In the heart of the concrete bunker, the ORB agent shivered as he reported to his master. "I'm sorry, my lord," he quavered. "Dirk Stone and the agents of N.E.P.H.E.W. broke into the research facility and stole the Corroman Lens." He trembled, waiting for the death ray to strike him down.*

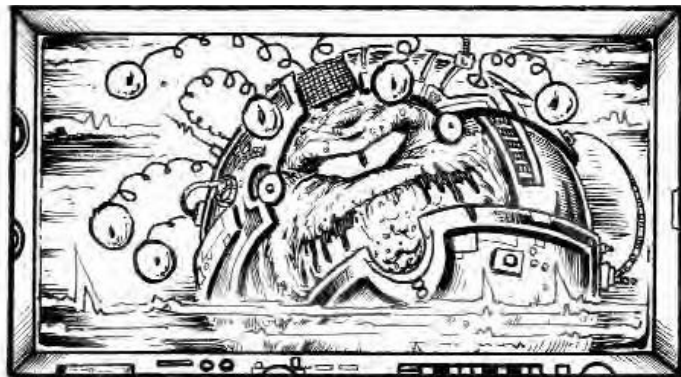
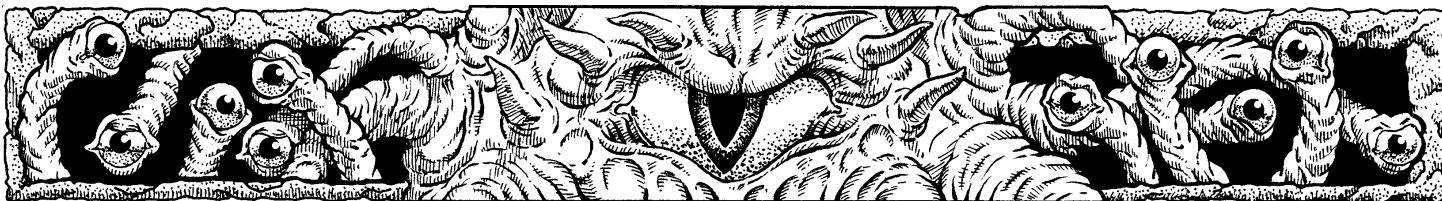
*Instead, there was a deep, buzzing chuckle. "Don't worry, Agent Mordecai. I had anticipated interference from Mr. Stone. Even now, we are tracking him – and soon we will know the location of N.E.P.H.E.W.'s hidden base." The agent breathed a deep sigh of relief, blinking all six of his eyes.*

Even in the high-tech world of modern espionage, there's no reason the gamemaster can't sneak in a bizarre beholder mastermind. It could be an ancient creature that has risen from slumber beneath the earth – or it could be a bioweapon created by mad scientists that developed a mind of its own and seized control of the organization that formed it. A beholder's many deadly rays make it an opponent to be feared in the modern world – but on the other hand, if the players are relying primarily on technology, the creature's antimagic cone will prove more of a hindrance than a help. Typically, a beholder makes a better mastermind than monster; through its organization of *charmed* underlings, it could develop a host of mad schemes that the heroes would have to bring to a halt – long before they ever discovered the true nature of their nefarious foe.

### Superheroes

*Captain Toledo leapt over the deadly eye ray, which carved a jagged rift in the pavement. "It's too late, Lord Occulus! The Crimestoppers have already located and disarmed your hypnobomb. Give up now!"*





## Conversing with Beholders

An encounter with a powerful monster can be much more interesting if the players can recognize the creature by the manner in which the gamemaster presents information. A conversation with a beholder should have a different tone than a talk with a holy priest or an injured goblin. Here are a few ideas for presenting beholders:

- A beholder is effectively a floating head. Be very careful and deliberate about head movements when speaking. Avoiding tilting your head, and do not nod or shake your head in response to questions.
- Likewise, keep your facial expressions as impassive as possible. Do not move your eyebrows, smile, or frown (or if you do, do so very slowly). A beholder's mouth is not as expressive as that of a human, and it does not have an eyebrow to move.
- Keep your voice level. It should be difficult for players to get a sense of whether a beholder is making a joke or a threat; it's a bizarre alien thing with mysterious motives and goals.
- The typical beholder is extremely confident when dealing with humans. Remember that it has the power to slay, petrify, or disintegrate its enemies with a simple glance. A beholder will always act as if it is in complete control of a situation, pointedly ignoring any attempt at threats or intimidation. Remember that any attempt to intimidate a beholder carries a -5 circumstance penalty unless the speaker is familiar with aberrations (see page 119).

Other ideas may come from the beholder's Dominion. A beholder of the First Eye will be even more arrogant than average, while a sovereign from the Eternal Vigil will be careful and suspicious of player characters. A beholder from the Consuming Eye may be better at making jokes and behaving in a manner similar to a human – a careful pose learned to put humanoids at ease in trade negotiations.

Eyeikin generally act just like humans, although they often carry the personality traits of their masters; First Eye eyeikin are proud while Eternal Vigil eyeikin tend to be paranoid. If an eyeikin has revealed its true nature, you can play with the fact that it has eyes on its limbs; look at players with the palm of your hand while talking to them, while turning your face away to look at something else. With its multiple eyes, an eyeikin can keep track of many different things at once; using this in conversation may help to make the eyeikin somewhat unsettling.

At the gamemaster's discretion, characters may suffer a penalty when attempting to use Sense Motive, Diplomacy, or Intimidate against a beholder. See page 119 for more details.

*“Look me in the eye and say that...” the villain said, turning three new eyes to face the hero.*

On the surface this is similar to the espionage campaign, with the exception that superheroes are a little more likely to be able to take on a beholder in direct conflict and live to tell the tale. The beholder could be a one-of-a-kind abomination. Or it could be the first member of an extradimensional strike force, seeking to pave the way for an invasion from beyond time and space. For a greater challenge, the beholder's antimagic cone could affect all forms of superhuman abilities as opposed to just magic.

### Science Fiction

*The multi-eyed horror glared out of the viewscreen. “Power down your weapons immediately, Captain Corinne. Surrender and your crew shall be allowed to live as slaves of the First Eye. Resist and we will reduce your ship to dust.”*

In a science fiction setting, the eye tyrants are an excellent choice for an alien race. Powerful and deadly, they spread across the universe enslaving worlds with their hypnotic eyebeams. The players might have to negotiate a treaty, sneak into a beholder slave planet, or even fight a war against the beholders.

A major question in a science fiction setting is the degree to which beholders use technology. Perhaps a beholder can use an eye ray amplifier, allowing a single overseer to control an entire city with its *charm* rays. Or perhaps the beholders rely entirely on organic technology. A beholder “starship” could actually be an enormous sovereign, capable of battling spaceships and even performing planetary bombardment with its massive *disintegrate* and *finger of death* beams. In this case, it may make sense to make the beholder's central eyebeam a general energy-dampening cone instead of specifically targeting supernatural powers; this makes the beholder a dangerous foe for characters who are used to being able to rely on their blasters and light-swords.





## Nine Dominions

Beholders do not form nations in the same way that humans do. Instead, they are divided into Dominions – extended clans that can ultimately trace their line of descent back to a particular incubator. For the most part Dominions are not bound by geography; a single human nation could easily contain the eyeholds of three or four different Dominions hidden beneath the surface.

The boundaries of a Dominion are physical and physiological in nature as opposed to being simply political. The beholders of a Dominion share distinctive physical traits; the sovereigns of the First Eye are covered in glittering scales, while those of the Eternal Vigil have an almost insectoid appearance. But the philosophical outlook of a Dominion is far more important than these cosmetic differences. Each Dominion can be seen as the expression of a particular aspect of the Void. Just as the human mind contains many different elements and emotions – hate, greed, curiosity, pride – each Dominion has a particular ruling passion that drives the behavior of its sovereigns and affects their interaction with other creatures.

While each Dominion is bound together by its ruling passion, there are subdivisions. Beholders inherit memories from the incubator that spawns them; thus the children of a particular incubator have a particularly strong bond. When a sovereign successfully evolves into an incubator, it creates a new sect – a smaller family within the overall Dominion clan. Typically sects work closely together, although the Dominion of the Eternal Vigil is known for its internecine feuds. However, the beholders of different sects tend to develop slightly different personalities – each sect approaches the ruling passion of the Dominion in a somewhat different way.

This section examines the nine Dominions that have been used throughout this book. This list is not meant to be comprehensive; a gamemaster should always feel free to add new Dominions of her own, or to decide that a beholder encountered by the players is a mutant rogue with no Dominion allegiance. The goal of the Dominions is to provide some variety to beholder encounters – adding more depth to these highly intelligent creatures and changing the way in which they interact with players. A beholder from the Dominion of the Poisoned Eye will certainly attempt to destroy any adventurers it encounters. But a sovereign from the Watching Wheel is more likely to try to involve the party in a bizarre experiment, while a monitor from the Consuming Eye could actually hire the PCs to acquire a rare relic for its eyehold.

One question for a gamemaster to consider is what Dominions the party has already dealt with, if they have crossed paths with beholders in the past. The Dominion of the Poisoned Eye is the closest in tone to the stereotypical image of the beholder; the

Eternal Vigil and First Eye are also reasonable choices for a traditional beholder encounter.

Each entry discusses the basic philosophy of the Dominion, along with its size, relationships with other races or Dominions, and the appearance of its members. It also includes optional game material – ways in which a beholder from a particular Dominion might differ from the traditional creature that players are familiar with. These include the following:

- Sovereign Modifications suggest ways in which the sovereigns (and beholder subtypes) of the Dominion might vary from the norm – ability modifications, alternate eye rays, or other minor shifts in statistics. These could just be applied to a specific sect within the Dominion, if the gamemaster wants to have most beholders use the standard stats.
- Beholder Class Skills provides a list of skills that beholders of the Dominion have access to. When designing a sovereign or a gauth, the gamemaster may wish to switch some of the standard skills of the beholder around to bring in some of these skills; an Enigma beholder might have ranks in Spellcraft or Craft (alchemy) instead of Hide.
- Cultist Skills is the list from which beholder cultists can select their four class skills, as described on page 32.
- Common Feats suggests feats that fit the mood of the Dominion. Sovereigns could either swap out base feats for these ones, or these could be added on for beholders with additional hit dice or class levels.
- Equipment and Treasure outlines the types of weapons or armor the Dominion uses (if any), and the types of treasure that will be found most frequently in a sovereign's hoard.

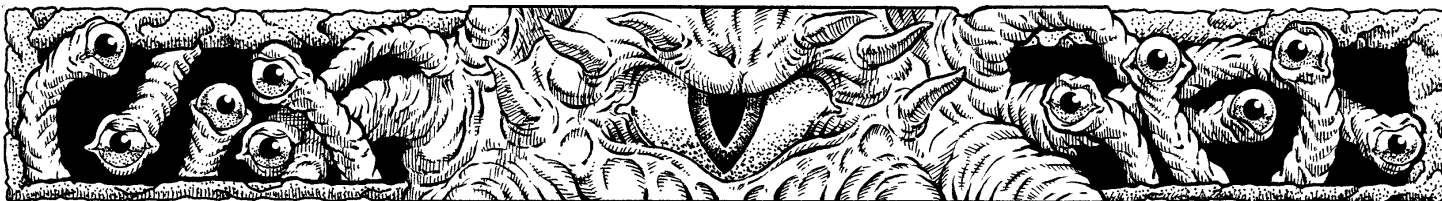
As always, the GM should feel free to ignore these modifications if she prefers to keep things simple.

### The Dominion of the Consuming Eye

*“I want.”*

The Dominion of the Consuming Eye is driven by greed – an all-consuming passion to obtain precious and rare things. These beholders will seek to obtain anything that other creatures consider to be valuable – precious metals, jewelry and gemstones, works of art and rare spices. The status of a sovereign is reflected by the materials that it has contributed to the hoard of the vault, and to a lesser degree by the goods it has acquired for its personal collection. Triumphs are held to acknowledge beholders that have





arranged for particularly fabulous acquisitions. While they will often attempt to steal treasures through force or subterfuge, the Consuming Eye also maintains a considerable network of mines deep below the earth.

In addition to this general fascination with wealth, each sect (known as ‘vaults’ within the Dominion) has a personal obsession. The Third Vault collects humanoid heroes and celebrities, maintaining a petrified museum of famous warriors and sages in its citadel. The Fifth Vault gathers weaponry of all sorts, from powerful magical artifacts to bizarre siege engines. The First Vault studies societies and seeks to claim whatever is most valuable to a particular nation, whether it is a sacred relic, a beloved ruler, or a diplomatic message being sent to a neighboring country to ensure peace. While each vault pursues its own goals, the bonds between the sects are strong and they will trade goods and share information with one another.

**Number of Sects:** Seven (650 sovereigns)

**Alignment:** Lawful evil. While the beholders of the Dominion are more interesting in acquiring material goods than killing other creatures, they have no compunctions about using force or theft to acquire the goods that they desire. Their lawful nature refers to their respect for structure and tradition within the Dominion; like most lawful beholders, they have no interest in the laws of lesser creatures. With that said, they will abide by trade agreements that they set up – although they will always seek to gain an unfair advantage, and will invariably include clauses allowing them to break agreements should they fail to prove profitable for the Dominion.

**Eyeekin:** The eyeekin comprise about 25% of the population of a Consuming Eye community. The typical eyeekin holds the same status as a slave, although he is allowed to serve without being under the influence of *charm*. Eyeekin who show initiative and make a significant contribution to the hoard of the Dominion may be elevated to the Society of the Golden Eye, an elite corps of eyeekin who catalogue, maintain, and guard the treasures of the community.

Consuming Eyeekin typically share their masters’ obsession with the acquisition of material goods. Consuming Eye cults seek to develop economic power within a community, and the eyeekin will attempt to recruit or subvert prominent merchants and craftsmen. Eyeekin cultists are always looking for a chance to earn a place in the Golden Eye, but human cultists often enjoy the wealth they can gain through the cult.

Most Consuming Eyeekin live in beholder communities or serve in cults; they do not maintain their own communities on the surface.

**Slaves:** In most societies slaves are seen as a form of wealth, and as such the Consuming Eye makes extensive use of slaves. Many beholders will go out of their way to acquire particularly

exotic or unusual slaves, and the Dominion also places a high value on craftsmen who can transform the raw materials mined by the Dominion into bizarre beholder jewelry. The Fourth Vault of the Consuming Eye has a particular interest in monstrous slaves and often attempts to capture and enslave fantastic creatures, such as young dragons or delvers.

**Subspecies:** Because of the large slave populations, overseers are quite common among the Consuming Eye. The Dominion also has a large number of monitors, who serve as ambassadors and thieves. The militaristic subspecies – skirmishers, gauths, and besiegers – are relatively rare, although they are occasionally found guarding the central hoards.

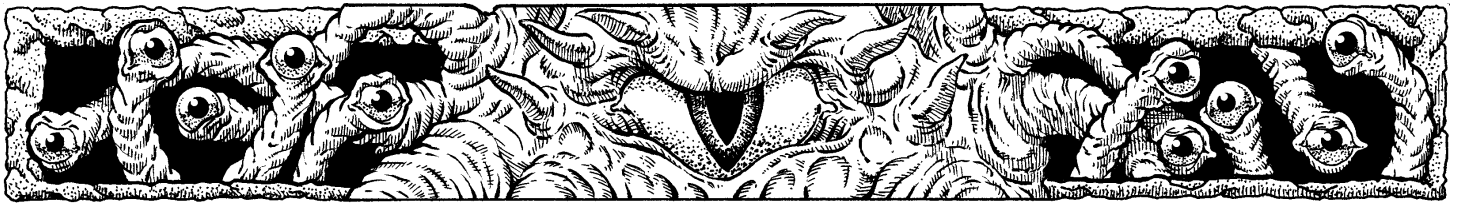
**Relationships with Other Dominions:** The Consuming Eye has little interest in the activities of the other Dominions. The First Eye frequently launches attacks against them, seeking to claim the many treasures of the Dominion as spoils of war, so the Consuming Eye is forced to maintain a strong defense. But it rarely engages in any sort of offensive actions against the other Dominions.

**Relationships with Other Species:** Of all of the Dominions, the Consuming Eye is most tolerant of other creatures – provided that they have treasures to offer. The Sovereigns prefer to demand tribute from weaker creatures as opposed to simply destroying them. They often form economic treaties with powerful communities of drow, duergar, and svirfneblin – although they are shrewd bargainers and are always looking for the best deal. The sovereigns are not averse to slaughtering a community if it is the simplest way to get what they want or if it will strengthen their position in trade negotiations; if a city has nothing to offer and can’t provide tribute, it’s a waste of space.

**Preferred Habitat:** Subterranean, both deep beneath the earth or within mountain peaks. The Consuming Eye will always try to build close to deposits of precious metals or other valuable natural resources.

Beholders from the Consuming Eye are notable both for their greed and vanity. More than any other Dominion, the beholders of the Consuming Eye love to adorn themselves; they will wear stalk rings, chains of precious metal, and even harnesses studded with gemstones. Some actually wear face-paint formed from precious metals. This is not intended to impress others, as much as it is for the comfort of the beholder itself; Consuming Eye beholders love to be surrounded by wealth and material goods. In addition to contributing to the hoard of their sect, each sovereign also has a personal obsession of some sort – a collection of its own. But most of its efforts are devoted towards expanding the wealth of the sect or its personal collection. This can take a wide variety of forms, ranging from seizing control of a guild within a city, sponsoring banditry or engaging in outright raids itself, or even hiring parties of adventurers to obtain a rare item...





**Appearance:** The beholders of the Consuming Eye have a very exotic appearance, almost like tropical fish. The body of a Consuming Eye beholder is covered in reptilian scales. Its eye-stalks are snakelike in nature, and each eye is a different color. Their scales are covered with brilliant patterns that can actually be quite beautiful; each sect has a different standard color scheme. The sovereigns of the First and Second Vaults have a short crest that runs down the back of the beholder's body; normally this lies flat against the body, but it may be extended if the creature is in a strong emotional state. As noted above, sovereigns, overseers, and monitors will typically wear jewelry and use cosmetics; many will even gild their teeth with a coating of precious metals.

**Sovereign Modifications:** A Consuming Eye sovereign has the same physical abilities as a standard beholder, but receives a +2 racial bonus to Appraise and Sense Motive. A sovereign receives a +8 bonus to Forgery checks for purposes of spotting a forgery.

**Beholder Class Skills:** Appraise, Bluff, Diplomacy, Forgery, Knowledge (based on sect specialty), Sense Motive. Consuming Eye beholders are clever negotiators and have a knack for spotting falsehoods.

**Cultist Skills:** Appraise, Bluff, Diplomacy, Forgery, Gather Information, Sense Motive

**Common Feats:** Skill Focus (any class skill)

**Classes:** Consuming Eye sovereigns will often pick up expert or rogue levels, focusing on negotiating and appraising skills. Monitors may also acquire rogue skills, to better act as thieves on behalf of the Dominion. Juggernauts are quite rare.

**Equipment and Treasure:** As a general rule, the Consuming Eye does not make use of beholder armor. They do occasionally use razorjaws, designed to be as gaudy as possible. Magical rings, bracelets, or jewelry are far more common than magical armor or weapons (with the exception of the beholders of the Fifth Vault, who have an obsession with weaponry). For treasure, Consuming Eye beholders typically have triple goods. However, their hoards will be well guarded and they will certainly seek vengeance on any thief.

## Adventure Ideas

The Dominion of the Consuming Eye can be used as villains in a campaign, as they steal goods that are vital to the heroes or their realm – or in the case of the Third Vault, even attempt to collect the PCs themselves. However, they can also make interesting patrons for the group. This may occur directly, if the party doesn't mind working for an evil creature; or the sovereign may work through intermediaries, with the heroes only finding out the true purpose of their missions and the nature of their employer after the fact. A few specific ideas:

- The great vaults of the Consuming Eye citadels are among

the largest repositories of treasure in the world. A quest to break into a citadel would be an epic challenge with tremendous rewards. Of course, one wrong step would bring the party into conflict with juggernauts, eyes of the void, and a host of sovereigns, so the risk is high!

- On a smaller level, even the eyeholds of the Consuming Eye hold considerable treasures. If a nation is under attack, recovering a cache of magical weapons from a Fifth Vault eyehold could be the key to turning the tide. Perhaps the party will be called upon to rescue a great hero or king from ancient times from the stone menagerie of the Third Dominion.
- On the other hand, the party could be hired to rescue a great sage from the kingdom of an oppressive human overlord, only to discover that their employer is a sovereign of the Third Dominion who wishes to add the sage to its collection. What if the sage is approaching death by old age? The sovereign could claim that it intended to preserve the sage's wisdom for future generations...
- A representative of the Dominion might provide the heroes with information on drow activities; the Consuming Eye is in the midst of trade negotiations with the drow and wants to weaken their position.
- The Consuming Eye is interested in trade. If a nation is in dire need of rare ores or other unusual substances, the PCs may be sent to negotiate a deal with the beholders (which could easily involve a monitor instead of a sovereign). A monitor may also offer to purchase objects that have value to the Dominion from the party instead of simply attacking them, if the smaller beholder feels that the odds are against it.

## The Dominion of Enigma

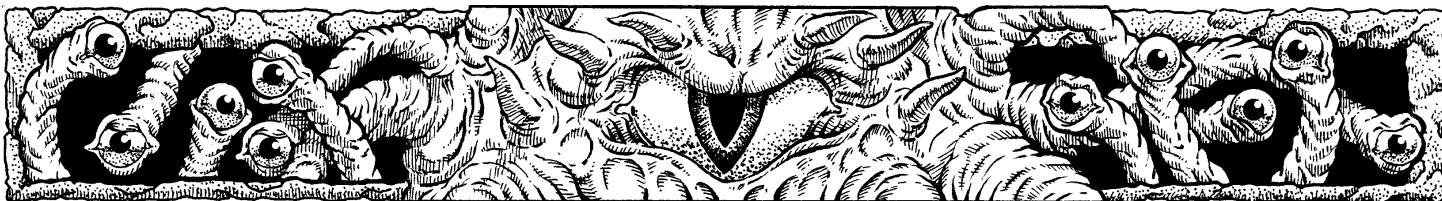
*"I am unknown."*

Beholders are unnatural alien creatures – but even other beholders fear the sovereigns of Enigma. Physically, the Enigma sovereigns are marked by the lack of a central eye; instead, a sovereign possesses an empty socket filled with swirling shadows. No one knows whether this "shadowed eye" is the result of some sort of ancient mystical experimentation, or if the Enigma beholders are simply a divergent species. When it comes down to it, very little is known about the Enigma. Its members communicate through a form of telepathy; as a result, Enigma eyeholds and outposts are eerily silent.

The goals of the Dominion are equally mysterious. The sovereigns spend most of their time conducting bizarre experiments. This research covers a diverse range of subjects, and it is generally impossible to identify a link between any two experiments. The







vast majority of this work involves arcane energies or the power of the Void, but it is difficult to determine the end goal. One outpost might create a mystical plague that affects elves with blue eyes and causes them to age at a tremendously accelerated rate – but the Dominion does not strike out against the elves, nor does it attempt to refine the plague to affect other creatures. Another outpost develops an alchemical substance that causes sorcerers who consume it to lose all stored spell energy. A third summons demons and crossbreeds them with halflings. But invariably, once an experiment is completed the work seems to be completely discarded. Are the sovereigns of the Enigma working towards a higher goal? Are they storing their knowledge for a greater conflict? No one knows for certain, but even the other beholders are concerned.

The shape and size of the Dominion of Enigma is another mystery. There are a significant number of Enigma sovereigns, but they rarely build citadels; if they have any sort of internal political struggles or differences they cannot be seen by outsiders. They do not appear to hold Triumphs, although given their telepathic nature it is possible that such events are conducted on a purely virtual level.

**Number of Sects:** Unknown (estimated 300 sovereigns)

**Alignment:** Neutral evil. The true goals and intentions of the Dominion are impossible to understand, but they seem to be unencumbered by traditions.

**Eyeekin:** The Dominion of the Enigma does not maintain large settlements. Where humanoids are found alongside the beholders, at least 90% will be eyeekin. Most Enigma eyeekin are almost as strange as their masters; they develop sallow skin and have strange, awkward body language, and they have difficulty with any sort of social interactions. While they are devoted to their beholder masters, at least as many Enigma eyeekin follow the path of wizard as beholder cultist. This practice is encouraged by the sovereigns, who make use of this arcane knowledge in their experiments.

Enigma eyeekin typically look down on all other creatures. They will not discuss their masters or their work, and even they rarely understand the true purpose of most of the experiments that they perform. But they devoutly believe that the sovereigns of Enigma have a higher plan – and that by serving the Dominion they will one day change the face of the world. It seems likely that the Dominion makes use of the Rite of Full Communion, but if so the promise of such a reward is secondary to the honor of serving the Enigma.

Enigma eyeekin suffer a -2 penalty on all Charisma based skill checks, and they do not receive the normal +3 racial bonus to Disguise. However, all Enigma eyeekin receive 3 bonus vision points. By spending 1 vision point, an Enigma eyeekin can send a telepathic

message to all Enigma beholders and eyeekin within 150 feet.

**Slaves:** The Dominion of Enigma does not make a practice of using slaves, except as fodder for its experiments. It may use charmed wizards or clerics to perform a particular magical ritual that the beholders cannot perform on their own.

**Subspecies:** Sovereigns are the primary species found in the Dominion of Enigma. Shapers and observers are occasionally found in the larger eyeholds, while monitors or gauths may oversee eyeekin laboratories. Overseers, besiegers, and skirmishers are not found in the Dominion of Enigma.

**Relationships with Other Dominions:** The other Dominions find the sovereigns of Enigma to be a disturbing mystery. Enigma has always ignored all attempts at communication from the other Dominions. While it never initiates hostile actions, its experiments can be just as dangerous to other beholders as to people. When they have been attacked by other Dominions – including the Poisoned Eye and the First Eye – they have revealed bizarre and deadly magical weapons, including a blinding plague seemingly keyed to the physiology of the enemy Dominion. However, Enigma never engages in acts of retaliation; it repels the enemy and then continues with its work. Many believe that the Dominions of Enigma and Revelations are both working on long-term apocalyptic goals, and that the two may even be engaged in some sort of invisible war; but the truth of this statement is impossible to determine.

**Relationships with Other Species:** Enigma has even less interest in humanoids than it does in other beholders. Creatures that interfere with the Dominion's plans are eliminated without mercy; others are ignored or used as fodder for future experiments. Some adventurers claim to have encountered Enigma sovereigns working with the dreaded psionic masters of the underdark, but these reports are unconfirmed.

**Preferred Habitat:** Enigma beholders are highly unpredictable; an Enigma outpost can be found in almost any environment. Presumably outposts and eyeholds are placed according to the needs of a particular research program, but it is impossible to verify this.

The beholders of the Enigma are completely inscrutable. Most humans have a difficult time telling them apart; Enigma beholders do not wear any type of adornment, and all sovereigns speak with the same telepathic “voice.” An Enigma sovereign never shows any signs of emotion. On the rare occasions when an Enigma beholder does speak with a PC, it will be clear and direct about its desires. It will not negotiate, and it will not offer any sort of explanation for its actions.

**Appearance:** Enigma beholders have tough, dark skin with the texture of dried leather. They appear to be gaunt and wasted in





comparison to other beholders, although they are just as tough as their cousins. Their eyestalks are stringy tentacles, and the smaller eyes are completely black, as if they are all pupil. An Enigma sovereign has a particularly disturbing feature: in place of a central eye, it has a swirling void of dark energy. Anyone standing too close to this “eye” will feel a disturbing chill centered on the beholder; anyone who touches the void will be affected by the beholder’s Ray of Darkness attack (see page 95).

**Sovereign Modifications:** Enigma sovereigns are considerably different from typical beholders. As a result, the Enigma sovereign has its own entry in Chapter Eight. However; there is some room for variety; for example, some Enigma sovereigns could possess a *poison* or *ervation* eye ray in place of the *contagion* eye ray listed in the entry.

In addition to the changed statistics of the sovereign, all Enigma subspecies possess a few additional abilities. These include the following: +1 Intelligence, +1 Wisdom, -1 Charisma, and the addition of the Telepathic Communication ability possessed by the Enigma sovereign.

**Beholder Class Skills:** Craft (alchemy), Intimidate, Knowledge (all skills, taken separately), Spellcraft

**Cultist Skills:** Intimidate, Knowledge (arcana), Knowledge (religion), Knowledge (the planes), Spellcraft

**Common Feats:** Absorb Spell Energy, Focused Eye, Still Spell, any metamagic eye ray or item creation feat.

**Classes:** An Enigma sovereign will typically acquire as many eye of the void levels as it can based on its current hit dice and level. Enigma beholders often pursue the path of the wizard; due to the nature of the sovereign’s central eye, it does not have an antimagic field to prevent it from casting spells. Enigma juggernauts are virtually unheard of.

**Equipment and Treasure:** Enigma beholders do not make use of any of the beholder armor or weapons presented in Chapter Five. They will use magical bracelets and crowns to enhance their powers, but these are bleak and functional – a stark contrast to the gaudy jewels of the Dominion of the Consuming Eye. Their only interest in material wealth is for the use of their eyekin servants, but an outpost will often contain a variety of magical goods. As a result, Enigma beholders have standard coins and goods, but triple items.

## Adventure Ideas

Enigma beholders can turn up in almost any location. The goal of the Dominion is to present an eerie and disturbing foe – what were they doing, and why on earth were they doing it? An example Enigma encounter can be found on page 75, but here are a few other ideas:

- The other beholder Dominions fear the activities of the Enig-

ma. As a result, the party could receive a tip-off to the location of an Enigma outpost or lair from a cultist working for another Dominion.

- The Dominion of Revelations will often act to counter the actions of the Enigma, generally by sending dream-visions to heroes in a place to act. Of course, the motives of the Revelations sovereigns are often just as mysterious as those of the Enigma.
- A plague begins to spread across the city. It is clearly magical in nature; it resists normal cure spells, and it only targets a strange subset of the population. Can the heroes track the Enigma plague to its source and find a way to stop the spread?
- The party finds an Enigma lair and defeats the sovereign or cultists who are maintaining it. They discover a bizarre and disturbing artifact – a giant heart attached to some sort of crystal mechanism. Its purpose is unclear, but it is slowly building power and is seemingly impervious to all harm. Can the party find a way to destroy it before it becomes active?
- An Enigma sovereign approaches the party and asks them to perform a service – stating its request, offering its reward, and refusing to explain further or to bargain. The quest may seem to be reasonable – a strike against a group of drow that are active within the area – but will the party trust the mysterious beholder?

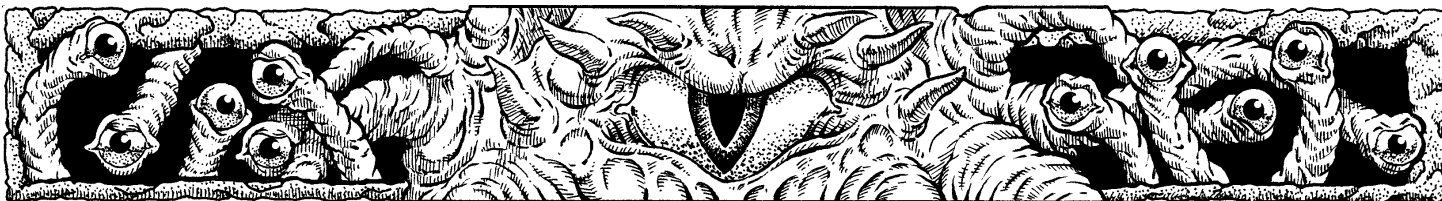
## The Dominion of the Eternal Vigil

*“I fear.”*

With the power that a beholder sovereign possesses, one might think that there would be little that it would fear. But fear is the driving passion of the Dominion of the Eternal Vigil – a paranoid conviction that all other creatures intend to destroy them, that the world and even the planes themselves are a death-trap created to trick and trap the unwise beholder.

The different sects of the Eternal Vigil deal with this fear in different ways. The Iron Guard hide behind massive fortifications, creating barren buffer zones filled with traps for miles around their eyeholds. The only Iron Guard beholders who ever leave the citadels and eyeholds are the juggernaut patrols who ensure that no creature trespasses on the neutral zone. But other sects aren’t willing to sit behind their walls and wait for the enemy to find a way past the defenses. The sovereigns of these sects believe that the best defense is a good offense. Not wishing to put their own hides at risk, these beholders seek to manipulate the civilizations around them – using bribery and magic to seed conflict in nearby countries, starting feuds and even triggering wars. The Last Watch





SP3

are the masters of this technique; over the centuries they have secretly toppled dozens of empires. Yet they have no interest in conquest; the risks of seizing land far outweigh the potential benefits. The beholders of the Eternal Vigil are quite content with the territory that they control; they will simply act to destabilize or destroy any force that could pose a threat to one of their eyeholds – even if that force doesn't know that the beholders exist.

The net result of this policy is that the Eternal Vigil is one of the Dominions most likely to be encountered in major urban areas. The Eternal Vigil is obsessed with gathering intelligence and placing agents in positions of influence, and any large city or metropolis within 100 miles of a Vigil eyehold will certainly have a beholder cult or even a lair monitoring this potential threat.

**Number of Sects:** Nine (1,060 sovereigns)

**Alignment:** Usually lawful evil. For the most part the Eternal Vigil is a tightly structured society willing to make any sacrifice in exchange for the illusion of security. However, a few Vigil beholders are driven mad by fear. These lunatic eyes tend to be chaotic evil; they roam the underworld, destroying any enemy (which is to say, anything) that crosses their path.

**Eyeikin:** Vigil beholders trust eyeikin more than other humanoid. A *charmed* slave can always break free of control, whereas an eyeikin slave whose family has served for ten generations is more trustworthy. As a result, 99% of the non-beholder population in a Vigil community is made up of eyeikin. With that said, the beholders still keep a close watch on the eyeikin. Those

within citadels are usually *charmed* on general principle, and while the sovereigns allow cults they will typically destroy eyeikin who rise above 12th level. The apostle will be summoned to the council, under the impression that he is to receive the Rite of Full Communion; instead he is given a barrage of *disintegrate* rays.

Vigil eyeikin are raised from birth to believe that their beholder masters are the only creatures that they can trust. All other creatures are treacherous and deadly; the eyeikin must take any action required to protect the Dominion from these evil monsters. This attitude has been ground into the eyeikin for centuries, and it is almost impossible to earn the trust of a Vigil eyeikin or to convince him to turn against his beholder saviors. Nonetheless, any eyeikin allowed to leave the subterranean eyeholds is trained to conceal this fear behind a friendly face. In addition to establishing cults in major cities, the Eternal Vigil will usually establish an eyeikin village above any Vigil outpost or lair, serving both to conceal the presence of the beholders and to monitor the countryside for signs of hostile activity.

**Slaves:** Aside from the eyeikin, the Eternal Vigil does not maintain any sort of permanent slave population. The sovereigns dare not risk slaves breaking free of mystical control and rising in revolt. *Charm* may be used to temporarily gain the services of a critical agent in the outside world, but such a creature is never fully trusted and will typically be slain as soon as he has served his purpose.

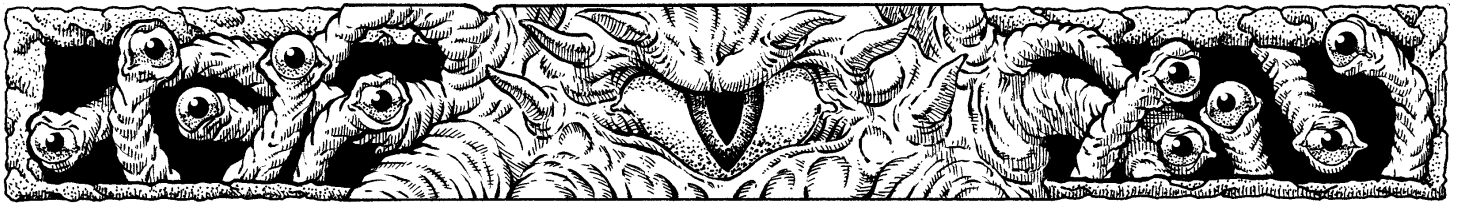
**Subspecies:** All of the subspecies described in Chapter Eight can be found among the Dominion of the Eternal Vigil, along with the gauth. Observers and monitors keep a careful watch on all activities in and around a citadel or eyehold, while besiegers are poised on turrets throughout the cities, ready to unleash mystical death at a moment's notice.

**Relationships with Other Dominions:** The Eternal Vigil sees other beholder Dominions as an even greater threat than humanoid societies. It refuses to deal with any of the other Dominions eye-to-eye, and does whatever it can to strike against these foes. Typically this involves tricking humanoids to do their dirty work, but Vigil sovereigns may also attempt to infiltrate eyeikin into the cities or cults of the other Dominions, to strike at them from within. The Eternal Vigil will only commit to outright military action if it possesses an overwhelming advantage.

Unlike most other Dominions, the different sects of the Eternal Vigil are just as likely to fight one another as to fight other Dominions. The paranoia of the sovereigns runs deep, and the only beings they trust are those who were spawned by the same incubator. This can lead to bizarre webs of treachery and intrigue, as the different sects search for ways to infiltrate the operations and citadels of their brother beholders.

**Relationships with Other Species:** Vigil beholders never negotiate when they can manipulate. The sovereigns of the Eternal





Vigil have no interest in dealing with other races or other nations; they do not believe that there is any such thing as a trustworthy ally. The Eternal Vigil will always attempt to act by subterfuge, infiltrating eyekin or *charmed* agents into an organization to sabotage it from within.

**Preferred Habitat:** Subterranean. The beholders of the Eternal Vigil prefer to build their fortresses in the deep underdark, and will attempt to establish a buffer zone between their eyeholds and any other civilization.

While a Vigil beholder is driven by fear, this does not make it cowardly or stupid. It is simply constantly alert for every possible way in which the creatures around it could pose a threat. It will assume the worst about the creatures it deals with, and consider every tactical option for dealing with any danger that these enemies could present. These beholders are actually surprisingly skilled at verbal sparring, and have a knack for spotting underlying tensions and using them to cause strife between former allies.

A Vigil beholder will not flee the moment combat occurs, but it will use every trick it can to gain an edge over its enemies – appearing to flee in order to lead an enemy into an ambush or hallway of traps, for example. An Eternal Vigil lair or outpost will be loaded with traps and unpleasant surprises; the Dominion is extremely cunning when it comes to matters of defense.

While the members of the Eternal Vigil may appear to be complete paranoids, the beholders have a fierce loyalty to the other members of their own sect, and this trust is difficult to overcome. An adventurer may be able to trick a Vigil beholder into turning on a humanoid ally, but he'll never convince it that it has been betrayed by its own sect.

**Appearance:** The skin of an Eternal Vigil beholder has the color and texture of exposed muscle; it is moist to the touch, but far tougher than it appears. The eyestalks are cords of muscle. Many smaller tendrils are scattered about the body, and these twitch constantly.

**Sovereign Modifications:** An Eternal Vigil beholder suffers a -2 racial penalty on all saving throws versus fear-related effects. However, the beholders have a knack for sharing their fear with others; any Eternal Vigil beholder with a fear-related eyestalk receives Focused Eye as a bonus feat for that eyestalk. Eternal Vigil beholders receive a +4 bonus on any check to penetrate a disguise, due to their intense suspicion and constant monitoring of the people around them.

**Beholder Class Skills:** Bluff, Diplomacy, Move Silently, Sense Motive.

**Cultist Skills:** Bluff, Diplomacy, Gather Information, Hide, Sense Motive. Eternal Vigil cultists are expected to monitor local events in order to discover threats to the Dominion, and to infil-

trate and undermine local organizations.

**Common Feats:** Dodge, Faster Flight, Improved Flight, Skill Focus (Hide, Sense Motive). Eternal Vigil beholders place a high value on being able to avoid detection or escape quickly.

**Classes:** Eternal Vigil beholders generally advance using aberration levels. The more militant sects maintain small juggernaut corps specialized in ranged combat, and a few sovereigns and monitors acquire rogue levels to help them spy on their many enemies.

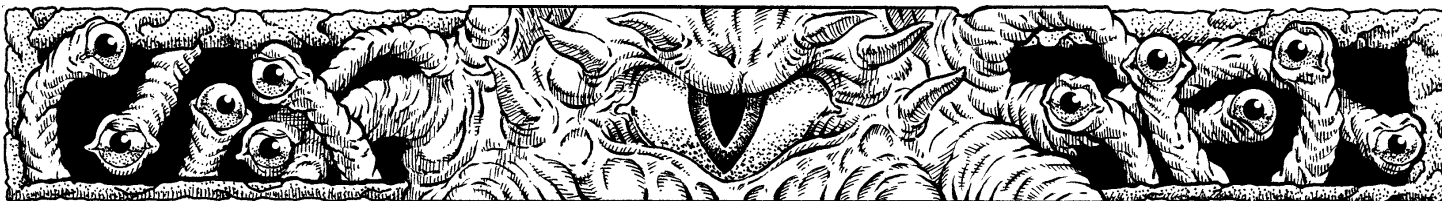
**Equipment and Treasure:** The Eternal Vigil is obsessed with defense. Eyebane alloy and the *shield gem* were both Vigil inventions. Vigil beholders will often wear enchanted battle harnesses or steel shrouds, and most magic items that they possess should be associated with healing or defense. With this in mind, use the standard treasure ratings given for the sovereign or subspecies.

## Adventure Ideas

The Eternal Vigil is the Dominion that is most likely to attempt to infiltrate governments and organizations. The Vigil is obsessed with having its eyes everywhere and destabilizing any force that could prove a threat. The party might uncover some of their actions or be caught in the middle of them. A few ideas:

- A prominent religious figure associated with the same church as one of the PCs begins to call for a crusade, inciting the faithful to rise up and renew an ancient rivalry. This preacher is under the influence of an eyekin agent who has infiltrated the church (possibly posing as a cleric, but possibly just as a servant or scribe). The eyekin is manipulating the priest using essence of obedience (see page 50); as this is alchemical instead of magical in nature, *detect magic* will not reveal the effect, and the priest truly believes that what he is doing is the right thing. Can the party uncover the plot before it results in war?
- The local eyekin cult has infiltrated both the thieves' guild and the city watch, and is setting up conflicts that are seriously weakening both organizations. Can the party expose the provocateurs? If one of the characters is a member of one of the guilds, it may turn out that the eyekin agent is someone whom she considered to be a trusted friend...
- A powerful party may be hired to strike out against another Dominion or even another sect of the Eternal Vigil. This may be on the level; the Eternal Vigil prefers to use human catspaws as opposed to putting its own agents at risk. Or it may be that the Vigil sovereigns consider the party to be the greater risk, and is sending the heroes into a trap!





## The Dominion of the Final Forge

“I perfect.”

The Dominion of the Final Forge embodies the primal urge to impose order on a chaotic universe. The sovereigns of the Final Forge see the world as being fundamentally flawed, and they seek to eliminate chaos and to develop the perfect society. Many sovereigns of the Forge are actually lawful good, which can come as quite a surprise to adventurers who encounter them; unlike the tyrants of other Dominions, their goal is to protect the innocent from the chaos of everyday life. However, while their intentions are good, the methods of the Forge can be disturbingly extreme.

The Dominion of the Final Forge is comprised of six sects. These are broken into two basic categories: The Anvil sects and the Hammer sects.

The Anvil sects seek to manipulate humanoid societies from within, in order to create an orderly utopia. However, the sovereigns are still attempting to determine the nature of the perfect society; testing their social theories requires them to annex and control a humanoid community. Sometimes a sovereign will simply seize control of a hamlet or village, using *charm monster* to convince the locals to follow its social scheme. Other times the Dominion will infiltrate a larger community with the aid of eyekin cultists. Cultists will seek to recruit or manipulate highly placed members of society in order to slowly reshape the community in the direction the Dominion wishes. Unlike the Eternal Vigil, the sovereigns of the Final Forge are actually seeking to improve the lives of the people they manipulate, but their idea of a good life can vary from that of the average adventurer on the street. As noted above, a beholder sees nothing wrong with *charming* an entire village in order to reduce crime; sacrificing a degree of free will is a small price to pay for order.

The Hammer sects are the militant arm of the Final Forge. These beholders seek to isolate and eliminate chaotic influences. They are especially concerned with the actions of other beholder Dominions, especially the Eternal Vigil. However, when their limited resources permit they will actually strike against humanoid targets. Hammer forces act with extreme precision, striking silently, disintegrating all targets, and retreating as quickly as they arrived.

The Dominion of the Final Forge could actually be valuable allies to a party of lawful characters, especially if the party gets involved in a long-term battle against one of the other Dominions. Of course, the extreme methods of the beholders may revolt soft-hearted players, while others may disapprove of any sort of change through manipulation regardless of its long-term intentions. And on the other side, it's always possible that a group of powerful adventurers will be seen as a disruptive, chaotic force and find itself in the crosshairs of a Hammer disintegration squad...

**Number of Sects:** Six (510 Sovereigns)

**Alignment:** Lawful neutral or lawful good. The imposition of order is the primary goal of the Dominion, and most Forge beholders truly seek to create societies that will protect the weak and the innocent.

**Eyekin:** The humanoid population of a Forge eyehold or citadel is almost entirely comprised of eyekin, with a few cultists of other races that have voluntarily emigrated from the surface. Forge eyekin are treated with far more respect than the eyekin of other Dominions. Eyekin apostles often sit on the beholder councils; while most Dominions distrust high-level cultists, the Final Forge consider advanced cultists to be symbols of the power of beholder-humanoid interaction, and typically encourage continued growth instead of performing the Rite of Full Communion.

Final Forge eyekin are typically earnest, civic-minded individuals. Like their masters, they are extremely detail oriented and are always trying to impose structure on chaotic systems. Forge eyekin hate to act randomly and will always try to formulate detailed plans; they are also extreme sticklers for chains of command and proper showing of respect for authority. Anvil eyekin are typically spies and diplomats, while cults associated with Hammer sects are more militant in nature. A Hammer cult in a city is expected to engage in vigilante action on behalf of the sect, eliminating organizations that pose a threat to order and stability – especially agents of the Dominion of the Eternal Vigil.

**Slaves:** The Final Forge does not enslave other creatures to use as labor in its eyeholds and citadels. However, Anvil sects often use *charm* to “convince” humanoids to cooperate with their social experiments; the beholders see this as simply helping the needy make the right decision.

**Subspecies:** Overseers are common within the Anvil sects, while skirmishers, gauths, and besiegers can be found among the Hammer sects. Monitors are common to both sides.

**Relationships with Other Dominions:** The Dominion of the Final Forge considers other beholder Dominions to be destabilizing elements. The Black Hammer sect is completely dedicated to locating and eliminating the cults, lairs, and outposts of other Dominions, and the other Hammer sects will strike against other beholders whenever possible. While the Forge considers the Dominion of the Eternal Vigil to be the greatest threat to its long-term plans, the fiercest conflicts are often with the juggernauts of the Poisoned Eye.

**Relationships with Other Species:** The Final Forge considers all humanoid societies to be fundamentally flawed, and thus avoids any sort of open diplomatic contact with other races. It will attempt to conceal its presence in an area while an Anvil sect infiltrates or a Hammer sect builds up forces for an attack.

**Preferred Habitat:** Final Forge eyeholds and citadels are invariably deep underground, but Forge lairs and outposts are typi-







cally beneath or close to humanoid communities. Like the Dominion of the Eternal Vigil, they will often conceal outposts beneath a village of eyekin. Forge eyeholds and citadels are relatively lightly populated in comparison to the cities of other Dominions; the citadels are heavily defended, but most of the strength of the Dominion remains in motion in the field.

A Forge sovereign is driven by an unshakable faith in the righteousness of its actions. Without the selfless actions of the beholder and its comrades, the world would collapse into chaos – and only through the work of the Final Forge can it ever achieve its true destiny. This conviction easily matches that of a human paladin, and can be quite grating to humanoids. Any attempt to convince the beholder that its own actions are flawed or too extreme will fail; as far as the beholder is concerned, the humanoid mind cannot understand the true situation. Forge beholders will generally attempt to avoid unnecessary conflict or death, but when battle is joined they will strike precisely and without mercy. The beholder is a stickler for structure and procedure, and will take an immediate dislike to characters who display chaotic behavior. Forge beholders are likewise not noted for their senses of humor or appreciation for the arts; such things are a distraction from the vital mission that lies ahead.

**Appearance:** A Final Forge beholder has many insect-like features. Its body is covered with chitinous plates. Colors vary by sect, and include deep purple, a rusty red, and pure black. The eyestalks are also covered with chitin, with multiple joints along the length of the stalk. The eyes of the beholder are bulging and multifaceted. Despite these insect characteristics, the beholder possesses teeth instead of insect mandibles.

**Sovereign Modifications:** A Forge sovereign receives one level of Improved Firing Arcs as a bonus feat; its multifaceted eyestalks are slightly more versatile than those of other sovereigns. However, it cannot take the Inner Eyelid feat.

All Forge beholders possess a +2 natural AC bonus due to their chitin armor, but they suffer a -1 racial penalty to all Initiative checks.

**Beholder Class Skills:** Diplomacy, Knowledge (law), Knowledge (local), Move Silently, Sense Motive.

**Cultist Skills:** Diplomacy, Gather Information, Hide, Knowledge (law), Sense Motive. Most forge cultists monitor events in the local community to carry out the agenda of the Dominion through subtle manipulation and political action, though some are called to fight at the side of the Hammer sects.

**Common Feats:** Anvil – Focused Eye (*charm monster*), Skill Focus (Diplomacy, Sense Motive); Hammer – Blink Attack, Focused Eye (*disintegrate*), Weapon Focus (ray)

**Classes:** Forge sovereigns often take levels in the expert class

to improve their diplomatic skills. The Hammer sects maintain juggernaut troops, and eyes of the void can be found in most citadels.

Over the centuries the eyekin associated with the Hammer sects of the Final Forge have developed a martial tradition combining monk and aberrant warrior levels. These Blades of the Forge are often sent into urban areas suspected of harboring Eternal Vigil cultists.

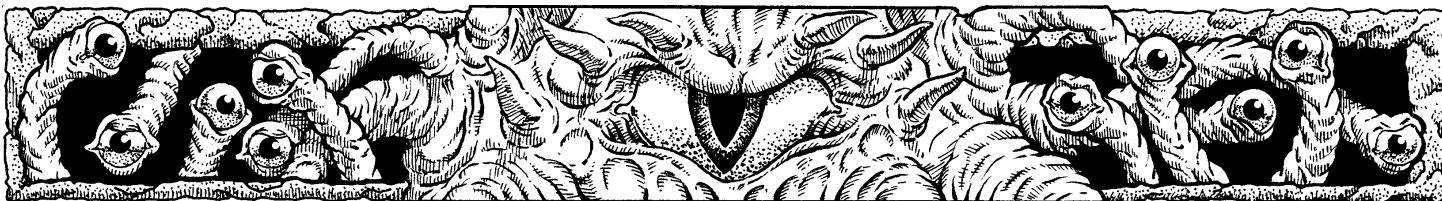
**Equipment and Treasure:** Use the standard treasure ratings given for the sovereign or subspecies. Hammer sect sovereigns may be equipped with steel shrouds and razorjaws. Anvil sects generally collect magic items that enhance the owner's ability to control others; a sovereign might have a *bracelet of varied vision* allowing it to produce a second *charm monster ray*, while a monitor would have a *bracelet of the iron eye*.

## Adventure Ideas

The two styles of Forge sect present distinctly different adventuring opportunities. Anvil cultists and beholders can appear to be working towards the same ends as the Eternal Vigil – and while the motives of the Forge are in fact benevolent, the people of the society that is being manipulated may have no desire to be part of an aberration's social experiment. Meanwhile, the Hammer sects engage in brutal vigilante justice; this could work to the party's advantage if they are rescued from a deadly foe, or they could be caught in between the Hammer and its foe. A few specific ideas:

- Resting en route in a small village, the party notices that the village seems too peaceful. There are no arguments of any sort. The local bandits just decided to give up their vile ways and serve as the local militia, and they seem to be happy with the decision. The mayor has given up his rich lifestyle to hoe a field, and is devoting his wealth to acquiring better tools for the town. A Sense Motive check (DC 25) will reveal that these people are under the effect of magical manipulation. Can the party locate the beholder (which could be a sovereign, overseer, or a monitor with a *bracelet of the iron eye*) hidden in the mayor's home? If so, will they restore the violent and oppressive system that existed before?
- A trader's guild has been suffering from a series of mysterious setbacks. A number of their caravans have vanished with no traces left behind. When the party is hired to guard a caravan, they come under attack from a Hammer strike force. The merchants are actually smuggling proscribed goods and the beholders see this as a disruptive influence. Will the party discover the truth, and if so what will they do?
- A guild or organization that one of the characters is involved with has been infiltrated by the Dominion of the Eternal Vigil. A Blade of the Forge shows up and eliminates the Vigil





agent, who is an acquaintance of the party. Does the party fight first and ask questions later? What if the Blade needs their help to stop a larger Vigil plan?

- On the other side, the heroes may discover a Forge cult seeking to infiltrate the powerful organizations of a city. Assuming the party doesn't kill the agents, they discover that the Forge intends to institute a new form of government and cause the city to secede – a risky social experiment that could cause a war, but which could also be a vast improvement over the current situation. Will the characters support this cause or expose the cultists?

## The First Eye

*"I rule."*

The First Eye is the embodiment of pride and the desire for conquest. Where the Dominion of the Final Forge seeks to establish order, the sovereigns of the First Eye wish to exert power – to prove their superiority to all other things.

The arrogance of these beholders knows no limits. The sovereigns of the First Eye say that they were the first beholders to be created when the Void discovered the world; as a result, they also refer to their nation as the First Dominion. They are one of the primary sources of tales of beholders fighting one another, as the First Eye believes that it is its destiny to rule over all other beholders – or to destroy them. Of course, this thirst for conquest is not limited to other beholders. The First Eye is the only Dominion that regularly attempts to conquer humanoid nations. The Eternal Vigil and the Final Forge may manipulate nations from the shadows, but the sovereigns of the First Eye actually lead armies of occupation, openly ruling the nations that they conquer and daring adventurers or other kingdoms to rise against them. When not fighting other civilizations, the sects of the First Eye vie for supremacy within the Dominion. Position within the First Eye is based on territory held, nations conquered, and major trophies possessed by the sect. Unlike the beholders of the Eternal Vigil, the sects of the First Eye will not actually go to war with one another; but they may weaken the holdings of another sect or arrange for the theft of a valued trophy in order to strengthen their own position.

The First Eye's thirst for battle and conquest is matched only by its vanity. The citadels and eyeholds of the First Eye are lavish spectacles, designed to impress visitors of all species. Monuments, murals, and fantastic trophies line the vast subterranean plazas. Entering the gate of an eyehold, one might be faced with a virtual army of statues – the petrified remains of the greatest enemies that have fallen to the sect. While some may see this pas-

sion for trophies as overlapping with the Consuming Eye, the difference is in the attitude towards these artifacts. The Consuming Eye collects wealth and relics for itself, and often hides them in deep vaults. The First Eye collects trophies purely for the prestige, and displays them as ostentatiously as possible; the point of these relics is to impress visitors with the power and accomplishments of the Dominion. Similarly, the First Eye places a tremendous value on public spectacles and holds lavish Triumphs.

The First Eye is matched in size only by the Dominion of the Poisoned Eye. It is comprised of 13 sects. A few of the more prominent include the Great Western Protectorate, the All-Seeing Supremacy, and the Imperial Vision. Each sect lays claim to additional titles based on its position within the overall hierarchy of the First Eye; the dominant sect bears the title Throne of the Dominion. A sample full sect name might begin "The All-Seeing Supremacy of the First Eye, Throne of the Dominion, Keepers of the Orb of Megroth, Bane of Zyryn Keep..." and keep going from there.

**Number of Sects:** Thirteen (1400 sovereigns)

**Alignment:** Lawful evil. The First Eye traces its traditions back to the laws of the original sovereign, and all members of society are expected to know their place in this natural order. Punishment for insolence or insubordination is swift and deadly.

**Eyekin:** Approximately 25% of the humanoid population of an eyehold will be comprised of eyekin; this number rises to 40% in the citadels. Eyekin stand above the slaves of other species and are called upon to assist the overseers in managing and policing the slave population. But the eyekin are still far beneath the beholders, and an eyekin would have to perform a truly amazing feat to be considered for the Rite of Full Communion.

Most eyekin take pride in their positions, and would rather wear golden chains than be free. They believe in the divinity of their masters, and believe that they have been blessed by the Void and chosen to serve these demigods. But the arrogance that drives the First Eye flows through the veins of these eyekin as well. There have been a number of revolts led by eyekin who thought themselves better than their masters; the most successful of these resulted in the formation of the Second Eye (see Chapter Nine).

Cults of the First Eye work to prepare a region for conquest by their beholder masters. These seed cults are spread across the world; they lure in the faithful with promises of power and high position once the region falls to the beholders. And so they slowly spread their influence, waiting for the time when the beholders attack and their fifth column can play its part. Like the Final Forge and the Eternal Vigil, a First Eye cult may attempt to infiltrate governments and powerful organizations within a city. But unlike these two Dominions, the agents of the First Eye will not make any immediate use of this influence. Their only goal is to gather





power for their masters; they will wait for generations if necessary until the day that the beholders finally emerge to lay claim to the region.

In addition to these undercover cultists, the First Eye maintains an army of eyekin warriors. While the raw firepower of the beholders may be the First Eye's greatest weapon, eyekin and other trustworthy slaves are required to maintain order in conquered humanoid nations.

**Slaves:** The First Eye makes extensive use of slaves. Unlike most Dominions they rarely charm their subjects, preferring to rule through fear and force; the sovereigns savor conquest, and magical rule would be too easy. However, if a potential slave possesses extremely dangerous and valuable skills – a high-level sorcerer, for example – they will resort to charm spells to ensure safe control.

**Subspecies:** All beholder subspecies can be found among the First Eye.

**Relationships with Other Dominions:** The sovereigns of the First Eye firmly believe that it is their destiny to rule all other creatures, including other beholders. The First Eye spends a great deal of time fighting the other Dominions. However, their arrogance is so great that they are willing to talk and trade with other Dominions, to prove that they have nothing to fear and to have the chance to show off their power and achievements. Their most frequent targets in battle are the Consuming Eye (due to the excellent trophies to be gained from the vaults of this Dominion) and the Poisoned Eye.

**Relationships with Other Species:** In the eyes of the Dominion, all other species are fit only for conquest and slavery. If members of another race encounter a First Eye sovereign, they can expect to be slain or charmed and transported to the nearest eyehold or conquered city.

**Preferred Habitat:** The First Eye maintains vast eyeholds and citadels underground, but it actively seeks to conquer other nations. Instead of creating hidden outposts, the First Eye seizes control of existing cities and transforms these into staging areas for future operations.

Beholders are arrogant by nature, and the beholders of the First Eye take this to extremes. A sovereign of the First Eye is one of the most egotistical creatures an adventurer will ever meet. Proud of its power and its lineage, the beholder considers all other creatures to have value only as slaves or sport. In addition to conquest and battle, First Eye sovereigns will occasionally release parties of slaves into the underdark and hold hunting parties; sometimes they will even give these prisoners weapons to make the exercise a little more interesting.

First Eye beholders are extremely fond of the sound of their own voices. A First Eye sovereign often learns multiple languages

(all the better to understand its slaves) and develops its voice until it can speak in a range of impressive tones. The Dominion maintains a long tradition of oral history, and an eyehold council will gather regularly to hear tales of the great exploits of their sect and their Dominion.

**Appearance:** Beholders of the First Eye are covered in glittering metallic scales, typically silver or gold in color. Their eyestalks are like powerful serpents, and the pupils of their eyes are the same metallic shade as their scales. A mass of shorter tendrils runs down the back of the beholder's head; the overall effect is both leonine and draconic, and can be quite imposing. Jewelry, weapons, and armor are extremely ostentatious, designed to impress and intimidate observers.

**Sovereign Modifications:** A typical sovereign of the First Eye has a 17 Charisma, which is to say a +6 racial Cha bonus. This Charisma bonus increases the saving throw DC of the sovereign's eye rays by 1. However, the egotistical nature of the beholder causes it to suffer a -3 racial penalty on any Bluff or Diplomacy check.

**Beholder Class Skills:** Intimidate, Knowledge (geography), Knowledge (history), Perform, Speak Language. While their arrogance makes them poor diplomats, the sovereigns of the First Eye have a strong tradition of oratory. They keep track of all past victories, and study the world to plan future conquests.

**Cultist Skills:** Bluff, Diplomacy, Intimidate, Sense Motive, Speak Language. The primary role of the cultist is to insinuate herself into local power structures and await the arrival of the First Eye.

**Common Feats:** Absorb Spell Energy, Farsighted, Improved Firing Arcs

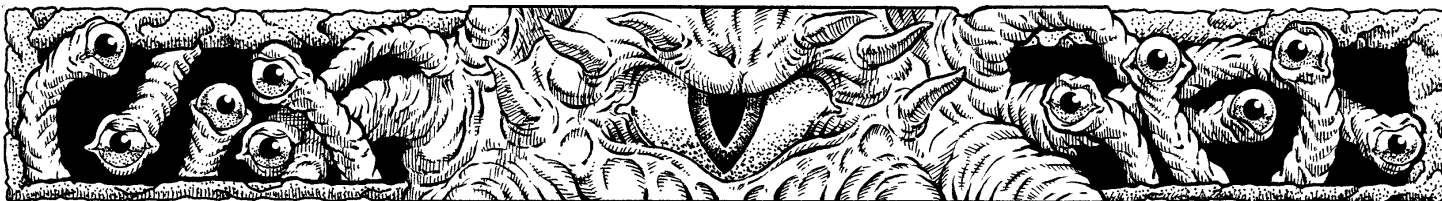
**Classes:** Juggernauts are extremely common among the First Eye. There are a handful of eyes of the void, but the pride and arrogance of the beholders often prevents them from attaining the level of reflection and inner peace required to follow this path.

**Equipment and Treasure:** The First Eye makes significant use of beholder armor and weaponry. War bands of skirmishers, besiegers, and sovereigns will be equipped with battle harnesses, juggernaut plate, razorjaws, and ramming spikes. Military sovereigns possess triple goods for treasure, but the bulk of this treasure should have some combat application – either enchanted arms and armor for the sovereign or miscellaneous items that enhance its combat abilities. All other treasure ratings should use the typical value for the creature type.

## Adventure Ideas

Alone among the Dominions, the beholders of the First Eye seek to directly conquer humanoid nations. At the start of a campaign using the First Eye, the gamemaster will have to decide if





there are cities or nations that have fallen to the power of the Dominion. It is possible that the beholders have only just begun their campaign of conquest in the region inhabited by the party. Perhaps the First Eye has been focusing its attention on the underdark and battling drow and other beholders. The Dominion could be based on a distant continent where it holds sway over a vast realm. Or perhaps the beholders once controlled a number of surface nations, but were forced back into the darkness in a great war – and now they are finally returning to reclaim this ancient empire. Other ideas:

- If the heroes do battle with the First Eye multiple times and come to be recognized by the sovereigns of the Dominion, they may at some point be invited to a Triumph. The beholders claim that they will guarantee safe passage, merely wishing to impress the humanoids with their power. Is this offer genuine? This could be a once-in-a-lifetime chance to safely enter a beholder citadel!
- First Eye cults often lack any direct tie to the beholders or any immediate agenda; the cult leaders simply build a power base and wait for the day it is needed. As a result, a small First Eye cult can make a good low-level introduction to the eyekin; a party can encounter the eyestalk bearing cultists and yet not have to worry about fighting beholders or suffering retaliation from the Dominion for having spoiled a major plan.
- The heroes could be in a community that comes under attack by a First Eye war band, or they could arrive in a town that has just been conquered. They might even be enslaved and sent to a beholder eyehold to serve the tyrants of the First Eye. Can they find a way to escape from this subterranean prison?

## The Dominion of Flesh Reborn

*“I reshape.”*

Most adventurers think of beholders as dungeon-dwelling creatures. Aberrations are commonly found deep beneath the earth, well-hidden from the light of the sun. But the Dominion of Flesh Reborn has taken a far different path. The sovereigns of Flesh Reborn live amidst the wilderness, making their lairs in swamps, forests, and jungles. In these natural fortresses, the sovereigns twist and alter the creatures of the wilds, creating bizarre new forms of life. Like the Dominion of Enigma, the intentions and goals of the Dominion of Flesh Reborn remain a mystery. Some believe that they are trying to create an entirely new world, replacing the current natural order with their own strange eyetouched creations – that just as the Final Forge seeks to create the perfect society by manipulating humanity, Flesh Reborn intends to use its power over nature to reshape the entire world.

The Dominion of Flesh Reborn is quite small and has been in existence for fewer than two centuries. Its origins are shrouded in secrecy, but is often said that the Flesh Reborn split off from the Dominion of Enigma, and that the unusual appearance and powers of the Flesh Reborn sovereigns are the result of Enigma experimentation on their own kind.

Within a campaign, the Dominion of Flesh Reborn presents an unexpected and entirely new style of beholder for adventurers to deal with – an aberration adapted to the forests and wilds instead of the dark dungeons of the underworld. Aside from the novelty, an encounter with a Flesh Reborn sovereign can be quite disturbing; between twisted, *awakened* plants and feral eyetouched beasts, a region under the eyes of Flesh Reborn can be a very dark place.

**Number of Sects:** Two (80 sovereigns)

**Alignment:** Neutral evil. The beholders of Flesh Reborn are more attuned to the natural world than most beholders, and have no interest in the rigid traditions or laws of Dominions like the Eternal Vigil or the First Eye. But despite this understanding of nature, the sovereigns spend most of their time finding ways to torture and corrupt the creatures of the wild.

**Eyekin:** There are no eyekin associated with the Dominion of Flesh Reborn.

**Slaves:** The sovereigns of Flesh Reborn do not make use of humanoid slaves. A sovereign will typically be attended by a number of eyetouched animals (see page 112), which may or may not be *awakened*. It will also generally use its *awaken* ray on the plants near its lair, creating a disturbing living – and hostile – environment.

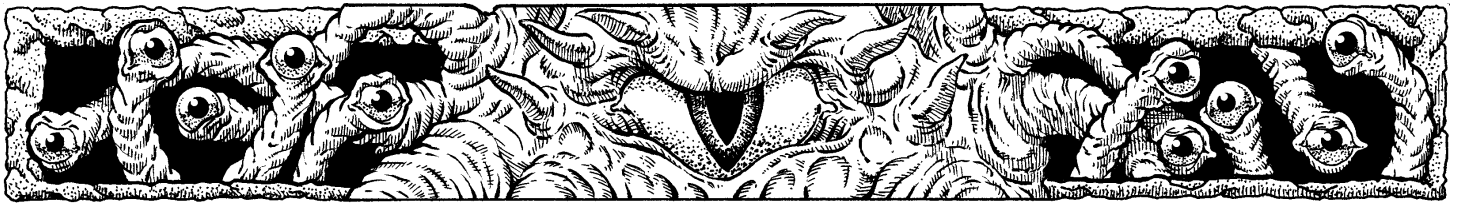
**Subspecies:** The Dominion of Flesh Reborn is comprised entirely of sovereigns. However, it is possible that the Dominion will create bizarre new subspecies, fusing animal and beholder into something even more powerful than a normal eyetouched creature.

**Relationships with Other Dominions:** The Dominion of Flesh Reborn has little interest in the activities of other beholders, and its preferred habitat generally keeps it from coming into contact with these other tyrants. Flesh Reborn ignores the other Dominions, and they return the favor.

**Relationships with Other Species:** The sovereigns of the Dominion are extremely reclusive. It is far more likely that adventurers will encounter the creations of Flesh Reborn than one of the sovereigns itself. When they do encounter humanoids, the sovereigns invariably react with brutal hostility. Despite their shared interest in nature, druids and the sovereigns of Flesh Reborn are mortal enemies; where druids seek to preserve the balance of nature, Flesh Reborn seeks to reshape it in its own image.

**Preferred Habitat:** The sovereigns of Flesh Reborn build





their lairs in the deep wilds. They can be found in almost any fertile environment, and prefer to avoid barren deserts, tundra, or inhospitable caverns. Sovereigns will rarely establish themselves near large humanoid communities, but may set up a lair near a smaller village – thus providing a target to test new eyetouched creations. As noted above, a sovereign will *awaken* the plants in the region and create strange and terrible new creatures; wherever the Flesh Reborn establishes itself, the wilds become dark and deadly.

Flesh Reborn sovereigns are solitary and reclusive. They rarely speak to humanoids, preferring to slaughter trespassers without warning or a chance to parley. They possess the supernatural ability to communicate with plants and animals, and a Flesh Reborn sovereign generally spends most of its time communing with the world around it or twisting the flora and fauna into strange new forms. The results are often horrific, and many of the creatures seem like they must be in terrible pain; however, the power of the sovereign's *awaken* eye ray bends its creations to its will.

**Appearance:** A Flesh Reborn sovereign is covered with thick, coarse fur, usually mottled with patterns of black and brown. The jaws and teeth of the sovereign are far larger and stronger than those of its counterparts in other Dominions. Its eyestalks resemble small paws or arms, jointed and covered in a fine fur. Its eyes are generally golden in color, with reflective, slitted pupils. It rarely speaks a humanoid language, but when it does its voice is a deep rumbling growl.

**Sovereign Modifications:** The sovereigns of Flesh Reborn are virtually a unique subspecies unto themselves; full statistics for the Flesh Reborn sovereign can be found on page 96.

**Beholder Class Skills:** Handle Animal, Intimidate, Knowledge (nature), Survival, Wild Empathy. Wild Empathy functions as the class ability of the ranger or druid, but the beholder may purchase ranks with it as if it were a Charisma based skill.

**Cultist Skills:** Flesh Reborn does not sponsor cults.

**Common Feats:** Dodge, Frenzied Bite, Razor Jaws

**Classes:** Flesh Reborn sovereigns typically advance by acquiring aberration levels, although they may take levels in the eye of the void prestige class. A tiny handful of Flesh Reborn sovereigns actually take barbarian levels, flying in a fierce frenzy into the midst of battle.

**Equipment and Treasure:** The beholders of Flesh Reborn have no interest in material wealth, and lacking humanoid servants to forge goods for them, they rarely create their own goods. Most of the hoard of a Flesh Reborn sovereign will be the remains of unfortunate travelers who fell prey to the beholder or its minions. However, the beholders do occasionally form magic bracelets, rings, or amulets out of mystically warped wood. These

magic items are more fragile than their metal counterparts, but can be enchanted with the same spells.

## Adventure Ideas

The Dominion of Flesh Reborn is made up entirely of sovereigns, which initially makes it too great a threat for a low-level party to deal with. However, the sovereigns themselves are quite reclusive, and a party of adventurers could battle against the strange creations of the Dominion for quite some time without ever encountering their mysterious master. Eyetouched animals can make interesting and disturbing enemies for low and mid-level parties – a disturbing harbinger of greater troubles on the horizon. The encounter “Subversion” (page 78) provides an example of how eyetouched creatures could be introduced into an adventure to foreshadow an eventual conflict with the Dominion of Flesh Reborn. A few other ideas:

- A sovereign of Flesh Reborn had a lair in a forest near a village, but recently it was killed (by a traveling tyrant hunter, a sovereign of the Final Forge, or agents of the Poisoned Eye). The sovereign is no longer creating new horrors, but the woods still contain the remnants of its earlier experiments. Now a villager has gone missing in the haunted forest. Will the party venture into the disturbing woods to rescue her? If so, they may find remnants of the beholder's treasure hoard in addition to the creatures it left behind. Such an adventure could be designed to accommodate low level parties or more powerful groups, depending on the nature of the eyetouched creatures that inhabit the woods.
- Two Flesh Reborn sovereigns have established lairs on either side of a rural community. Each sovereign is creating a different style of eyetouched monstrosity, try to create its perfect species. These creations tend to battle each other at the halfway mark – where the village is. Can the party locate and destroy the sovereigns before this Darwinian experiment goes too far?

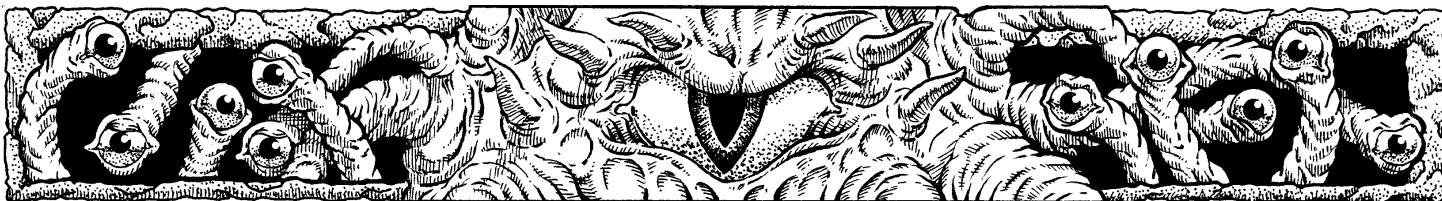
## The Dominion of the Poisoned Eye

*“I hate.”*

It is a common belief that beholders are vile, xenophobic creatures that hate and destroy all other forms of life. Needless to say, this is far from true. It's only the beholders of the Poisoned Eye that feel this way. These creatures are the pure embodiment of hate and malice. The typical sovereign of the Poisoned Eye wishes to destroy all other living creatures, aside from its brethren in the Poisoned Eye; what's more, it wishes these deaths to be as slow and painful as possible.







The Poisoned Eye is the Dominion that adventurers cross paths with most frequently. It is the largest Dominion, and one of the least subtle. Typically a sovereign will establish a lair, seize control of a troop of hooligans – a tribe of goblinoids or monstrous humanoids, a band of brigands, or a thieves' guild – and immediately begin raiding settlements. A sovereign has no interest in the safety of its soldiers; it hates them as much as anything else, and is happy to see them die as well. Occasionally, however, a sovereign or a clever cult leader will come up with a slightly more sophisticated plan. The Poisoned Eye does not have the same knack for manipulation as the beholders of the Eternal Vigil, but they may take advantage of existing racial, political, or economic tensions to cause riots or other forms of violence. They may also destroy critical supply lines or resources, just to watch a community suffer or starve. If it causes pain and suffering, it is a balm to the black soul of the Poisoned Eye.

A typical encounter with the Poisoned Eye involves a single sovereign and its slaves or soldiers. Few adventurers ever see the full might the Dominion can muster – this firepower is reserved for battles with other beholders. For as much as they hate all other living creatures, the sovereigns of the Poisoned Eye have a greater loathing for the beholders of other Dominions and they devote the vast majority of their resources to fighting their tyrant cousins. When it comes to war, the Poisoned Eye can assemble fearsome armies of plate-armored juggernauts. If the Poisoned Eye ever turned these armies against humanoid civilization, the carnage would be horrifying. Luckily for the surface world, the First Eye and the Eternal Vigil have managed to hold off the power of the Poisoned Eye for many generations; as long as this stalemate can be maintained, the Poisoned Eye will be held in check.

The Dominion of the Poisoned Eye is currently divided into 12 sects, which are known as battalions. Despite their hatred for other creatures, the bond between the beholders of the Dominion is extremely strong and the battalions frequently perform joint operations. Within a city or eyehold, the Dominion is run with strict military precision. Outposts are relatively rare, and maintained as beachheads for military operations. The Poisoned Eye maintains a large network of lairs, but a given lair rarely lasts for long; as the goal is to cause death and destruction, a beholder will typically either destroy the local community and move on, or be successfully driven out or slain. These postings are usually given to young, inexperienced sovereigns, and are seen as an opportunity to gain experience and earn a place in the great army.

Within a campaign, the Poisoned Eye fills the traditional stereotype of the beholder – evil and filled with hatred, leading armies of monsters against beholders and other creatures for the sheer pleasure of it. If an adventure calls for a random beholder encounter with no long-term story attached to it, the Poisoned Eye is the best choice.

**Number of Sects:** Twelve (1,950 sovereigns)

**Alignment:** Usually lawful evil. The beholders of the Poisoned Eye maintain strict discipline among their eyeholds, and those who fail to uphold the laws and traditions of the Dominion will suffer agonizing and horrific punishments. However, there are a few rogue beholders who simply enjoy causing suffering for its own sake; these Poisoned Eyes may be any evil alignment.

**Eyekin:** For whatever reason, the Poisoned Eye does not possess a large number of eyekin; as a rule, only 5% of the humanoid population of a Poisoned Eye community will be made of eyekin. Poisoned eyekin are treated little better than slaves of other races. As a result, they strive to prove themselves worthy of the Rite of Full Communion. The Poisoned Eye version of the rite only requires the target to possess a combined total of 8 beholder cultist or aberrant warrior levels. The honor is typically bestowed on eyekin that prove themselves in battle or cause chaos and death in a humanoid community, but it may also be performed simply to fill the sovereign ranks after a major battle.

**Slaves:** The Poisoned Eye has many goblinoids, orcs, and ogres among its slaves. These creatures are strong, used to a life of constant war, and typically willing to submit to powerful leaders. The Poisoned Eye does not possess overseers, and generally rules its slaves through use of fear and force; swift, brutal punishment and gruesome examples keep the slaves in line.

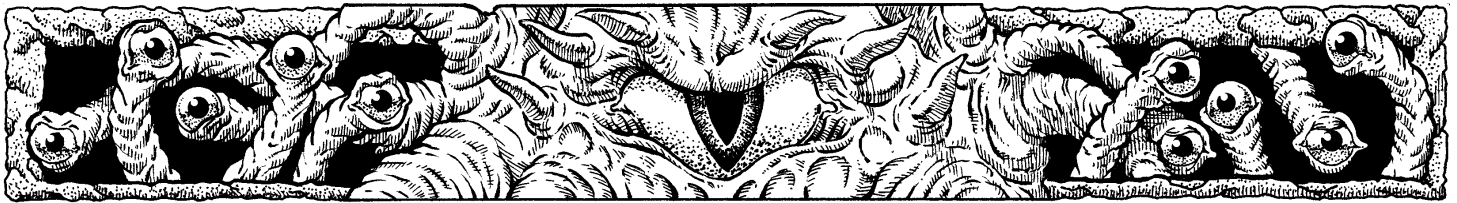
**Subspecies:** The Poisoned Eye produces sovereigns at an abnormally high rate, in part through the Rite of Full Communion; this makes up for the significant losses associated with its endless war against the world. However, the incubators of the Dominion do not produce overseers, besiegers, skirmishers, or even gauths; its armies are comprised entirely of sovereigns and slaves.

**Relationships with Other Dominions:** The sovereigns of the Poisoned Eye harbor a burning hatred for all other beholders. Their greatest foes have always been the Dominion of the Eternal Vigil and the First Eye, but they will seize any opportunity to strike at another beholder. The sole exception is the Dominion of Enigma. While the details are a carefully guarded secret, there are rumors that the Poisoned Eye lost two entire battalions after attacking an Enigma citadel; according to the stories, ever since that day the Poisoned Eye will not attack Enigma sovereigns.

**Relationships with Other Species:** As a Dominion, the Poisoned Eye interacts with other races only in order to enslave or destroy them. Poisoned Eye citadels are surrounded by a large, desolate buffer zone in which all living creatures have been eradicated, and the drow and duergar know enough to avoid these areas. However, lone beholders may be willing to deal with powerful groups or guilds – at least, until the beholder is in a position to seize power over the group.

**Preferred Habitat:** The beholders of the Poisoned Eye prefer traditional subterranean lairs.





The sovereigns of the Poisoned Eye are filled with malice and hatred for all living things. A sovereign takes great pleasure in torturing other creatures; when fighting an inferior opponent, a sovereign may use *inflict moderate wounds* instead of *finger of death* or *disintegrate*, just to extend its victim's pain. Psychological torture is just as satisfying as physical pain; another favorite trick is to combine *slow* and *fear*, terrifying a peasant while restricting his ability to flee. While the members of the Poisoned Eye are filled with hate, they are not blinded by it; they are still highly intelligent and capable of considerable cunning. They just don't have the Eternal Vigil's patience for long-term scheming.

The Poisoned Eye has a far higher concentration of sovereigns than most of the other Dominions. As a result, there is a more organized hierarchy among the sovereigns, based on military victories. This is reflected both by the decorations a sovereign can wear, and the height at which it will float when in the presence of other sovereigns.

**Appearance:** Each sect of the Poisoned Eye has a slightly different appearance. All are green in color, although the precise shade varies from sect to sect. Some are covered in reptilian scales, others a hard shell or tough leathery hide. Many have rows of small horns or ridges scattered around their bodies; while these are not large enough to inflict serious damage, they add to the beholder's intimidating appearance.

**Sovereign Modifications:** The sovereigns of the Poisoned eye are the most common beholders and the ones that adventurers are most likely to have encountered in the past. They do not possess any unusual abilities.

**Beholder Class Skills:** Diplomacy, Intimidate, Move Silently. Poisoned Eye sovereigns prefer to use force and fear to ensure cooperation, but the Dominion possesses a few skilled diplomats.

**Cultist Class Skills:** Diplomacy, Hide, Intimidate, Move Silently, Open Locks. Poisoned Eye cults vary considerably. Some cults are little more than bands of cutthroats and killers. In larger cities, cults typically focus on rabble-raising, using the oratorical skills of prominent cultists to stir up riots or conflict within the community. Unlike the Dominion of the Eternal Vigil, the Poisoned Eye rarely plans out long-term schemes or sets up major conflict; its goal is to cause as much pain and suffering as it can as quickly as possible.

**Common Feats:** Blink Attack, Improved Firing Arcs, Weapon Focus (ray)

**Classes:** The solitary beholders encountered in lairs are inexperienced and generally only have aberration levels. Experienced sovereigns typically possess juggernaut levels; eyes of the void are extremely rare.

**Equipment and Treasure:** As listed. The juggernaut bands the Poisoned Eye deploys in full-scale battles will be equipped with eyebane plate armor and ramming spikes or razorjaws, but



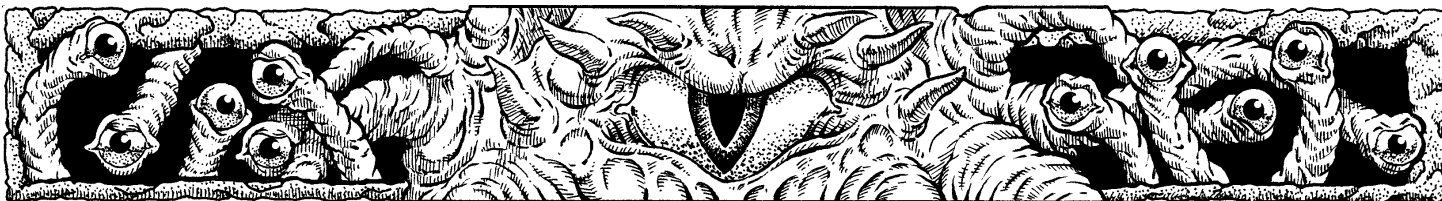
solitary sovereigns are rarely thus equipped. The magic items that a beholder possesses will depend on its assignment; common choices may include an *amulet of health*, *bracelet of the iron eye*, *bracelet of varied vision*, *brooch of shielding*, *ioun stone (pearly white)* or *ioun stone (pale lavender)*.

## Adventure Ideas

As noted earlier, the beholders of the Poisoned Eye are ideally suited for random encounters; their schemes are often quite simple, but need to be stopped quickly before they can threaten innocents. Specific ideas:

- A group of bandits has been raiding a village. The party defeats the brigands, but discovers that they were working for a beholder sovereign. The party doesn't have the power to face a sovereign in fair combat – can they find a way to overcome





the deadly aberration?

- The party comes upon a ruined village whose inhabitants have been slain in a juggernaut strike. Will the party loot the remains, or try to find out what happened to the villagers? In fact, this is the work of a squad of juggernauts that is on a killing spree. Can the party find a way to defeat these monsters before more innocents die?
- While traveling through the underdark, the party finds its path blocked by a pitched battle between forces of the Poisoned Eye and the Eternal Vigil. Can they find a way across the battlefield without being slain or petrified?
- A charismatic rabble-rouser is stirring up dissent among the poor and wretched of a major city. Can the heroes expose the hatemonger's beholder connections before the city goes up in flames?

## The Dominion of Revelations

*"I reveal."*

Few creatures will ever see a member of the Dominion of Revelations. These mysterious sovereigns are aerial creatures who spend their lives far above the earth, watching the lives and dreams of the creatures far below. Like the Dominion of Engima, the motives of Revelations are impossible to determine. The sovereigns speak through cryptic visions, sending mysterious dreams and whispers on the wind to those they choose to communicate with. These riddles and images may guide a hero on a great quest, or they may send him on what seems to be a wild goose chase – but there is always the sense that there is some meaning and purpose, even if it escapes the vision of the adventurers. More often than not, the visions sent by the sovereigns will lead characters into conflict with other beholder Dominions and their servants.

Some believe that the Dominion of Revelations seeks to maintain some strange balance between the different Dominions. Among the beholders themselves, the sovereigns believe that the Dominion of Revelations is working towards some vast millennial scheme – and many are deeply afraid what the outcome of this grand plot might be.

Most sages believe that there is only one sect among the Dominion of Revelations, but it is impossible to be sure of anything with this mysterious clan.

The Dominion of Revelations gives the gamemaster an excellent way to draw the party into beholder-related adventures, as the Dominion sends visions guiding them into conflict with the vile beholders.

**Number of Sects:** Unknown (50 sovereigns)

**Alignment:** Neutral. The true motives of the Dominion of

Revelations remain a mystery, but the most common theory is that the sovereigns seek to maintain some sort of balance between the other Dominions.

**Eyekin:** Like the Dominion of Flesh Reborn, the Dominion of Revelations does not have eyekin servitors.

**Slaves:** The Dominion of Revelations does not use slaves.

**Subspecies:** There are rare stories of creatures that could be Revelations monitors acting as messengers for the Dominion. These tales may or may not be true, but aside from this the Dominion is composed entirely of sovereigns.

**Relationships with Other Dominions:** The sovereigns of Revelations avoid all contact with other beholders. Due to the frequency with which the Dominion of Revelations meddles with their plans, most beholders will attempt to kill any Revelations sovereign that they encounter.

**Relationships with Other Species:** The Dominion of Revelations avoids all contact with other creatures, communicating only through whispered messages and cryptic dreams.

**Preferred Habitat:** The sovereigns of Revelations spend their entire lives floating in the air, hidden among cloud banks and scrying on the world below. They are solitary beings that do not construct communities, and while the Dominion must possess an incubator, its location is a closely guarded secret.

Revelations sovereigns prefer to avoid all direct contact with humanoids, working instead through dreams, *whispering wind*, and scrying. If a creature somehow forces a confrontation with the sovereign, it will either attempt to drive the impudent being insane or use its *geas* ray to force the nuisance to leave. When it does speak, a Revelations beholder is invariably cryptic and mysterious, speaking in riddles and hints. It will never explain its reasons for sharing information; it is extremely unusual for a sovereign to respond to any kind of question at all.

**Appearance:** The skin of a sovereign of Revelations is a shimmering blue-white, while its eyes have an opalescent quality. The color of its flesh shifts with its mood – as it gets angrier its skin darkens, like a cloud threatening rain. When the sovereign is angry, tiny sparks of electricity will arc about its body. It does not possess a mouth and cannot physically speak.

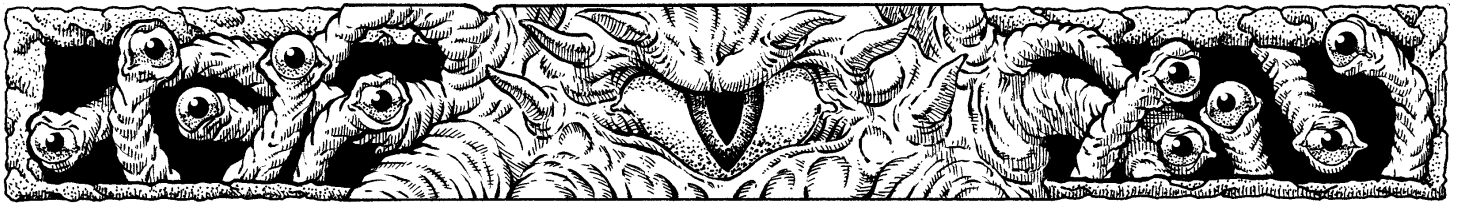
**Sovereign Modifications:** Sovereigns of the Dominion of Revelations are quite different from the sovereigns of other Dominions. Statistics for the sovereign can be found on page 98.

**Beholder Class Skills:** Diplomacy, Knowledge (all skills, taken separately), Spellcraft, Sense Motive

**Cultist Class Skills:** As the Dominion avoids any prolonged contact with humanoids and does not possess eyekin servitors, it does not have any associated cults.

**Common Feats:** Absorb Spell Energy, Blindvision, Visions of the Void





**Classes:** Revelations sovereigns focus on the eye of the void prestige class interwoven with aberration levels. A few follow the path of the psion. Juggernauts and other combat classes are completely unknown within this Dominion.

**Equipment and Treasure:** As aerial creatures who remain far above solid land, the sovereigns of Revelation do not collect material goods of any sort.

## Adventure Ideas

The sovereigns of Revelations are a mysterious force of cryptic information. Virtually impossible to reach, the beholders send dreams and visions from the sky. These images may draw the party into beholder-related adventures, or they could be tied to other events in the world. Which should in itself raise questions: Why are the beholders interested in these events? What ties them together? Is there some grand hidden agenda – and if so, what is it building towards? It is worth noting that unless the sovereign reveals its identity, there is no way for a character to determine the identity or nature of her mysterious informant. Will the heroes trust the mysterious voice in their dreams – and will that trust be shattered if they find out that their oracle is a monster?

In general, the sovereigns of Revelations play a supporting role in adventures, as opposed to being the focus of the adventure. “The Endless Children” on page 75 gives an example of how the Dominion could help to drive the action of an adventure. However, here’s another idea for an adventure focusing on these mysterious sovereigns:

- After the party has been helped by the Dominion of Revelations a few times, they are hired by a priest of the Cleansing Light (see page 114) to join a warband that will be fighting a deadly aberration. If the players take on the task, they are brought to a flying ship, and shortly come upon their target – a sovereign of Revelations. Just before the battle begins, the sovereign uses *whispering winds* to speak to one of the heroes – revealing itself to be their mysterious dream informant. Can the adventurers find a way to stop the attack and save the sovereign? Was the attack innocent, or is the church being manipulated by the Dominion of Enigma or the Eternal Vigil?

## The Dominion of the Watching Wheel

“I wonder.”

The sovereigns of the Watching Wheel are driven by pure curiosity. The Dominion is obsessed with the acquisition of the most bizarre and trivial pieces of information. While this may sound like the Dominion of Enigma, the two couldn’t be more different. Generally, it is impossible even to determine the purpose of an Enigma experiment. With the Watching Wheel, it is easy enough

to determine what the beholder wants to know – the question is why anyone would bother. The fundamental principle that drives the Watching Wheel is, “What happens if...?”

“What happens if five adventurers are trapped at the bottom of a 200 foot pit?”

“What happens if the villagers believe that a dragon is coming to attack them in one day?”

“What happens when a traveler finds his path blocked by 90,000 bananas?”

In many ways, the Watching Wheel can seem like a bad joke. And some of its experiments are truly laughable. But some are deadly – and the beholders themselves still have the full arsenal of the sovereign to draw upon. The beholders have very short attention spans, and it’s not good when a creature with the power to disintegrate things decides that it’s bored of looking at you.

The Watching Wheel can serve a variety of roles in a campaign. It can certainly be used as comic relief; the bizarre experiments that Wheel sovereigns come up with can become an ongoing source of humor through a series of adventures. It is also the case that the Wheel is one of the safer Dominions to approach, if the party needs to talk to a beholder; the Wheel has no interest in conquest or destruction. The problem is, you never really know what a Wheel beholder will do from one moment to the next. And again, just when the heroes think that the Wheel sovereigns are harmless tricksters, it’s time to unleash that barrage of deadly rays...

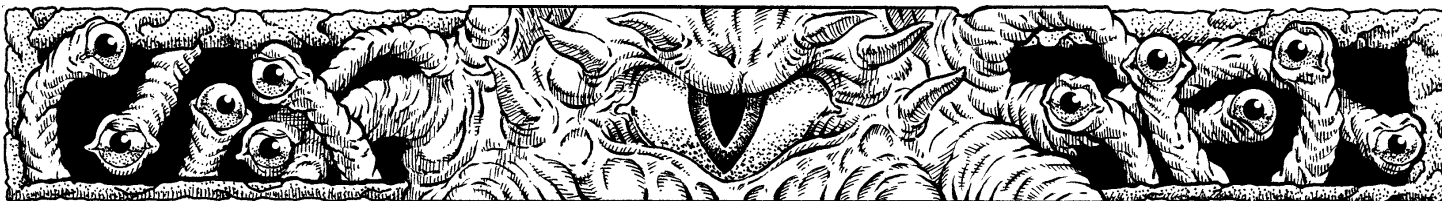
**Number of Sects:** Four (310 sovereigns)

**Alignment:** Chaotic evil or chaotic neutral. The beholders of the Watching Wheel are completely driven by curiosity, and shift from one bizarre scheme to another in the blink of an eyestalk. They have little interest in conquest, but most sects have very little compassion for other living creatures; these researchers will torture or kill other beings without a second thought if it supports an experiment.

**Eyeekin:** The citadels and eyeholds of the Watching Wheel have a very small humanoid population, and in the typical community it is entirely comprised of eyeekin. While technically slaves, most eyeekin share the beholders’ passion for trivial research and are more than willing to serve their multieyed masters. Wheel eyeekin tend to be absent-minded and flighty. There are no independent Wheel eyeekin communities on the surface, and the eyeekin do not establish cults; however, a band of eyeekin may receive permission to go to the surface world in order to carry out a particular experiment, and it is this sort of work that can earn an eyeekin the opportunity to participate in the Rite of Full Communion.

**Slaves:** The sovereigns of the Wheel do not make a practice of gathering slaves. A sovereign may enslave creatures for use in





a specific experiment, but it is equally likely to set them free or disintegrate them once the experiment is finished.

**Subspecies:** Most of the subspecies can be found in Wheel citadels. However, the Dominion does not possess overseers, and skirmishers are quite rare.

**Relationships with Other Dominions:** Most of the other Dominions consider the Watching Wheel to be fairly harmless. The Wheel has reasonably good relations with the Consuming Eye and the First Eye. Wheel sovereigns are fascinated by the Dominion of Enigma, but attempts to interact with this Dominion have generally been disastrous.

**Relationships with Other Species:** The Wheel is too chaotic to maintain organized relations with other races. However, as the beholders have no real interest in harming other creatures, their eyeholds and outposts can be found relatively close to the communities of other underdark species. Drow mages occasionally trade information with Wheel sovereigns, although the drow are wary of the unpredictable tyrants.

**Preferred Habitat:** The Dominion of the Watching Wheel builds its eyeholds and citadels beneath the ground, but most sovereigns prefer wandering the world to lurking below the surface of the earth.

The key word for the Wheel sovereign is unpredictable. One moment you might be having a friendly discussion about an experiment you just went through – and the next, it's petrified you to see how your friends will react. In general, if you are cooperating with the beholder's experiment, it will be quite friendly. The only problem is that a Wheel sovereign will rarely consult with you before bringing you into its experiment – and quite often, those experiments can be deadly.

**Appearance:** The beholders of the Watching Wheel have strange, stony flesh that has an appearance similar to marble or jade. The eyestalks of a beholder poke out of cracks in the rocky shell, and give the impression of writhing albino snakes or pale worms. The central eye of a Watching Wheel beholder is larger than usual, in comparison to the beholders of other Dominions.

**Sovereign Modifications:** Sovereigns of the Watching Wheel possess a *confusion* eye ray in place of *slow*. All beholders of the Dominion receive an additional +2 natural bonus to AC, but suffer a -3 racial penalty on all saving throws against petrification effects.

**Beholder Class Skills:** Appraise, Decipher Script, Knowledge (all skills, taken separately)

**Cultist Skills:** Appraise, Decipher Script, Gather Information, Knowledge (any two). The Watching Wheel does not maintain organized cults, and it does not actively recruit cultists. Beholder cultists associated with the Dominion are simply trusted servants that can develop a connection to the Void over time.

**Common Feats:** Blindvision, Improved Firing Arcs, Visions of the Void

**Classes:** Watching Wheel beholders lack the patience for devoted study; most simply advance using aberration levels.

**Equipment and Treasure:** Beholders of the Watching Wheel possess the typical treasure rating given for their type. Sovereigns do not wear armor or use weapons, but may possess magical jewels or jewelry. Sovereigns of the Watching Wheel have a particular fascination with *ioun stones*, and will go out of their way to collect these mystic crystals.

## Adventure Ideas

The Dominion of the Watching Wheel is ideally suited to diversions and short encounters. "The Experiment" (page 77) is a perfect example of a strange Wheel experiment. These can give lower level characters an opportunity to interact with a beholder in an environment that is not directly confrontational. A few other ideas:

- A Wheel researcher petrifies a beloved NPC and absconds with the body. When the party tracks the beholder to its lair, they find a dozen identical statues – which one is their friend? What if the beholder has used intermediaries to sell these statues to various wealthy collectors – can the players locate them all and find a way to recover them from the connoisseurs?
- Using *disintegrate*, a beholder traps a low-level party at the bottom of a deep pit. It wants to see who they'll eat first, or how they will deal with adversity. Can the characters come up with a way to get out of the pit and evade the beholder?
- A beholder and its group of eyekin servants have created a dungeon in an old ruin. They begin to spread rumors and false legends in the nearby city, curious to see what will draw adventurers and how heroes will respond to various psychological tests within the dungeon.
- A Wheel eyekin trying to earn the Rite of Full Communion believes that what she needs to do is to steal an artifact from an outpost of the Dominion of Enigma. Can she convince the party to help her? And if so, what horrors will they find in the mysterious outpost?







## Beholder Encounters

So far, this chapter has provided general material for including beholders in a campaign. This section provides a number of specific, detailed encounters that can be used to introduce one or more of the beholder Dominions into an adventure. These encounters are designed to be added into an ongoing adventure, as opposed to occupying a full gaming session. “The Experiment” and “Subversion” are both traveling encounters that could occur on the road as the party is heading to or from the main event of the session. “The Endless Children” is an urban encounter. Perhaps the party has stopped in a town for that night, or perhaps they have returned triumphant from a successful adventure but still have an hour to kill. Either way, these encounters provide a brief but intriguing glimpse into the world of the beholder, along with a number of hooks to pull the heroes further in over time.

### The Endless Children

**Encounter Level:** 14 (9 if sovereign is replaced with greater overseer)

**Setting:** Any large urban area, on the third night of the new moon

**Summary:** A dream leads characters to an Enigma beholder and its servants, who are performing disturbing experiments with kidnapped children.

This encounter is designed to introduce players to the Dominion of Enigma, and in a more subtle way to their brethren of Revelations. It presents Enigma’s bizarre and disturbing flavor and, while players can’t undo all the harm caused, they can at least rescue a handful of terrified children from an unsettling fate.

This encounter should occur when the party is resting in a city or large urban community; they may be passing through the area, or it may be their regular base of operations. In the middle of the night one of the characters awakens in a cold sweat. The memory of a vivid dream is burned into their mind – a fearful child being hustled through the nighttime streets, a dagger pressed to his throat by his captor. The man holding him has a realistic tattoo of an open eye on the back of his knife hand. He drags the child into a narrow sewer entrance in the middle of one of the city’s landmark areas, and as he does, his tattoo looks in the dreamer’s direction and blinks, ending the dream.

The next day, the whole city is abuzz with news of a kidnapping. The victim was the youngest son of a prominent family, and he exactly matches the child seen in the dream. His family is offering a substantial reward: 2,500 gp for his return, doubled if his

kidnapper can be brought to justice. But this is only the latest in a string of apparent abductions. Characters cannot avoid hearing that at least 10 children have gone missing in the last few months, most of them from the lower-class areas of the city. Anyone succeeding at a Gather Information check (DC 15) will discover that 12 children are known to have vanished over the last four months, three at a time.

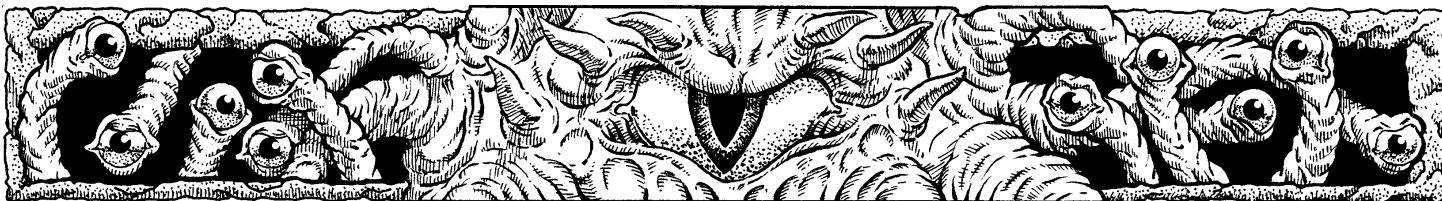
Indeed, two other children disappeared last night as well, although their poor families don’t have any reward to offer beyond gratitude. Between the disturbing dream, the reward, and any sense of guilt they possess, most players will be straining to get into the sewers and investigate. Those who don’t will have the dream every night for two weeks, unless they give in first. This is actually a sending from a beholder of Revelations, moving in its mysterious dance with Enigma, and it is the only direct assistance it will give the characters.

Finding the grate from the dream isn’t difficult, as it’s in one of the city’s most identifiable areas. A bazaar or merchants’ center is perfect for this, as it is easy to recognize but largely abandoned after dark. Unfortunately, characters will hit a brick wall if they attempt to recruit help for an expedition. The families of the missing children are not combatants, and the authorities can’t or won’t act on evidence from a dream. They might offer their sympathy to the players and give them free run of the tunnels, but they won’t dispatch their own forces down there without evidence. If anyone attempts to find out about the man with an eye on his hand, a Gather Information check (DC 25) will uncover that two recent theft complaints have mentioned a man with an eye tattooed on his hand; he has not been apprehended.

The sewer entrance is easy to find, and the tunnel beneath is wide enough for a heavily armored character to just squeeze inside. However, the grate covering it is bolted from the inside, requiring a Strength check (DC 10) to force it open. This is unusual, but not unheard of in large cities that don’t want random citizens lost in their often-extensive sewer networks. A series of iron rungs leads to the foul-smelling tunnel below.

Almost directly across from the rungs is the entrance to a hidden outpost, a set of tunnels used by an Enigma beholder and the eyekin cult serving it. Discovering the entrance can be as easy or difficult as desired; the sewers are generally private enough for the cult’s purposes, and they are careful to avoid being seen as they enter and exit, so they don’t need to take many special precautions. The default option is that they have built a half-wall across a tunnel mouth here, stacking random objects and chunks of stone in an effort to keep the occasional sewer-water flood from





backing up into their area. This wall is marked in several places with cultist symbols such as open eyes with tentacles radiating from them, and a Listen check (DC 15) will hear a faint, persistent moaning sound from that direction.

Beyond the partial wall, the tunnel slopes slightly upward – the cult has taken over a section of feeder passages designed to channel waste and storm water down into larger main tunnels. Their main activity focuses around a hub where several of these feeders come together, and the cultists themselves have set up rude accommodations in the tunnels branching off from it. They have been here for four months, and expect to be gone soon, so the effect is ramshackle and improvised. To defend their entrance, they have rigged up a scythe blade overhead activated by a tripwire; its handle also strikes a small gong if it is triggered, alerting the cultists to the presence of invaders. The blade does 1d8 damage, has a x3 critical, is DC 20 to disable and DC 21 to spot.

But their main defense is also their master, the author of the kidnappings and the master of the terrible purpose behind them. A sovereign of Enigma dwells among the cultists, and its mission is nearly complete. The children stolen by the darkness of the new moon are being transformed by its power, changed into a horrible creature below their homes. For two weeks, the kidnapped victims are kept here, tied up in a side tunnel and fed a meager ration to keep them alive. Then as the moon is waxing to full, they are brought before the sovereign and shown their final fate – melding with a grotesque composite creature made of the other children's bodies.

This hideous thing is a nightmare of jumbled flesh, children's faces and arms and all their body parts fused together in a lumpy half-sphere that rests on the floor and moans softly. How the beholder accomplishes this is secondary; the magic is only available to beholders from this Dominion. What matters is that it destroys the children's minds and imprisons their bodies, and that in a short time the final three will be added to the gestalt.

Characters who approach without attempting stealth will be detected, as they will if they trigger the scythe trap. In this case, the beholder is prepared for a battle and most of its servants have already fled for safety. Cultist leader Othnar will remain behind to help his master, although he too will flee if he is wounded. His primary loyalty is to Enigma, but he believes in living to fight another day. If characters manage to approach undetected, they will arrive at the tunnel hub and see the huge pulsating mound of former children, with the sovereign hovering silently over it and a few cultists scurrying around, Othnar among them.

The beholder has no interest in talking to the characters, and will attempt to slay them as quickly as it can. It will pay particular attention to anyone threatening its creation, which it intends to save if at all possible. Direct attacks are its preferred method, but cunning adventurers can be met with equally sly use of powerful

weapons like *disintegrate* and *baleful polymorph*. However, if the fight is obviously going to be lost, the beholder will attempt to use *finger of death* to end the melded-child beast's life. Whatever its motivations, it doesn't wish the characters to get its creation alive, and yet it doesn't want to harm the body.

Any cultists involved in a confrontation will yell simple slogans about defending their master's work and slaying unwise intruders, possibly hinting at the Dominion's larger plans if desired. As soon as they detect the characters, the remaining children will start screaming for help; any remaining cultist will shut them up with his fists after 2 rounds of this racket.

After the situation is resolved, the characters are left with a mysterious problem. If the recent kidnappees are interviewed, they know very little about the beholder's plans. It had the cultists measure them carefully, daub strange symbols on them with paint, and take small amounts of their hair and blood. Most of the cultists themselves have no better idea of what was happening here. If captured, Othnar will refuse to talk about his master's plan regardless of threats or promises.

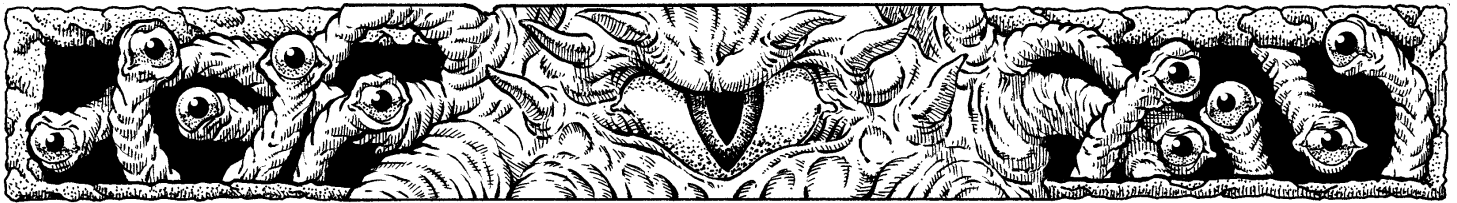
The horrible child-creature also poses some difficulty. Whatever magics bonded them into this form cannot be dispelled, and they cannot be restored to their original forms by any known magic. Even if they were, their minds are gone. The creature is also too large to bring out of the existing sewer tunnels and grates, alive or dead. Unless a kind-hearted GM wishes to relieve the unrelenting horror of this construct's presence, this problem can be left to the civil authorities, who will likely destroy the monstrosity and tell the children's families that the bodies were never recovered.

If desired, this can lead to a series of encounters with the Dominions of Enigma and Revelations. One option is that this experiment was a step toward creating a new kind of beholder golem, a creature of flesh rather than brass. Another is that Enigma wishes to develop more powerful psionic capabilities, and is trying to fuse various creatures as a preparation for melding several of its own sovereigns to create a supermind. Yet a third possibility is that Enigma wishes to find a way to breed its own young without using an incubator.

Why the Dominion of Revelations would involve itself in this is a mystery. It could be as simple as trying to maintain the balance of power, or even concern for the human children affected. It could also be that they don't care about these experiments, but wish to create enmity between Enigma and the characters.

This adventure can also be run with a greater overseer as the cult's master, in place of the sovereign, thus reducing the encounter level. This allows an introduction to the two mysterious Dominions at an earlier level. However, the overseer's power is neither as unique nor as disturbing as the sovereign's.





## EYEKIN CULTISTS

These are normal Enigma worshippers, convinced of their superiority and of the importance of their master's goals. They would throw themselves into fire if they thought it would help their utterly mysterious goals. Eight of them are here, although they are unlikely to face the characters in battle. Use the statistics for the inoculator, provided on page 19.

### The Experiment

**Encounter Level:** 7

**Setting:** Any rural road with few other travelers

**Summary:** A monster and a treasure chest have been left in the middle of the road as an experiment in adventurer psychology.

This encounter occurs any time along a stretch of road without much traffic. The group does not require a Spot check to see the creature and the treasure chest – it is in plain sight in the middle of the road.

The creature is a chimera. It is sitting in front of a large treasure chest that, if full, could hold 10,000 coins. The chest is closed but not locked.

If the party looks around, they should make a Search check. This may uncover Ygurdi, who is hiding about fifty feet from the road. Ygurdi is a beholder sovereign who is watching the experiment he has set up – he took 20 on setting up his hiding place, so the DC for the Search check is 27. If the characters find Ygurdi, he will immediately reassure them that he means them no harm, but he is curious to find out how they plan to deal with the monster and the chest in the road.

The chimera simply sits in the road. *Detect magic* could show that the chimera is under the effects of the spell *charm monster*. Even as the characters approach very close, it simply sits near the chest. If the characters try to reach toward the chest, one of the three heads growls softly. If a character actually touches the chest then the chimera will bite at the character. If the character tries again, then the dragon head uses its acid breath weapon. So long as the characters don't attack the chimera, it will only attack if someone is actively trying to open the chest, and it will only attack those characters who are making the attempt. If one character attacks the chimera then it will attack all the characters. If someone in the party speaks Draconic the chimera understands them, but refuses to respond.

At this point the characters have three options. They can abandon the chest and the chimera, they can attack and kill the chimera, or they can open the chest without killing the chimera, either by letting the chimera attack or by distracting it somehow.

The treasure chest is empty.

After they have completed one of these three courses of action Ygurdi emerges from his hiding place. He quickly assures the party that he is not here to attack them. He introduces himself and says that he is a researcher specializing in humanoid sociology. He tells the group that he is currently working a theory about humanoid motivations for violence and threat identification. The chimera, if it is still alive, walks over to him like a pet.

Ygurdi asks the group if it can ask them a few questions about the encounter and why they did things the way they did. A few sample questions are listed below, but Ygurdi will follow up on any information the group gives him that relates to why they did or did not choose to use violence. The sovereign is not judgmental, simply curious and interested in the characters.

If the characters question Ygurdi, it will explain that it is a member of the Dominion of the Watching Wheel, which is a group of beholders who pursue knowledge through experimentation. Ygurdi will admit that losing the chimera wouldn't bother it, or didn't bother it if the chimera has been killed. When Ygurdi doesn't think of itself as evil, it will admit that it doesn't believe in constraining research with ethical rules.

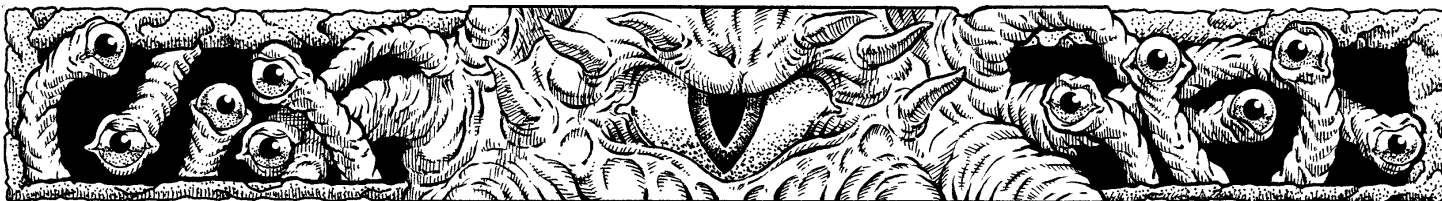
If the party attacks Ygurdi at any point in the encounter the chimera will immediately attack them. The sovereign wants to study them rather than kill them, so he will try to use his non-lethal eye rays unless he feels his life is in danger. Ygurdi does not care if the chimera dies – it can get another monster to continue his experiments if it needs to.

If the group answers all of the sovereign's questions they will be rewarded. Ygurdi shows them a real treasure chest located in his hiding spot that contains 2,500 gp. The group should get the experience for the chimera if they defeat it, and 300 XP each for answering Ygurdi's questions. They should get half the XP for the chimera if they get through the scenario without killing it. If they kill Ygurdi, they get the experience for killing it plus the 2,500 gp in his hiding place if they think to go look at his hiding place.

If the gamemaster wishes, Ygurdi can become a continuing NPC in the campaign. It will continue to explore its research, and if it felt that the characters were a useful source of information then it may continue to use them in its experiments. Here are some ideas for other experiments Ygurdi might carry out:

- Convince one tribe of orcs that another tribe is really a group of wizards who have changed their shapes to infiltrate their society. Then convince the other tribe the same about the first tribe. This is an even better experiment if there is a settlement of another race caught in the middle.
- Charm enemies of two races and bring them together to form a combined settlement. How long will their love of Ygurdi allow them to live in peace? More importantly, what happens





when members of the original villages find their friends and loved ones living with the enemy?

- Offer 10,000 gp to anyone in a village who kills a family member. If none are killed in the first few days, kill someone and see what happens in the village.

**Questions:** If the group killed the chimera:

- Why did you kill the creature?
- If you had known the chest was empty would you still have killed the chimera?
- Now that you know the chest was empty, do you regret killing the chimera?
- Did you think the chimera was evil? Was that a factor in your decision? Why or why not?

If the group bypassed the chimera and the chest:

- Would you say that caution or disinterest was more of a factor in avoiding the situation?
- If you knew that the chest was full of gold, would that have changed what you did?
- If the chest had been guarded by a single goblin instead of a chimera, would you have attacked the goblin?
- Would you have opened the chest if it were unguarded?

If the group opened the chest without killing the chimera:

- What made the chest so interesting that you had to know what was inside?
- Do you think it was worth the risk?
- If you had found out that there was something of value in the chest, what would you have done?
- If you encountered this same situation a mile down the road, would you do the same thing?

**Ygurdi, sovereign of the Watching Wheel:** CR 13; SZ L (aberration); HD 11d8+33; hp 83; Init +6; Spd 5 ft., fly 20 ft. (good), swim 20 ft; AC 28 (-1 size, +2 Dex, +17 natural); Atk +9 ranged touch (eye rays); +2 melee (2d4 bite); Space/Reach 10 ft./5 ft.; SA Eye rays; SQ All-around vision, antimagic cone, flight, void sustenance; AL CE; SV Fort +8, Ref +5, Will +11; Str 10, Dex 14, Con 17, Int 18, Wis 15, Cha 16

**Skills:** Hide +12, Knowledge (arcana) +18, Knowledge (nature) +6, Listen +18, Search +22, Spot +22, Sense Motive +6, Survival +6. **Feats:** Alertness, Flyby Attack, Improved Initiative, Iron Will, Great Fortitude.

**Eye Rays (Su):** Charm monster, confusion, sleep, flesh to stone, disintegrate, fear, inflict moderate wounds, finger of death, telekinesis; Save DC 19

**The Chimera, charmed magical beastie:** CR 7; SZ L (magical beast); HD 9d10+27; hp 76; Init +1 (Dex); Spd 30 ft., fly 50 ft. (poor); AC 16 (-1 size, +1 Dex, +6 natural); Atk +12 melee (2d6+4, dragon bite); +10 melee (1d8+2, lion bite); +10 melee (1d8+2, goat butt); +10 melee (1d6+2, each claw); Face 5 ft. x 10 ft.; Reach 5 ft.; SA Breath Weapon; SQ Scent; AL CE; SV Fort +9, Ref +7, Will +4; Str 19, Dex 13, Con 17, Int 4, Wis 13, Cha 10.

**Skills:** Hide +4, Listen +9, Spot +9. The chimera's three heads give it a +2 racial bonus to Spot and Listen checks.

**Feats:** Alertness, Multiattack

**Breath Weapon (Su):** Every 1d4 rounds, damage 3d8, Reflex half DC 17. Use rules for black dragon breath weapon, line of acid.

## Subversion

**Encounter Level:** 6

**Setting:** Forest

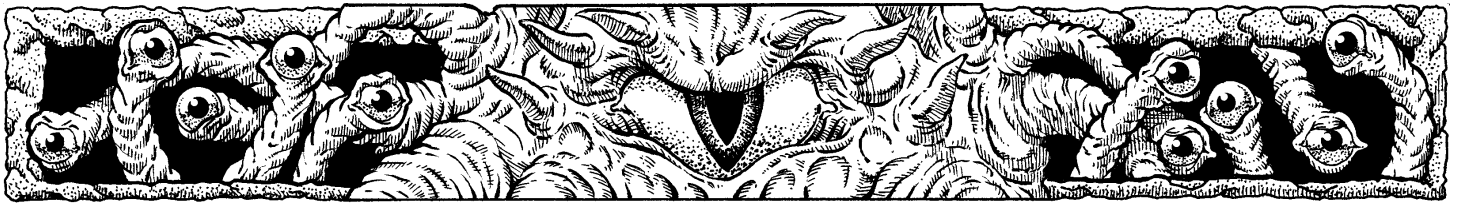
**Summary:** A druid needs help fighting twisted creatures.

Traveling through a rural setting, the party comes upon a woman fighting a pair of eye-touched dire wolves. They can make a Listen check (DC 15) to hear the battle before they are in it. When they get to the scene, the woman is obviously outnumbered but she has tentacles sprouting from her head just like the eye-touched creatures. If the party attacks the wolves then both creatures focus on the party and ignore the woman. If the characters decide to go around the battle the wolves notice them and attack. The party could backtrack and go around the fighting when they hear the combat, but if they approach it's too late to avoid getting involved. If the party attacks the druid, she insists she has nothing to do with the wolves and means the party no harm.

If the woman survives the combat she introduces herself as Sybalia and wraps her head in a scarf to hide the tentacles. She thanks them and heals anyone who was injured before she heals herself. She tells them that these creatures were created by beholders and sent out to destroy the natural animals of the forest. She thanks them for helping.

She will not volunteer information about the tentacles sprouting from her head, but the party will almost certainly ask her. She explains that she is an eyekin, part of a race that serves beholders. Her masters are part of the Dominion of the Poisoned Eye, and they sent her and others to this forest because they are at war with the beholders who created these monsters, part of the Dominion of Flesh Reborn. Her masters hoped that she and her comrades could infiltrate the druids in the forest and use them to attack the Do-





minion of Flesh Reborn. After the job was done, the druids were to be destroyed as well.

With forged credentials, they came to the druid circle as acolytes seeking shelter and training. They had supposedly come from another circle that was recently destroyed by beholders – and the Poisoned Eye had in fact destroyed the circle, which gave them a perfect excuse for knowing as much as they did about beholders. It was easy to convince them that the Dominion of Flesh Reborn was a threat to the forest.

As the eyekin learned from the druids and began to appreciate the wonder of the forest, their focus began to change. They decided to betray their former masters and fully pledged themselves to the druids. They maintained their disguises, but now they really participated in the druids' rituals. They would continue to fight the Dominion of Flesh Reborn along with their brothers and sisters, but when that was done they would not return to the Dominion of the Poisoned Eye.

At this point another druid, Justinian, arrives. He invites the party to the refuge to talk to their leader and be rewarded for their help. Sybalia asks him to scout the area for more eye-touched creatures while she finishes healing the party, even if there are no wounds left to heal. While the human druid is gone she begs the party not to give away her secret.

If Sybalia died during the combat, then Justinian is another eyekin druid. He explains their story as above, and then tells them that his leader, Dresha, will expect them to tell him what happened. He begs them not to give away their secret.

The mood is either celebratory or mournful at the refuge, depending on whether Sybalia survived. It is a beautiful, peaceful place, with trees 20 feet wide at their base. Homes are tents or even just hollows in the ground. There are 30 druids living here – quite a large community.

The leader Dresha thanks them and gives them a *wand of summon nature's ally II* with 50 charges. He asked them what they faced, and what they thought of their opponents.

This forces the characters to make a decision about whether they will tell the eyekin's secret. If they do not, the leader nods at their descriptions and laments about the sad state of the forest. He insists that this will not last long, because they have many strong young druids to fight for the forest. He smiles at Sybalia (or Justinian if she has died) when he says this – obviously, the eyekin druids are among his hope for the future.

Even if the party accuses Sybalia or Justinian of working for the beholders, Dresha does not immediately call for their deaths. Once their tentacles have been exposed, they are taken and held in a makeshift jail. The party is thanked again and sent away while the druids deal with this internal problem.

This encounter can end here, with the party rewarded and sent along their way. The party should get experience for the eye-



touched dire wolves, and an additional 300 points each if Sybalia survives the combat. The party should also get 100 XP each for the conversation with Dresha.

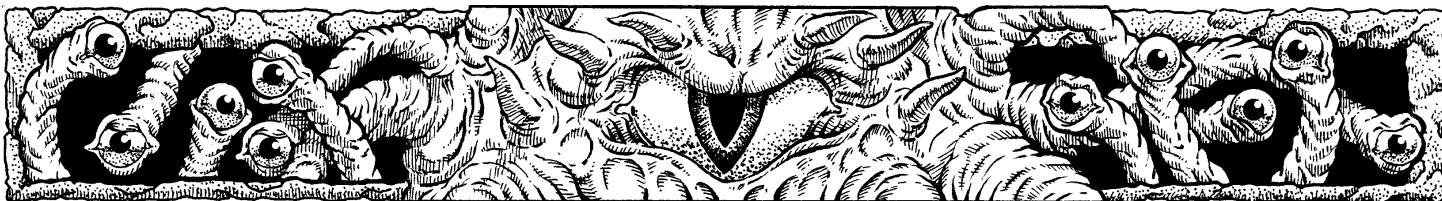
The meeting with Dresha can also lead into a longer adventure helping the druids fight the Dominion of Flesh Reborn. The Dominion holds lands adjacent to the lands the druids protect, and it is a constant struggle to find and destroy the tainted animals they send over the boundary. Dresha is interested in trying to carry out a series of raids on the beholders within the territory they hold, and a group of adventurers would be the perfect tool. Then what happens once the Dominion of Flesh Reborn is destroyed, but the eyekin don't destroy the druids and return to their masters?

Here are a few ideas for further adventures:

- Dresha commissions the party to attack a small beholder outpost.
- Monitor beholders from the Dominion of the Poisoned Eye arrive and ask the eyekin for a report. The druids assume the creatures are part of the Flesh Reborn enclave, but the eyekin ask the party for help. Should they kill the creatures before they can report back, or make it appear that things are on schedule for the destruction of both this Flesh Reborn enclave and the druid circle?
- The eyekin know that there will be a central area where the Dominion of Flesh Reborn conducts their experiments. If they can destroy the equipment and mystical artifacts there







then Flesh Reborn will be unable to produce eye-touched creatures for a time. The party must sneak in with them to destroy it – the eyekin may even ask them to present the idea for them to hide their knowledge of the truth.

- The eyekin druids may want to tell the truth about their nature. They decide to leave the area and let the party explain things, so they can return once tempers have cooled. However, they are captured and now the party and the druids must decide if rescuing them is worth the risk.

**Eye-touched Dire Wolves:** CR 5; SZ L (aberration); HD 6d8+18; hp 45; Init +6 (+2 Dex, +4 Improved Initiative); Spd 50 ft.; AC 17 (-1 size, +2 Dex, +6 natural); Atk +10 melee (1d8+10, bite); Face 5 ft. x 10 ft.; Reach 5 ft.; SA trip; SQ scent, void sustenance, darkvision 60 ft., all-around vision; AL NE; SV Fort +8, Ref +7, Will +6; Str 25, Dex 15, Con 17, Int 4, Wis 12, Cha 10.

*Skills:* Hide +5, Listen +6, Move Silently +5, Spot +10, Search +4, Survival +1. *Feat:* Improved Initiative

*Eye Rays (Su):* Sleep, ray of enfeeblement (range 50 ft., DC 13, as 5th-level sorcerer)

## DRUIDS

There are four eyekin among the druids. Eyebeams and druid spells may vary among them. These statistics are for Sybalia.

**Sybalia, 3rd-Level Eyekin Ex-Beholder Cultist, 4th-Level Eyekin Druid:** CR 7; SZ M (humanoid); HD 3d4+4d8+7; hp 30; Init +0; Spd 30 ft.; AC 12 (+2 leather armor); Atk +5 melee (1d6+1, +1 quarterstaff); Face 5 ft. x 5 ft.; Reach 5 ft.; SA prehensile vision, darkvision, eye beams, spells; SQ all-around vision, spell malfunction, darkvision 60 ft., eye stalks, nature sense, woodland stride, trackless step, resist nature's lure; VP 8; AL N; SV Fort +6, Ref +2, Will +8; Str 8, Dex 11, Con 13, Int 14, Wis 13, Cha 15.

*Skills:* Spot +7, Search +10, Disguise +13 (+15 to pass as human), Bluff +6, Knowledge (local) +5, Knowledge (nature) +7, Survival +11. *Feats:* Ambidexterity, Absorb Spell Energy (SR 13 against sleep, charm person, or inflict moderate wounds), Eyekin Blood

*Spell Malfunction:* Eyekin have a 5% chance of failure when casting spells other than sorcerer spells. This is added to any penalties resulting from encumbrance or armor, and applies to divine magic as well as arcane magic.

*Save:* +2 save versus spells and spell-like abilities

*Eye stalks:* Sybalia has three eye stalks which protrude from the top of her head. This gives her a -1 racial penalty for disguise checks to pass as human; however, she receives a +3 racial bonus to pass as human for being an eyekin, for a net modifier of +2.

*Eyebeams:* Sybalia's eye stalks each produce an eyebeam.

1st Level – sleep, charm person (each cost 2 VP to use), DC 11

2nd Level – inflict moderate wounds (costs 4 VP to use), DC 12

*Spells:* (5/4/2, DC 11 + spell level) 0 Level – cure minor wounds, guidance, resistance, detect magic, flare; 1st Level – cure light wounds x2, faerie fire, entangle; 2nd Level – barkskin, produce flame

*Equipment:* +1 quarterstaff, leather armor, potion of haste

**Dresha, 16th-Level Human Druid:** CR 16; SZ M (humanoid); HD 16d8+32; hp 97; Init +3 (+3 Dex); Spd 60 ft.; AC 22 (+3 Dex, +4 deflection, +2 armor, +3 enchantment); Atk +19/+14/+9 melee (1d6+6, Oath Sickle); Face 5 ft. x 5 ft.; Reach 5 ft.; SA spells, wild shape, a thousand faces; SQ nature sense, woodland stride, trackless step, resist nature's lure, venom immunity, timeless body; AL N; SV Fort +12, Ref +8, Will +14; Str 17, Dex 16, Con 14, Int 10, Wis 18, Cha 14.

*Skills:* Diplomacy +16, Heal +12, Knowledge (nature) +7, Concentration +17, Spellcraft +6, Survival +20. *Feats:* Quicken Spell, Maximize Spell, Silent Spell, Dodge, Craft Wand, Weapon Focus (sickle), Mobility.

*Wild shape:* Dresha can take the form of an animal 5 times per day. He can become a dire animal or an animal of any size from Tiny to Huge. He can also become an elemental once per day.

*Spells:* (6/6/6/5/5/3/3/2, DC 14 + spell level) 0 Level – cure minor wounds, detect magic, detect poison, read magic, purify food and drink, mending; 1st Level – cure light wounds x3, entangle x2, animal friendship; 2nd Level – animal messenger, charm person or animal, chill metal, tree shape, resist elements, flaming sphere; 3rd Level – call lightning, dominate animal, meld into stone, remove disease, neutralize poison, protection from elements; 4th Level – cure serious wounds, scrying, flame strike, dispel magic, summon nature's ally IV; 5th Level – cure critical wounds x2, ice storm, commune with nature, wall of thorns; 6th Level – fire seeds, summon nature's ally VI, healing circle; 7th Level – true seeing, wind walk, greater scrying; 8th Level – whirlwind, finger of death

*Equipment:* Oath Sickle (+3 enchantment, grants wielder feat Sunder regardless of prerequisites, druid only), boots of striding and springing, +6 belt of giant strength, +4 ring of protection, wand of sunbeam (40 charges left), +3 leather armor





## Chapter Seven

# Beholder Architecture

Beholder settlements, from the smallest lair to the greatest citadel, resemble each other in much the same fashion that individual beholders do. This is no accident. The opportunities and limits of a beholder's physiology have fused with the creatures' self-perceptions to create an architecture unlike any other.

The key element of beholder architecture is that it is subterranean. Exceptions exist, as described below, but the most common Dominions prefer to dwell under the earth. Their unusual capabilities practically demand it. A beholder has a much easier time carving a structure from solid rock with its *disintegrate* and *telekinesis* rays than it would if it tried to combine lumber and nails to form a house. It takes only one minute for a beholder to disintegrate 100 cubic feet of stone; with an afternoon's work it can carve out all the space it needs for itself.

Beholder construction is also vertical. As the creatures spend their entire lives in flight, they see their living space in three dimensions. Chambers are stacked atop one another, connected by cylindrical tunnels. A beholder's mind considers this a logical and natural use of space, as well as a practical way of foiling its earthbound enemies.

Defense is also a factor in the beholder's preference for wide open spaces with high ceilings. Most beholders are poor melee combatants and try to keep some vertical distance between themselves and attackers. Their eye rays have an impressive range, so distance does not hinder their combat style. Beholders also like to watch their surroundings – not surprising for a creature with so many eyes – and wide, high spaces provide many excellent vantage points.

But none of these things explain the alien and often unsettling appearance of a beholder-built area. Their architecture is full of rounded surfaces, and most of the rooms they create are spherical. Even when the floor is flattened for the use of races that must walk, a chamber's walls bulge out and then rise to a rounded ceiling.

Rigorous symmetry is another universal feature. Any space created by a beholder will reflect back on itself as much as possible. And everything the creatures build is shot through with tunnels connecting these rooms and chambers together. These tunnels almost always radiate out from the central chamber (or chambers in the citadels), snaking their way to other rounded rooms of smaller size, which in turn connect to even smaller ones. The overall effect is disquieting.

It is also an unconscious recreation of the beholder's own body, its likeness carved from solid stone. Beholders see themselves as a superior form of life, and although it doesn't happen

deliberately, this attitude seeps into their sense of design. They prefer spheres not because the shape is the most practical, but because it's what they see as normal. Creating a network of evenly spaced tunnels leading to smaller round chambers makes sense when you have symmetrical eyestalks. And just as the greatest beholders have a powerful central eye, all beholder construction has an important tunnel or shaft running through the center of its main space. Beholders are an orderly and analytical race, but in their architecture they allow form to dictate function.

All beholder construction is smooth, a side effect of their use of *disintegration* beams. Walls, pillars, and other features rise in an unbroken line from the walls and floor, contributing to the alien feeling. Shelves and alcoves are often carved out of the walls; this is the closest that beholders come to using furniture.

Beholder decorating styles vary widely. Aside from the drive for spherical symmetry, the eye tyrants have few common aesthetic principles. But any displays or ornamentation will have a similar underlying purpose – to impress upon the viewer that the beholder is a powerful creature, the ruler of all it sees.

As sovereigns can use *flesh into stone*, statues that were once living creatures are routinely found in and around beholder settlements. More reclusive tyrants will display clumps of these statues as a warning to interlopers, while combative beholders will array them in galleries to prove their prowess.

An occasional beholder will use its powers to sculpt the rock around it into odd abstract shapes and patterns, but this is rare behavior. Most beholders see it as the sign of an unhealthy mind.

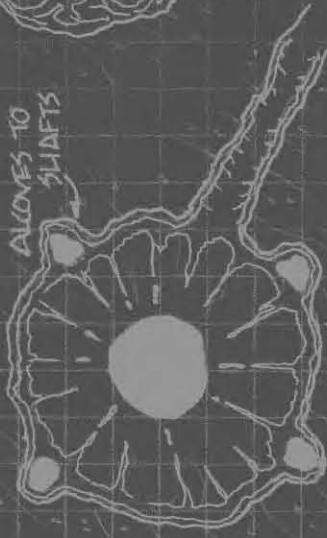
## Traps

The subterranean environment, combined with the sovereign's innate powers, leads to interesting traps. Most beholders use some of these in even the simplest lairs.

Pits are an obvious choice. A beholder's dwelling is honeycombed with pits excavated from a level beneath the main floor, leaving two to five feet of stone on top. Only a very keen expert on mining or construction could notice one of these patches while on or near it. Beholders themselves mark them in some fashion that will be visible from overhead but not necessarily from the earthbound perspective, such as carving the outline of a large figure. A beholder can easily disintegrate the top layer of stone, dropping anyone on top of it into whatever lies beneath. Characters



NOTE: EXACT LAYOUT DEPENDS ON DOMINION;  
SEE TEXT FOR EXAMPLES.



DISPLAY CHAMBER  
45' DIAM.  
20' HEIGHT

AUDIENCE CHAMBER  
60' DIAM.  
30' HEIGHT

DISPOSAL  
CHAMBER  
100' DIAM.  
70' HEIGHT



HOLES SERVES AS  
ADDITIONAL  
EXITS

OVERVIEWS

PRIVATE CHAMBER



DEFENSIVE  
ADDITIONS

TACTICAL  
SLAITS

MURDER  
HOLES  
150 FT.

NATURAL  
CAVEIN

CONTAINS  
SCULPTURES  
SLAVES,  
PETS

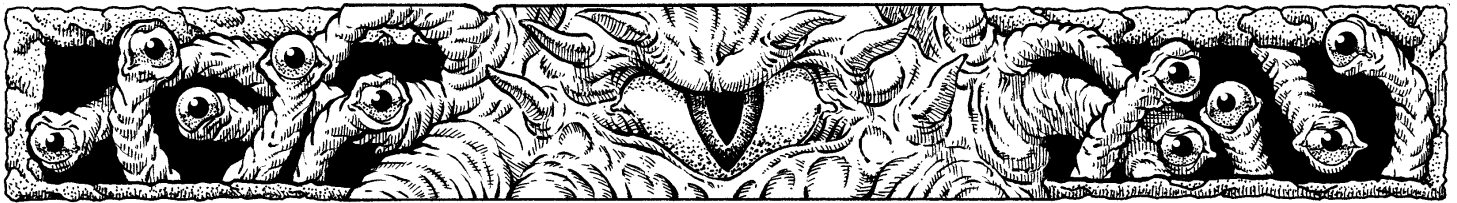
ELEVATIONS

MIII  
KMMI.MORNINGSTARMS

BEHOLDER LAIR

SOITARY DWELLING

SCALE = ONE SQUARE = 10 SQ. FT.



falling into pits take 1d6 damage for every 10 feet fallen, to a maximum of 20d6, when they land.

The vertical tunnels in a beholder-made area are often wider than necessary for the creature, with broad shelves cut into the sides. Boulders or other heavy objects are stored here to be telekinetically hurled at enemies below, particularly those trying to climb up the tunnel.

As drowning is not a concern for beholders, they will at times channel an underground water source so that it flows just beyond the wall of their home. If endangered, the beholder will disintegrate a portion of this wall, causing water to gush in. Beholders who wish to make repeated use of this tactic might have servitors install a heavy stone to seal up such an opening. It can then be telekinetically pulled out to release the flood, the pushed back in the same way to stem the tide when desired.

Those caught in such a torrent must make successful Swim or Strength checks (player's choice) against DC 15. Success means 1d3 points of nonlethal damage – 1d6 if many rocks and solid objects are caught in the flood. Failure deals the same damage, and forces a second check to avoid going beneath the water's surface and potentially drowning.

Some beholders combine these water sources with pit traps, casting adventurers into water-filled chasms. If the water is at least 10 feet deep, victims take no damage from the first 20 feet fallen, and 1d3 nonlethal damage for the next two 10-foot increments. Beyond that, the damage is normal.

In dire situations, sovereigns will bring down their own settlements to crush invading forces. Using their eye rays, they will destroy load-bearing support columns and collapse rock shelves on top of their enemies, reasoning that a damaged dwelling is better than an intact one in the hands of enemies. Particularly cruel or psychotic beholders have been known to use this as an opening gambit, rather than a tactic of last resort. Such collapses do an initial 8d6 damage, halved on a successful Reflex save against DC 15, and victims are pinned by the rubble (Strength check (DC 20) to escape). Pinned characters take 1d6 nonlethal damage every minute, making a Constitution check (DC 15) when they go unconscious. Failing this check means they suffer 1d6 points of normal damage every minute thereafter.

## Beholder Lairs

Many beholders lead a solitary existence, whether by choice or because they have been driven out of their larger society. Their dwellings, known as lairs, are usually designed along straightforward lines emphasizing mobility and defense. Visitors are rarely expected or welcome.

Finding such a lair is a challenge. A lone beholder prefers to keep its location secret, so the entrance is often found some dis-

tance inside an unremarkable natural cavern – and several feet overhead when possible. This opening is the mouth of a straight tunnel that often stretches more than 150 feet. It also has a sharp upward slope, slowing earthbound travelers to half their normal speed and possibly requiring use of the Climb skill. This serves to delay intruders and provides the beholder with a front approach that is easy to defend.

Beholders seeking a better defense will surround this tunnel with other, narrow tunnels radiating from the central part of the lair. Small holes – the width and length of an eyestalk – connect these radiating arms to the entrance tunnel, and can be used both for observation and as murder holes. A beholder will lurk in this smaller passage as interlopers make their way up the slope, then unleash its eyebeams from behind several inches of solid rock, surprising the unsuspecting climbers. Almost every beholder has one such murder tunnel around 50 feet from the entrance. Most such tunnels are above the main passage, as this is easier to connect to the beholder's personal chambers, but aggressive or paranoid eye tyrants will have murder holes in the floor of the entry. Beholders can aim all their eyestalks in the upward firing arc, and this arrangement lets them use all their weaponry at once.

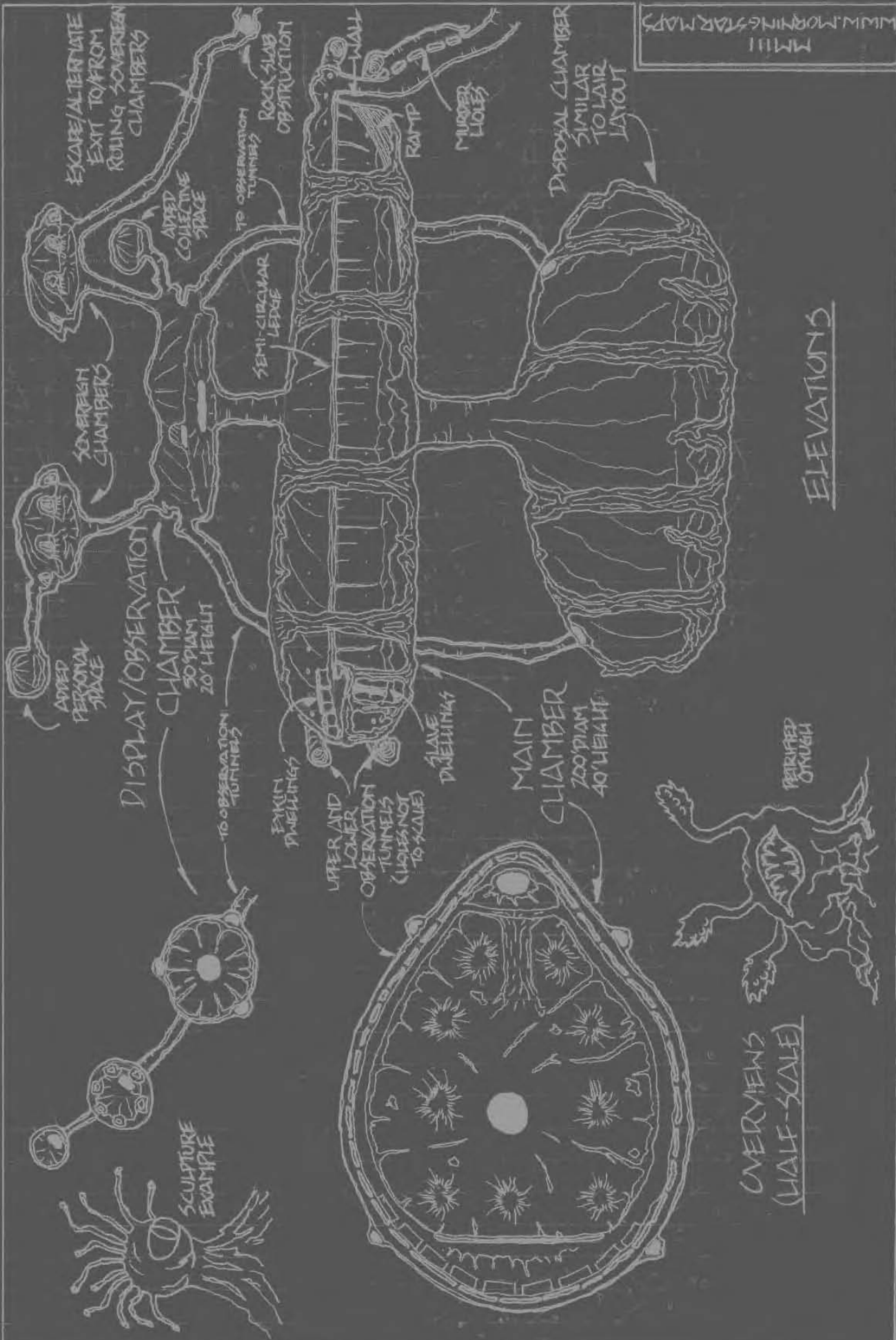
The lair itself is divided into three levels, each connected by a multitude of vertical tunnels. The entrance terminates in a smooth dome, roughly 60 feet across, with a flat floor. This is used as an audience chamber, as well as a place to keep bulky or less interesting treasures. Statues of previous intruders are a common decoration. The chamber's ceiling is 30 feet from the floor at its highest point, and ceiling and floor each have a gaping 20-foot hole in the center. Both of these holes lead to other levels.

In addition, several evenly spaced alcoves along the outer wall have 7-foot diameter holes leading to the lower level. Beholders realize that they are slower than many other creatures, and compensate by having several exits available. This also provides a tactical advantage, as it forces opponents to cover several possible directions of attack at once. With intruders' attention divided, the beholder has an easier time popping up in one location and focusing all its power on one foe at a time. Finally, having several shafts to the lower chamber makes it easier to telekinetically push foes into the holes leading down.

Distance between the floor of the audience chamber and the top of the space below is minimal, often no more than 15 or 20 feet. A beholder can descend to this chamber, cross it, and emerge in a different tunnel fairly quickly. However, the bottom of this cavern is frequently 100 feet below. Some beholders delve until they find a subterranean river, filling some or all of this cavern with water. This space is used to move unhindered if the main level is occupied, as well as to store things the beholder doesn't want cluttering up its top level.

Unlike the two upper levels, this is a rough-hewn and irregu-





ELEVATIONS

BEHOLDER OUTPOST

1-2 SOVEREIGN RESIDENTS

ELEV. SCALE = ONE SQUARE = 10 SQ. FT

OVERVIEWS  
(HALF-SCALE)





lar space full of jagged edges and twisted support columns. Garbage is rarely found here, as a beholder can disintegrate any trash it generates, but prisoners and research projects can be left in this lightless tomb.

At times, a beholder will bring in a colony of scavengers (such as otuyghs) and keep them down here almost as pets. This disposal area is often wider across than the areas above. Structural stability is a factor in this, as the profusion of supporting pillars here permits a much larger space. Some beholders also exercise what passes for their artistic side by sculpting the living rock into odd and unsettling shapes with their eyebeams.

The uppermost level is a marked contrast to this rocky jumble. Like the audience chamber, it is a smooth dome. The only access is through the hole in the ceiling below, which narrows to half its size as it runs its 30-foot length. Its top edge is smoothed, making it harder to catch with grappling hooks. It ends in a 90-degree horizontal turn, forcing anyone inside to head in a fixed direction for 10 feet or so before emerging. This is another defensive structure, giving the beholder a choke point that only allows one enemy at a time.

Beholders with a greater need for defense will carve ledges into the 30-foot tunnel and place heavy slabs of rock there, giving them several projectiles to telekinetically hurl at foes (note that a 325 pound boulder will do 13d6 damage when it strikes). Particularly sadistic beholders will instead use statues of previous intruders.

This tunnel opens onto a display chamber, a place for the beholder to meet others of its kind in proper dignity. Most of the inhabitant's prized possessions are here, including much of its treasure. The method of display varies by individual and Dominion, but alcoves and shelves are commonly disintegrated into the walls for this purpose.

A tunnel facing the opposite way from the choke point leads to the final area, the beholder's private chamber. Its most important treasures are kept in this 30-foot spherical room, and its most important projects are planned and begun in this space. When possible, this chamber is above the display area, often in a straight vertical line. Insofar as beholders have a personality to express, this room is where it is demonstrated. More practically, this room also has a small tunnel leading to the murder holes mentioned earlier. If the inhabitant is losing to invaders, it will flee for this tunnel and then disintegrate its way into the entrance, and hopefully to safety.

## Beholder Outposts

Unlike the lair, the beholder outpost is a small community. One sovereign beholder dwells here, at times joined by a second and possibly a few of its lesser brethren. The presiding beholder's servitors are here, both its eyekin followers and the assorted slaves it has charmed or forced into its service.

However, this is not a large habitation. Only 10 or 12 eyekin are here at once, and no more than 30 slaves. Some outposts are founded by beholders who seek to spread their Dominion's influence farther, while others are created because their ruling eye tyrant was unable to live peaceably in an eyehold or citadel. An outpost can be a center for gruesome research, and armed camp responsible for endless surface raids, a mining colony creating an incomprehensible tunnel network, or anything else a lone beholder's mind can conceive of.

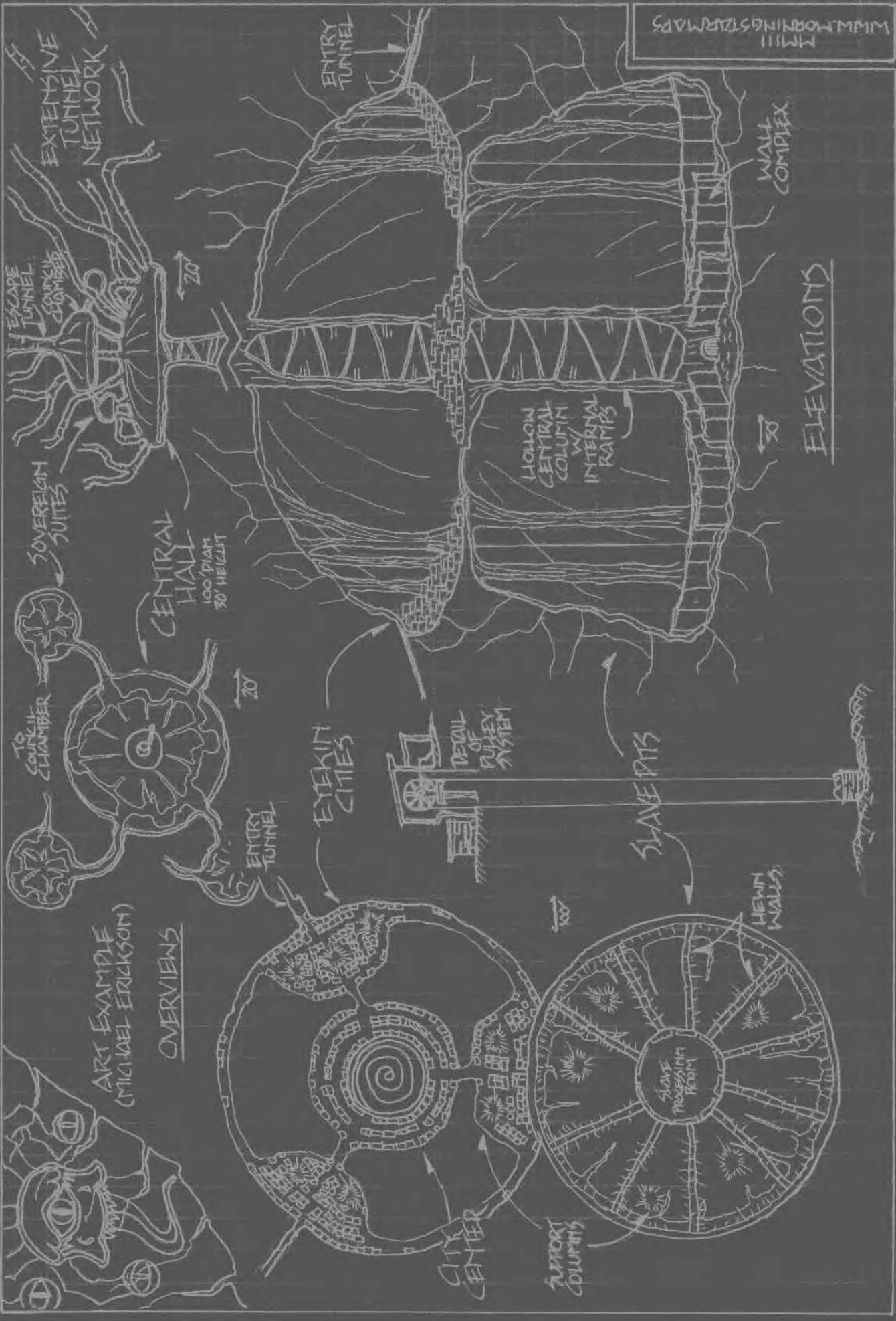
The entrance to an outpost is designed to delay invaders and leave them vulnerable to attack. As with the lair, it is a steep uphill climb. Murder holes are found near the outpost itself, and at times near the original opening of the entry tunnel. But while the lair's tunnel ends in an open chamber, the outpost's tunnel terminates in a 15-foot high wall. Servitor sentries are positioned at the top of this wall, ready to sound the alarm if attackers approach. Friendly guests are allowed to climb to the top, usually on a rope ladder lowered from above. Visiting beholders can simply fly over the wall, which has 10 feet of clearance overhead.

Beyond the wall, an outpost has several other similarities to a lair. In fact, outposts are sometimes built around the lair of a beholder who has decided to expand its activities. Outposts are divided into three basic levels, which are connected by tunnels in the floor and ceiling of the main chamber. However, outposts are built on a much larger scale than lairs. The central chamber is where all non-beholder servitors dwell, and it spans 200 feet or more at its widest point. Structurally, this room is shaped like a flat-bottomed egg lying on its side, with the entry tunnel coming into its narrow point. Thick columns of rock are left in place when this area is created, lined up in orderly rows and supporting the ceiling which rises 40 feet above the chamber's floor. Their sides are coated in a luminescent fungus that provides a pale green light. This tremendous open area allows the ruling beholder to monitor its domain from a safe distance overhead.

It is also enough space for the beholder to divide its favored servants – eyekin and occasionally other willing creatures – from its slaves. A thick ledge runs along the interior of this chamber, roughly halfway up from the floor. A wide ramp runs from the base of the entry wall to the floor, with the ledge at its top. When slaves are brought in, they descend the ramp to an open squalid pit; they often spend the rest of their days here. Aside from the support columns, no permanent structures are found on this chamber's floor. The beholders do not permit slaves to have even basic privacy. On occasion, a beholder who wishes to preserve its more valued slaves will create a stone rim around the hole in the center of this floor, but most eye tyrants don't care if a foolish possession stumbles to its doom.

Their favored servants have better accommodations. The ledge runs along the chamber wall in both directions for roughly





MINI MORNING STUMPS



two-thirds of its length, at which point it widens into a mighty shelf of rock that hangs over the floor below. Slaves generally sleep below this shelf, tons of rock suspended overhead by a few columns; they perform their duties in the main part of the floor. On top of the shelf, the eye-kin and other favorites have space for their own dwellings and projects. Unlike slaves, they are allowed to create and furnish simple buildings. These are almost always long, narrow rectangles of simple stone – wood is a sign of status, unless the outpost has easy access to the surface. These longhouses always have the back of the chamber as one of their exterior walls, and never have interior partitions of more than waist height, meaning that one end of the structure is clearly visible from the other. They also lack doors or even curtains covering their entrances. These longhouses are usually 30 to 40 feet long and half that wide. Some are used for personal habitation, while the rest can be storage or scriptoriums or whatever serves the needs of the community. A stone wall stands near the front edge of the shelf, with several openings that permit the eye-kin to emerge and observe activity in the slave pit below.

This entire chamber is ringed by two tunnels used only by the beholders. One is roughly five feet above the level of the floor, and the other is the same height above the ledge and shelf. Both have many observation holes, places where a beholder can press an eye and observe what happens in its domain. With their drive to be obeyed and their sleepless vigilance, beholders do an excellent job of monitoring their servants. Very little happens in an outpost without the presiding beholder watching it or at least observing its aftermath. All inhabitants are aware that their every action may somehow be seen by their master – eye-kin longhouses are built against the chamber's wall so their ruler will have an easier time spying on them.

The existence of these tunnels is kept a secret from slaves and outsiders, lest these tunnels turn into a way for intruders to reach the lower and upper levels. An outpost's lower level is similar to that of a lair, except that it is generally more removed from the main floor. It also lacks the auxiliary access tunnels between itself and the main floor, as the resident beholder(s) don't use it for defensive skirmish purposes. Eye-kin and slaves serve that function instead.

Sovereign beholders and their lesser variants dwell in the upper level. It is accessed most commonly by the hole in the middle of the slave chamber's ceiling, a short tunnel that simply opens onto a wide room 50 feet across. This is an irregular sphere, with a flat floor as below. Objects and treasures worthy of display to equals are here, and honored guests (such as other powerful beholders) are received here. The lesser variants treat this room as their home, although any possessions they have are stored well out of sight. Small alcoves scattered around the edges have vertical tunnels that lead down to the spying rings, and then into the bottom cavern; three or four such passages are usually considered

to be enough. Each sovereign beholder living here will have its own chamber some distance away, connected by a cylindrical passage that slopes steeply upward. When possible, this will be a pure vertical climb of the greatest practical length.

These personal chambers are 30- to 40-foot spheres with the requisite alcoves and shelves in the walls. The ruling sovereign's chamber also has a second passage leading away, often for hundreds of feet. This terminates in a narrow downward tunnel, the entrance to which is covered with the heaviest rock slab the sovereign can lift. At its far end, the downward tunnel emerges into a natural cave far away from the original entrance tunnel. This is used as an alternate entrance and exit if the beholder doesn't wish its minions to observe its comings and goings. It can also serve as an escape route if necessary. Only sovereigns and trusted variants are aware of these routes; even senior eye-kin are not told of them. If an outpost has two resident sovereigns, only the one who rules has such a tunnel connected to its chamber.

At times a beholder will want extra space for its pursuits, in which case it simply creates more spherical rooms. These connect to its own chamber if the use is personal, or to the display chamber if the purpose is collective. Generally these added rooms are directly above existing chambers.

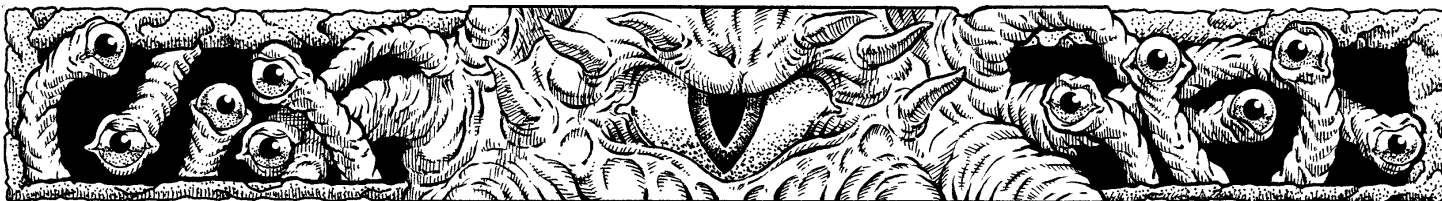
## The Eyehold

The largest beholder settlement most adventurers will ever see is an eyehold. Although no more than a half-dozen sovereign beholders will live here, they gather together many of their lesser kin and hundreds of eye-kin and slaves to build and inhabit these imposing cities. The lair and the outpost are faint echoes of these densely-packed domains.

An eyehold has several entrances. As it has some traffic with its neighbors, these tunnels are not as steep or forbidding as those of smaller settlements, but they still have a definite upward slope and are laced with murder holes for beholders to use. Each of these broad ramps leads into the main level of a vast cavern. Most such ramps end in at least a simple defense, such as a wall of smooth stone (carved out with eye rays) that has a side gate. Beyond this lies a city whose inhabitants number in the thousands, all overseen from above by their vigilant masters.

The true nature of an eyehold is not immediately obvious to the first-time visitor. Beyond the mouth of the tunnel is a flat expanse of rock covered in clustered buildings. The ceiling is high overhead, supported by thick stone columns that rise smoothly from the floor. Eye-kin live here, in conditions dictated by their masters' desires and the impulses of their Dominion. Some eye-kin have palatial cities full of well-appointed homes and shops, others are forced to abide in cramped spaces rudely hewn from solid





rock. But regardless of the conditions, this initial impression of the eyehold is misleadingly small.

Viewed from overhead, the city's true scope and shape become apparent. Each entry tunnel leads to a shelf full of eyekin structures, but these shelves are separated from each other by wide chasms. Each shelf is a semi-circle hanging over a massive pit, connected to each other by a wide ledge running around the midpoint of a vast, roughly spherical cavern. Huge supports span the entire length of this space, often forming the central points of other island-like rock shelves where eyekin dwell. These islands are connected to the main shelves that form the basis of the city by narrow stone bridges. At the center is a huge circular island with the largest pillar of all jutting upward through its center. Empty space separates all these rock formations, falling away to a floor as distant as the ceiling is high. The noise and light of slaves drifts upward from the bottom of the pit.

The size of an eyehold varies, depending on the needs of its sovereigns and the population they wish to support. A thousand eyekin and as many slaves dwell in an average eyehold, with four to six sovereigns and two dozen lesser variants. To house the humanoids, a main chamber spanning several hundred feet is carved deep below the surface world. Planning the construction of an eyehold can take months or possibly years, as even the most cruel beholders wish to separate their more valuable servants from those in the pit below. Vertical space for beholders to float through is also an important desire. This is why an eyehold has its unique island structures. And while the activity in the bottom level is apparent, no obvious path down exists.

The answer to this riddle is found in the support columns, particularly the enormous central one. This pillar is hollow at its core, with a continuous ramp that runs its entire height. It still bears a portion of the ceiling's weight, and so has walls several feet thick, but the interior is often 40 feet across. The ramp itself is 10 to 15 feet wide, enough to drag a heavy sledge with room to spare. At its base, it becomes a well-defended room with a heavy gate opening to the slave area in the depths. At its top, it leads to the chambers of the beholders themselves. Some of the other support pillars will have similarly empty innards and ramps leading down, although none of these lesser columns connect to the level above.

An eyehold's slave pit is similar to the lowest level of an outpost, in that its construction style is rougher and divided by crude walls and slabs of rock. This separates the living area from those used for fungus farming, ore mining, gladiatorial combat, or whatever else the beholders decree. Regardless of use, these areas are barely furnished, and no ceilings of any kind are permitted to be raised. The walls also divide one sovereign's slaves from another. The walls and support columns rising from this floor are usually covered with splotches of the same glowing moss found in an outpost, cultivated by the beholders when many of their slaves can-

not see in the dark (the eyekin level is instead lit with *continual flame* when light is needed).

The ramps within the columns are the primary route for slaves and goods to travel between the pit and the city above. At times, elaborate pulley systems will be suspended from the islands overhead to permit the rapid transport of lighter loads. These crude elevators are run from above, as even a charmed slave is not judged reliable enough to control access between levels.

At its opposite end, the cavern is much different. The smooth, rounded ceiling is unmarred by structures, but is littered with holes. These are the entrances to vertical tunnels that lead to the beholders' level. Some of them go directly to the personal suites of the sovereigns and the chambers allotted to their lesser variants, while others lead to a central room at the top of the main support pillar.

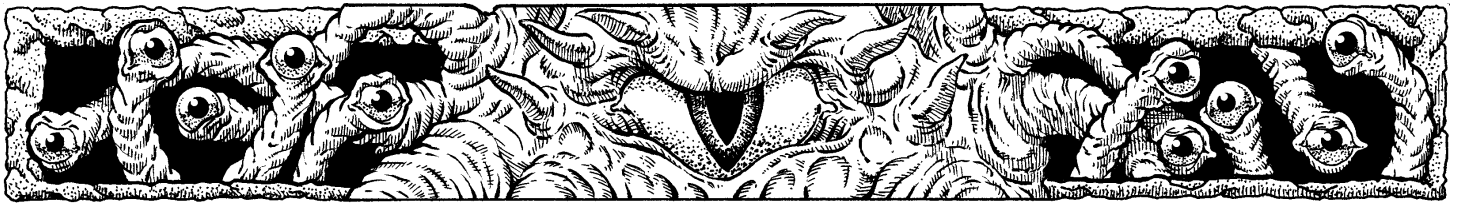
This central room is a perfect hemisphere with a flat floor, in the center of which is the opening to the pillar's core. Humanoid visitors, whether favored eyekin or ambassadors from other power structures, are not permitted to ascend any farther than this. As a result, this large chamber is designed and decorated with them in mind. Different Dominions have different approaches, from harsh alcoves filled with the remains of fallen foes to sumptuous furnishings and displays of material wealth. This space is often around 30 feet high and 100 feet across, and aside from the opening in the floor, all access to it is from tunnels directly overhead.

Some of these curve back to the top of the chamber below – sadistic beholders will at times drop a few slaves from these just to watch them fall and see the patterns they make upon landing. Others connect to a series of secret tunnels that run through the lower levels of the eyehold. As with the outpost, these passages permit beholders to traverse the edges of their domain and monitor their subjects. An eyehold's structures are massive enough that these tunnels often pass through the walls of the pit, and even worm their way into the rock shelves supporting the eyekin city.

Most of the willing servitors are aware that this network of tunnels exists, but very few guess at its scope. In an established eyehold, the network spreads to every corner that structural stability permits, from the inside of a support pillar to the floor beneath the humblest slave's sleeping area. More than one invading force has been routed at the gate of an eyehold, when a sovereign glides into a tunnel underfoot and blasts upward with all its eyebeams at once.

The remaining tunnels in the dome atop the pillar lead to rooms exclusively for the beholders' use. Each sovereign has a suite of two or more spherical chambers for its use, usually in a vertical line with the most private chamber at the top. If the sovereigns engage in many joint projects, appropriate space is created on the same level as the dome. Each of the lesser variant species has its own room, perhaps two. While variants get along reasonably well, they often don't associate. The dull-witted laborer and irritable skirmisher have little to say to the sly overseer.





These suites are not directly connected to each other. However, all of the sovereigns' suites have a tunnel leading to a room roughly in the middle of everything. It can also be reached directly from the central dome, although beholder protocol forbids lesser kindred from entering uninvited. This room is where the eyehold's sovereigns meet in council, to discuss the doings of the eyehold and plan its future. If the eyehold has any treasures or keepsakes that are seen as valuable collective property, they are kept here where the sovereigns alone may bask in their glory.

The tunnels connecting the sovereigns' suites to the council chamber enter from the sides, but another wide tunnel is carved out of its ceiling. This is an escape tunnel, for use only if the eyehold below has fallen to invaders who cannot be turned back or destroyed outright. After all servitors have been lost in battle and victory is forsaken, the sovereigns and selected other beholders will flee up his long, straight passage. Where possible, it keeps a straight vertical line. In time it comes to a dead end. Rapid disintegration at this point will carve through the 50 feet of rock separating it from a cavern or natural tunnel far away from the eyehold, allowing an undetected exit. Unlike the outpost, an eyehold does not leave its escape tunnel open at the far end, for fear that it will be discovered and used by the tyrants' many enemies.

## The Citadel

This is the greatest settlement constructed by beholders, a monument to their power. All eyeholds in the region are subjects controlled by their Dominion's nearest citadel. A council of sovereigns meets here to make their inscrutable plans, and thousands of servitors labor to turn those plans into reality. But most importantly, each citadel houses and protects an incubator, an ancient and immobile beholder that gives birth to the race's new generations.

For this reason, citadels are well-defended and even more concealed. They are located in hidden parts of the subterranean world, places that other delving races are unlikely to find by chance. A citadel might be found in the stratum of rock above a mighty underground sea, or its builders might have carved their way straight up into a mountain in the middle of human-controlled surface territory. Few visitors are permitted to enter a citadel, and fewer leave unscathed.

A citadel still has multiple entrances, most of them small tunnels that can easily be monitored and defended. Unlike the eyehold, this is not a place for commerce and negotiation. These side tunnels are used to send agents out, rather than to welcome visitors in. Only one main approach exists to most citadels. It is a long straight tunnel, often a flat-floored cylinder from 20 to 40 feet across, and it has enough upward slope to hinder anyone advanc-

ing on foot. The customary murder holes and observation points are present. As with an eyehold, the citadel's entry does not use a sharp curve to block vision. Beholders dwelling here would rather have a clear view of anyone approaching, and are not worried that someone with prying eyes will creep close and manage to escape.

The main tunnel widens as it nears the end, where it terminates in imposing defenses. Most citadels have a broad iron or steel gate set into a smooth stone wall with ample reinforcement behind it. Ten to 20 feet of clearance exists above the wall. More fanciful designs exist, such as a blank wall filling the entire tunnel mouth, with a carefully-sculpted beholder carved into it, spanning the entire height of the wall. The carving's mouth opens to reveal a ramp leading into the citadel. In this variant, the tyrant's eyes are actually concealed vantage points.

Beyond the gate, a citadel is structured similarly to an eyehold, except that it is divided into several huge inner chambers known as wards. Each ward is under the control of a resident sovereign, with the Chief Tyrant in charge of the ward connected to the main entrance, though all sovereigns do have some degree of say in the administration of all wards. The ward is similar to a large eyehold – a vast, roughly spherical space with slaves below and islands of stone above for the eyekin. Ledges and bridges of stone connect the islands, and massive stone columns support them and thrust upward to the ceiling. Broad circular tunnels spaced along the wall connect both slaves and eyekin to other wards, with guard stations on each end. A number of beholder-sized tunnels, suspended above both pit and city, also connect them.

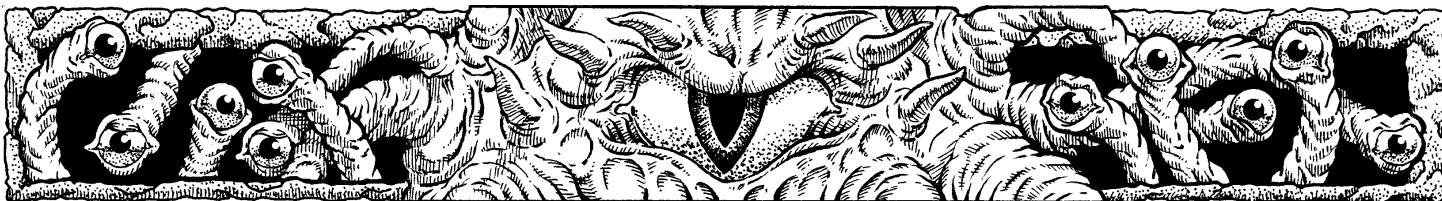
However, a ward is not identical to an eyehold. Most of the slaves below are the property of the ward's ruling sovereign, and they are usually all conscripted to a specific function, so each of the slave pits is constructed differently. The entry ward is often given over to war and defense, so the slaves are smelting ore and manufacturing tools of war. Another ward might be concerned with feeding the citadel, and therefore its slaves would tend forests of edible mushrooms and keep pens of domesticated beasts, and so on. The eyekin have more freedom, but they still congregate in the ward best suited to their talents. As a result, many of the citadel's best warriors are found near the entrance.

An observant viewer also realizes that a citadel has many more support pillars than an eyehold. Even a small eyekin island might be supported by two or three. Large half-formed rock columns are also found scattered across the inhabited levels; these are constructs of the beholders. In a space this massive, the usual network of spy tunnels is not enough. Unnecessary pillars are created and hollowed out, along with the columns standing 20 to 30 feet over the humanoid inhabitants. This gives the beholders protected vantage points from which to view their empire, and to defend it when necessary.

Each ward also has a hollow central pillar connecting it to the







floor and ceiling, and often three or four others that lead to the floor. The upper level of a citadel, where the beholders dwell, is much larger than in an eyehold. Each ward is topped by its own dome for reception and display, and tunnels from each dome interconnect with a labyrinth of rooms used for a bewildering array of purposes. Every resident sovereign has a suite of at least three chambers stacked on top of one another. The variant beholders belonging to a ward have several such rooms for collective use as well. The network of tunnels converges on a central point, where three large chambers sit vertically. These comprise the nerve center of the citadel, for they are where decisions are made and memories are kept.

In the lowest chamber, where the tunnels meet, are the most valued artifacts the citadel possesses. In addition to the customary treasures and keepsakes, this gallery has a number of statues set in special alcoves. Humanoids that the beholders wish to remember – sometimes to honor, sometimes to revile – are turned to stone and then brought here where they will serve as a constant reminder of the glory they have brought to the citadel, whether in their victories or by their defeats. Other types of creature can be found in this gallery as well – if a citadel defeated a mighty dragon, they would certainly wish to preserve some part of it for permanent display. Most often, these stony figures are eyekin who made a substantial contribution to the citadel or the domain it controls. Visiting beholders are brought here for discussions, and the size and history of a citadel's statue gallery are a mark of status.

The chamber above, connected by a vertical tunnel, is where the regional council meets. All eyeholds send a representative to these meetings, and all the citadel's sovereigns participate as well. This room is a featureless sphere of great size, often 100 feet or more across, accessed only by a tunnel below and a tunnel above. The top chamber is a smaller version of the one just below. Sovereigns of the citadel meet here in private to handle daily affairs and resolve disputes. Each sovereign's suite connects to this chamber, which is sealed from the one below by a massive stone slab weighing 1000 pounds or more. Several sovereigns together can lift it aside, allowing them to descend into the regional chamber – a reminder of their superior status compared to the sovereigns in eyeholds.

If these chambers are a citadel's brain, then the incubator is its heart. Great care is taken to keep the incubator's location a secret from all outsiders, and even from the citadel's humanoid residents. No two citadels protect their incubator the same way. Sometimes the ancient beholder is found in a secret chamber above the citadel's council, other times it might be in a grotto that can only be reached from a particular one of the numberless tunnels ringing the wards. If a citadel has easy access to an underground body of water, it might even dwell at the bottom.

But a common and effective tactic is to build the incubator's

space into one of the support pillars holding the ceiling up. Only the largest pillars will serve, as an incubator itself is 50 feet across. It is generally situated in the ward farthest from the main entrance, making it easier to defend. The pillar itself will seem solid from the eyekin level on down, an ordinary support rather than one of the paths to the pit. It is, however, hollowed out from the top to a point about halfway between the ceiling and the eyekin city. At the bottom of the hollow rests the incubator, dreaming of Void. Other beholders regularly check on it. They also undertake other projects to conceal and secure it further, such as lining this hollow with lead to prevent certain divinations. The entry to an incubator's den is often trapped.

If necessary, humanoid artisans and experts are procured and charmed into cooperation. Once their tasks are completed, they are immediately disintegrated to keep them from revealing what they might have learned, and the remains scattered across a wide area. Even when performing this useful work, the humanoids are given no information about what they protect – few outsiders even have a hint of the existence of incubators, and the sovereigns intend to keep it that way.

Ironically for such secure and hidden locations, citadels are perhaps visited by outsiders more often than any other beholder settlement. A citadel will at times have one or two small eyekin colonies dwelling at the far end of small entrance tunnels, which may stretch a half-mile at times. These colonies look like ordinary hamlets to the casual observer, populated by a few dozen residents who live and work in buildings appropriate to the region. But the tunnel mouth is found somewhere in the hamlet, defended by a handful of powerful eyekin and sometimes even a beholder variant. Such entrances are heavily secured from outside intrusion, and usually hidden behind a false wall or in an abandoned-looking cellar.

These colonies themselves have little commerce with the outside world, as they are in regular contact with the citadel proper. Eyekin troops are regularly rotated in and out of these hamlets in the guise of normal citizens. Alert visitors will notice that the hamlet lacks goods for trading, and perhaps the fact that many new faces are seen with each visit. When used, such hamlets are seen as a necessary risk, a way for the citadel to gather extra information about the world outside and to spread its influence without hinting at its own existence.

## Urban Beholder Settlements

Although they prefer the security of remote underground locations, beholders sometimes choose to dwell in or near the cities of other races. When doing so, they attempt to replicate their native environment as much as possible.

Most importantly, beholders wish to dwell underground. This





is how they were raised, and many find the surface world too open and unprotected for long-term habitation. Sewers are a popular choice, as beholders aren't bothered by the filth and smell and find the often-cylindrical tunnels appealing. Natural caverns underneath cities are even better, but difficult to find. Cities that have existed for hundreds or thousands of years are often built on several layers of old foundations, leading to vast and poorly-explored spaces that are perfect for a beholder's use.

Whether a beholder makes changes to its urban home depends on how long the beholder plans to remain there. A single sovereign engaged in a covert short-term campaign will probably stake out a small territory, leaving it untouched and providing no evidence of its origin or purpose. A project of longer duration will lead the beholder to make it more home-like, delving a few new side tunnels for its use. If space permits, it will carve out a spherical private chamber for itself far away from any obvious surface exits.

When beholders choose to permanently settle in and under a city, they methodically turn their chosen space into something more like the caverns of their origin, an unsettling hybrid of styles. Within the limits of their chosen area, they create the wide high-ceilinged chambers and networks of vertical tunnels that they prefer. In this case, beholders often have many exits to different parts of the surface world – the risk of discovery is outweighed by the value of being able to emerge in several areas of the city without giving away the location of their core dwelling.

If such a location proves secure for several years, adventurous beholders will create a full-fledged outpost or eyehold in the earth below it. This provides them with the layout they prefer and plenty of room for servitors. However, it is also at greater risk of discovery by the population above. Beholders creating such a settlement will use many traps to secure it, both of their own devising and those created by their eyekin artisans. They will also sculpt the interior of each access tunnel so that in case of a major assault from above, a well-placed disintegration beam can quickly collapse it.

## Architecture and Dominion

As with all aspects of their life, the Dominion of a beholder has great influence over its use of space. All of the Dominions use some form of each settlement outlined here, but an experienced eye can tell which Dominion created a given beholder dwelling without knowing anything about its inhabitants. Details ranging from the size of a chamber to the presence or absence of decorations reflect the Dominion's imprint.

**Consuming Eye:** They are even more flamboyant than the First Eye, creating effects that humanoid find as gaudy as they are disturbing. Their private chambers are lined with special galleries to show off whatever the inhabitants have collected, are col-

lecting, and hope to begin collecting once they're done with their current obsessions. All such galleries are ringed with traps, but the rest of the settlement uses few of them. Lines of sight are a particular concern – ideally it is possible to stand (or hover) in the center of a chamber and see all its major galleries simultaneously. The personal rooms of any Consuming Eye sovereigns will be very large, and each sovereign will usually have several of them. Many of their settlements' lower areas will have one or two displays that indicate what its inhabitants specialize in, much like traveling exhibitions from a museum.

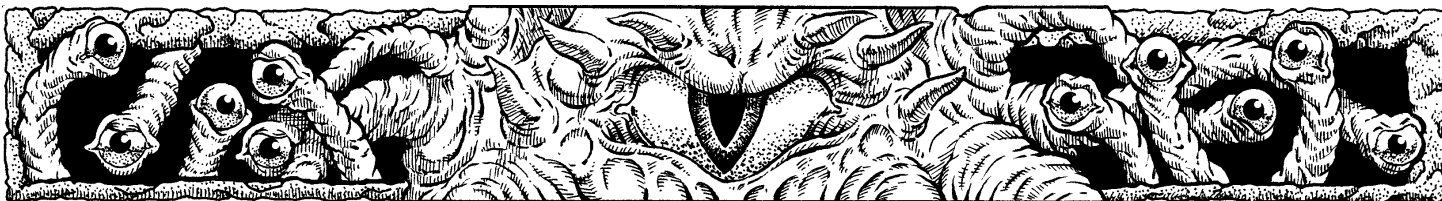
**Enigma:** Their constructs are unlike other beholder architecture, often asymmetrical and designed with no regard to comfort or even utility. Long, low chambers for experimentation are attached to the main level in eyeholds and citadels. In lairs and outposts, the lowest level often serves the same purpose. Many Enigma dwellings have several large stone sculptures created by their inhabitants, shapes of a definite pattern but no apparent purpose. Slaves have terrible quarters, and eyekin don't do much better. The Enigma has relatively few of the larger settlements.

**Eternal Vigil:** Paranoid and hostile, beholders of the Eternal Vigil honeycomb their dwellings with secondary tunnels for spying and surprise attacks, and tertiary tunnels to monitor the secondary ones. Traps are found everywhere; most of the floor is only inches thick, and extra niches above are filled with objects to rain down on attackers. Slaves and eyekin dwellings are dotted with monitoring points, and the latter are usually not permitted to have roofs. The Eternal Vigil prefers either individual dwellings or huge ones, with few options in between. Either they wish nobody to see them, or they want to insure that every watcher is in turn being watched.

**Final Forge:** Almost the polar opposite of Enigma architecture. Clean, regular, and orderly; larger Final Forge settlements remind the observer of a beehive in terms of efficient design and the inhabitants' sense of purpose. Servitors have good quarters, slave and eyekin alike. The Final Forge often creates extra secondary tunnels to observe their minions.

**First Eye:** Among the showiest beholder architects. Its basic construction as well as its decoration is intended to impress, with particularly high ceilings and fewer visible support pillars. Beholders of the First Eye build some of the largest eyeholds and citadels, and even their lairs are usually bigger than necessary. Their attitude of superiority is reflected in the alienness of their style; they rarely use shapes other than spheres and hemispheres, and everything is smooth to the point of seeming polished. The First Eye is prone to huge, grandiose monuments to their own greatness – sculpture, mural, tapestry, massive collections of artifacts, and so on. At times they build special areas for humanoid artisans, who are put to work commemorating the glory of their masters in every medium.





**Flesh Reborn:** At times these beholders create settlements similar to their kindred, excavating convenient mountains or hillsides in wild settings. However, they lack the *disintegrate* ray of their kindred, instead being able to mold trees as a potter works clay. Often they and their servants create elaborate structures among treetops, with many levels of crude wooden platforms connected by perilous rope bridges. In less wooded locales, they will carve nest-like tunnel structures not far below the surface, with plenty of concealed openings. In marshes or wild country, they might cultivate huge hedges of brambles and thorny trees to create a maze that non-flying creatures have trouble penetrating. The Flesh Reborn are skilled at using their terrain to hinder foes, and are masters of creating natural traps.

**Poisoned Eye:** Their habitations are harsh and unwelcoming. Little thought is given to the comfort of servitors. Slaves in particular live (and die) without a shred of comfort or privacy. Few decorations are used, even in the sovereigns' private quarters, and any that do exist are designed to instill fear. Chambers and access tunnels are often clustered near each other, allowing faster response to threats and creating bottlenecks to trap invaders or revolting slaves. They also make liberal use of traps.

**Revelations:** The Dominion of Revelations is not known to build settlements of any kind. They dwell among the clouds, drifting with the wind and pursuing their enigmatic goals. Rumors persist of a massive cloud-cavern, a huge space hollowed out of a cloud that is enchanted to keep its form. This cavern is said to house the Dominion's only incubator. No evidence of its existence has come to light, however. On rare occasions a Revelations beholder might be found in an abandoned castle on a cloud island; such castles are built by cloud giants and storm giants, and these beholders only move in if the original tenants are dead or otherwise permanently gone. Even then, Revelations sovereigns don't stay for long, using these places as short-term bases of operations.

**Watching Wheel:** Many small extra chambers shoot off from the central areas, holding the results of their research and experiments. These are as secure as possible, often only accessible through vertical tunnels whose mouths are many feet from the ground. Servitors are given decent quarters, particularly the eye-kin, although this doesn't exempt them from becoming unwilling subjects of a beholder's whim.

## Cultist Temples

As beholders revere the Void, so do many humanoids revere beholders. In the underground strongholds of the tyrants this worship is open, to be encouraged or ignored as the sovereigns see fit. But in the surface world, such cults practice their rites in secret, justifiably afraid that those around them would react severely. The

practices of these cults give rise to certain architectural features, depending on whether the cult is open or secret.

Cults in beholder settlements have little fear of discovery, and their worship practices are straightforward. The objects of their worship are nearby, seen every day by the faithful, and so few symbolic reminders of them are needed. Temples of these cultists have a massive stone carved like an eye at their center; the eye is spherical, with pupils and irises carved facing in several directions. The stone has a flattened bottom so it can't be accidentally moved. If the temple has a ceiling, a large hole is opened in it above the eye, wide enough for a sovereign to descend through if it chooses to.

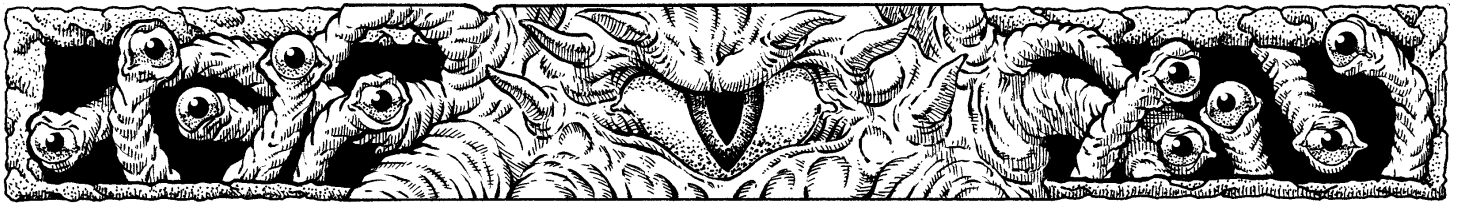
The cults of the surface have more complicated requirements. Most importantly, they seek to worship in secret. This section assumes that they have found enough space for two or three rooms, one of which is above the others. When this much secure space cannot be found, cultists will improvise as best they can.

A central worship area is essential. The entrance to it, whether a secret door or a common entryway, is marked with a symbol all cultists recognize – a circle with four lines radiating from it diagonally. This crude representation of a beholder might be scrawled in chalk, engraved on a door handle, scratched into a wall, even carefully carved into the wooden trim around a room's entrance. The worship room itself is rounded at the corners, in imitation of beholder dwellings. Specifically constructed rooms might actually be flat-bottomed spheres. More often a cult adapts an existing room to this purpose, and wood and plaster are used to smooth the corners and have them curve gently to the ceiling.

In the ceiling's center is a round hole; this may be covered when not in use. The hole usually connects to a room above, even if it's nothing more than a crawl space. High-ranking cult initiates have their own rituals to perform, and they prefer to use an area above the common floor, again in imitation of the beholders. This area is also rounded at the corners when possible. The worship area's walls will often have eyes painted on them, and sculpted and carved eyes on all surfaces. More overt temples will have grander ocular displays, and even paint a huge eye on their ceiling with the hole serving as a pupil.

The worship area usually has a secret door in one of its walls, if not an entire false wall. Beyond this is a tight, dark chamber with a deep pit in the floor. The pit has symbolic use to the cult. Sacrifices to the beholders are made here, the nature of which depends on the ruling Dominion. The Poisoned Eye might be given body parts and weapons of fallen foes, while the Consuming Eye would want things relating to its collections. If the cult has an active connection to nearby beholders, this pit will actually become a tunnel that connects to caverns or tunnel networks near the tyrants' settlement. Any sacrifices will either be collected by servants for the sovereigns' use, or disintegrated regularly lest they provide a clue to the connection between the two places.





## Chapter Eight

# Creature Statistics

### BEHOLDER SOVEREIGN

The beholder sovereign is the standard creature that most adventurers think of when they hear the word “beholder.” Powerful, intelligent, and armed with a wide variety of deadly eye rays, sovereigns are the ruling class of beholder society. Most beholder eyeholds are governed by sovereign councils. Sovereigns are often sent on solitary missions due to their power and strength of will.

A full physical description of a beholder sovereign can be found in Chapter One. While based on the standard beholder, this entry has been revised slightly to account for this new understanding of beholder physiology.

	<b>Beholder Sovereign</b> <b>Large Aberration</b>
<b>Hit Dice:</b>	11d8+44 (93 hp)
<b>Initiative:</b>	+6
<b>Speed:</b>	5 ft., fly 20 ft. (good), swim 20 ft
<b>Armor Class:</b>	26 (-1 size, +2 Dex, +15 natural), touch 11, flat-footed 24
<b>Base Attack/Grapple:</b>	+8/+12
<b>Attack:</b>	Eye rays +9 ranged touch and bite +2 melee (2d4)
<b>Full Attack:</b>	Eye rays +9 ranged touch and bite +2 melee (2d4)
<b>Space/Reach:</b>	10 ft./5 ft.
<b>Special Attacks:</b>	Eye rays
<b>Special Qualities:</b>	All-around vision, antimagic cone, flight, Void sustenance
<b>Saves:</b>	Fort +9, Ref +5, Will +11
<b>Abilities:</b>	Str 10, Dex 14, Con 18, Int 17, Wis 15, Cha 15
<b>Skills:</b>	Hide +12, Knowledge (arcana) +17, Listen +18, Search +21, Spot +22, Survival +2 (+4 following tracks)
<b>Feats:</b>	Alertness, Flyby Attack, Great Fortitude*, Improved Initiative*, Iron Will*
<b>Climate/Terrain:</b>	Any land or underground
<b>Organization:</b>	Solitary, pair, or cluster (3-6)
<b>Challenge Rating:</b>	13

<b>Treasure:</b>	Double standard
<b>Alignment:</b>	Usually lawful evil
<b>Advancement:</b>	12-16 HD (Large); 17-33 HD (Huge)

Beholder sovereigns possess the following special abilities and qualities:

**Eye Rays (Su):** Each of the sovereign’s ten small eyes can produce a magical ray once a round, even when the beholder is attacking physically or moving at full speed. The creature can easily aim all its eyes upward, but it has difficulty bringing all of its eyes to bear in any other direction. During a round, the creature can aim only three eye rays at targets in any one arc other than up (forward, backward, left, right, or down). The remaining eyes must aim at targets in other arcs or not at all. A beholder can tilt and pan its body each round to change which rays it can bring to bear in an arc.

Each eye’s effect resembles a spell cast by a 13th-level sorcerer but follows the rules for a ray. All rays have a range of 150 feet and a save DC of 18.

**Charm Person:** The target must succeed at a Will save or be affected as though by the spell of the same name.

**Charm Monster:** The target must succeed at a Will save or be affected as though by the spell of the same name.

**Sleep:** This works like the spell of the same name, except that it affects one creature with any number of hit dice. The target must succeed at a Will save to resist the effects of the ray.

**Flesh to Stone:** The target must succeed at a Fortitude save or be affected as though by the spell.

**Disintegrate:** The target must succeed at a Fortitude save or be affected as though by the spell of the same name.

**Fear:** This works like the spell of the same name, except that it targets one creature. The target must succeed at a Will save or be affected as though by the spell.

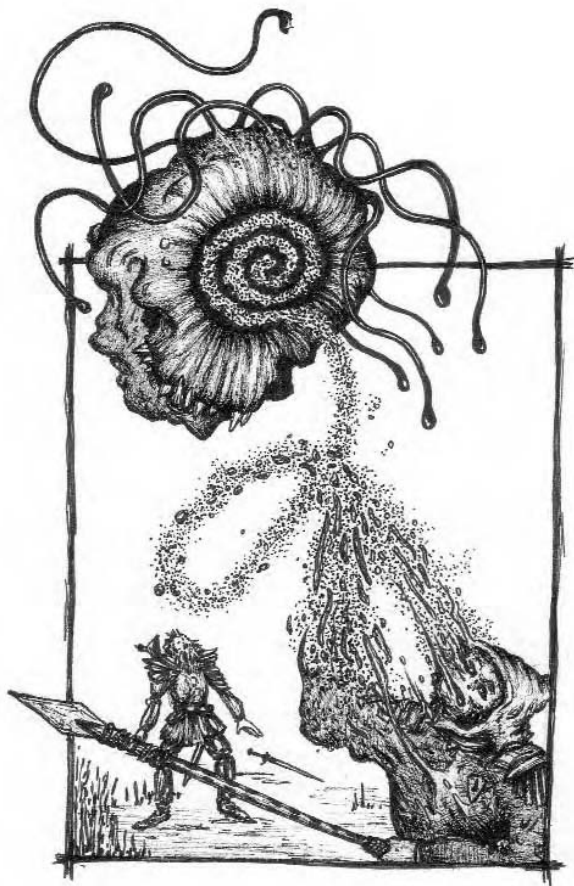
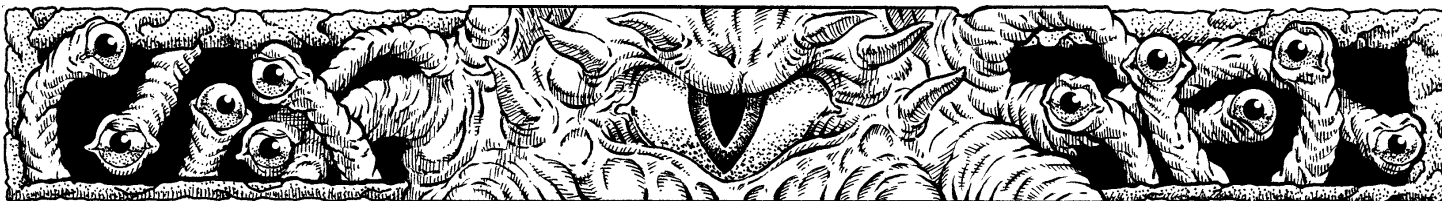
**Slow:** This works like the spell, except that it affects one creature. The target must make a Will save to resist.

**Inflict Moderate Wounds:** This works like the spell, causing 2d8+10 points of damage. A successful Will save reduces this damage by 50%.

**Finger of Death:** The target must succeed at a Fortitude save or be slain as though by the spell. The target suffers 3d6+13 damage if his saving throw succeeds.

**Telekinesis:** The beholder can move objects or creatures that weigh up to 325 pounds, as though with a *telekinesis* spell. Crea-





holder does not eat, sleep, or breathe. As a result, a beholder is immune to sleep spells or effect, drowning, starvation, and dehydration. A beholder cannot be affected by poisonous gas or airborne diseases. If a beholder possesses the ability to cast spells, it must meditate for the standard amount of time required to prepare its spells.

**Feats:** A typical sovereign possesses the five feats listed above. However, when creating a sovereign beholder the gamemaster may replace any marked feat with a feat from the following list – Dodge, Farsighted, Improved Firing Arcs, Improved Flight, Mobility, or Nearsighted – or from the list associated with its Dominion. The beholder must meet all of the prerequisites for the feat, so a beholder who wants to take Improved Flight must also take Dodge and Mobility.

## BEHOLDER SOVEREIGN: DOMINION OF ENIGMA

The sovereigns of the Enigma are strange and disturbing; they are the beholders that even other beholders fear. They rarely communicate with others, and devote their lives to bizarre mystical experiments which all too often include the torture and death of living creatures.

Enigma sovereigns have dark, leathery skin. They often appear gaunt and desiccated in comparison to other beholders, but they are just as hardy and difficult to kill as their cousins. The most prominent difference between the Enigma sovereign and the others of its kind is its central eye. Instead of an eye of flesh, the center of the sovereign's head is dominated by a gaping pit filled with swirling dark energy. Somehow the beholder sees through this "eye," and its vision is even sharper than that of its cousins; but it is also capable of pulling enemies into this bizarre void.

On the rare occasions that an Enigma beholder speaks, its voice is a hissing whisper. This "voice" is a short-range psychic broadcast; while it may seem to be a whisper, it can be heard over any sort of background noise.

tures can resist the effect with a successful Will save.

**All-Around Vision (Ex):** Beholders are exceptionally alert and circumspect. Their many eyes give them a +4 racial bonus to Spot and Search checks, and they can't be flanked.

**Antimagic Cone (Su):** A beholder's central eye continually produces a 150-foot antimagic cone extending straight ahead from the creature's front. This functions just like *antimagic field* cast by a 13th-level sorcerer. All magical and supernatural powers and effects within the cone are suppressed. This includes the beholder's own eye rays, but it does not affect the antimagic cone of another beholder. Once each round, during its turn, the beholder may activate or deactivate the antimagic cone (the beholder deactivates the cone by shutting its central eye). Note that a beholder can bite only creatures to its front.

**Flight (Ex):** A beholder's body is naturally buoyant. This buoyancy allows it to fly as the spell, at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect with personal range.

**Void Sustenance (Ex):** As outlined in Chapter One, a be-

### Beholder Sovereign Dominion of Enigma Large Aberration

<b>Hit Dice:</b>	11d8+44 (93 hp)
<b>Initiative:</b>	+6
<b>Speed:</b>	5 ft., fly 20 ft. (good), swim 20 ft
<b>Armor Class:</b>	26 (-1 size, +2 Dex, +15 natural), touch 11, flat-footed 24
<b>Base Attack/Grapple:</b>	+8/+12
<b>Attack:</b>	Eye rays +9 ranged touch and bite +2 melee (2d4)







**Full Attack:** Eye rays +9 ranged touch and bite +2 melee (2d4)

**Space/Reach:** 10 ft./5 ft.

**Special Attacks:** Eye rays, Ray of Darkness

**Special Qualities:** All-around vision, flight, mind blank, spell absorption, telepathic communication, unnatural sentience, Void sustenance

**Saves:** Fort +7, Ref +5, Will +12

**Abilities:** Str 10, Dex 14, Con 18, Int 18, Wis 16, Cha 14

**Skills:** Hide +10, Intimidate +12, Knowledge (arcana) +18, Knowledge (the planes) +12, Listen +16, Search +16, Spot +16; either Craft (alchemy) +12 or Spellcraft +12

**Feats:** Blindvision, Flyby Attack, Improved Initiative\*, Iron Will\*; any one metamagic eye ray or item creation feat

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**Climate/Terrain:** Any land or underground

**Organization:** Solitary, pair, or cluster (3-6)

**Challenge Rating:** 14

**Treasure:** Double standard

**Alignment:** Always neutral evil

**Advancement:** 12-16 HD (Large); 17-33 HD (Huge)

Sovereigns of Enigma possess the following special abilities and qualities:

**Eye Rays (Su):** Each of the sovereign's ten small eyes can produce a magical ray once a round, even when the beholder is attacking physically or moving at full speed. The creature can easily aim all its eyes upward, but it has difficulty bringing all of its eyes to bear in any other direction. During a round, the creature can aim only three eye rays at targets in any one arc other than up (forward, backward, left, right, or down). The remaining eyes must aim at targets in other arcs or not at all. A beholder can tilt and pan its body each round to change which rays it can bring to bear in an arc.

Each eye's effect resembles a spell cast by a 13th-level sorcerer but follows the rules for a ray. All rays have a range of 150 feet and a save DC of 18.

**Charm Person:** The target must succeed at a Will save or be affected as though by the spell of the same name.

**Charm Monster:** The target must succeed at a Will save or be affected as though by the spell of the same name.

**Contagion:** The target must succeed at a Fortitude save or be affected as though by the spell.

**Disintegrate:** The target must succeed at a Fortitude save or be affected as though by the spell of the same name.

**Feeblemind:** The target must succeed at a Will save or be af-

ected as though by the spell.

**Finger of Death:** The target must succeed at a Fortitude save or be slain as though by the spell. The target suffers 3d6+13 damage if his saving throw succeeds.

**Sleep:** This works like the spell of the same name, except that it affects one creature with any number of hit dice. The target must succeed at a Will save to resist the effects of the ray.

**Slow:** This works like the spell, except that it affects one creature. The target must make a Will save to resist.

**Telekinesis:** The beholder can move objects or creatures that weigh up to 325 pounds, as though with a *telekinesis* spell. Creatures can resist the effect with a successful Will save.

**Transformation:** This ray can be used to duplicate the effects of the *polymorph* or *baleful polymorph* spell. If it is used as *baleful polymorph*, the victim is allowed to make a Fortitude save to negate the effects of the spell, and if this fails, a Will saving throw to negate the secondary effects of the transformation.

**Ray of Darkness (Su):** The central "eye" can also project a ray. This blast of darkness can only be used in the beholder's forward firing arc. Like the other eye rays, it has a range of 150 feet and a save DC of 18. This ray has different effects based on the type of creature that it strikes:

**Conjured creature:** The target must succeed at a Will save or be dispelled.

**Outsider:** The target must succeed at a Will save or be returned to its home plane. This effect is identical to the spell *dismissal*, including the saving throw modifications.

**Other creatures:** The target must succeed at a Will save or be sucked into the extradimensional space inside the eye. This is identical to the spell *maze*, with the exception that the target gets a saving throw to resist the effect.

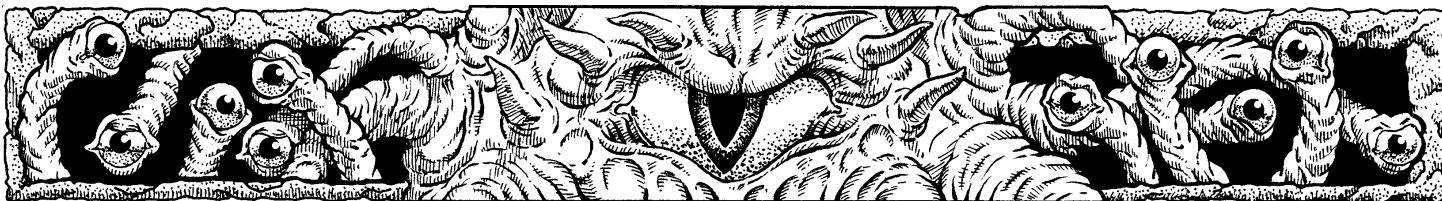
**All-Around Vision (Ex):** Beholders are exceptionally alert and circumspect. Their many eyes give them a +4 racial bonus to Spot and Search checks, and they can't be flanked.

**Flight (Ex):** A beholder's body is naturally buoyant. This buoyancy allows it to fly as the spell at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect with personal range.

**Mind Blank (Ex):** Due to its alien consciousness and strong connection to the Void, an Enigma beholder receives all of the benefits of the *mind blank* spell. It cannot choose to drop this defense.

**Spell Absorption (Ex):** The pit of darkness that serves as the central eye of an Enigma sovereign absorbs all magical energy directed at the creature. Any sort of spell or supernatural effect directed at the beholder from within its forward firing arc is completely negated. Unlike the antimagic cone of the typical beholder, this does not prevent the sovereign from firing its own eyebeams into this arc. As the effect has a personal range, it also





means that spellcasters can freely use any sort of spell that does not target the sovereign, and that magic armor, weapons, and similar items operate at full effectiveness around the sovereign.

**Telepathic Communication (Su):** Enigma beholders communicate using a low-level form of broadcast telepathy. As a free action, an Enigma beholder can send a telepathic message to all creatures within 150 feet. If it wishes to, it may restrict this message so that it can only be received by other Enigma beholders or eye-kin aberrations with Enigma allegiance. An Enigma sovereign may also use *sending* 3/day as a spell-like ability, but only to communicate with another Enigma sovereign. Finally, it may *detect thoughts* at will. It uses these abilities as a 14th level sorcerer.

**Unnatural Sentience (Ex):** The dark central eye of the sovereign perceives energies far beyond normal vision. The sovereign receives the benefits of *detect scrying* at all times. In addition, within its forward firing arc it receives the benefits of *detect magic*; this affects a 150 foot cone directly ahead of its central eye, and it is always considered to have studied this area for 3 rounds. It cannot be stunned by an overwhelming magical aura.

**Void Sustenance (Ex):** A beholder does not eat, sleep, or breathe. As a result, a beholder is immune to sleep spells or effect, drowning, starvation, and dehydration. A beholder cannot be affected by poisonous gas or airborne diseases. If a beholder possesses the ability to cast spells, it must meditate for the standard amount of time required to prepare its spells.

**Feats:** When creating an Enigma beholder, you can replace either of the marked feats with Absorb Spell Energy, Focused Eye, or any metamagic eye ray or item creation feat. The beholder must meet all of the prerequisites for any feat it takes.

### Tactical advice for gamemasters:

These strange creatures are as likely to observe a group as to attack it, but when they strike they can be devastating and disturbing. In addition to *finger of death* and *disintegrate*, the Enigma beholder can cripple opponents with *feblemind* and *baleful polymorph*. *Contagion* is a versatile ray; the beholder can change the associated disease with each shot, which allows it to tailor an attack to reduce the primary ability of its victim. Cackle fever and mindfire can severely handicap spellcasters, while the shakes reduce a target's Dexterity, making her an easier target for future rays.

The Enigma sovereign does not possess an antimagic cone. Its central eye absorbs spell energy and protects it from spells in its forward arc, but it does not prevent casters from using healing or defensive spells. However, this allows it to use its own eye rays in its forward arc, in addition to its Ray of Darkness, which can

remove dangerous opponents from the battlefield. With its personal protection from magic, the sovereign will generally attempt to maintain its distance, using its Ray of Darkness against melee attackers who attempt to close with the sovereign. Fighters and barbarians are also rarely known for their Intelligence, which increases the duration of the Ray of Darkness's effect.

An enigma sovereign should act very strangely, but decisively. Decide beforehand what it hopes to gain from the combat, because even if it is surprised it will try to learn something from what it sees. It might even choose to allow the party to defeat it when it has the ability to win – its own death could teach it a great deal.

### Tactical advice for players fighting this creature:

These sovereigns are in some ways more powerful than the others, because of their ability to isolate their enemies using their Ray of Darkness. They have a different set of eye rays, but for the most part the standard rules involving sovereigns apply. The key difference is to try to stay away from the enigma sovereign's front facing, which may be difficult, and to avoid using summoned creatures in the combat. However, in general this strategy is similar enough to the standard sovereign that most of the advice for that beholder is still applicable.

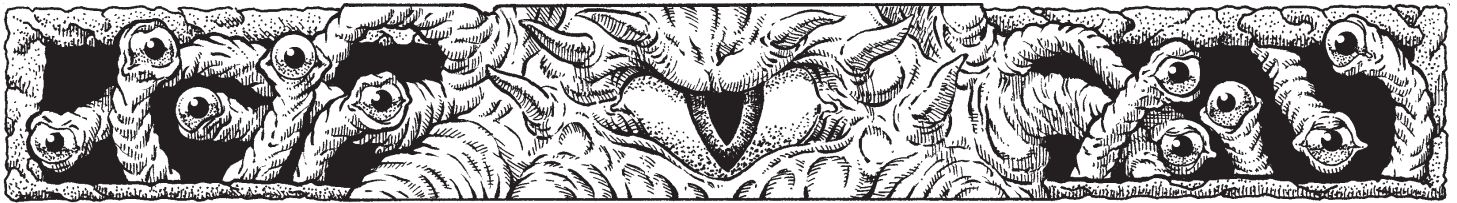
## BEHOLDER SOVEREIGN: DOMINION OF FLESH REBORN

This beholders of Flesh Reborn live in forests and wild places. While very similar to other sovereigns, those in this Dominion have abilities, skills, feats, and eye rays that better match their environment and their work of perfecting animal species. They also have a stronger bite attack, and are more likely to use it than other beholders. However, they are not as fast or as strong-willed as their cousins in other Dominions.

This type of sovereign is covered with thick, coarse fur, usually mottled with patterns of black and brown, although sovereigns with coats of a single color are occasionally found. The jaws and teeth of the sovereign are much larger and stronger than those of its counterparts in other Dominions. Its eyestalks point up out of its head like small paws or arms, jointed and covered in a fine fur. Its eyes are generally golden in color, with reflective, slitted pupils.

A sovereign of Flesh Reborn is typically accompanied by 8-16 hit dice worth of eyetouched animals (or 16 hit dice of animals if *animal growth* has already been used on them). See page 112 for details on the eyetouched template.





**Beholder Sovereign**  
**Dominion of Flesh Reborn**  
**Large Aberration**

<b>Hit Dice:</b>	11d8+44 (93 hp)
<b>Initiative:</b>	+6
<b>Speed:</b>	5 ft., fly 20 ft. (good), swim 20 ft
<b>Armor Class:</b>	26 (-1 size, +2 Dex, +15 natural), touch 11, flat-footed 24
<b>Base Attack/Grapple:</b>	+8/+12
<b>Attack:</b>	Eye rays +9 ranged touch and bite +6 melee (2d8+3)
<b>Full Attack:</b>	Eye rays +9 ranged touch and bite +6 melee (2d8+3)
<b>Space/Reach:</b>	10 ft./5 ft.
<b>Special Attacks:</b>	Eye rays
<b>Special Qualities:</b>	All-around vision, antimagic cone, flight, voice of the wild, Void sustenance
<b>Saves:</b>	Fort +9, Ref +5, Will +9
<b>Abilities:</b>	Str 10, Dex 14, Con 18, Int 17, Wis 15, Cha 15
<b>Skills:</b>	Hide +12, Knowledge (nature) +14, Listen +18, Search +18, Spot +18, Survival +12 (+14 following tracks)
<b>Feats:</b>	Alertness, Flyby Attack, Great Fortitude, Improved Initiative, Weapon Focus (bite)

<b>Climate/Terrain:</b>	Usually forest
<b>Organization:</b>	Solitary, pair, or cluster (3-6)
<b>Challenge Rating:</b>	13
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Usually neutral evil
<b>Advancement:</b>	12-16 HD (Large); 17-33 HD (Huge)

Sovereigns of Flesh Reborn possess the following special abilities and qualities:

**Eye Rays (Su):** Each of the ten small eyes can produce a magical ray once a round, even when the beholder is attacking physically or moving at full speed. The creature can easily aim all its eyes upward, but its own body tends to get in the way when it tries to aim the rays in other directions. During a round, the creature can aim only three eye rays at targets in any one arc other than up (forward, backward, left, right, or down). The remaining eyes must aim at targets in other arcs or not at all. A beholder can tilt and pan its body each round to change which rays it can bring to bear in an arc.

Each eye's effect resembles a spell cast by a 13th-level druid but follows the rules for a ray. All rays have a range of 150 feet and a save DC of 18.

*Charm Person or Animal:* The target must succeed at a Will

save or be affected as though by the spell.

*Greater Magic Fang:* The target animal gains a +4 bonus to a slam attack, fist, bite, or other natural weapon. Although the sovereign is not a druid, when affected by this spell the animal is considered blessed as though a druid had cast it.

*Sleep:* This works like the spell, except that it affects one creature with any number of hit dice. The target must succeed at a Will save to resist.

*Animal Growth:* Animals are increased to twice the hit dice and their size becomes one step larger, as the spell. Constitution and Strength modifiers are also gained.

*Transformation:* This ray can be used to duplicate the effects of the *polymorph* or *baleful polymorph* spell. If it is used as *baleful polymorph*, the victim is allowed to make a Fortitude save to negate the effects of the spell, and if this fails, a Will saving throw to negate the secondary effects of the transformation.

*Control Plants:* This works like the spell, except that it affects only one Medium or larger plant. Plantlike creatures can negate the effect with a successful Will save.

*Awaken:* This works like the spell, except that the sovereign suffers no XP loss for using this supernatural ability. Trees gain mobility, and trees or animals affected become intelligent and friendly to the sovereign.

*Telekinesis:* The beholder can move objects or creatures that weigh up to 325 pounds, as though with a *telekinesis* spell. Creatures can resist the effect with a successful Will save.

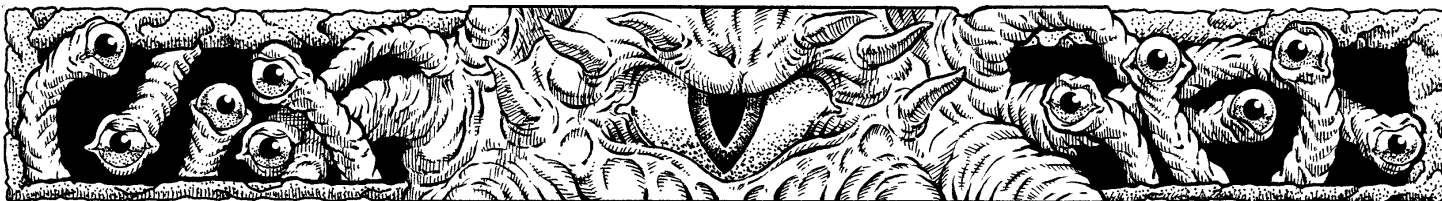
*Finger of Death:* The target must succeed at a Fortitude save or be slain as though by the spell. The target suffers 3d6+13 damage if his saving throw succeeds.

*Tree Twist:* This works almost exactly like the spell *wood shape*, except that it works on living trees as well as wood. Like the druid spell, fine details are not possible, but the sovereigns of the Dominion of Flesh Reborn often use this ability to create dwellings for themselves and their creations, as well as traps for trespassers. The tree survives the transformation unless it is uprooted in the process. The sovereign is not limited to size, but can only affect one tree at a time.

**All-Around Vision (Ex):** A beholder's many eyes give it a +4 racial bonus to Spot and Search checks. It can't be flanked.

**Antimagic Cone (Su):** A beholder's central eye continually produces a 150-foot antimagic cone extending straight ahead from the creature's front. This functions just like *antimagic field* cast by a 13th-level sorcerer. All magical and supernatural powers and effects within the cone are suppressed. This includes the beholder's own eye rays, but it does not affect the antimagic cone of another beholder. Once each round, during its turn, the beholder may activate or deactivate the antimagic cone (the beholder deactivates the cone by shutting its central eye). Note that a beholder can bite only creatures to its front.





**Flight (Ex):** A beholder's body is naturally buoyant. This buoyancy allows it to fly as the spell, as a free action, at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect with personal range.

**Voice of the Wild (Su):** A Flesh Reborn sovereign may *speak with animals* and *speak with plants* at will.

**Void Sustenance (Ex):** A beholder does not eat, sleep, or breathe. As a result, a beholder is immune to sleep spells or effect, drowning, starvation, and dehydration. A beholder cannot be affected by poisonous gas or airborne diseases. If a beholder possesses the ability to cast spells, it must meditate for the standard amount of time required to prepare its spells.

### Tactical advice for gamemasters:

This sovereign focuses on animal companions. Just as the other sovereigns will prefer to surprise their opponents, if it has time to prepare this beholder can become much more intimidating than if it is caught by surprise.

Animals usually accompany the sovereign. It can enlarge them and give them *greater magic fang*. It is also likely to use this on itself. It will attack with its bite alongside its animal companions.

With *tree shape*, *control plants*, and *awaken* the sovereigns of this Dominion have several ways to trap adventurers. This makes them easier targets for a flyby attack. They will also transform characters with *baleful polymorph* so they become unthreatening creatures. However, what is unthreatening to a sovereign might not be completely useless – a bear or wolf might seem more interesting to the sovereign than transforming them into a domesticated animal. If the target seems especially dangerous it might be changed into a rat or a pheasant.

### Tactical advice for players fighting this creature:

This forest beholder will almost always be found with animal companions. Like its siblings, the sovereigns of the Dominion of Flesh Reborn are challenging when they surprise the characters, but much easier to deal with when they are surprised themselves. If the characters can strike before the beholder has cast *greater magic fang* and *animal growth* on its companions then the characters are already at an advantage.

The beholder may call up the forest itself to attack the characters. However, animated trees and enlarged animals are still less threatening than the sovereign's *finger of death* and *baleful polymorph* spells – treat these threats as you would the slaves and eye-kin of the other beholders.

This sovereign is more likely to attack with its bite, which is more deadly than those of the standard sovereigns. It may also cast *greater magic fang* upon itself. While this can be more intimidating, it also means that the sovereign may well be in range

of many melee weapons. With the feat Flyby Attack the creature can often move out of range again after attacking and the antimagic cone still negates magical melee weapons, so ranged weapons should still be the primary choice.

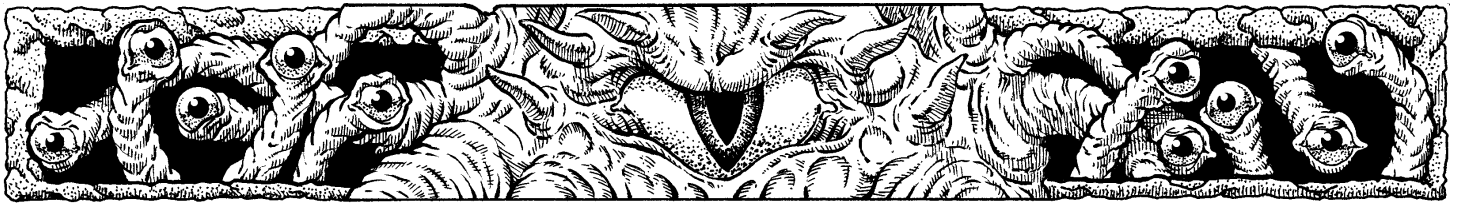
Sovereigns from this Dominion seldom leave the areas they control, so if the party has encountered one they are likely to also stumble upon its experiments. Unless there is a definite need to proceed into the lair of the beholder, it is probably wiser to leave the area as soon as possible.

## BEHOLDER SOVEREIGN: DOMINION OF REVELATIONS

	<b>Beholder Sovereign</b>
	<b>Dominion of Revelations</b>
	<b>Large Aberration</b>
<b>Hit Dice:</b>	11d8+44 (93 hp)
<b>Initiative:</b>	+6
<b>Speed:</b>	5 ft., fly 40 ft. (good), swim 40 ft
<b>Armor Class:</b>	28 (-1 size, +2 Dex, +15 natural, +2 insight), touch 13, flat-footed 26
<b>Base Attack/Grapple:</b>	+8/+12
<b>Attack:</b>	Eye rays +9 ranged touch and bite +2 melee (2d4)
<b>Full Attack:</b>	Eye rays +9 ranged touch and bite +2 melee (2d4)
<b>Space/Reach:</b>	10 ft./5 ft.
<b>Special Attacks:</b>	Eye rays
<b>Special Qualities:</b>	All-around vision, cone of truth, flight, fly, mind blank, oracular vision, prescience, spell-like abilities, Void sustenance
<b>Saves:</b>	Fort +9, Ref +5, Will +13
<b>Abilities:</b>	Str 10, Dex 14, Con 18, Int 20, Wis 18, Cha 16
<b>Skills:</b>	Hide +12, Knowledge (arcana) +19, Knowledge (the planes) +19, Listen +20, Search +23, Sense Motive +18, Spot +24
<b>Feats:</b>	Alertness, Flyby Attack, Great Fortitude, Improved Initiative, Iron Will
<b>Climate/Terrain:</b>	Any land
<b>Organization:</b>	Solitary, pair, or cluster (3-6)
<b>Challenge Rating:</b>	13
<b>Treasure:</b>	None
<b>Alignment:</b>	Usually neutral
<b>Advancement:</b>	12-16 HD (Large); 17-33 HD (Huge)

This is the only beholder type found among the Dominion of





Revelations. They seldom directly interact with other beings, preferring to work indirectly at a distance. Their powers and skills deal more with knowledge and divination than other beholders, although with their mind-altering eye rays and improved flying ability they can be even more terrifying in combat than other sovereigns.

The skin of the sovereign is an iridescent blue-white, and its eyes have an opalescent quality. The sovereign has no mouth and cannot speak. Its central eye is considerably larger than the sovereigns of other Dominions. The color of its flesh shifts with its mood – as it gets angrier its skin darkens, like a cloud threatening rain. Angry sovereigns of Revelations sometimes shoot off tiny sparks which are harmless in themselves but hint at the terrible fury about to be unleashed.

Sovereigns of the Dominion of Revelations possess the following special abilities and qualities:

**Eye Rays (Su):** Each of the sovereign's ten small eyes can produce a magical ray once a round, even when the beholder is moving at full speed. The creature can easily aim all its eyes upward, but its own body tends to get in the way when it tries to aim the rays in other directions. During a round, the creature can aim only three eye rays at targets in any one arc other than up (forward, backward, left, right, or down). The remaining eyes must aim at targets in other arcs or not at all. A beholder can tilt and pan its body each round to change which rays it can bring to bear in an arc.

Each eye's effect resembles a spell cast by a 13th-level sorcerer but follows the rules for a ray. All rays have a range of 150 feet and a save DC of 19.

**Charm Person:** The target must succeed at a Will save or be affected as though by the spell. A victim of this spell will be compelled to act to protect the sovereign, without requiring specific instructions from the beholder.

**Charm Monster:** The target must succeed at a Will save or be affected as though by the spell. A victim of this spell will be compelled to act to protect the sovereign, without requiring specific instructions from the beholder.

**Sleep:** This works like the spell, except that it affects one creature with any number of hit dice. The target must succeed at a Will save to resist.

**Geas/Quest:** This is identical to the spell, although it requires a ranged touch attack. The victim gets no saving throw against the effect. The beholder does not need to speak to use the power; its wishes are communicated to the victim mentally.

**Hold Person:** The target must succeed at a Will save or be affected as though by the spell.

**Wind Gust:** This works like the spell *control winds*, although the ray affects only one target. The wind force is increased four levels for one round. Refer to the rules for strong winds, but use

the ray's DC of 20 for the Fortitude saving throw.

**Phantasmal Killer:** This works like the spell. The target can make a Will saving throw to recognize the image is unreal, but if the Will save fails then the target must make a Fortitude saving throw. Success means the subject takes 3d6 points of damage, but failure means the target dies. Unlike with the spell, a *helm of telepathy* will not allow the target to turn the beast on the sovereign – the creature disappears after the Will saving throw succeeds.

**Feeblemind:** The target must succeed at a Will save or be affected as though by the spell.

**Insanity:** The target must succeed at a Will save or be affected as though by the spell.

**Telekinesis:** The beholder can move objects or creatures that weigh up to 325 pounds, as though with a *telekinesis* spell. Creatures can resist the effect with a successful Will save.

**All-Around Vision (Ex):** Beholders are exceptionally alert and circumspect. Their many eyes give them a +4 racial bonus to Spot and Search checks, and they can't be flanked.

**Cone of Truth (Su):** A Revelation sovereign's central eye continually produces a 150-foot invisible cone of energy extending straight ahead from the creature's front. This functions similarly to *true seeing* cast by a 14th-level sorcerer, except that the effects of the spell are visible to everyone, and only affect things within the cone. All magical and supernatural illusions or anything that interferes with sight within the cone are suppressed – darkness is illuminated and illusions or shadows are dispelled. Once each round, during its turn, the beholder decides which way it will face, and whether the Cone of Truth is active or not (the beholder deactivates the cone by shutting its central eye).

**Flight (Ex):** A beholder's body is naturally buoyant. This buoyancy allows it to fly as the spell, at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect with personal range.

**Mind Blank (Ex):** Due to its cryptic alien consciousness, a Revelations beholder receives all of the benefits of the *mind blank* spell. It cannot choose to drop this defense.

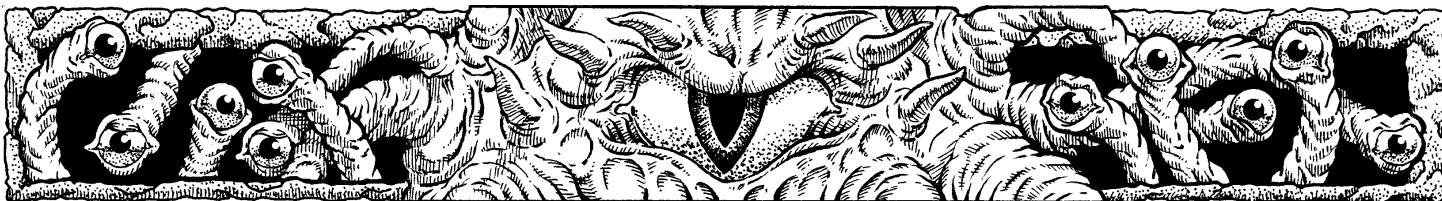
**Oracular Vision (Su):** A sovereign of Revelations can use *greater scrying* at will, as a 20th-level sorcerer.

**Precience (Ex):** The senses of the sovereign of Revelations extend far beyond normal sight. The sovereign is aware of everything that occurs in its vicinity, and is constantly catching glimpses of the immediate future and the past. As a result, it receives all of the benefits of *foresight* and *detect scrying*, and may receive additional information at the gamemaster's discretion. These powers are inherently tied to the beholder's consciousness; they are not supernatural and cannot be blocked or dispelled.

**Void Sustenance (Ex):** A beholder does not eat, sleep, or breathe. As a result, a beholder is immune to sleep spells or effect,







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and so cover is less likely to be easily available. If the sovereign finds itself in trouble, it will generally rise into the stratosphere. Note that the sovereign's maneuverability is perfect and its speed is 40 – this allows it to rise at a rate of 40 feet per round, and with a double move this increases to 80 feet. This increase in movement is the biggest difference between this sovereign's tactics and its more common siblings from other Dominions. With a move of 40, it can easily flee from combat – of course, it can also run down its enemies to finish them off. Another important note is that its eye does not produce an antimagic cone, but instead a *true seeing* cone. This eliminates illusions and shadows, but no other magic is nullified.

### Tactical advice for players fighting this creature:

These creatures seldom encounter humanoid directly, but when they do it is a frightening prospect for the creatures involved. The sovereigns of the Dominion of Revelations have eye rays that focus primarily on Will saves. Their eye rays are not as lethal as the other sovereigns, but *insanity* and *geas/quest* can cause long-term problems for a character. Due to the lack of the antimagic cone these creatures are far more vulnerable to mystical attacks, but attempts to sneak by the creature are ill-advised. The best solution is to avoid conflict altogether – these sovereigns are more reasonable than others of their kind and will often respond to dialogue.

## BEHOLDER MONITOR

The beholder monitor is a small, cunning creature that serves as both spy and sentinel. A swift and nimble flyer with keen senses and a knack for clinging to the shadows, monitors are often deployed to areas where a Dominion plans to establish an outpost or a lair. While not as brilliant as sovereign beholders, beholder monitors are nonetheless extremely intelligent creatures, and they are typically more comfortable dealing with humanoids than their more powerful kindred. As a result, monitors often serve as ambassadors, messengers, or mediators when the presence of a sovereign is not required. Experienced monitors often enhance their skills in stealth and conversation by acquiring one or two rogue class levels.

A monitor has a slightly ovoid body that tapers to a point on the opposite side of its mouth, approximately 15 inches from tooth to tip. It does not possess a single central eye; instead, its entire body is covered with small eyes, which do not possess magical abilities but do help it monitor its surroundings. A monitor has five eyestalks, each about one foot in length, which are generally spread around the body with radial symmetry. Its mouth is small but filled with needle-sharp teeth. It possesses a tremendous level

drowning, starvation, and dehydration. A beholder cannot be affected by poisonous gas or airborne diseases. If a beholder possesses the ability to cast spells, it must meditate for the standard amount of time required to prepare its spells.

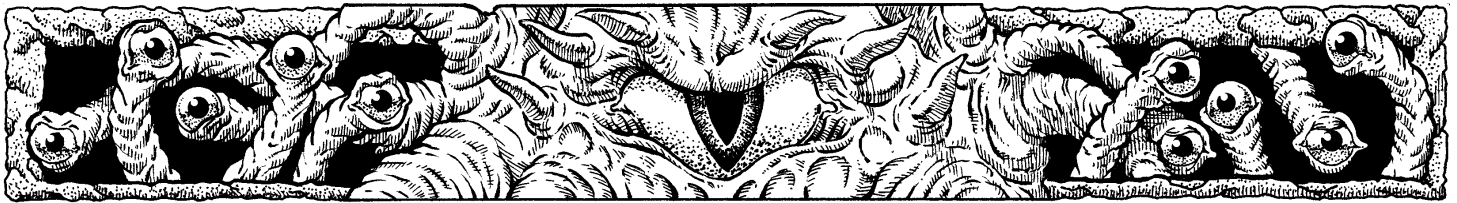
**Spell-Like Abilities:** At will – *dream*, *whispering wind*; 3/day – *augury*, *zone of truth*; 1/day – *commune*. The sovereign can use *whispering wind* without speaking. Treat the sovereign as a 14th level sorcerer.

### Tactical advice for gamemasters:

On those rare occasions when the Dominion of Revelations becomes directly active in the world and enters combat, their attacks almost entirely focus on Will saves. However, the *geas/quest* eye ray can be very effective at recruiting the best fighters to help protect the sovereign – after enough rounds, the entire party can be forced to stop fighting with the instructions “Protect my life and my freedom.” Often if the sovereign knows it will be coming into combat it will collect adventurers with this eye ray to help it fight.

It is unlikely that the sovereign will be found underground,





of control over its power of flight, and can turn in place or move in any direction at will. The voice of a monitor is slightly nasal, but it can produce a wider range of sounds than most beholders; with practice, a monitor can become an excellent mimic.

Because of its limited combat abilities, a beholder monitor can be quite useful when the gamemaster wants to add a beholder presence into a low-level game. An encounter with a monitor can be an excellent tip-off to the long-term plans of a sect – which will unfold over the course of later adventures.

**Beholder Monitor**  
**Small Aberration**

- Hit Dice:** 3d8+9 (22 hp)
- Initiative:** +9
- Speed:** 5 ft., fly 40 ft. (perfect), swim 40 ft
- Armor Class:** 24 (+1 size, +5 Dex, +8 natural), touch 16, flat-footed 19
- Base Attack/Grapple:** +2/-4
- Attack:** Eye rays +8 ranged touch and bite -3 melee (1d4-1)
- Full Attack:** Eye rays +8 ranged touch and bite -3 melee (1d4-1)
- Space/Reach:** 5 ft./5 ft.
- Special Attacks:** Eye rays
- Special Qualities:** All-around vision, flight, Void sustenance
- Saves:** Fort +4, Ref +6, Will +5
- Abilities:** Str 8, Dex 20, Con 16, Int 14, Wis 14, Cha 13
- Skills:** Bluff +6, Hide +12, Knowledge (local) +6, Listen +10, Search +10, Spot +10
- Feats:** Alertness, Flyby Attack, Improved Initiative

- 
- Climate/Terrain:** Any land or underground
  - Organization:** Solitary, pair, or cluster (3-6)
  - Challenge Rating:** 3
  - Treasure:** Standard
  - Alignment:** Usually lawful evil
  - Advancement:** 4-6 HD (Small); 7-12 HD (Medium); or by class level (rogue)

Beholder monitors possess the following special abilities and qualities:

**Eye Rays (Su):** A beholder monitor possesses five eyestalks. Each eye can produce a magical ray once per round, even when the monitor is attacking physically or moving at full speed. During a round, the creature can aim only three eye rays at targets in any one arc other than forward or backwards (up, left, right, or down).

Each eye's effect resembles a spell cast by a 5th-level sorcerer

but follows the rules for a ray. All rays have a range of 60 feet and a save DC of 13.

**Charm Person:** The target must succeed at a Will save or be affected as by the spell. In combat, a monitor will typically try to sow confusion and dissent among its enemies and then flee, unless it is in an overwhelmingly strong position.

**Inflct Moderate Wounds:** This works like the spell, causing 2d8+3 points of damage. A successful Will save reduces this damage by 50%.

**Knock:** This is identical to the spell of the same name, and allows the monitor to unlock doors and chests that it may encounter.

**Mage Hand:** This is similar to the spell of the same name, allowing the beholder to telekinetically manipulate an object of up to 5 lbs. The monitor has slightly more finesse than the spell normally allows, and can perform simple actions (like turning a door-knob) with a successful Intelligence check (DC 10).

**Sleep:** This works like the spell of the same name, except that it affects one creature with any number of hit dice. The target must succeed at a Will save to resist the effects of the ray.

**All-Around Vision (Ex):** The many eyes and uncanny senses of the beholder monitor give it a +6 racial bonus to Spot, Search, and Listen checks. A beholder monitor cannot be flanked.

**Flight (Ex):** A beholder's body is naturally buoyant. This buoyancy allows it to fly as the spell, as a free action, at a speed of 40 feet. This buoyancy also grants it a permanent *feather fall* effect with personal range.

**Void Sustenance (Ex):** A beholder does not eat, sleep, or breathe. As a result, a beholder is immune to sleep spells or effect, drowning, starvation, and dehydration. A beholder cannot be affected by poisonous gas or airborne diseases. If a beholder possesses the ability to cast spells, it must meditate for the standard amount of time required to prepare its spells.

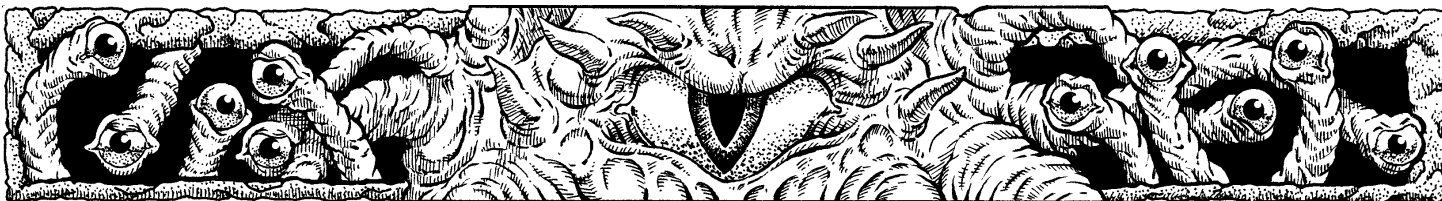
**Skills:** A beholder monitor speaks Common, Beholder, and three additional languages; a monitor typically learns the most common languages of the region that it is deployed to. Beholder monitors are natural mimics, and a monitor gains a +4 racial bonus to Disguise checks made to alter its voice. Finally, a beholder monitor gains a +4 circumstance bonus to Move Silently checks made while flying; this has not been including in the bonuses listed above.

**Tactical advice for gamemasters:**

The monitor is more likely to start by talking than any other beholder. The most violent Dominions are unlikely to employ them for this reason. A monitor may attempt to lie its way out of a situation, or it might attempt to deal with the players. However, the monitor is not usually a good creature – it will attack if it thinks it has the upper hand.

A monitor can usually hide in the corners and attack from the





shadows, catching the players flat-footed. It will attempt to use its maneuverability to its advantage, dodging around obstacles and finding cover where it can.

### Tactical advice for players fighting this creature:

As a creature that is smaller than the average beholder, it is also less intimidating. This creature can be grappled, and its eye rays are not nearly as deadly. Generally it is less important to find cover from these creatures, and they should be approached. However, because of their improved flight powers, getting close enough to them or keeping them low to the ground may be more problematic, and so ranged weapons may still be helpful against them.

## BEHOLDER OVERSEER, GREATER

The overseers manage slave populations for the beholder community. Because of the intelligence and responsibilities of greater overseers they often enjoy status just below that of sovereigns. Most overseers work with eyekin to ensure that slaves are motivated and secure. Because of the isolation and fear that most slaves feel while trapped in beholder cities, an overseer seldom uses the *charm* eye rays. More often it will use *inflict moderate wounds* as a type of lash, and in the rare case of a large slave revolt open its central eye, which has an effect similar to *hypnotic pattern*.

The greater overseer has ridges under and over the main eye that suggest a nose and eyebrows. Its body is slightly more tall than wide, enhancing the effect of a humanoid head. The effect is more mockery than imitation, as the various skin textures and colors that are found in the Dominions destroy the illusion. Its eight tentacles, when not in use, are folded back along the top of the head like hair.

### Greater Beholder Overseer Large Aberration

<b>Hit Dice:</b>	11d8+33 (82 hp)
<b>Initiative:</b>	+5
<b>Speed:</b>	5 ft., fly 20 ft. (good), swim 20 ft
<b>Armor Class:</b>	25 (-1 size, +1 Dex, +15 natural), touch 10, flat-footed 24
<b>Base Attack/Grapple:</b>	+8/+12
<b>Attack:</b>	Eye rays +8 ranged touch and bite +2 melee (2d4)
<b>Full Attack:</b>	Eye rays +8 ranged touch and bite +2 melee (2d4)
<b>Space/Reach:</b>	10 ft./5 ft.
<b>Special Attacks:</b>	Eye rays

<b>Special Qualities:</b>	All-around vision, flight, hypnotic cone, Void sustenance
<b>Saves:</b>	Fort +8, Ref +4, Will +11
<b>Abilities:</b>	Str 10, Dex 12, Con 16, Int 16, Wis 15, Cha 14
<b>Skills:</b>	Hide +12, Knowledge (arcana) +10, Listen +18, Search +20, Spot +22, Sense Motive +10, Survival +2 (+4 following tracks)
<b>Feats:</b>	Alertness, Flyby Attack, Focused Eye (charm monster), Great Fortitude, Improved Initiative, Iron Will

<b>Climate/Terrain:</b>	Any land or underground
<b>Organization:</b>	Solitary, pair, or cluster (3-6)
<b>Challenge Rating:</b>	9
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Usually lawful evil
<b>Advancement:</b>	12-16 HD (Large); 17-33 HD (Huge)

Greater overseers possess the following special abilities and qualities:

**Eye Rays (Su):** Each of its eight small eyes can produce a magical ray once a round, even when the beholder is attacking physically or moving at full speed. The creature can easily aim all its eyes upward, but its own body tends to get in the way when it tries to aim the rays in other directions. During a round, the creature can aim only three eye rays at targets in any one arc other than up (forward, backward, left, right, or down). The remaining eyes must aim at targets in other arcs or not at all. A beholder can tilt and pan its body each round to change which rays it can bring to bear in an arc.

Each eye's effect resembles a spell cast by an 11th-level sorcerer but follows the rules for a ray. Unless otherwise mentioned, all rays have a range of 130 feet and a save DC of 17.

**Charm Monster:** The target must succeed at a Will save or be affected as though by the spell. A greater overseer has two of these eye rays, and due to its Focused Eye feat the saving throw DC is increased to 19.

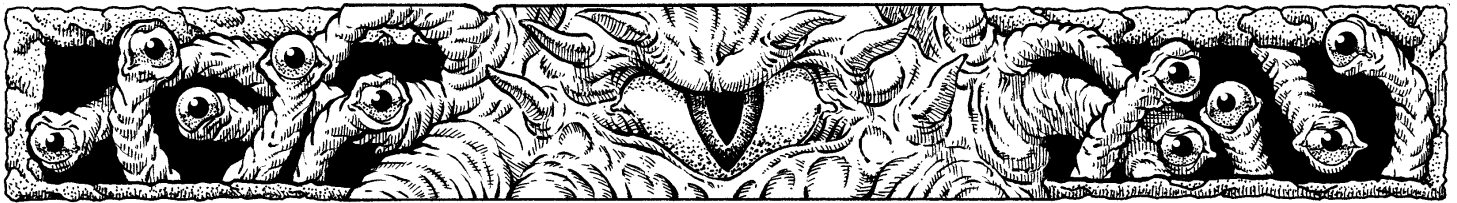
**Fear:** This works like the spell, except that it targets one creature. The target must succeed at a Will save or be affected as though by the spell.

**Haste:** This works like the spell. Overseers use it to increase the efficiency of their workers.

**Inflict Moderate Wounds:** This works like the spell, causing 2d8+10 points of damage (Will half). A greater overseer has two of these eye rays.

**Mage Hand:** This is similar to the spell of the same name, allowing the beholder to telekinetically manipulate an object of up to 5 lbs. The overseer has slightly more finesse than the spell nor-





mally allows, and can perform simple actions (like turning a door-knob) with a successful Intelligence check (DC 10)

**Sleep:** This works like the spell, except that it affects one creature with any number of hit dice. The target must succeed at a Will save to resist.

**All-Around Vision (Ex):** Beholders are exceptionally alert and circumspect. Their many eyes give them a +4 racial bonus to Spot and Search checks, and they can't be flanked.

**Hypnotic Cone (Su):** An overseer's central eye continually produces a mesmerizing pattern of rhythmic light. This effect is identical to *hypnotic pattern* cast by an 11th-level sorcerer, except that it covers a 130 foot cone extending forward from the overseer and can affect any number of creatures, regardless of hit dice. Any creature caught in the cone must make a Will save (DC 17, or DC 15 if used in combat) or ignore his surroundings and focus on the pattern of lights. This effect will be broken if the overseer takes any sort of hostile action, but a creature can be rehypnotized if he remains in the area of effect. Once each round, during its turn, the overseer decides which way it will face, and whether the hypnotic pattern is active or not (the beholder deactivates it by shutting its central eye). If the beholder moves or closes its eye, a hypnotized creature will remain under the influence of the effect for 2 rounds.

**Flight (Ex):** A beholder's body is naturally buoyant. This buoyancy allows it to fly as the spell, at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect with personal range.

**Void Sustenance (Ex):** A beholder does not eat, sleep, or breathe. As a result, a beholder is immune to sleep spells or effect, drowning, starvation, and dehydration. A beholder cannot be affected by poisonous gas or airborne diseases. If a beholder possesses the ability to cast spells, it must meditate for the standard amount of time required to prepare its spells.

### Tactical advice for gamemasters:

A greater overseer is a dangerous and unusual opponent. It does not possess any of the three lethal beams of the standard sovereign, so it is not a major physical threat. However, its continuous *hypnotic pattern* ability has a good chance of freezing enemies in their tracks. An overseer will try to keep its opponents in this cone, using its two *charm monster* beams to turn enemies into allies. As most of its eye rays are Will-based and it lacks the antimagic cone of the sovereign, spellcasters pose a serious threat; it will usually try to charm fighters and barbarians and then get these brawlers to restrain the magi.

### Tactical advice for players fighting this creature:

In many ways this creature is the reverse of a sovereign; melee fighters who try to charge the creature will likely be trapped

by the *hypnotic pattern*, while spellcasters can safely stay back and hammer at it with spells. In general, ranged attacks are the most effective approach; a fighter is better off using her mighty composite longbow than charging into the hypnotic cone.

## BEHOLDER OVERSEER, LESSER

The lesser overseer is not as powerful or as intelligent as its larger sibling. It lacks a central eye and has fewer eyes than the greater overseer. It is also smaller. However, it is useful for moving through populations and re-establishing *charm* effects where necessary. It has sufficient intelligence to oversee simple and repetitive tasks and to report problems to its superiors.

The lesser overseers look like their larger cousins, but their features are compressed into the center of their "face." The eyeless nose and eyebrow ridges resemble a mask.

### Lesser Beholder Overseer Medium Aberration

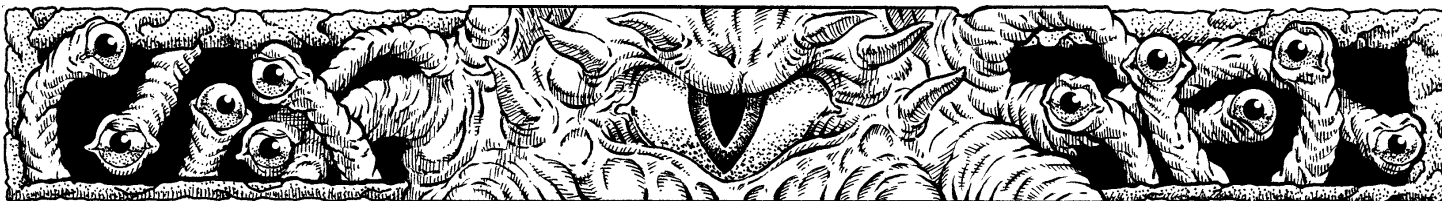
<b>Hit Dice:</b>	8d8+16 (50 hp)
<b>Initiative:</b>	+1
<b>Speed:</b>	5 ft., fly 20 ft. (good), swim 20 ft
<b>Armor Class:</b>	23 (+1 Dex, +12 natural), touch 11, flat-footed 22
<b>Base Attack/Grapple:</b>	+6/+6
<b>Attack:</b>	Eye rays +7 ranged touch and bite +1 melee (2d4)
<b>Full Attack:</b>	Eye rays +7 ranged touch and bite +1 melee (2d4)
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	Eye rays
<b>Special Qualities:</b>	All-around vision, flight, Void sustenance
<b>Saves:</b>	Fort +6, Ref +3, Will +10
<b>Abilities:</b>	Str 10, Dex 12, Con 14, Int 11, Wis 15, Cha 15
<b>Skills:</b>	Listen +12, Search +10, Spot +12, Sense Motive +8
<b>Feats:</b>	Alertness, Flyby Attack, Great Fortitude, Iron Will

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<b>Climate/Terrain:</b>	Any land or underground
<b>Organization:</b>	Solitary, pair, or cluster (3-6)
<b>Challenge Rating:</b>	6
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Usually lawful evil
<b>Advancement:</b>	9-14 HD (Medium); 15-20 HD (Large)

Lesser overseers possess the following special abilities and qualities:





**Eye Rays (Su):** Each of its seven small eyes can produce a magical ray once a round, even when the beholder is attacking physically or moving at full speed. The creature can easily aim all its eyes upward, but its own body tends to get in the way when it tries to aim the rays in other directions. During a round, the creature can aim only three eye rays at targets in any one arc other than up (forward, backward, left, right, or down). The remaining eyes must aim at targets in other arcs or not at all. A beholder can tilt and pan its body each round to change which rays it can bring to bear in an arc.

Each eye's effect resembles a spell cast by an 8th-level sorcerer but follows the rules for a ray. All rays have a range of 100 feet and a save DC of 16.

**Charm Person:** The target must succeed at a Will save or be affected as though by the spell.

**Charm Monster:** The target must succeed at a Will save or be affected as though by the spell.

**Haste:** This works like the spell. Overseers use it to increase the efficiency of their workers.

**Inflict Moderate Wounds:** This works like the spell, causing 2d8+10 points of damage (Will half). A lesser overseer possesses two of these eye rays.

**Mage Hand:** This is similar to the spell of the same name, allowing the beholder to telekinetically manipulate an object of up to 5 lbs. The overseer has slightly more finesse than the spell normally allows, and can perform simple actions (like turning a door-knob) with a successful Intelligence check (DC 10)

**Sleep:** This works like the spell, except that it affects on creature with any number of hit dice. The target must succeed at a Will save to resist the effect.

**All-Around Vision (Ex):** A beholder's many eyes give it a +4 racial bonus to Spot and Search checks. It can't be flanked.

**Flight (Ex):** A beholder's body is naturally buoyant. This buoyancy allows it to fly as the spell, as a free action, at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect with personal range.

**Void Sustenance (Ex):** A beholder does not eat, sleep, or breathe. As a result, a beholder is immune to sleep spells or effect, drowning, starvation, and dehydration. A beholder cannot be affected by poisonous gas or airborne diseases. If a beholder possesses the ability to cast spells, it must meditate for the standard amount of time required to prepare its spells.

### Tactical advice for gamemasters:

The lesser overseer can use charm spells to divide a group. They use many of the same tactics as sovereigns, although they are generally found with slaves or eyekin support. Their direct damage abilities are not as powerful as a sovereign and they do

not have an antimagic cone, so spellcasters are often more threatening to them.

### Tactical advice for players fighting this creature:

These are not combat creatures, and will often attempt to run away from combat. In combat they also do not have the ability to kill with a single attack, and so they are not as dangerous as the sovereigns. Still, these creatures are not to be taken lightly. They can still fly and even the mildest attack – the *inflict moderate wounds* ray – can inflict a lot of damage on a character.

## BEHOLDER SKIRMISHER, GREATER

This creature is another beholder used primarily for combat. It is a melee creature. Unlike its smaller sibling, the lesser skirmisher (see below), the greater skirmisher is very intelligent and has a magical attack. Because its magical attacks would be useless in the sovereign's antimagic field, the greater skirmisher is often used in combat when the beholder leaders are not involved. They are usually leaders of squads of eyekin soldiers with a besieger or two for support. Their heavier bodies cannot float like other beholders, but they have developed extended tentacles to support themselves – their blood still has antigravity effects, and so their bodies are lighter than might be expected, giving them superior jumping and climbing abilities.

Physically, the skirmisher is one of the more distinctive beholder subspecies. Alone among the beholders, skirmishers do not levitate. In place of short eyestalks, the body of the skirmisher is supported by ten tentacles. At any given time, four of these tentacles are used for movement and balance, while the others can be used in battle. Six of these tentacles are thick and powerful; the other four are more slender, and tipped with eyes like a sovereign's eyestalks. The skirmisher cannot project eye rays from these tentacles, but it can deliver a short-ranged mystical touch attack.

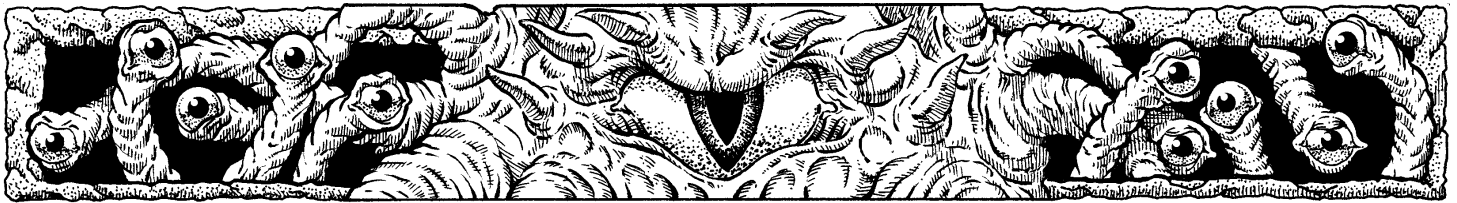
The central body of the skirmisher is a flattened ovoid, like a massive lump of dough that has been thrown onto a table. In addition to its central eye, fifteen to eighteen eyes are scattered around its body. It has no mouth. While it cannot levitate, the gravity-repelling properties of its blood still allow it to move with impressive speed and to make astonishing leaps in battle.

### Greater Beholder Skirmisher Large Aberration

<b>Hit Dice:</b>	11d8+44 (93 hp)
<b>Initiative:</b>	+9
<b>Speed:</b>	40 ft.
<b>Armor Class:</b>	30 (-1 size, +5 Dex, +16 natural), touch 14, flat-footed 25







**Base Attack/Grapple:** +8/+15

**Attack:** 4 eye tentacles +10 touch (special), slam +8 (2d6+3)

**Full Attack:** Up to 4 eye tentacles +10 touch (special) and up to 6 slams +8 (2d6+3); maximum of 6 attacks per round

**Space/Reach:** 10 ft./5 ft.

**Special Attacks:** Improved grab, ray of enfeeblement, tentacle touch attacks

**Special Qualities:** All-around vision, lightweight, Void sustenance

**Saves:** Fort +9, Ref +11, Will +9

**Abilities:** Str 16, Dex 20, Con 18, Int 12, Wis 14, Cha 11

**Skills:** Climb +15, Hide +10, Jump +20, Listen +13, Search +13, Spot +15, Survival +2 (+4 following tracks)

**Feats:** Alertness, Great Fortitude, Improved Initiative, Iron Will, Multiattack

**Climate/Terrain:** Any land or underground

**Organization:** Solitary, pair, or cluster (3-6)

**Challenge Rating:** 10

**Treasure:** Standard

**Alignment:** Usually lawful evil

**Advancement:** 12-16 HD (Large); 17-26 HD (Huge)

Greater skirmishers possess the following special abilities and qualities:

**Tentacles (Ex):** A greater skirmisher has ten elongated tentacles that sprout from its body. Four of these tentacles can perform magical touch attacks (see below). The others can be used to perform slam attacks. At least four tentacles must be used for support and movement. The skirmisher can attack with the remaining six tentacles. Usually it will perform two slams and four touch attacks, but it can support its weight on its eye tentacles in order to make additional slams. It may spread its attacks among multiple targets with no penalty.

**Touch Attack (Su):** Four of the skirmisher's tentacles have a larger eye at the tip that can produce a magical touch attack once a round. These tentacles act with full autonomy, and all four can strike even if the skirmisher is making a slam attack or moving at full speed. All four attacks can be launched against the same target or spread out against up to four targets, with no penalty to the skirmisher.

Each eye's effect resembles a spell cast by a 10th-level sorcerer but follows the rules for a touch attack. Each effect can only be used once per round. All touch attacks saving throws have a DC of 16.

**Hold Monster:** The target must succeed at a Will save or be affected as though by the spell.

**Inflict Moderate Wounds:** This works like the spell, causing 2d8+10 points of damage (Will half).

**Slow:** The target must succeed at a Will save or be affected as though by the spell.

**Touch of Idiocy:** This is identical to the spell of the same name, except that the target is allowed to make a Will saving throw to negate the effect.

**All-Around Vision (Ex):** A beholder's many eyes give it a +4 racial bonus to Spot and Search checks. It cannot be flanked.

**Constrict (Ex):** A greater skirmisher deals 1d6+1 damage with a successful grapple check against a Medium or smaller creature. In the case of the four eye tentacles, this damage is replaced by the touch power of the tentacle.

**Improved Grab (Ex):** When a skirmisher hits with its slam attack or with a touch attack it can start a grapple with a Medium or smaller creature as a free action without provoking an attack of opportunity. A skirmisher can continue to attack while grappling, although it must dedicate at least one tentacle to holding the victim.

**Ray of Enfeeblement (Su):** Once per round, the central eye of the greater skirmisher can emit a beam that works like the *ray of enfeeblement* spell. The range of the effect is 50 feet. The target must succeed at a Fortitude save or be affected as though by the spell for 1d6+5 points of damage to Strength. This effect cannot reduce Strength below 1.

**Lightweight (Ex):** A beholder's body is naturally buoyant. A skirmisher is more densely built than other beholders, and cannot fly. However, it gets a +10 racial modifier to Climb and Jump checks, and there is no maximum to the distance or height a skirmisher can jump. It also gets a +3 bonus to Reflex saving throws.

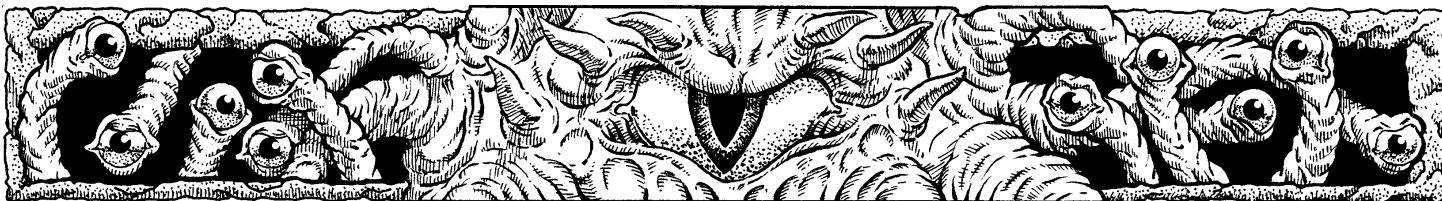
### Tactical advice for gamemasters:

This creature is meant for melee combat. It should try to use the grapple attack any chance it gets — most creatures who are successfully grappled by the skirmisher will be in serious trouble unless one of their friends can take down the creature first.

### Tactical advice for players fighting this creature:

Although these creatures do not fly, they can leap great distances and often cling to ceilings to drop on targets. Ranged weapons are advised again to keep away from their touch attacks and grapple attempts, but melee weapons can be quite effective against this creature. Combat is fairly straightforward with these beholders. Again, if they are working with a sovereign it is best to focus on the sovereign, but in this case the characters don't want to allow attacks of opportunity if they can help it, as the grapple of these creatures can be quite deadly.





## BEHOLDER SKIRMISHER, LESSER

The lesser skirmisher is smaller than its cousin. It has no magical abilities whatsoever, but it excels at close combat. Lesser skirmishers often accompany sovereigns in pairs or groups because their slam and grappling attacks operate at full effectiveness in an antimagic field. Like greater skirmishers, they are faster and stronger than most beholders. Although they cannot fly, they have the same enhanced jumping and climbing ability as the greater skirmisher.

While smaller than the greater skirmisher, the lesser skirmisher is slightly more heavily built; its tentacles are even stronger and thicker than those of the greater skirmisher. The lesser skirmisher has no central eye, but it has a vicious maw filled with daggerlike teeth. A dozen small eyes are scattered across its body.

### Lesser Beholder Skirmisher Large Aberration

<b>Hit Dice:</b>	8d8+40 (76 hp)
<b>Initiative:</b>	+8
<b>Speed:</b>	40 ft.
<b>Armor Class:</b>	26 (-1 size, +4 Dex, +13 natural), touch 13, flat-footed 22
<b>Base Attack/Grapple:</b>	+6/+18
<b>Attack:</b>	4 slams +9 melee (2d6+4)

<b>Full Attack:</b>	4 slams +9 melee (2d6+4), Bite +4 melee (2d4+2)
<b>Space/Reach:</b>	10 ft./5 ft.
<b>Special Attacks:</b>	Improved grab, constrict 2d6+4
<b>Special Qualities:</b>	All-around vision, lightweight, Void sustenance
<b>Saves:</b>	Fort +9, Ref +9, Will +7
<b>Abilities:</b>	Str 18, Dex 18, Con 20, Int 10, Wis 12, Cha 8
<b>Skills:</b>	Climb +14, Jump +18, Listen +10, Search +10, Spot +12
<b>Feats:</b>	Alertness, Great Fortitude, Improved Grapple, Improved Initiative

<b>Climate/Terrain:</b>	Any land or underground
<b>Organization:</b>	Solitary, pair, or cluster (3-6)
<b>Challenge Rating:</b>	7
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Usually lawful evil
<b>Advancement:</b>	9-13 HD (Large); 14-22 HD (Huge)

Lesser skirmishers possess the following special abilities and qualities:

**Tentacles (Ex):** Skirmishers have eight elongated tentacles that sprout from their body. At least four of these tentacles must be used for movement and support. Using its remaining tentacles it can perform four attacks per round. A skirmisher may make all four attacks as a standard action, and may attack multiple targets without penalty.

**Improved Grab (Ex):** When a skirmisher hits with its slam attack it can start a grapple as a free action without provoking an attack of opportunity. A skirmisher can continue to attack while grappling, although it must dedicate at least one tentacle to holding the victim.

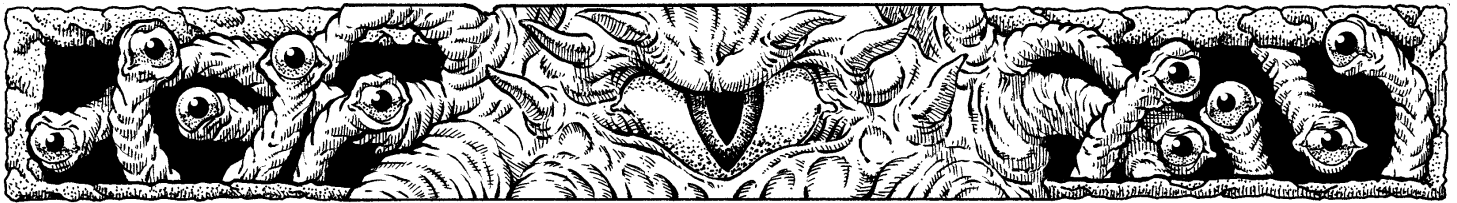
**Constrict (Ex):** A lesser skirmisher deals 2d6+4 damage with a successful grapple check against a Medium or smaller creature.

**All-Around Vision (Ex):** A beholder's many eyes give it a +4 racial bonus to Spot and Search checks. It cannot be flanked.

**Lightweight (Ex):** A beholder's body is naturally buoyant. A skirmisher is more densely put together than other beholders, and cannot actually fly. However, it gets a +10 racial modifier to Climb and Jump checks, and there is no maximum to the distance or height a skirmisher can jump. It also gets a +3 bonus to Reflex saving throws.

**Void Sustenance (Ex):** A beholder does not eat, sleep, or breathe. As a result, a beholder is immune to sleep spells or effect, drowning, starvation, and dehydration. A beholder cannot be affected by poisonous gas or airborne diseases.





### Tactical advice for gamemasters:

These creatures are meant for melee combat. The skirmisher should try to use the grapple attack any chance it gets – most creatures who are successfully grappled by the skirmisher will be in serious trouble unless one of their friends can take down the creature first. Note that creatures of size Large or greater are immune to the lesser skirmisher’s grapple attack.

### Tactical advice for players fighting this creature:

This creature should be faced in much the same way as a greater skirmisher, although keep in mind that it is more likely to attack in an antimagic cone because it lacks magical attacks or defenses.

## BESIEGER

This variant is focused on powerful attacks, used to devastate defenses or disrupt an offensive charge. They serve as the living artillery of beholder armies. They are not as intelligent as other beholders, and during combat they are usually supervised by gauths, sovereigns, or overseers. A lone besieger will attack any stranger it encounters, and unless directed otherwise it will fight to the death. A besieger does not have a central eye; its spherical body is featureless except for the fearsome mouth. Five eyestalks surround the body in radial symmetry. Because they lack a central eye, each small eye operates with a much greater degree of independence, and all five can look forward or backwards at once. A besieger is approximately the same size as a gauth, but tougher and denser; besiegers are designed to be weapons of war.

	<b>Besieger</b>
	<b>Medium Aberration</b>
<b>Hit Dice:</b>	8d8+32 (68 hp)
<b>Initiative:</b>	+2
<b>Speed:</b>	5 ft., fly 20 ft. (good), swim 20 ft
<b>Armor Class:</b>	23 (+2 Dex, +11 natural), touch 12, flat-footed 21
<b>Base Attack/Grapple:</b>	+6/+7
<b>Attack:</b>	Eye rays +9 ranged touch and bite +2 melee (2d4)
<b>Full Attack:</b>	Eye rays +9 ranged touch and bite +2 melee (2d4)
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	Eye rays
<b>Special Qualities:</b>	All-around vision, flight, Void sustenance
<b>Saves:</b>	Fort +8, Ref +4, Will +8
<b>Abilities:</b>	Str 12, Dex 14, Con 18, Int 6, Wis 15, Cha 11

<b>Skills:</b>	Listen +7, Search +6, Spot +12
<b>Feats:</b>	Alertness, Flyby Attack, Great Fortitude*, Weapon Focus (ray)

<b>Climate/Terrain:</b>	Any land or underground
<b>Organization:</b>	Solitary, pair, or cluster (3-6)
<b>Challenge Rating:</b>	8
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Usually lawful evil
<b>Advancement:</b>	9-14 HD (Medium); 15-20 HD (Large); 21-26 HD (Huge)

Besiegers possess the following special abilities and qualities:

**Eye Rays (Su):** Each of the five small eyes can produce a magical ray once a round, even when the beholder is attacking physically or moving at full speed. The creature can easily aim all its eyes forward or backwards, but the small eyes have trouble working together when it tries to aim the rays in other directions. During a round, the creature can only use a single eye in each of the other four arcs (left, right, up, and down). The remaining eyes must aim at targets in other arcs or not at all. A beholder can tilt and pan its body each round to change which rays it can bring to bear in an arc, but it can only change its orientation to determine which direction it is facing once per round.

Each eye’s effect resembles a spell cast by a 6th-level sorcerer but follows the rules for a ray. All rays have a range of 250 feet; if a saving throw is allowed, the DC is 14.

**Inflict Moderate Wounds:** This works like the spell, causing 2d8+6 points of damage (Will half).

**Lightning Blast:** This ray inflicts 6d6 points of electrical damage, with no saving throw.

**Mage Hand:** This is similar to the spell of the same name, allowing the beholder to telekinetically manipulate an object of up to 5 lbs. The monitor has slightly more finesse than the spell normally allows, and can perform simple actions (like turning a door-knob) with a successful Intelligence check (DC 10)

**Ray of Cold:** This ray inflicts 6d6 points of cold damage, with no saving throw.

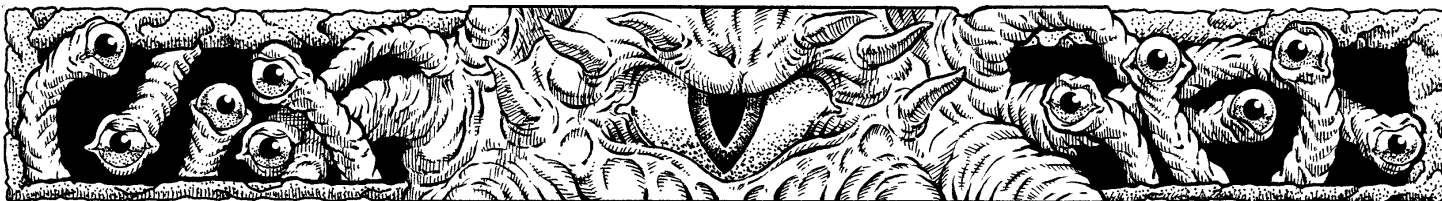
**Scorching Ray:** This is identical to the spell of the same name. The target suffers 4d6 fire damage with no saving throw.

**All-Around Vision (Ex):** Beholders are exceptionally alert and circumspect. Their many eyes give them a +4 racial bonus to Spot and Search checks, and they can’t be flanked.

**Flight (Ex):** A beholder’s body is naturally buoyant. This buoyancy allows it to fly as the spell, at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect with personal range.

**Void Sustenance (Ex):** A beholder does not eat, sleep, or breathe. As a result, a beholder is immune to sleep spells or effect,





drowning, starvation, and dehydration. A beholder cannot be affected by poisonous gas or airborne diseases. If a beholder possesses the ability to cast spells, it must meditate for the standard amount of time required to prepare its spells.

### Tactical advice for gamemasters:

Besiegers are the opposite of skirmishers – they are most effective when they are removed from the combat. They are in the most trouble if they are surrounded, as their eye rays can only coordinate together in the forward and backward arcs. Besiegers are the variants most likely to be used in combination with other beholder troops (see combinations, below).

### Tactical advice for players fighting this creature:

The besieger is powerful in its way but much less versatile and intelligent than a sovereign. The same rules apply regarding its eye rays and powers of flight, but this is not a creature that can kill a high-level character with one ray. In a battle involving a besieger and a sovereign, focus on the sovereign first, and then surround the besieger to deny it the benefit of having all targets in its forward arc.

## INCUBATOR

This is the breeding beholder. A fully developed incubator is a rough, fleshy ovoid, about 50 feet in height. Its mouth disappears as it grows in size, but the massive central eye remains, gazing out at its surroundings with apparent vacuity. It rests on a massive, slug-like base, and its top narrows to ten stalks. The beholder loses the eyes at the ends of its tentacles, and instead an orifice opens at the top of each tentacle that acts as a birth canal. While heavily armored, its skin is slightly translucent, revealing an interior filled with swirling pink fluid. While it is extremely difficult to injure, the incubator's slow trample attack is easy to avoid and it has little ability to interact with other creatures. Its mind is so alien that for all purposes the incubator has sub-human intelligence.

	<b>Incubator</b>
	<b>Gargantuan Aberration</b>
<b>Hit Dice:</b>	30d8+255 (390 hp)
<b>Initiative:</b>	-5
<b>Speed:</b>	5 ft.
<b>Armor Class:</b>	21 (-4 size, -5 Dex, +20 natural), touch 1, flat-footed 21
<b>Base Attack/Grapple:</b>	+22/+44
<b>Attack:</b>	None
<b>Full Attack:</b>	None

<b>Space/Reach:</b>	20 ft./5 ft.
<b>Special Attacks:</b>	Slow trample
<b>Special Qualities:</b>	Alien mind, antimagic blood, damage reduction 4/-, fast healing 1, Void sustenance Fort +20, Ref +5, Will +22
<b>Saves:</b>	
<b>Abilities:</b>	Str 30, Dex 1, Con 26, Int 1, Wis 16, Cha 1
<b>Skills:</b>	Listen +21, Spot +22
<b>Feats:</b>	Alertness, Blind-fight, Diehard, Endurance, Great Fortitude, Iron Will, Toughness x5

<b>Climate/Terrain:</b>	Any land or underground
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	2
<b>Treasure:</b>	None
<b>Alignment:</b>	Usually lawful evil
<b>Advancement:</b>	31-45 HD (Gargantuan); 45-70 HD (Colossal)

The incubator possesses the following special abilities and qualities:

**Antimagic Blood (Su):** The fluid that fills an incubator has the effect of an *antimagic field*. Spells, spell-like abilities, and supernatural abilities cannot affect the incubator in any way.

**Alien Mind (Ex):** An incubator's bizarre consciousness and connection to the Void protects it from all forms of mental manipulation. This is equivalent to the *mind blank* spell. In addition, anyone attempting make mental contact with an incubator must roll a Will save (DC 15) or suffer the effects of the spell insanity.

**Damage Reduction (Ex):** The sheer mass of the incubator combined with its lack of vital organs provide it with an excellent defense against physical attacks.

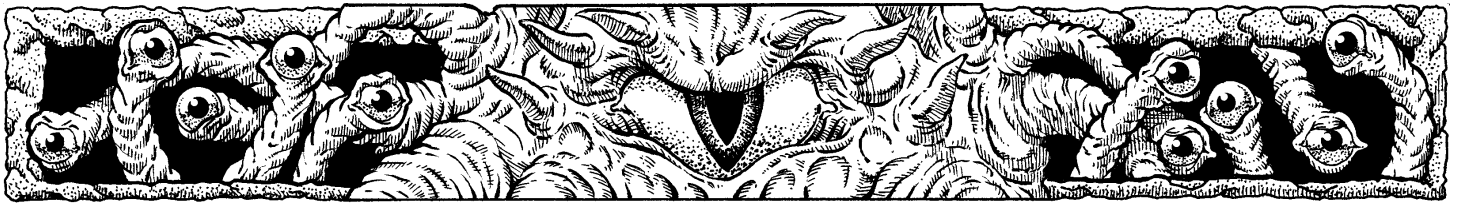
**Slow Trample (Ex):** Incubators are almost incapable of attacking, but they can move slowly and their minds understand that they are being attacked. Incubators can perform a trample attack once per round, which is to say that they can move five feet in one direction. Anyone standing in that area can make a Reflex save (DC 10) to avoid being crushed. Creatures who fail their save are caught under the creature and take 6d10 damage. Creatures who make their save take no damage.

**Void Sustenance (Ex):** An incubator does not eat, sleep, or breathe. As a result, it is immune to sleep spells or effects, drowning, starvation, and dehydration. An incubator cannot be affected by poisonous gas or airborne diseases.

### Tactical advice for gamemasters:

An incubator will move to defend itself a bit, but mostly it simply sits back and takes the damage. It is too insane and lethargic to defend itself well – it may cry out to attract other beholders to its defense, but its voice is only as loud as a normal beholder's.





### Tactical advice for players fighting this creature:

Once its guardians have been defeated, the incubator should present little challenge. The best advice is to stay more than 5 feet away from the creature while attacking, so that its Slow Trample attack cannot affect the party – although most characters who have fought their way this far into a citadel will be able to avoid the trample with ease. However, killing an incubator will earn a party the enmity of an entire Dominion of beholders.

## LABORER

Laborers are effectively large beasts of burden. They have only slightly higher than animal intelligence. Beholders use them to carry things vertical distances – between their large bodies and their six *telekinesis* eye rays they are effective at transporting slaves, raw materials, or finished products around the city. With their size and strength, they can carry almost a full ton.

A laborer's main body is an eight foot ovoid, flattened slightly along the top. Its six tentacles dwarf the rest of its body. Each of them is three feet thick and ten feet long, although the eye at the end is only three inches across. They are arranged so that its mouth is clear, and each of them can carry a basket or any other object that can be tied on. The tentacles lack the manual dexterity required to perform slam attacks or to pick up objects, although they can be oriented to focus on a target for the *telekinesis* ray. The laborer possesses a central eye, but this organ lacks magical power.

### Laborer

#### Huge Aberration

<b>Hit Dice:</b>	13d8+78 (136 hp)
<b>Initiative:</b>	-1
<b>Speed:</b>	5 ft., fly 20 ft. (good), swim 20 ft
<b>Armor Class:</b>	22 (-2 size, -1 Dex, +15 natural), touch 7, flat-footed 22
<b>Base Attack/Grapple:</b>	+9/+22
<b>Attack:</b>	Eye rays +8 ranged touch and bite +9 melee (2d8+2)
<b>Full Attack:</b>	Eye rays +8 ranged touch and bite +9 melee (2d8+2)
<b>Space/Reach:</b>	15 ft./10 ft.
<b>Special Attacks:</b>	Eye rays
<b>Special Qualities:</b>	All-around vision, flight, Void sustenance
<b>Saves:</b>	Fort +12, Ref +3, Will +10
<b>Abilities:</b>	Str 20, Dex 8, Con 23, Int 3, Wis 10, Cha 10
<b>Skills:</b>	Listen +12, Search +1, Spot +12
<b>Feats:</b>	Alertness, Endurance, Flyby Attack, Fo-

cused Eye (telekinesis), Great Fortitude\*, Iron Will\*

**Climate/Terrain:**

Any land or underground

**Organization:**

Solitary, pair, or cluster (3-6)

**Challenge Rating:**

8

**Treasure:**

Varies (no hoard, may be transporting goods)

**Alignment:**

Usually lawful evil

**Advancement:**

14-19 HD (Huge); 20-26 HD (Gargantuan)

Laborers possess the following special abilities and qualities:

**Telekinesis Eye Rays (Su):** Each of the laborer's six eyes can produce a *telekinesis* ray once a round, even when the beholder is attacking physically or moving at full speed. The creature can easily aim all its eyes upward, but its own body tends to get in the way when it tries to aim the rays in other directions. During a round, the creature can aim only three eye rays at targets in any one arc other than up (forward, backward, left, right, or down). Combining rays on a single target adds to the weight that the laborer can move – so two rays can move one 500 pound object, and three rays can move a 750 pound object. The laborer can also move three separate objects at once in each arc.

Each eye's effect resembles a spell cast by an 10th-level sorcerer but follows the rules for a ray. All rays have a range of 100 feet and a save DC of 17.

**Telekinesis:** The beholder can move objects or creatures that weigh up to 250 pounds, as though with a *telekinesis* spell. Creatures can resist the effect with a successful Will save.

**All-Around Vision (Ex):** Beholders are exceptionally alert and circumspect. Their many eyes give them a +4 racial bonus to Spot and Search checks, and they can't be flanked.

**Flight (Ex):** A beholder's body is naturally buoyant. This buoyancy allows it to fly as the spell, at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect with personal range.

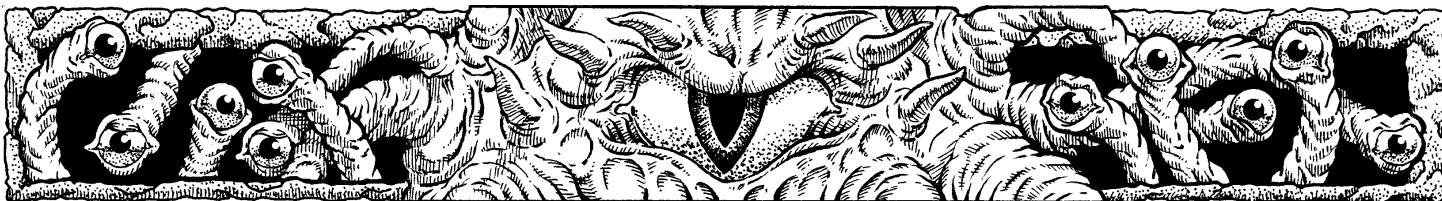
**Void Sustenance (Ex):** A beholder does not eat, sleep, or breathe. As a result, a beholder is immune to sleep spells or effect, drowning, starvation, and dehydration. A beholder cannot be affected by poisonous gas or airborne diseases.

### Tactical advice for gamemasters:

This large creature is seldom scared of things that are smaller than it, although that is as much stupidity as it is confidence. With its powerful *telekinesis* rays, it can throw people around the room and throw large objects at its enemies. Its bite attack is also significant. The laborer doesn't have enough intelligence or patience to stand back and use its rays, so it usually charges its enemies.







### Tactical advice for players fighting this creature:

This creature may seem like the beholder equivalent of a mule, but it is huge and can hurl boulders and adventurers across a cavern. The creature can also take a great deal of punishment – they will seldom go out of their way to attack an adventurer, so if possible simply run away. It is not terribly observant, however, and may be fooled into carrying the characters around a beholder outpost or eyehold – whether or not this is a good idea is another question entirely.

## OBSERVER

These creatures are not warriors; instead, they are living security systems. They have some combat abilities, but when they encounter a serious threat they will usually run to get word to other beholders and eyekin guards.

An observer is roughly the same size and shape as a gauth. It possesses ten eyestalks, but eight of its eyestalks are constantly shifting around its body, giving the impression that it is covered in writhing insects. Two are fixed in position, usually on the right and left.

	<b>Observer</b>
	<b>Medium Aberration</b>
<b>Hit Dice:</b>	6d8+18 (45 hp)
<b>Initiative:</b>	+7
<b>Speed:</b>	5 ft., fly 30 ft. (good), swim 30 ft
<b>Armor Class:</b>	20 (+3 Dex, +7 natural), touch 13, flat-footed 17
<b>Base Attack/Grapple:</b>	+4/+3
<b>Attack:</b>	Eye rays +7 ranged touch and bite -2 melee (1d6-1)
<b>Full Attack:</b>	Eye rays +7 ranged touch and bite -2 melee (1d6-1)
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	Eye rays, scare
<b>Special Qualities:</b>	All-around vision, see invisibility cone, flight, Void sustenance
<b>Saves:</b>	Fort +7, Ref +5, Will +7
<b>Abilities:</b>	Str 8, Dex 16, Con 16, Int 12, Wis 14, Cha 12
<b>Skills:</b>	Hide +10, Listen +12, Search +8, Spot +16
<b>Feats:</b>	Alertness, Flyby Attack, Great Fortitude, Improved Initiative
<hr/>	
<b>Climate/Terrain:</b>	Any land or underground
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	3
<b>Treasure:</b>	None

**Alignment:** Usually lawful evil  
**Advancement:** 7-12 HD (Medium)

Observers possess the following special abilities and qualities:

**Eye Rays (Su):** While the observer has ten small eyes, it can only produce a magical ray from two of them. These two eyes can produce rays once a round, even when the beholder is attacking physically or moving at full speed. Because it only has two eyes, the normal limitations of rays per arc are irrelevant for this beholder variant.

Each eye's effect resembles a spell cast by a 6th-level sorcerer but follows the rules for a ray. All rays have a range of 100 feet and a save DC of 15.

**Sleep:** This works like the spell, except that it affects one creature with any number of hit dice. The target must succeed at a Will save to resist.

**Infllict Moderate Wounds:** This works like the spell, causing 2d8+6 points of damage (Will half).

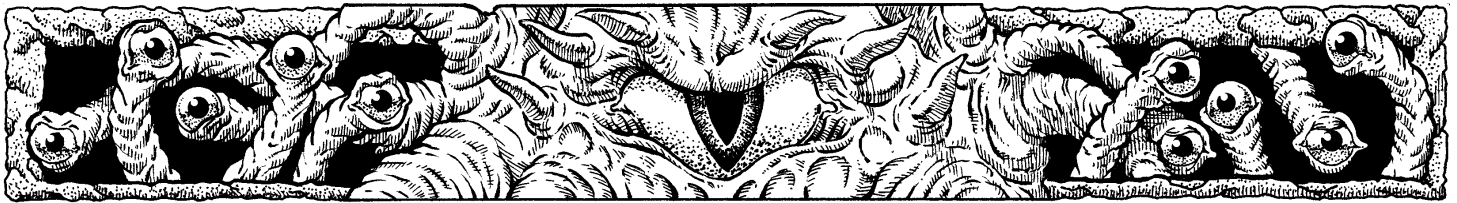
**Detachable Eyes (Su):** The observer is capable of sending out its eyes and the stalks they are on as floating scouts. These eyes can move up to a mile away from the beholder. They operate semi-autonomously, sending back constant telepathic reports to the observer. The detachable eyes are tiny aberrations with 4 hit points each, an AC of 22, and saving throws and flight speed equal to that of the observer. The eyes have access to all of the skills of the observer. They have no attack, but if threatened they can use *scare* as a supernatural ability, functioning like the spell by causing all creatures in a range of 15 feet with less than 6 hit dice to panic if they fail a Will save (DC 13). The eyes retain this supernatural ability if they are attached to the observer. The eyes are immune to enchantment spells, although the observer is not. Note that because of the beholder's synesthetic vision, the eyes can 'hear' and relay sounds as well as visual images.

**All-Around Vision (Ex):** Observers are exceptionally alert and circumspect, and always possess at least three eyes. Their eyes give them a +4 racial bonus to Spot and Search checks, and they can't be flanked.

**See Invisibility Cone (Su):** An observer's central eye continually produces a 100-foot *see invisibility* cone extending straight ahead from the creature's front. This functions just like *see invisibility* cast by a 6th-level sorcerer, but it is limited to the area of the cone. The observer can see any objects or beings that are invisible within the area of the cone, as well as any that are astral or ethereal, as if they were normally visible. Once each round, during its turn, the beholder decides which way it will face, and whether the *see invisibility* cone is active or not (the observer deactivates the cone by shutting its central eye). Note that a beholder can bite only creatures to its front.

**Flight (Ex):** A beholder's body is naturally buoyant. This





buoyancy allows it to fly as the spell, at a speed of 30 feet. This buoyancy also grants it a permanent *feather fall* effect with personal range.

**Void Sustenance (Ex):** A beholder does not eat, sleep, or breathe. As a result, a beholder is immune to sleep spells or effect, drowning, starvation, and dehydration. A beholder cannot be affected by poisonous gas or airborne diseases.

### Tactical advice for gamemasters:

With only two eye rays, the observer is unlikely to participate in combat if it has the option of fleeing. If it is forced to fight, it will use its detachable eyes to create fear among those attacking it. The observer's tactics focus on trying to create an opening through which it can escape. It will make use of cover and height if it is available, even if this means that it doesn't have a good angle for attacking.

### Tactical advice for players fighting this creature:

These are not combat creatures, and will often attempt to run away from combat. In combat they also do not have the ability to kill with a single attack, and so they are not as dangerous as the sovereigns. Still, these creatures are not to be taken lightly. They can still fly and even the mildest attack – the *inflict moderate wounds ray* – can inflict a lot of damage on a character.

## SHAPER

The shaper is a construction variant, used to create the vast cities, rugged outposts, and trap-laced corridors of beholder civilizations. It can defend itself when attacked, but prefers to run to the safety of a more powerful beholder when it can. Shapers often work with teams of eyekin or slaves – while the beholder shapes the general structure, the humanoids follow behind to finish details and fine elements. The shapers consider themselves to be artisans and take a great deal of pride in their work, so they may be convinced to discuss their work with strangers if they are appropriately appreciative. A shaper has a central eye, but it does not possess any sort of magical power.

A shaper has an ovoid body, about two feet across. The typical shaper is usually covered in a layer of dirt, mud, and stone dust. Five eyestalks protrude from this mess, creating cracks and causing dirt to crumble off as it moves. In addition to its eyestalks, the shaper possesses a set of prehensile tentacles that can be used to manipulate small objects. These tentacles are quite short, but they still allow the shaper to perform various forms of manual labor that are difficult for other beholders.

### Shaper

#### Medium-size Aberration

<b>Hit Dice:</b>	7d8+21 (52 hp)
<b>Initiative:</b>	+2
<b>Speed:</b>	5 ft., fly 20 ft. (good), swim 20 ft
<b>Armor Class:</b>	19 (+2 Dex, +7 natural), touch 12, flat-footed 17
<b>Base Attack/Grapple:</b>	+5/+5
<b>Attack:</b>	Eye rays +7 ranged touch and bite +0 melee (1d6)
<b>Full Attack:</b>	Eye rays +7 ranged touch and bite +0 melee (1d6)
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	Eye rays
<b>Special Qualities:</b>	All-around vision, flight, Void sustenance
<b>Saves:</b>	Fort +7, Ref +4, Will +7
<b>Abilities:</b>	Str 10, Dex 14, Con 16, Int 15, Wis 14, Cha 14
<b>Skills:</b>	Craft (sculpting) +10, Craft (stonemasonry) +10, Knowledge (architecture and engineering) +10, Listen +10, Search +10, Spot +10
<b>Feats:</b>	Alertness, Flyby Attack, Focused Eye (telekinesis), Great Fortitude

<b>Climate/Terrain:</b>	Any land or underground
<b>Organization:</b>	Solitary, pair, or cluster (3-6)
<b>Challenge Rating:</b>	6
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Usually lawful evil
<b>Advancement:</b>	9-13 HD (Medium); 14-28 HD (Large)

Shapers possess the following special abilities and qualities:

**Eye Rays (Su):** Each of the five small eyes can produce a magical ray once a round, even when the beholder is attacking physically or moving at full speed. During a round, the shaper can aim only three eye rays at targets in any one arc other than up (forward, backward, left, right, or down). The remaining eyes must aim at targets in other arcs or not at all. A beholder can tilt and pan its body each round to change which rays it can bring to bear in an arc.

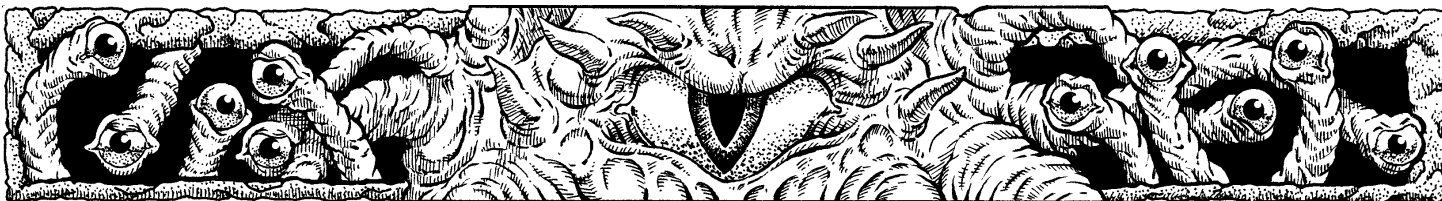
Each eye's effect resembles a spell cast by a 10th-level sorcerer but follows the rules for a ray. All rays have a range of 120 feet and a save DC of 16.

**Stone Shape:** This works like the spell. It can be used to create any feature out of stone at a rate of 19 cubic feet per round.

**Transmute Rock to Mud:** This works like the spell. It can be used to transform natural rock into mud up to an area of 18 ten foot cubes.

**Transmute Mud to Rock:** This works like the spell. It can be





used to transform natural mud into soft stone up to an area of 18 ten foot cubes.

**Infllict Moderate Wounds:** This works like the spell, causing 2d8+8 points of damage (Will half).

**Telekinesis:** The beholder can move objects or creatures that weigh up to 325 pounds, as though with a *telekinesis* spell. Creatures can resist the effect with a successful Will save. Due to the Focused Eye feat, the DC for this eye ray is 18.

**All-Around Vision (Ex):** Beholders possess multiple eyes and keen senses. A beholder receives a +4 racial bonus to Spot and Search checks, and cannot be flanked.

**Flight (Ex):** A beholder's body is naturally buoyant. This buoyancy allows it to fly as the spell, as a free action, at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect with personal range.

**Void Sustenance (Ex):** A beholder does not eat, sleep, or breathe. As a result, a beholder is immune to sleep spells or effect, drowning, starvation, and dehydration. A beholder cannot be affected by poisonous gas or airborne diseases. If a beholder possesses the ability to cast spells, it must meditate for the standard amount of time required to prepare its spells.

### Tactical advice for gamemasters:

The shaper is often accompanied by slaves or eyekin. By itself, it will flee from combat, although it is not as cowardly as an observer. It can use the rocks themselves as weapons, sealing or opening entrances or making a tunnel collapse by transforming the rock to mud. The shaper will often create traps using the *stone shape* ray – collapsing ceilings or hidden pits are common.

### Tactical advice for players fighting this creature:

These are not combat creatures, and will often attempt to run away from combat. In combat they also do not have the ability to kill with a single attack, and so they are not as dangerous as the sovereigns. Still, these creatures are not to be taken lightly. They can still fly and even the mildest attack – the *infllict moderate wounds* attack – can infllict a lot of damage on a character.

## TEMPLATE: EYETOUCHED CREATURE

The eyekin are not the only creatures touched by the power of the Void. Many of the experiments of the Dominion of Flesh Reborn and the Dominion of Enigma use the energies of the Void to twist and alter other living beings. Internal organs atrophy, skin and flesh take on the same texture as the hide of the associated beholder, and additional eyes and eyestalks sprout up. The creature may even develop the ability to project eye rays at an enemy.

At the gamemaster's discretion, this template can be used for humanoid creatures. But in general such creatures should take levels in the prestige classes provided in Chapter Four.

### Creating an Eyetouched Creature

“Eyetouched” is a template that can be added to an animal, beast, or magical beast (referred to hereafter as the “base creature”). The creature's type changes to “aberration.” It uses all of the base creature's statistics and special abilities except as noted here.

**Hit Dice:** Better of the base creature or d8.

**AC:** Natural armor improves by +3.

**Damage:** The mouth of an etouched creature becomes a vicious maw filled with fangs. If the creature does not already possess a bite attack, it gains one; the damage is based on the creature's size, as indicated below.

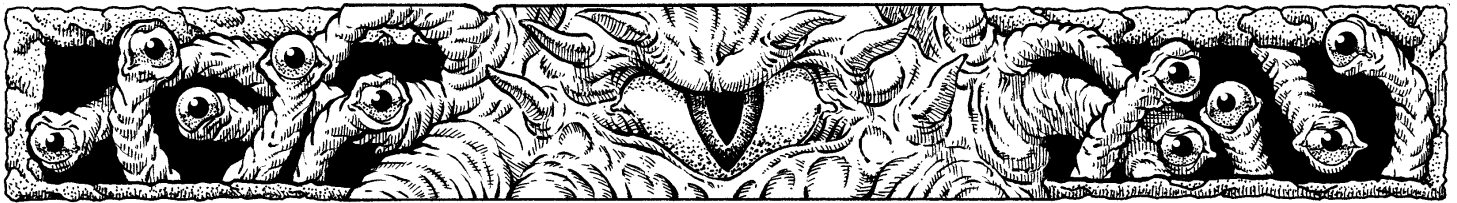
Size	Damage	Size	Damage
Fine	1	Large	2d4
Diminutive	1d2	Huge	2d6
Tiny	1d3	Gargantuan	2d8
Small	1d4	Colossal	4d6
Medium	1d6		

**Special Attacks:** An etouched being retains all the special attacks of the base creature. Based on hit dice, an etouched creature may possess eye rays similar to those of a beholder. The following table provides a point value; this can be used to select eye ray abilities using the system for creating beholder variants provided on page 113. This table also indicates the range, effective sorcerer level, and base saving throw DC of these abilities; the etouched creature should add its Charisma modifier to this to determine the final DC.

Hit Dice	Eye Ray Points	Range	Caster Level	Base DC
1-2	0	N/A	N/A	N/A
3-4	10	30 feet	2nd	12
5-6	20	50 feet	5th	13
7-8	30	70 feet	8th	14
9-10	50	90 feet	10th	15
11-12	80	110 feet	13th	16
13-14	130	130 feet	15th	17
15-16	210	150 feet	17th	18
17-18	315	150 feet	19th	19
19+	480	150 feet	20th	20

**Special Qualities:** An etouched creature has all of the special qualities of the base creature. It also gains the Void Sustenance





qualities described on page 22. As an aberration, an eyetouched creature possesses darkvision with a range with a range of 60 feet. In addition, an eyetouched creature gains one additional eye for each hit die that it possesses; these eyes may be on stalks or randomly placed on the creature's body. If it possesses at least 6 hit dice, it gains the All-around Vision quality described on page 22.

**Saves:** Same as the base creature.

**Abilities:** +2 bonus to Intelligence.

**Skills:** An eyetouched creature begins with skill points equal to twice its Intelligence score, with an additional 2 points per hit die.

**Feats:** One feat for every four hit dice or the base creature's usual number of feats, whichever is greater.

**Climate/Terrain:** As the base creature plus underground.

**Organization:** Varies

**Challenge Rating:** Same as the base creature +2

**Alignment:** Usually evil (any)

**Treasure:** As base creature

**Advancement:** Same as the base creature

Stats for an eyetouched dire wolf can be found on page 80.

## Alternate Eye Rays: Creating Variant Beholders

The beholder is defined by the powers of its eye rays. When creating a new beholder Dominion or sect, a game master may wish to adjust the powers of the beholders to better fit the theme of the Dominion. A sect with a strong necromantic flavor might replace *charm monster* with *enervation* and *slow* with *vampiric touch*. As a general rule, an eye ray spell effect can always be replaced for another spell of the same level. The problem comes when a gamemaster wants to swap in eye rays of differing levels.

Table 8-1 uses a simple point system to determine the value of a particular eye ray effect. Here are the point values for a few of the beholders presented in this book:

Beholder Type	Total Points	Number of Eyestalks
Sovereign	355	10
Shaper	150	5
Greater Overseer	140	8
Besieger	80	5
Monitor	55	5

All beholder eye rays are ranged magical ray attacks that only affect a single target. When used as an eyestalk, *prismatic spray* will only affect a single target!

When creating new variants using this system, a gamemaster should keep the basic nature of the beholder in mind. Beholders are aggressive creatures with many tools for dominating and destroying enemies. All of a beholder's eye rays have some sort of offensive application. Giving a beholder a *cure light wounds* eye ray has a tremendous impact on the strategic role of the creature; the concept of a beholder healing damage instead of inflicting it runs counter to the general image of the beholder. Switching an eye or two to fit a particular theme is fine, but the party shouldn't run into a beholder with ten entirely new eye rays every adventure.

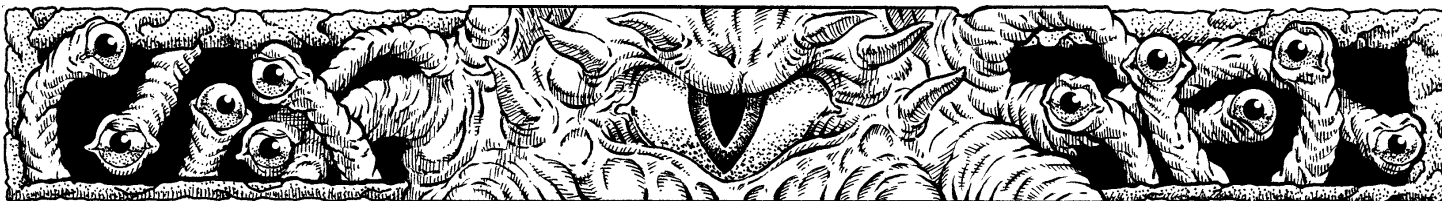
A beholder with an 8th or 9th level eye ray effect will be considerably more dangerous than its weaker cousins; a gamemaster should take this power into account when designing the creature. A beholder with an 8th level eye ray effect should have a minimum CR of 15. One with a 9th level eye ray should have a CR of 17.

As *telekinesis* is the beholder's primary method of interacting with its environment, most beholders should possess this ray.

**Table 8-1: Spell Point Cost**

Spell Level	Points	Examples
0 level	5	<i>daze, flare, mage hand, ray of frost</i>
1st level	10	<i>charm person, color spray, ray of enfeeblement</i>
2nd level	15	<i>blindness/deafness, inflict moderate wounds, silence</i>
3rd level	20	<i>contagion, dispel magic, hold person, slow</i>
4th level	30	<i>charm monster, confusion, enervation, fear</i>
5th level	40	<i>cone of cold, feeblemind, hold monster, telekinesis</i>
6th level	60	<i>disintegrate, flesh to stone, greater dispelling</i>
7th level	80	<i>finger of death, insanity, prismatic spray</i>
8th level	120	<i>horrid wilting, maze, polymorph any object</i>
9th level	160	<i>dominate monster, energy drain, imprison</i>





## Chapter Nine

# Fighting the Tyrants

So far this book has only looked at the beholders and their servants, exploring the ways in which the tyrants fight and defend themselves. But what about those forces that oppose the Dominions? What techniques can player characters learn to help them battle the deadly beholders, and what allies might they find in this battle? This chapter provides a wide variety of material for player characters and NPCs who choose to fight the tyrants, including prestige classes, spells, and tactics that may help the heroes challenge the beholders and live to tell the tale.

## Organizations

The beholders are a powerful and deadly force, and over the centuries they have made many enemies. Some of these foes are sophisticated enough to recognize the different Dominions; others simply hate all beholders, or even all aberrations. This section presents three different organizations that could cross the path of the party. Depending on the shape of the campaign, the groups could be allies or enemies; potentially, the characters could even decide to join one of these organizations and help with their battle against the tyrants!

### The Cleansing Light

The Cleansing Light is a fanatical, militant religious order dedicated to the complete and total eradication of all aberrations. Members of the Cleansing Light believe in a divine force that flows through all living things – a benevolent, universal source of light that joins all life together. All life except aberrations, that is. Aberrations are fundamentally alien – they do not belong in this world. In the eyes of the Cleansing Light, they are a dangerous infection – a cancer that must be destroyed before it inflicts irrevocable harm on the spirit of the world itself. The warriors of the Cleansing Light see no difference between a shy delver and a vile beholder; both are abominations to the natural order, and both must be eradicated as quickly as possible.

The driving force behind the Cleansing Light is a council of devoted clerics known as the Unblemished. These mystics commune with the Light, receiving oracular visions of concentrations of aberrations and coordinating the actions of the Army of the Light. Most of the soldiers of the light are simple warriors, peas-

ants who have been swayed by the rhetoric of the church and joined the crusade against the unclean darkness. What they lack in skill, they make up for with pure zeal. Scattered throughout these forces are paladins, clerics, and knights of cleansing (see page 116). A typical troop will include up to 40 warriors led by a handful of skilled characters, but there are also a few smaller, elite strike forces that are called in for especially dangerous battles. Traditionally, the Army of the Light ignores all secular borders and governments. Many nations overlook this; most are happy to be rid of any aberrations that may be lurking in the shadows. But there have been conflicts in the past, especially in nations that have been heavily infiltrated by beholder cults. The Cleansing Light lacks subtlety; it is prepared to face monsters directly, but the more cunning creatures and Dominions can often outthink the zealous but relatively inexperienced members of the army.

The Cleansing Light itself is a neutral good force. It is a passive deity; it will respond to the prayers of its priests, but it is fundamentally the essence of life itself as opposed to being an anthropomorphic deity. The domains of the Cleansing Light are Sun, Good, Protection, and Purity (see page 120). The symbol of the Light is a silver ray descending from a golden sunburst, typically set against a pure white background.

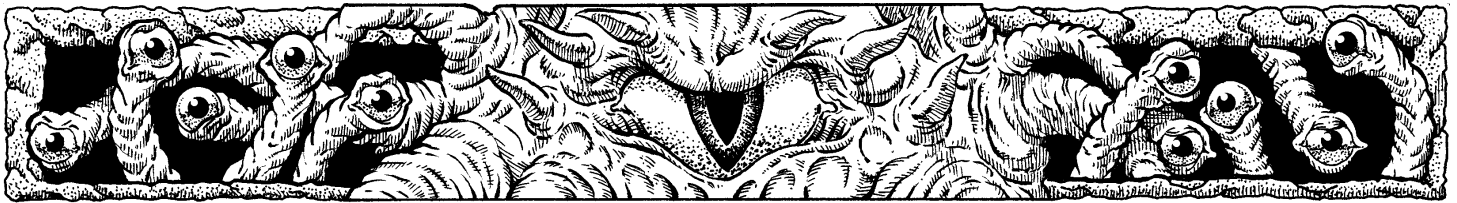
### Adventure Ideas

Depending on the whim of the gamemaster, the Cleansing Light could prove to be a valuable ally or a dangerous hindrance. One problem with the Cleansing Light is that the less experienced members of the army may see monsters where there are none; once a single cultist has been found in a community, it's very easy for a witch hunt to begin and quickly threaten innocent lives. Alternately, the party might come across an army of 1st level warriors preparing to take on a beholder outpost. The soldiers mean well, but the two sovereigns in the outpost will slaughter them all if the soldiers attack. Can the heroes somehow prevent this bloodbath?

With that said, experienced members of the Cleansing Light can be quite useful. Clerics will provide free healing to those known to have fought against aberrations, and will provide whatever support they can to adventurers battling such abominations. A church elder or lone knight of cleansing could also prove to be the catalyst for an adventure, calling on the adventurers to help eliminate a nest of evil in exchange for a divine blessing and a relic of the Light.







## The Second Eye

Most eyeekin revere the beholders of their Dominion and willingly accept their role as servants. But there are exceptions. Ninety years ago, an eyeekin apostle of the First Eye came to the conclusion that the eyeekin were superior to beholders – that they combined the best elements of beholder and humanoid. Now known as the Apostate, the eyeekin Jaedryth (18th level male eyeekin cultist) believes that the wide range of eyebeam abilities possessed by eyeekin cultists prove that the eyeekin have greater potential than the beholders and a stronger connection to the Void; he claims that the beholders were merely the Void’s first attempt to touch the world, while the eyeekin are the second stage of evolution. Inspired by his words, an army of eyeekin rose up and overthrew the tyrant lords of their eyehold. But it was clear that the cultists could not stand against the full might of the First Eye, and so they fled into the deep caverns in search of a safe haven and a new future for their race. For decades the beholders of multiple Dominions have sought to root out and destroy these rebellious eyeekin; meanwhile, the “Dominion of the Second Eye” has infiltrated eyeholds and cults across the realms, secretly preaching its heretical message of eyeekin supremacy and waiting for the day when the eyeekin will finally overthrow the ancient tyrants.

The majority of members of the Second Eye are beholder cultists; even though the eyeekin are no longer aligned with a Dominion, they can still develop eyebeam abilities – something Jaedryth claims as proof for his theories of the eyeekins’ superior bond to the Void. Others have adapted the monk-aberrant warrior tradition practiced by the eyeekin soldiers of the Final Forge. There are also a number of highly skilled tyrant hunters (see page 117) within the Eye; some believe that it was the Second Eye that first developed the techniques of the tyrant hunter, even though these have since been disseminated to humans and demihumans.

### Adventure Ideas

The Second Eye provides an opportunity for a party to interact with the eyeekin without the threat of a sovereign looming in the shadows. These rebel eyeekin could be important allies in a quest to break the power a beholder cult or Dominion holds over a certain city. The assistance of the Second Eye would be invaluable if the party ever needed to infiltrate a beholder community; an eyeekin guide’s knowledge of language, customs, and layout could be critical to the success of the mission. The Second Eye could also be a source for goods normally restricted to the beholders, like eyebane ore and essence of obedience – provided that the party has something of equal value to trade.

If a player wanted to create an eyeekin adventurer, the Second Eye is the simplest choice for this. The eyeekin of the Second Eye

are still being hunted by the other Dominions; a PC eyeekin could be searching for a way to aid her people, or she could be fleeing from an outpost destroyed in a beholder assault. At the same time, just because the eyeekin of the Second Eye are opposed to the beholders doesn’t make them all heroes. Jaedryth believes that the eyeekin are superior to all other creatures; the Second Eye may help the party destroy a beholder cult that has infiltrated a city, but the Second Eye might simply leap in to fill the new power vacuum.

## The Unseen

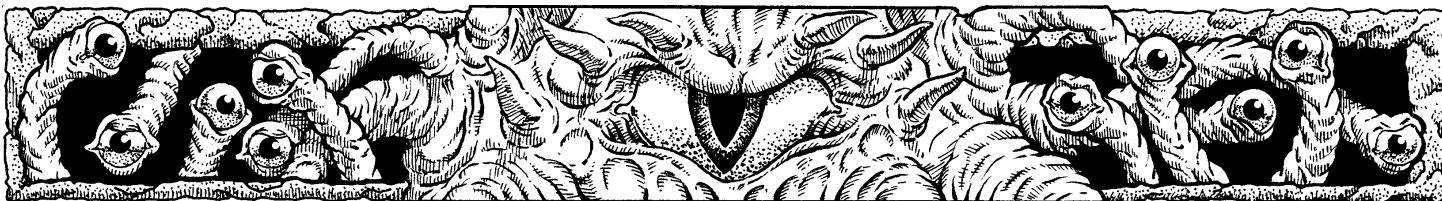
Many have suffered losses at the eyes of the beholders. The Dominions of the Poisoned Eye, the Eternal Vigil, and the First Eye are responsible for the deaths of thousands. But there are those who have survived the attacks of the Poisoned Eye, uncovered the vile schemes of the Eternal Vigil, and escaped from the slave cities of the First Eye. Some simply flee, counting themselves lucky to be alive and wanting nothing more to do with the eye tyrants. But over the centuries, a few bold survivors have formed a secret order dedicated to breaking the power of the Dominions. These are the Unseen.

The Unseen are a motley alliance from all races and walks of life. Personal alignment means little next to the war against the great enemy. Dwarf and elf, dwarf and duergar, all can be brought together by their loss, tragedy, and the thirst for vengeance. The Unseen are far fewer in number than the warriors of the Cleansing Light, but they are highly dedicated and organized. They understand the nature of their enemies and they strike with careful coordination, exposing beholder cults or performing lightning-quick raids against outposts and lairs. Monks, rangers, and warriors are all common among the Unseen, and many eventually take levels in the tyrant hunter prestige class; they are typically well-equipped, well-informed, and completely dedicated to their work.

### Adventure Ideas

The Unseen are far more capable than the average soldier of the Cleansing Light, and their actions are swift and decisive. This may result in unintentional conflict with the party, if the player characters don’t realize that an organization has been infiltrated by a beholder cult; when the Unseen strike force swoops in, PCs may mistake them for assassins as opposed to champions. In the long run, the Unseen can be extremely useful allies, providing guides through the underdark, information about beholder activities in the area, or insight into tyrant tactics. Characters engaged in long term struggles with the beholders may even be accepted as full members of the Unseen, allowing them to call on other members for assistance and support, or initiation into the tyrant hunter





class. However, it should be noted that while they are united by their hatred of the beholders, the Unseen are not bound by alignment. The Unseen includes both noble heroes and ruthless assassins; these disparate individuals are bound together by their consuming hatred for the beholders, which outweighs all other concerns. Still, the party may find that while the drow assassin is a useful ally when fighting a beholder cult, she's not especially pleasant at other times...

## New Classes

This section presents two new prestige classes for player characters and NPCs. The knight of cleansing is a sacred warrior who uses mystical might and martial skill to fight a war against unnatural evil. The tyrant hunter is a specialist in battling beholders, but her martial skills are equally useful when battling any sort of spellcaster.

### KNIGHT OF CLEANSING (Prestige Class)

Where the paladin is called to defeat evil in all its forms, the knight of cleansing hears a more specialized call – a summons to defend the world from the unnatural and alien forces that lurk in the darkness. Like the paladin, the knight of cleansing acts in the service of a religious order and follows a strict code; unlike the paladin, the knight has a little more latitude in the tactics he uses against his foes. Honor is wasted on abominations; such creatures deserve only steel.

**Hit Die:** d10

#### Requirements

To qualify to become a knight of cleansing a character must fulfill all of the following criteria:

**Base Will Save:** +2

**Base Attack Bonus:** +5

**Knowledge (aberrations):** 2 ranks

**Alignment:** Any good

**Special:** A knight of cleansing must dedicate his life to pursuing and eliminating aberrations in the service of the Cleansing Light or a similar order. He must hunt aberrations wherever they hide. While the battle against aberrations overrides all other concerns, when aberrations are not present a knight must act to defend the needy and punish those who harm or threaten innocents. Failure to follow the mandates of his order will cause the character to lose all knight of cleansing spells and class abilities. While a knight is expected to deal honorably with humans and demihumans regardless of their alignment, this code does not hold true for aberrations; the knight is allowed to take any actions necessary to destroy unnatural evil.

#### Class Skills

The class skills (and the key ability for each skill) of the knight of cleansing are: Concentration (Con), Craft (Int), Diplomacy (Cha), Heal (Wis), Knowledge (aberrations), Knowledge (religion), Profession (Wis), Ride (Dex), Sense Motive (Wis), and Spot (Wis).

Skill Points at Each Level: 2 + Int modifier

#### Class Features

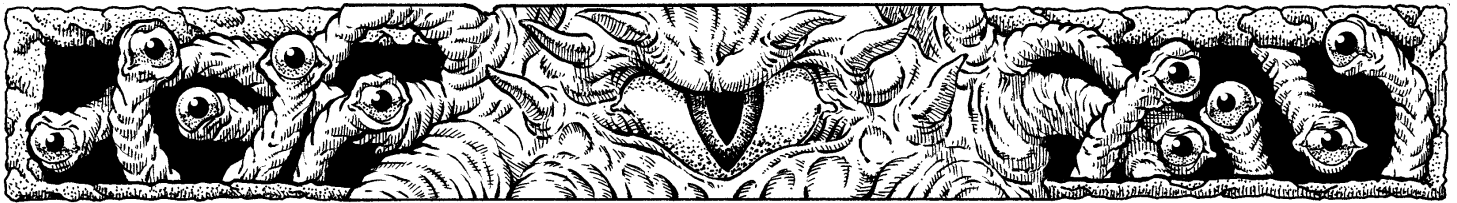
All of the following are class features of the knight of cleansing.

**Weapon and Armor Proficiency:** A knight of cleansing is proficient with all simple and martial weapons, with all types of armor, and with shields.

Table 9-1: The Knight of Cleansing

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+2	+0	+0	Cleansing Blade, Resist the Unnatural
2	+2	+3	+0	+0	Detect Aberration, Clarity of Purpose
3	+3	+3	+1	+1	
4	+4	+4	+1	+1	Purity of Form
5	+5	+4	+1	+1	Unhindered Power
6	+6	+5	+2	+2	
7	+7	+5	+2	+2	
8	+8	+6	+2	+2	
9	+9	+6	+3	+3	
10	+10	+7	+3	+3	





**Cleansing Blade:** The knight dedicates his life to eradicating abominations. In addition to learning special martial techniques, he acts as a conduit for divine energy that harms the unclean creatures. This provides two benefits. First, the knight receives a +1 bonus to his melee attack rolls when fighting aberrations; this increases by an additional +1 for every five knight of cleansing levels. In addition, he adds a +1 bonus to his melee damage rolls against aberrations; this increases by +1 for every two knight of cleansing levels. The damage bonus is a supernatural ability, while the attack bonus is simple skill.

**Resist the Unnatural:** Through strength of will, dedication, and divine grace, a knight of cleansing learns to resist the unclean powers of aberrations. A knight receives a +1 to all saving throws against the supernatural powers and spell-like abilities of aberrations. This does not provide any special protection against standard spells cast by an aberration.

**Detect Aberration:** At second level, the knight gains the ability to use *detect aberration* at will, as a spell-like ability.

**Clarity of Purpose:** Many aberrations possess the ability to seize control of the minds of their enemies, enslaving those who would fight them. At 2nd level, the mental discipline of the knight gives him a greater resistance to these powers. If an aberration uses a charm or compulsion effect against the knight and he fails his saving throw, one round later he may attempt his saving throw again. He only gets one extra chance per effect. This ability protects the knight from spells and psionic powers in addition to supernatural abilities or spell-like abilities.

**Purity of Form:** At 4th level, the knight may add his Resist the Unnatural bonus to saving throws he makes against the extraordinary attacks of aberrations.

**Unhindered Power:** At 5th level, the knight of cleansing gains a divine aura that allows him to maintain his magical powers in the face of adversity. The knight's magical abilities and per-

sonal equipment are shielded from any aberration supernatural or spell-like ability that would disrupt magical effects, including *dispel magic*, *greater dispelling*, and *antimagic field*. This does not protect the knight from normal arcane or divine spells, and is only effective against the disruptive powers of aberrations.

**Spells:** At 1st level, a knight of cleansing gains a limited ability to cast divine spells. To cast a spell, the knight must have a Wisdom score of at least 10 + the spell's level. Cleansing bonus spells are based on Wisdom, and saving throws against these spells have a DC of 10 + spell level + the knight's Wisdom modifier. A knight of cleansing prepares and casts spells as a paladin does.

A knight of cleansing chooses his spells from the following list, and has access to all spells of a level he can cast.

1st level – *bless*, *cure light wounds*, *divine favor*, *endure elements*, *magic weapon*, *protection from aberrations*

2nd level – *bull's strength*, *blessing of the pure*, *delay poison*, *remove paralysis*, *resist elements*, *shield other*

3rd level – *dispel magic*, *magic circle against aberrations*, *prayer*, *remove blindness/deafness*

4th level – *break enchantment*, *death ward*, *dispel aberration*, *neutralize poison*, *restoration*

**Sacred Calling:** Like a paladin, the knight of cleansing responds to a sacred call to battle the forces of evil. As a result, a paladin who takes levels in the knight of cleansing class may still continue to advance as a paladin; by following the path of purity he is refining his role in the fight against evil, not abandoning it.

## TYRANT HUNTER (Prestige Class)

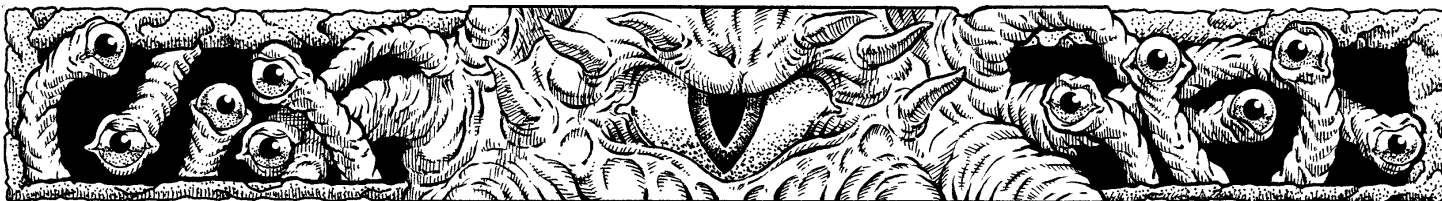
Where the knight of purity uses divine power to battle beholders, a tyrant hunter relies on speed, skill, and pure instinct. Through mental discipline and training, she learns to dodge the deadly eye rays of beholders and the eyebeams of their cultists, slipping past these magical attacks to meet her enemies with steel and fury. While her skills can be equally effective against wizards or sorcerers, the tyrant hunter has little interest in purely human foes; typically driven by personal tragedy, she wages a never-ending war against the beholders and their inhuman minions, always looking for signs of a new cult or beholder infection.

The tyrant hunter possesses a mix of skills and abilities. She is a dangerous combatant, but requires freedom of movement in order to take full advantage of her training, so she is limited in her use of armor. Her training typically involves a blending of stealth and social skills, allowing her to locate beholder cultists within a population and then to slip into the stronghold to eliminate the cultists and their many-eyed masters.

Table 9-2: Knight of Cleansing Spells

KoC Level	Spells			
	1	2	3	4
1	0	-	-	-
2	1	-	-	-
3	1	0	-	-
4	1	1	-	-
5	1	1	0	-
6	1	1	1	-
7	2	1	1	0
8	2	1	1	1
9	2	2	1	1
10	2	2	2	1





**Hit Die:** d8

**Requirements**

To qualify to become a tyrant hunter a character must fulfill all of the following criteria:

**Base Attack Bonus:** +4

**Knowledge (aberrations):** 3 ranks

**Jump:** 3 ranks

**Tumble:** 3 ranks

**Feats:** Any two of Dodge, Improved Initiative, and Lightning Reflexes.

**Special:** To become a tyrant hunter, a character must receive training from a hunter of at least 4th level. Tyrant hunters require some proof of devotion and dedication to the task of battling beholders before they will share their techniques. This may involve a quest – a raid against an outpost or lair. Or it could simply involve a past experience that gives the would-be hunter a clear need for vengeance – the loss of a loved one at the eyes of a beholder, or a similar event.

**Class Skills**

The class skills (and the key ability for each skill) of the tyrant hunter are: Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Gather Information (Cha), Hide (Dex), Jump (Str), Knowledge (aberrations), Knowledge (local), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Search (Int), Sense Motive (Wis), Spot (Wis), Tumble (Dex), Swim (Str). A tyrant hunter must take at least 1 rank of Knowledge (aberrations) each level until she has five or more ranks with the skill.

Skill Points at Each Level: 6 + Int modifier

**Class Features**

All of the following are class features of the tyrant hunter.

**Weapon and Armor Proficiency:** A tyrant hunter is proficient with all simple and martial weapons. A tyrant hunter gains proficiency with light armor and all shields. Many of the tyrant hunter’s class abilities – Dodge Ray, Evasion, Keen Eye, Reflect Rays – can only be used if the character is wearing light or no armor.

**Dodge Ray:** The greatest strength of the tyrant hunter is an almost preternatural ability to avoid mystical blasts and rays. As a free action, a tyrant hunter may pick one opponent. The hunter may add 1 + her tyrant hunter level to her AC for purposes of avoiding any supernatural, magical, or spell-like ray or ranged touch attack made by her target. She receives half this bonus against any other attacker who makes a ray attack. This stacks with any other bonus to AC, but the hunter loses the bonus while she is flatfooted or if she wears heavy or medium armor. The tyrant hunter may select a new target for this effect at any time, as a free action.

**Steel Mind:** The tyrant hunter goes through intense training to strengthen her mind against the mind-affecting powers of the beholder sovereign. As a result, she may add 1 + her tyrant hunter level to her saving throw against *charm person*, *charm monster*, *cause fear*, *fear*, and *scare*. She receives this bonus against any ability that duplicates the effects of these spells, whether it is a spell, supernatural ability, or psionic power.

**Evasion:** By 2nd level, the tyrant hunter’s astounding agility and uncanny sixth sense regarding mystical threats allows her to avoid magical and unusual attacks. If a tyrant hunter makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save, she instead takes no damage. Evasion can only be used if the hunter is wearing light or no armor, and a helpless hunter loses the benefits of Evasion.

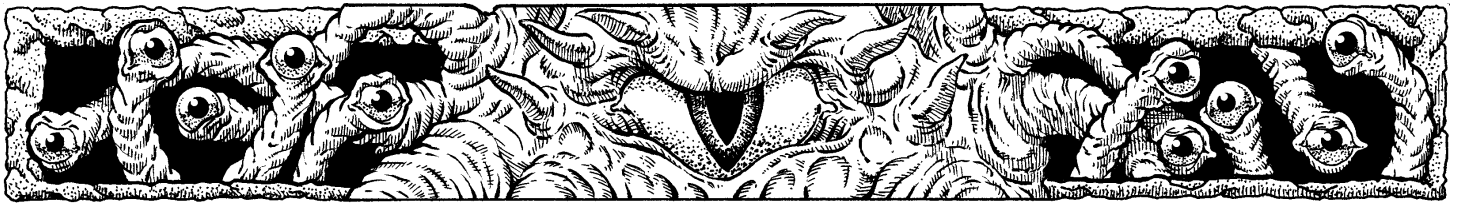
**Watchful Eye:** A low-level tyrant hunter may not have the skill and power to take on a sovereign, but she can certainly handle a few cultists. As a result, a tyrant hunter hones her ability to penetrate mundane disguises, helping her to spot eyekin infiltrators. A hunter adds 1 + her tyrant hunter level to any Spot check that she makes to penetrate a disguise.

**Eyestroke:** The antimagic cone of the sovereign beholder can be a bane to enemy spellcasters. At 3rd level a tyrant hunter learns a special maneuver designed to overcome this threat. When making a melee attack against a beholder (of any type), a tyrant hunter can declare the attack to be an eyestroke. If the attack is successful, it inflicts normal damage, and the beholder must make a Fortitude saving throw; the DC is 10 + the character’s tyrant hunter

**Table 9-3: The Tyrant Hunter**

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+2	+2	+0	Dodge Ray, Steel Mind
2	+2	+3	+3	+0	Evasion, Watchful Eye
3	+3	+3	+3	+1	Eyestroke
4	+4	+4	+4	+1	Keen Eye
5	+5	+4	+4	+1	Reflect Rays





level + her Dexterity modifier. If the beholder fails the saving throw, it must close its eye for 1d4 rounds. A tyrant hunter may use this ability a number of times per day equal to 3 + her tyrant hunter level. She can only perform an eyestroke while wearing light or no armor, and she must strike at the front of the beholder; she can't perform an eyestroke while on the opposite side from the central eye.

**Keen Eye:** At 4th level, the tyrant hunter is an expert at beholder anatomy (such as it is) and knows the few vulnerable spots to strike at. When the hunter makes a melee attack against a beholder (of any type), an eyetouched creature, or a character with the Eyekin Aberration feat, any critical roll is automatically successful (e.g., every threat is a critical hit). The hunter only receives this bonus while wearing light or no armor, and she must still make a critical roll if she is using a magical weapon that has a special effect on a critical hit.

**Reflect Rays:** A 5th level tyrant hunter is capable of an astonishing feat of reflexes and skill – she can actually block a magical ray and reflect it back at her enemy. The tyrant hunter can only use this ability against the current target of her Dodge Ray talent, and she must use the ready action to wait for an attack. If the designated enemy makes a ray attack against the tyrant hunter and misses, the hunter may immediately reflect the ray back at her opponent, making a ranged touch attack of her own. If she successfully strikes the target, he suffers the normal effects of the ray.

This ability can only be used if the hunter is wearing light or no armor. She must have some sort of reflective item at hand, whether this is a mirror, a shield, or even the blade of a sword. While the Dodge Ray ability allows the hunter to avoid any form of supernatural ranged touch attack, this talent can only be used against rays.

A hunter may use this ability 3 times per day.

**Monastic Discipline:** A tyrant hunter lives a life of strict discipline, constantly working to maintain her strength of will and her martial skills. This regimen is compatible with the spiritual exercises of the monk; as a result, a monk who takes tyrant hunter levels can still continue to progress as a monk afterwards.

## Skills

### KNOWLEDGE (aberrations) (Int, Trained Only)

The anatomy and psychology of aberrations are equally bizarre. These creatures are some of the most alien and unusual beings that adventurers will encounter. In addition to providing a scholar with valuable information about the abilities and habits of aberrations, this skill can help to alleviate the penalties adventurers suffer when attempting to manipulate or read the emotions of these strange creatures.

**Check:** As with any Knowledge skill, a character can make a check to gain information about the subject matter; the DC is 10 for extremely simple questions, 15 for basic questions, 20 for hard questions, all the way up to 30 for really difficult questions. Subjects a character may ask about include the following:

**Basic Zoology:** This book includes a wide variety of new beholder subspecies. When encountering these or other creatures, an adventurer can make a skill check to identify the beast. Most of these subspecies are rarely seen on the surface. A successful check against a DC of 20 would provide a basic description of the creature. If the roll is made by at least 5 points, the character can get more detailed information – the powers of specific eyestalks, for example.

**Combat Tips:** If a scholar makes a Knowledge check against a DC of 25, the gamemaster may choose to give him a tactical tip about the situation, taking into account the supernatural powers of the enemy.

**Artifacts and Objects:** A Knowledge check can help a character to identify the nature and purpose of an object from an aberrant society. The DC for such a check will typically range from 20 to 30, determined by the gamemaster.

**Detect aberration:** A character who uses the *detect aberration* spell (see page 120) can make a Knowledge (aberrations) check to identify the creature that he has located.

**Retry:** No.

**Special:** Aberrations are extremely alien creatures; they are strange and inscrutable, and it can be very difficult for a con man to read the emotions of an expressionless beholder. As an optional rule, a gamemaster can choose to impose a -5 circumstance penalty whenever a (non-aberration) adventurer uses any of the following skills against an aberration: Bluff, Diplomacy, Heal, Intimidate, or Sense Motive. This penalty is reduced by 1 for each rank of Knowledge (aberrations) that the character possesses. If a character possesses 5 or more ranks in Knowledge (aberrations), the penalty is removed and he instead receives a +2 synergy bonus when using any of the listed skills on aberrations.

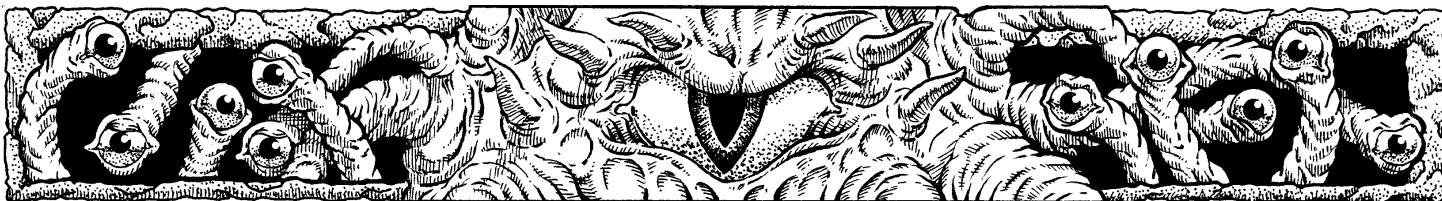
A character with 5 or more ranks in Knowledge (aberrations) receives a +2 synergy bonus when making a Decipher Script check to understand the language of an aberrant species.

## Spells

The following spells are the hallmarks of the Cleansing Light, but a few can be used by other types of character. *Mystical conduit* is an arcane spell that can be invaluable when fighting beholders, but it can be just as useful in any situation where *dispel magic* may play a role.







## Purity

(Clerical Domain)

The domain of Purity revolves around the sanctity of life. In some ways this overlaps with the domain of Healing. But while gods of Purity grant bodily health to their followers, they are also concerned with the destruction of unnatural forces – specifically aberrations, which are alien and unnatural life forms that have no place in the natural order.

**Granted Power:** Turn or destroy aberrations as a good cleric turns undead. This ability can be used a number of times per day equal to 3 + the cleric's Charisma modifier. This granted power is a supernatural ability. In addition, Knowledge (aberrations) is a class skill.

### Purity Domain Spells

- 1 *Protection from aberrations.* +2 AC and saves, counter mind control, hedge out aberrations.
- 2 *Blessing of the pure.* +2 attack, +2 damage vs. aberrations.
- 3 *Magic circle against aberrations.* As protection spells, but 10 ft.-radius and 10 min./level.
- 4 *Light of purity.* Damages and blinds aberrations, may remove enchantment effects.
- 5 *Dispel aberration.* +4 bonus against attacks by aberrations; destroy single aberration by touch.
- 6 *Heal.* Cures all damage, diseases, and mental conditions.
- 7 *Cleansing burst.* Kills, blinds, or damages aberrations; heals others and may remove enchantment effects.
- 8 *Shield of purity.* +4 AC, +4 resistance, and SR 25 against aberration abilities.
- 9 *Mass heal.* As *heal*, but with several subjects.

## Spell Descriptions

### Blessing of the Pure

Enchantment [Mind-Affecting]

**Level:** KoC 2, Purity 2

**Components:** V, S, DF

**Casting Time:** 1 action

**Range:** Touch

**Target:** Creature touched

**Duration:** 1 minute/level (D)

**Saving Throw:** None

**Spell Resistance:** No

The adherents of the Cleansing Light believe that aberrations are an affront to life itself. *Blessing of the pure* draws on the primal instincts of the blessed, guiding her hand to strike down the abominations that she battles. When fighting aberrations, the subject of this spell gains three benefits:

- A +2 insight bonus to all attack and damage rolls.
- All critical rolls are automatically successful (every threat is a critical hit).
- Any damage reduction possessed by an aberration is reduced by 5 points against attacks made by the target.

All of these benefits only apply to attacks made against aberrations. The bonus to critical hits does not apply if the character is wielding a weapon that has a special effect on a critical hit (such as a *vornal sword*).

### Cleansing Burst

Evocation

**Level:** Purity 7

**Components:** V, S, DF

**Casting Time:** 1 action

**Range:** 30 ft.

**Area:** 30-ft. radius burst centered on the caster

**Duration:** Instantaneous

**Saving Throw:** None

**Spell Resistance:** Yes

A more powerful version of *light of purity*, this releases an intense blast of natural energy from the caster's body. This has the following effects:

- Aberrations with fewer than 6 hit dice are killed outright.
- Aberrations with fewer than 12 hit dice are blinded for 2d4 rounds.
- All aberrations take 5d8 points of damage. This effect is cumulative with either of the other two effects.

All other creatures are healed for 2d8 points of damage. In addition, any creature caught in the blast that is currently under the influence of an enchantment effect caused by the supernatural powers or spell-like abilities of an aberration immediately gets to make a new saving throw against the effect, with a +2 bonus to the roll.

### Detect Aberration

Divination

**Level:** Purity 1

**Components:** V, S, DF

**Casting Time:** 1 action

**Range:** 60 ft.





**Area:** Quarter circle emanating from you to the extreme of the range.

**Duration:** Concentration, up to 10 minutes/level (D)

**Saving Throw:** None

**Spell Resistance:** No

As *detect evil*, except that the spell detects all aberrations. In addition, after studying an area for at least three rounds, the caster can make a skill check with an appropriate Knowledge skill (aberrations, dungeoneering, monster lore) against a DC of 15; if successful, he can identify the species of any creatures he has located.

### Dispel Aberration

Abjuration

**Level:** KoC 4, Purity 5

**Components:** V, S, DF

**Casting Time:** 1 action

**Range:** Touch

**Target or Targets:** You and a touched aberration, or you and an aberration-derived supernatural/spell effect on a touched creature.

**Duration:** 1 round/level or until discharged, whichever comes first

**Saving Throw:** See text

**Spell Resistance:** See text

A translucent field of silvery energy surrounds the caster. This has three effects:

- The caster receives a +4 deflection bonus to AC against attacks made by aberrations for the duration of the spell.
- By making a successful melee touch attack against an aberration, the caster can discharge this energy in a single burst; this purifying force attempts to snuff out the unclean life of the aberration. If the target fails a Will save (SR applies), it is instantly slain. Whether or not this is successful, this action ends the spell.
- The caster can also discharge this energy to dispel the powers aberrations have used on others. With a touch, the caster can negate the effect of any ongoing supernatural or spell-like ability generated by an aberration. This cannot be used to disrupt powers of the aberration itself; it can disrupt the effect of an aboleth's Enslave ability or the confusion caused by a gibbering moulder's Gibbering power, but it cannot be used against the gibbering moulder to prevent it from gibbering in the first place. It also has no effect on normal arcane or divine spells cast by an aberration. Finally, it cannot negate effects that could not be affected by *dispel magic*. Using this effect ends the spell.

### Light of Purity

Evocation

**Level:** Purity 4

**Components:** V, S, DF

**Casting Time:** 1 action

**Range:** Medium (100 ft. + 10 ft./level)

**Area:** 10-ft. radius burst

**Duration:** Instantaneous

**Saving Throw:** Reflex half

**Spell Resistance:** Yes

The caster calls down a column of cleansing light that can cause terrible damage to aberrations. This has the following effect on creatures caught within the area of the effect:

- Aberrations caught within the blast suffer 1d8 points of damage per two caster levels (maximum 5d8) and are blinded for 1 round. If the target area is in direct sunlight, the damage is increased to 1d8 per caster level (maximum 8d8). A successful Reflex saving throw reduces damage to half and negates the blinding effect.
- If any other creature caught in the blast is currently under the influence of an enchantment effect caused by the supernatural powers or spell-like abilities of an aberration, the victim immediately gets to make a new saving throw against the effect.

The spell does not inflict damage on creatures other than aberrations.

### Magic Circle against Aberrations

Abjuration

**Level:** KoC 3, Purity 3, Sor/Wiz 3

**Components:** V, S, M/DF

**Casting Time:** 1 action

**Range:** Touch

**Area:** Emanates 10 ft. from touched creature

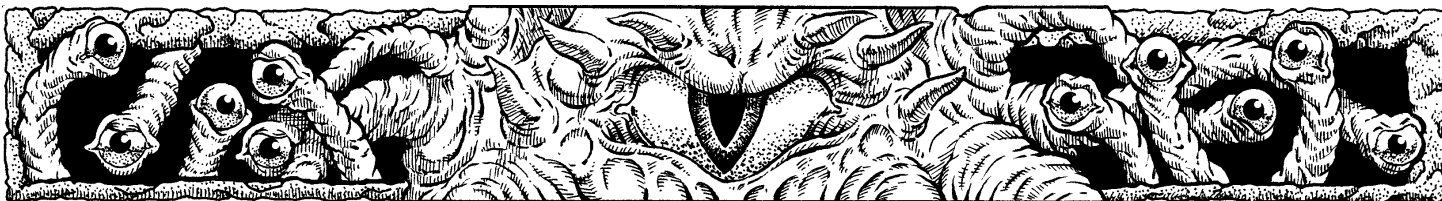
**Duration:** 10 minutes/level (D)

**Saving Throw:** Will negates (harmless)

**Spell Resistance:** No (special)

This spell is identical to *magic circle against evil*, except that it targets aberrations (and only aberrations) regardless of alignment. This includes the bonuses to saving throws, AC, and protection against mental control by aberrations. It also has the same effect on an aberration that a normal *magic circle* has on a conjured or summoned creature, although it cannot be focused inward; it can be used to hold an aberration at bay, but not to imprison it.





### Mystical Conduit

Transmutation

**Level:** Sor/Wiz 7

**Components:** V, S

**Casting Time:** 1 action

**Range:** Personal

**Target:** You

**Duration:** 1 minute/level (D)

An *antimagic field* can prove to be the bane of the most powerful wizard. *Mystical conduit* allows the caster to resist effects that would normally strip him of his magic – by using his own life-force to power the spell.

While under the effect of *mystical conduit*, the caster may continue to cast or maintain spells while in an *antimagic field* by paying a cost in hit points. Casting a spell causes the caster to lose a number of hit points equal to twice the spell level. Maintaining an ongoing spell costs 1 hit point for every 2 spell levels; this damage occurs each round, unless the caster chooses to drop the spell effect. This does not protect any of the caster's equipment, and he cannot maintain spells that he has not cast; the sorcerer cannot use hit points to maintain the *holy aura* effect a cleric used on him. A caster does not have to spend hit points to maintain the effects of *mystical conduit*.

While under the effect of *mystical conduit*, the caster can also counter the effects of *dispel magic* or *greater dispelling*. When a spell is targeted by a dispelling effect, the caster may immediately lose a number of hit points equal to twice the spell level to maintain the spell. This cost must be paid before the standard dispel check is made. If the caster is under the affect of multiple spells, he must pay the cost for each spell that he wishes to shield. The caster **does** have to spend hit points if he wishes to protect *mystical conduit* from dispel effects.

While *mystical conduit* can overcome *dispel magic* or *greater dispelling*, it is ineffective against any other form of counterspell.

Note that it is impossible to cast *mystical conduit* while in an *antimagic field*; unless the character already has the spell in effect when he enters the field, he's going to be out of luck.

### Protection from Aberrations

Abjuration

**Level:** KoC 1, Purity 1, Sor/Wiz 1

**Components:** V, S, M/DF

**Casting Time:** 1 action

**Range:** Touch

**Target:** Creature touched

**Duration:** 1 minute/level (D)

**Saving Throw:** Will negates (harmless)

**Spell Resistance:** No (special)

This spell is identical to *protection from evil*, with two notable differences. First, it provides protection against aberrations (and only aberrations), regardless of alignment; this includes both the bonus to AC and saves and the defense against mental control. Second, the defense that *protection from evil* normally provides against summoned or conjured creatures instead applies to aberrations; an aberration cannot physically touch the warded creature while the ward is in effect.

### Shield of Purity

Abjuration

**Level:** Purity 8

**Components:** V, S, DF

**Casting Time:** 1 action

**Range:** 20 ft.

**Target:** One creature/level in a 20-ft. radius burst centered on you

**Duration:** 1 round/level (D)

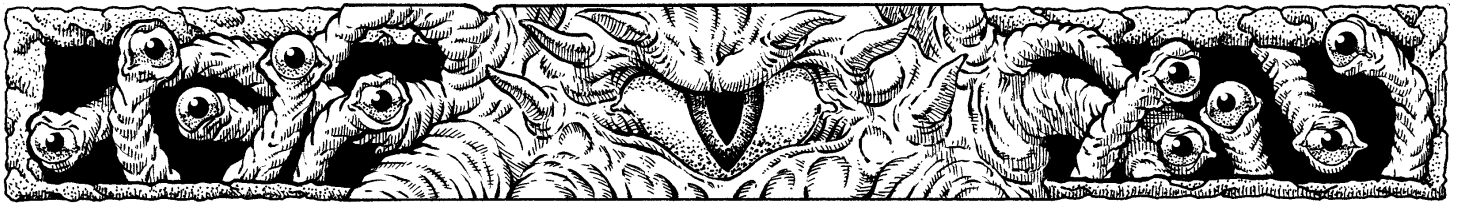
**Saving Throw:** See text

**Spell Resistance:** Yes (harmless)

This spell is similar to *holy aura*, enveloping the subjects in a mystical energy. It has the following effects:

- The warded creatures receive a +4 deflection bonus to AC and a +4 resistance bonus to saving throws. These bonuses apply to all attacks.
- The warded creatures gains SR 25 against the spell-like abilities and supernatural abilities of aberrations. Yes, this SR rating **does** apply against supernatural abilities! However, it does not apply against normal arcane or divine spells cast by aberrations.
- The spell protects the subjects from mental control, just like *protection from aberrations*.
- While under the influence of the spell, a character cannot be poisoned or infected by disease, whether natural or supernatural. If the character is already poisoned or ill, the effects are neutralized for the duration of the spell.
- If an aberration makes a successful melee attack against a warded creature, the offending attacker is blinded. This is identical to *blindness/deafness*. A Fortitude save negates the effect, but the DC for the save is based on *shield of purity*.





## Tactics

Beholders are powerful creatures that should inspire fear in the typical party of adventurers. They can negate the powers of a wizard, make a fighter flee or interfere with her friends, catch a rogue sneaking past, and attack from a hundred feet above. The challenge rating for a standard beholder sovereign is 13, meaning that four 13th-level characters should be a match for a beholder. Against beholders, preparation can be the key to victory – a group of 15th-level characters might suffer heavy losses if they are surprised by a beholder attack, while a group of 11th-level characters might be able to defeat a beholder if they are properly prepared. This section describes the tactics an adventuring party can use to ensure that they can survive combat with beholders.

The beholder that most adventurers are familiar with is the sovereign, and these tactics focus on this archetypal beholder. The sovereign is versatile, intelligent, and can have overwhelming firepower. Although it can see and attack in any direction, it is neither omnipotent nor omniscient, and a group can take advantage of certain weaknesses. This section examines ways to battle sovereigns; tactical advice for the rarer beholder subspecies can be found throughout Chapter Eight.

### Avoiding Combat

More often than not, once a sovereign has discovered a party, combat is probably unavoidable. Parties seldom have anything a beholder might want which it cannot simply take, and humanoids are almost always seen as a threat.

Although sovereigns have very large bonuses to Spot and Search checks, some characters may be able to sneak past them. It is unlikely that an entire party could make it past the sovereign without magical help, and it is important to remember that because beholders “see” sounds (see page 6), invisibility does not necessarily guarantee success. Unless they are on a high level of alert, it is unlikely that beholders will go out of their way to track down a group of humanoids passing through beholder territory. If the characters know that a sovereign is nearby, going a long way around it may allow them to avoid conflict – however, in underground tunnels this may not be easy.

Knowing that a beholder settlement is nearby can be very difficult. Levitating beholders do not make tracks and their scent disappears fairly quickly since they leave no physical traces on the areas they pass through. The signs of sovereigns are sometimes obvious, such as statues of creatures or adventurers or large tunnels that seem to have been melted through the rock. Eyekin or charmed monster attacks indicate eyeholds or outposts nearby.

These can be placed as warnings if a sovereign doesn't want to be disturbed, but if they are trying to hide their presence they can be much more subtle. If goblinoids or other underground races have harassed the characters along their way and then suddenly vanish without a trace, they may be avoiding a sovereign's lair. Ruined settlements may be the results of beholders clearing a buffer zone around their city. Of course, depending on the types of attacks the characters find, such ruins may be the results of several kinds of creatures – the definitive answer is to look for signs of the use of two or three of the sovereign's attacks, like a statue next to a half-disintegrated structure or a corpse with no obvious damage, probably the result of *finger of death*.

### Optimal Environment

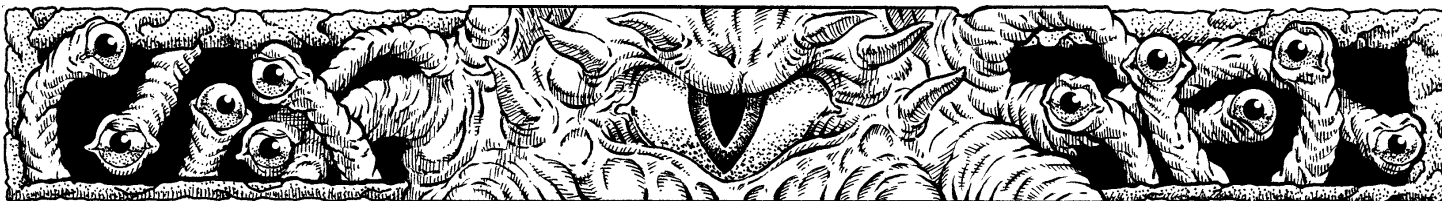
The most important point in choosing an area in which to fight a beholder is that the characters deny it the advantage of flight. If they have the choice of where to fight a beholder, a large open chamber or an area riddled with vertical tunnels should be avoided, as they will allow the beholder to fly up out of range of melee weapons. They have no penalty for distance to their eye rays, while ranged weapons have penalties applied.

In addition to height, the characters will also want to make sure that the sovereign cannot get beneath them. Sovereigns can attack with all ten of their eye rays at any target above them. This means that an area pocked with pits or a ledge along a sheer cliff is a bad place to engage in combat against a sovereign. Getting caught while climbing a ladder or wall is also bad, as characters will be flat-footed against the eye ray attacks and lose their Dexterity modifier.

The ideal location in which to confront the sovereign is a curving, narrow tunnel with no slope. The beholder's slow speed means that most Medium adventurers can keep ahead of it, and if one of the party has the Shot on the Run feat then they can use the curves to keep damaging the beholder while maintaining cover from its return fire. This also forces the sovereign to limit itself to three eye rays per round, and even these are suppressed if it chooses to leave its antimagic cone active. If it does not use its antimagic cone, then area effect damage spells can be devastating in small spaces, and if the characters can choose who it sees first they can send out characters with spell protection to take the fire before sending in melee characters.

While this is ideal, it is important to remember that a sovereign is an intelligent being. It is unlikely to fall for an obvious trap, and will flee if it finds itself in a situation it can't win. It also knows how to pick targets carefully – if it set up a ready action to attack the next available target with its eye rays, it might have specified characters which it knows are vulnerable to a particular eye beam.





## Combat Preparations

Without its mystical qualities, a sovereign is simply a large, flying, high hit dice creature with an AC of 20 and a bite attack that does 2d4 damage. It becomes much less threatening this way – a creature like this would probably have a CR of 5 or less. A party of 13th-level adventurers would have no trouble with this creature. So when preparing to fight a sovereign, the key is to find ways to mitigate the eye rays of the creature – these supernatural abilities are what make a beholder such a terrifying opponent.

### Spells

A beholder cannot fire into its own antimagic cone, and so it may not keep its central eye open for the entire combat. Still, it is unwise to depend on spellcasters during the actual combat, so instead focus on preparatory spells. Remember that spell effects to improve combat effectiveness, such as *bull's strength* or *divine power*, will be nullified in the antimagic cone as well, but they return when outside of the effect of the cone. Summoned creatures blink out of existence in the cone, and will only be of limited use – if they pose a serious threat to the sovereign it will ensure that

the creature is unavailable for most of the combat. Spells that protect against eye rays will always be useful – if the antimagic cone has nullified their effectiveness, it has also removed the threat of the eye rays, and their effectiveness returns when the cone is removed. Useful spells include those that increase AC through deflection bonuses, dodge bonuses, cover, or increases to Dexterity. Also useful are those spells that help the victim's saving throw or that create resistance or immunity to the eye ray effects.

*Spell turning*, *protection from spells*, *dispel magic*, and *spell resistance* have no effect on beholder eye rays, because they are supernatural abilities. The spell resistance from *cloak of chaos* and similar spells (*holy aura*, *shield of aura*, and *unholy aura*) have no effect, although the other features of these spells function normally. Of course, as most beholders are lawful evil, *shield of law* and *unholy aura* are less effective than the other two – but there are a few Dominions with different alignments.

*Invisibility*, *improved invisibility*, and *mass invisibility* only create full concealment if the sovereign fails a Listen check – otherwise it “sees” footsteps and armor clinking.

Remember that bonuses of the same type do not stack, so a player with *blade barrier* and *shield* will get three quarters cover, the highest of the two effects.

Spells are listed multiple times if they have multiple effects.

## Spells to cast before fighting sovereigns

### Cover

*Shield* (Sor/Wiz 1)

three quarters cover (+7 AC)

The sovereign's *disintegrate* ray will destroy this energy shield if it strikes the cover.

*Blade barrier* (Clr 6, Good 6, War 6)

half cover (+4 AC bonus)

### Concealment

*Silence* (Brd 2, Clr2)

Combined with invisibility creates total concealment (50% miss chance)

*Blur* (Brd 2, Sor/Wiz 2)

half concealment (20% miss chance)

*Invisibility* (Brd 2, Sor/Wiz 2, Trickery 2)

full concealment (50% miss chance)\*

*Improved invisibility* (Brd 4, Sor/Wiz 4)

full concealment (50% miss chance)\*

*Mass invisibility* (Sor/Wiz 7)

full concealment (50% miss chance)\*

\* Without *silence*, each creature must make a Move Silently check against sovereign's Listen check to have total concealment (50% miss chance) or else no effect







### Miss Chance (rolled separately from concealment miss chance)

<i>Entropic shield</i> (Clr 1, Luck 1)	20% miss chance
<i>Blink</i> (Brd3, Sor/Wiz 3)	50% miss chance

### AC Bonus

<i>Cat's grace</i> (Brd 2, Sor/Wiz 2)	1d4+1 to Dex (+1 to +3 to AC Dex bonus)
<i>Shield other</i> (Clr 2, Pal 2, Protection 2)	+1 AC (deflection)
<i>Protection spells</i> (Brd 1, Clr 1, Sor/Wiz 1)	+2 AC (deflection)
<i>Magic circle spells</i> (Brd 3, Clr 3, Sor/Wiz 3)	+2 AC (deflection)

*Protection* and *magic circle* spells only work if the alignment of the sovereign matches the alignment the spell wards against.

*Shield of faith* (Clr 1) +2 AC (deflection) +1 per 6 levels

<i>Cloak of chaos</i> (Chaos 8, Clr 8)	+4 AC (deflection)
<i>Dispel aberration</i> (KoC 4, Purity 5)	+4 AC (deflection)
<i>Haste</i> (Brd 3, Sor/Wiz 3)	+4 AC (dodge)
<i>Shield of law</i> (Law 8, Clr 8)	+4 AC (deflection)
<i>Shield of purity</i> (Purity 8)	+4 AC (deflection)

### Save Bonus

<i>Prayer</i> (Clr 3, Pal 3)	+1 save (luck)
<i>Resistance</i> (Brd 0, Clr 0, Drd 0, Pal 1, Sor/Wiz 0)	+1 save (resistance)
<i>Shield other</i> (Clr 2, Pal 2, Protection 2)	+1 save (resistance)
<i>Protection spells</i> (Brd 1, Chaos 1, Clr 1, Sor/Wiz 1)	+2 save (resistance)
<i>Magic Circle spells</i> (Brd 3, Clr 3, Sor/Wiz 3)	+2 save (resistance)

*Protection* and *magic circle* spells only work if the alignment of the sovereign matches the alignment that the spell wards against.

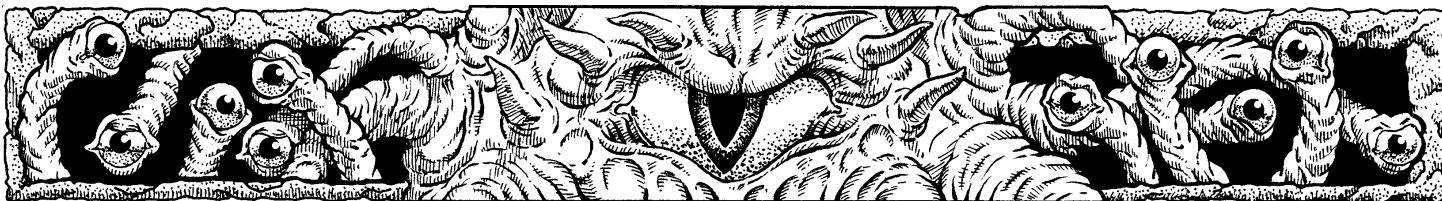
<i>Shield of Purity</i> (Purity 8)	+4 save (resistance)
<i>Cloak of chaos</i> (Chaos 8, Clr 8)	+4 save (resistance)
<i>Holy aura</i> (Good 8, Clr 8)	+4 save (resistance)
<i>Shield of law</i> (Law 8, Clr 8)	+4 save (resistance)
<i>Unholy aura</i> (Evil 8, Clr 8)	+4 save (resistance)

*Cloak of chaos*, *shield of law*, *holy aura*, and *unholy aura* may or may not provide a bonus, based on the alignment of the sovereign.

### Immunity to *Charm Person* and *Charm Monster*

<i>Protection spells</i> (Brd 1, Clr 1, Sor/Wiz 1)
<i>Magic circle spells</i> (Brd 3, Clr 3, Sor/Wiz 3)
<i>Cloak of chaos</i> (Chaos 8, Clr 8)
<i>Holy aura</i> (Good 8, Clr 8)
<i>Mind blank</i> (Protection 8, Sor/Wiz 8)





*Shield of law* (Law 8, Clr 8)

*Unholy aura* (Evil 8, Clr 8)

## Special

*Mirror image* (Brd 2, Sor/Wiz 2)

*Antimagic field* (Clr 8, Magic 6, Protection 6, Sor/Wiz 6)

*Death Ward* (Clr 4, Death 4, Drd 5, Pal 4)

*Detect Aberration* (Purity 1)

*Mystical Conduit* (Sor/Wiz 7)

*Protection from Aberrations* (KoC 1, Purity 1, Sor/Wiz 1)

*Magic Circle against Aberrations* (KoC 3, Purity 3, Sor/Wiz 3)

As other protection and magic circle spells, plus beholder cannot touch warded creature

*Shield of Purity* (Purity 8)

1d4 images plus 1 per 3 caster levels

As the sovereign's antimagic cone

Immune to *finger of death*

Discover beholder location and type, 60 ft.

Immune to antimagic cone

Multiple effects, see page 122

## Ranged and Melee Weapons

Most weapons have their full effects on beholders, as they have no special immunities to damage. The antimagic cone, however, helps them negate special properties of many weapons.

The sovereign can face one direction, and if a melee opponent has closed on it with a magical weapon it will probably face that opponent. An enchanted weapon becomes simply a masterwork weapon, although masterwork weapons retain their natural balance and keen edge. Natural Strength and Dexterity modifiers still apply, although magical items, spells, spell-like abilities, and supernatural abilities do not function within the cone. General feats work normally within the cone.

Ranged weapons are preferred for combat with a beholder. The power of flight makes it likely that the sovereign will rise above the reach of melee opponents. Flight could allow someone to follow the beholder, but if it then turned its antimagic cone against the enchanted flier the creature would fall until it left the cone, and with the right angle a sovereign could cause the creature to fall a long distance. The better option is to fire arrows, stones, bolts, and ranged spells (if possible) at the sovereign.

Ranged weapons have one additional benefit over melee weapons. While a melee weapon remains in an antimagic cone even while attacking the beholder, a ranged weapon's missile can pass beyond the range of the effect when they strike the sovereign. If the attacker is in the antimagic cone then any magical bonuses or abilities from the bow are negated, but the missile from the weapon strikes the creature out of the range of the cone, and so its bonuses to damage are applied. Bonuses to attacks are negated,

because the arrow flies through the antimagic field and cannot correct its flight. As an example, a character with a +3 bow and +2 arrows attacks a sovereign from within its antimagic cone. He loses the enchantment bonuses for the attack, as well as the damage bonuses from the bow. However, when the arrow hits it will get its +2 damage bonus for being enchanted, since it hits the beholder away from the central eye.

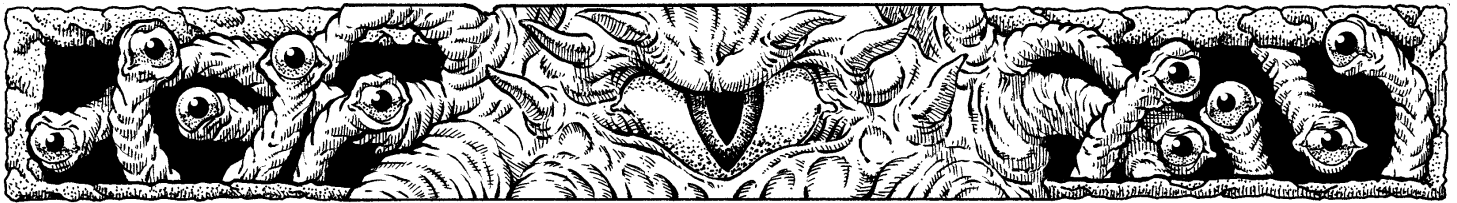
When preparing for combat with a sovereign, it is a good idea to give everyone a ranged weapon, and, if available, to obtain as many pieces of enchanted ammunition as possible. If they do more damage than the ranged weapons, melee weapons may be handy in case an opportunity arises, but everyone should assume that the beholder will be brought down by a barrage of missile attacks.

## Magic Items

Obviously, the antimagic cone makes it difficult to rely on magic items to turn the tide of combat. However, the sovereign cannot leave everyone in its antimagic cone for the duration of the combat – this would eliminate its use of its eye rays, and as mentioned above the eye rays are the sovereign's greatest advantage. So it is likely that the character will have the use of a magic item for at least a round or two.

It is unwise to use any magic item that would cause problems if it were deactivated, such as a *potion of levitation* or standing on an *immovable rod*. Remember not to drink potions with instant effects while in the antimagic cone – if a character drinks a *potion of cure moderate wounds* while in the cone then it will have no ef-





fect, nor will its effects catch up after he has left the cone. Items that affect spells, like the *ring of spell turning*, will not affect beholder eye rays because they are not spells. *Vorpals* weapons have no special effect on beholders.

Most magic items are useful in the same ways the spells were. A *ring of protection* helps with deflection bonuses (but remember that it doesn't stack with other deflection bonuses). Dexterity, Wisdom, and Constitution bonuses help with avoiding eye rays and increasing save bonuses. Items that do damage have obvious applications. Each time a weapon of *wounding* causes damage to a beholder, a -1 circumstance penalty is applied to its Strength score solely for the purpose of determining its carrying capacity – this is cumulative with the other penalties beholders receive for loss of hit points (see page 6). Someone wearing a *robe of eyes* receives a +2 disguise bonus for passing as an eyekin.

## Other Tactical Preparations

There are a few other options for groups preparing to attack a sovereign. One might be to collectively pool all their available magic items and spells and select one member of the party to play the part of target. This person, given every possible bonus to AC and saves, is sent to face the sovereign and lead it into a trap. The other characters can be hidden using *invisibility* and *silence* or simply high-level skills, and then attack after the beholder has used its action for the round. They will not catch the beholder flat-footed because it is in combat, but with any luck the beholder will not have set a ready action and they will get a free attack before any rays are used. If they can stay in cover, they will have a chance at avoiding the eye rays entirely.

Another idea is to try to fool the beholder into using its eyes against inappropriate targets. Sovereigns will judge which target to attack with an eye ray by looking at her equipment and deciding whether she is more likely to have a high Will or Fortitude save. A group can confuse this process by dressing the fighter in flimsy robes and the wizard in full plate mail. The beholder is unlikely to use its bite attack and the ray attack ignores armor, which means the fighter isn't much more vulnerable than he would otherwise be. The wizard suffers arcane spell failure in armor, but it is unlikely the wizard would be allowed to cast at all if the sovereign recognized her class – she would be in an antimagic cone for most of the combat. In this way, the fighter can receive most of the eye rays with Fortitude saves and the antimagic cone, and the wizard can be making Will saves and casting spells.

## Surprise

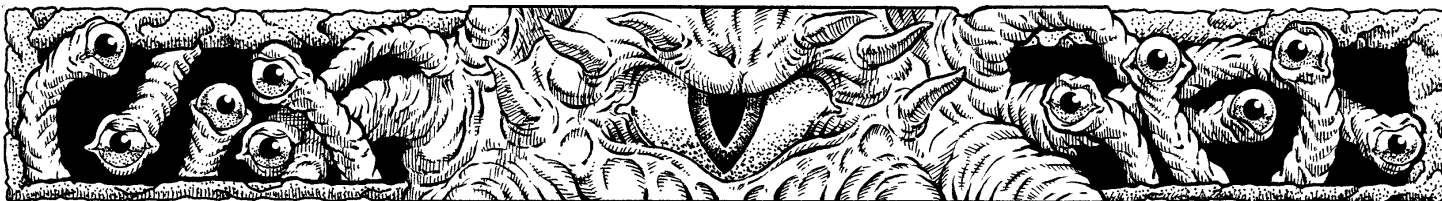
Catching a beholder by surprise is not an easy task, but it is possible. With the effects of *invisibility* and *silence* a creature can pass by a sovereign unnoticed – assuming that the beholder doesn't turn its antimagic cone toward the creature attempting to sneak by. Unless the sovereign is engaged in something away from the concealed character, there is a 10% chance per round that the sovereign's antimagic cone will temporarily negate the magical effects.

With a +15 on Listen checks and a +20 on Spot checks, it takes a high-level rogue to slip past a sovereign, but by 13th-level a rogue with a good Dexterity could have bonus to Hide and Move Silently checks that would match this score. Even if the character's magical concealment is removed she can still make a check on both these skills to see if her stealth is good enough to hide from the eye tyrant. A rogue who successfully sneaks into position can make one attempt at a sneak attack – because the sovereign cannot be flanked, it is unlikely that there will be another opportunity.

While surprise is unlikely to be a factor in the characters' favor, it is the most common tactic for sovereigns to use against adventurers. The eye rays are terribly lethal if the character doesn't have the advantage of her Dexterity bonus to AC; in addition, all the careful preparations mentioned above are useless if they haven't been cast in anticipation of a beholder attack.

The best thing to do when a beholder surprises the party is to find cover. This may be difficult – take into account the beholder's height as that relates to the cover available. A low wall may be no cover at all against a sovereign floating a hundred feet overhead. Bring to bear ranged weapons and spells as soon as possible. If the beholder is fairly close, low enough that melee attacks will be effective, and the character feels secure in his Will and Fortitude saves you might consider charging the creature. Without nearby cover this is probably the best option. Ultimately, being surprised by a sovereign and fighting in a location of its choosing is the worst case scenario for the battle – with enough height to make counterattacks difficult and a partial action to fire its beams at flat-footed opponents, it is likely that at least one member of the party will take the full effect of at least one eye ray. An especially unlucky party will find themselves above the attacking sovereign, subject to all 10 rays, and then placed in the antimagic cone at the end of the surprise round. The only sound tactic regarding being surprised by sovereigns is to avoid it if at all possible through recognizing the warning signs (see above).





## Combat against a Lone Sovereign

There are two important considerations regarding sovereigns. All tactics during combat relate to these two facts:

- Each round a sovereign can cast three eye rays that will kill a party member if she fails her save (*flesh to stone*, *disintegrate*, and *finger of death*).
- An average sovereign only has 60 hit points.

The goal for the party is to limit the number of rounds during which the sovereign can use its eye rays. In a party of four, each member only has to do 15 hit points of damage. In larger parties, each member must do even less damage.

As mentioned earlier, ranged weapons tend to be the best options. Ranged weapons get the benefits of any enchantments on their ammunition and they can reach beholders if they move too high for melee weapons. Casters may find themselves in an antimagic cone most of the combat, but if there is an opportunity to cast a spell, it is wise not to waste a round on a defensive spell. The beholder's greatest weakness is its Reflex save, so *lightning bolt*, *cone of cold*, and *fireball* are all excellent choices. A defensive spell may only protect one person – whereas inflicting a serious amount of damage on the creature can ultimately aid the entire party.

Against a single sovereign an open field combat where the characters use good tactics should probably last no more than 2-3 rounds. This can be extended if the characters are moving defensively, taking cover and using a human or elf's higher speed to keep the sovereign moving to keep the party in range of its eye rays.

Sadly, for all the preparation, much of the combat comes down to luck. With preparation a character can make it very unlikely that an eye ray will hit, and even more unlikely that he will fail the save. A good roll by the gamemaster and a bad roll for the character can make all the plans come unraveled. Attacking a beholder is never a sure thing, and sometimes losses will occur.

## After Combat

When the fighting is over and the beholder is dead or has retreated, dealing with the wounded is the first order of business. A *stone to flesh* spell is probably in order at this point. *Raise dead* or *resurrection* can be used to bring back those who failed saves against *disintegrate* and *finger of death*.

Just because the sovereign has been defeated is no reason to believe that the characters are out of danger. Often beholders have slaves or assistants, either in the form of monsters they have charmed, eyekin of various levels, or variant forms of beholder. While sovereigns often attack a group by themselves, it is very common for them to work out of an outpost where others from their community might be waiting. A careful search of the area is warranted – both to check for danger and to see if the substantial treasure a sovereign typically keeps is anywhere nearby. Often the two will be found together.

## Non-Beholder Support Units

Often characters will encounter a beholder along with monsters or eyekin as support units. Generally these will be melee creatures sent in to hold back the adventurers while the sovereign floats overhead targeting them with eye rays. Any use of ranged weapons or spells will provoke attacks of opportunity from the melee creatures, allowing a hovering sovereign to stay safe or for the characters to take as much damage as the sovereign.

In these situations, it is doubtful that a melee creature can kill a character in one successful hit, while a sovereign can do this in three ways. Therefore, it is important to focus on the sovereign, even attracting attacks of opportunity while doing so (assuming the characters have the hit points and armor class to take such hits). After the beholder has been killed, mopping up the rampaging monsters should be fairly easy.

If the sovereign has brought several monsters, it may be worthwhile to spend some time to eliminate them – two or three attacks of opportunity are more difficult to shrug off. Area spells to make the creatures become unconscious, frozen, or slowed can be useful to allow time to kill the sovereign. Another tactic is to try *dispel magic*, as a monster freed from *charm monster* will probably flee the area when it realizes that it is in the middle of a battle with a sovereign. If the characters are really lucky, the monster will turn on the sovereign in anger.

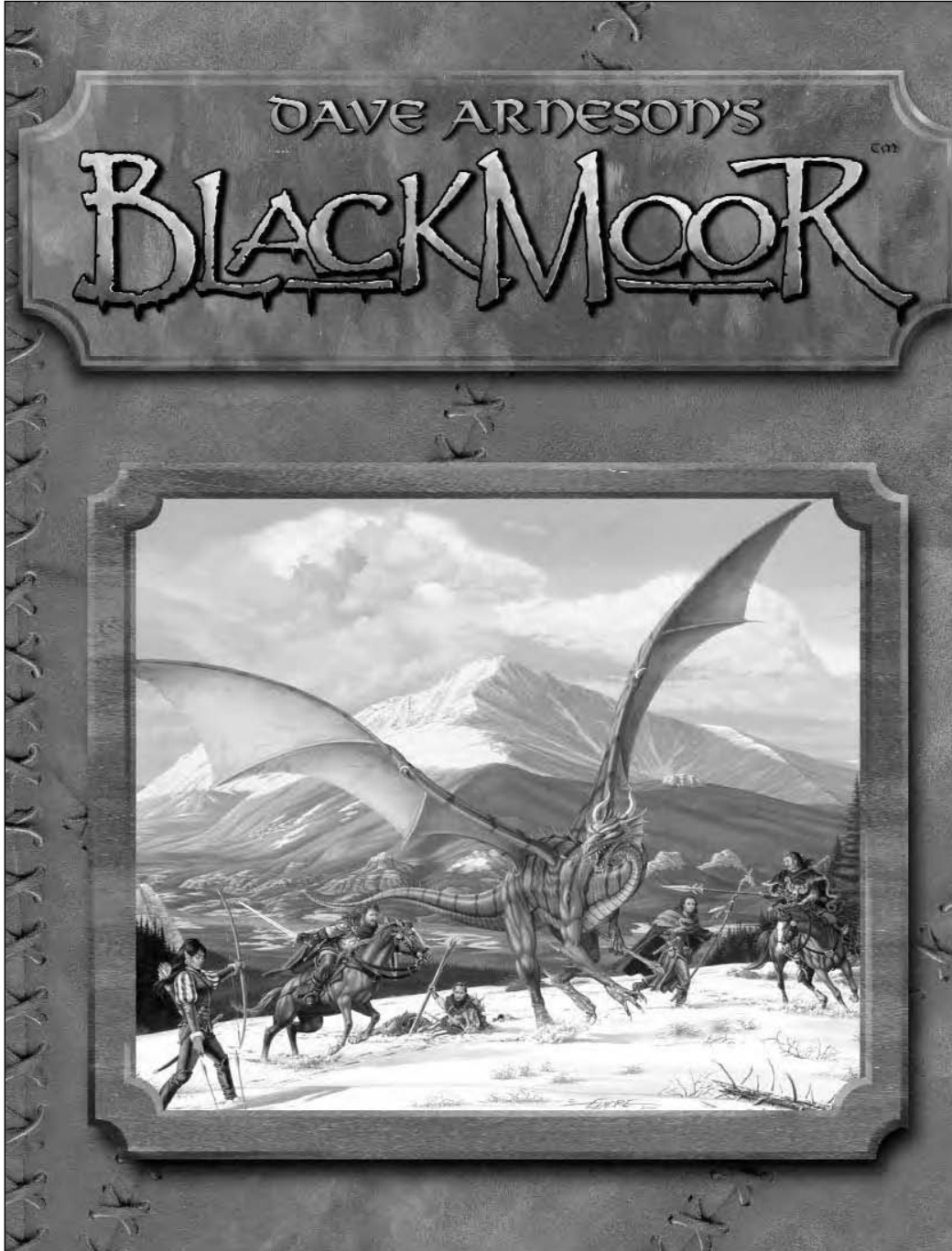




# Summer Update

Since the publication of *Broncosaurus Rex* in November 2001, Goodman Games has embodied the slogan, "We do d20 differently." One book after another, we aim for unique topics, original angles, and a distinctive slant, always with top-notch writing, art, and graphic design. This year is no different.

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*The original fantasy setting returns!*

**Dave Arneson's Blackmoor (d20)**

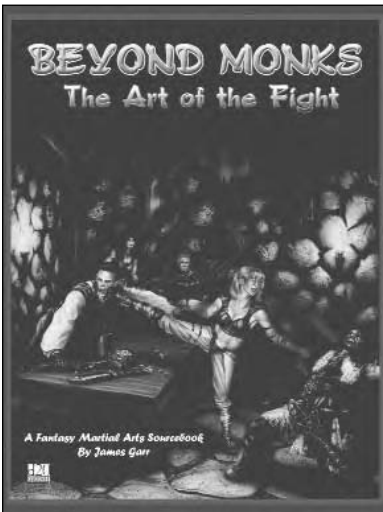
By Dave Arneson, Dustin Clingman, and Jeff Quinn

224 pages, hardback, \$35.00

Available in September

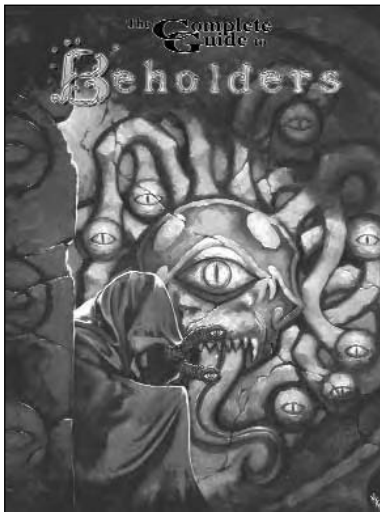


# Recent Releases – Now Available



## Beyond Monks: the Art of the Fight

By James Garr  
96 pages, \$20.00



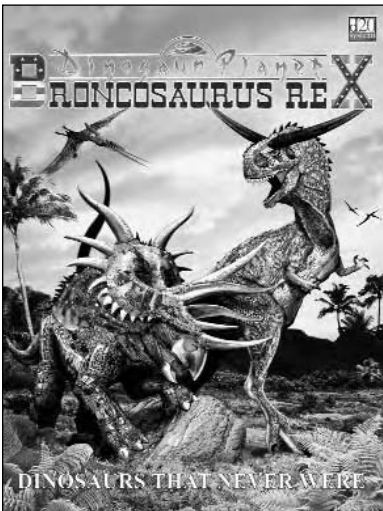
## Complete Guide to Beholders

By Keith Baker, Neal Gamache, and Matthew Sprengele  
128 pages, \$22



## EN World Player's Journal #2

By the staff and fans of EN World, with publisher support  
64 pages, magazine, \$5.00



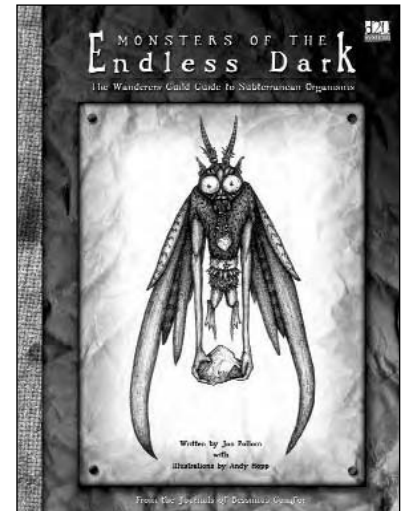
## Dinosaurs That Never Were

By Gregory Detwiler  
64 pages, \$16.00



## Dungeon Crawl Classics #2: The Lost Vault of Tsathzar Rho

By Michael Mearls  
32 pages, \$11.00



## Monsters of the Endless Dark: The Wanderers Guild Guide to Subterranean Organisms

By Jon Pollom and Andy Hopp  
64 pages, heavy paper stock, \$18.00





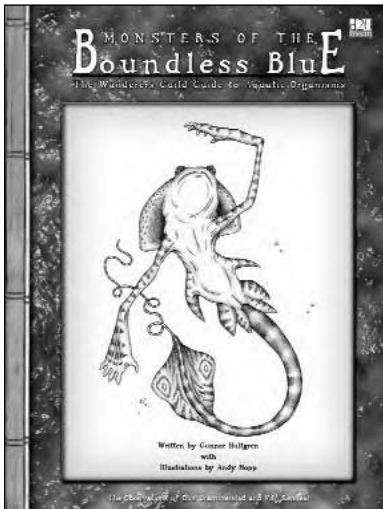
*Goodman Games is pleased to be nominated in three categories in the 2003 Gen Con ENnie awards!*

**Best Monster Supplement:**  
Monsters of the Endless Dark  
Written by Jon Pollom

**Best Adventure (Honorable Mention):**  
Dungeon Crawl Classics #1  
Idylls of the Rat King  
Written by Jeff Quinn

**Best Graphic Design & Layout:**  
Monsters of the Endless Dark  
Designed by Andy Hopp

## Coming Soon



**Monsters of the Boundless Blue:  
The Wanderers Guild Guide to  
Aquatic Organisms**

By Gunnar Hultgren and Andy Hopp  
64 pages, heavy paper stock, \$18.00  
Available in August



**Morningstar Fantasy Setting**

By R. Scott Kennan  
160 pages, hardback, \$30.00  
Available in September



**Underdark Adventure  
Guide**

By Michael Mearls and Dean Poisso  
160 pages, hardback, \$30.00  
Available in September



# Complete Goodman Games Product Listing

Title	SKU	Price
<b>Blackmoor</b>		
Dave Arneson's Blackmoor (available September)	4500	\$35.00
<b>Dungeon Crawl Classics</b>		
Dungeon Crawl Classics #1: Idylls of the Rat King	5000	\$11.00
Dungeon Crawl Classics #2: The Lost Vault of Tsathzar Rho	5001	\$11.00
<b>Complete Guide</b>		
Complete Guide to Doppelgangers	3000	\$11.00
Complete Guide to Wererats	3001	\$11.00
Complete Guide to Treants	3002	\$13.00
Complete Guide to Liches	3003	\$13.00
Complete Guide to Beholders	3004	\$22.00
Complete Guide to Drow (not available in stores)	3006	\$11.00
Complete Guide to Velociraptors	1002	\$11.00
Complete Guide to T-Rex	1003	\$11.00
<b>Adventure Guide</b>		
Aerial Adventure Guide Vol. 1: Rulers of the Sky	2000	\$11.00
Aerial Adventure Guide Vol. 2: Sellaine, Jewel of the Clouds	2001	\$11.00
Aerial Adventure Guide Vol. 3: Monsters, Magic, and Sky Ships	2002	\$11.00
Underdark Adventure Guide (available September)	2003	\$30.00
<b>Wanderers Guild</b>		
Monsters of the Endless Dark: Guide to Subteranean Organisms	4000	\$18.00
Monsters of the Boundless Blue: Guide to Aquatic Organisms (available August)	4001	\$18.00
<b>Broncosaurus Rex</b>		
Dinosaur Planet: Broncosaurus Rex Core Rulebook	1000	\$20.00
Cretasus Adventure Guide	1001	\$22.00
Dinosaurs That Never Were	1004	\$16.00
<b>Other Titles</b>		
Morningstar Fantasy Setting (available September)	4100	\$30.00
Beyond Monks: the Art of the Fight	4300	\$20.00
<b>Magazines</b>		
EN World Player's Journal #1	9001	\$5.00
EN World Player's Journal #2	9002	\$5.00

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