



Advanced
Dungeons & Dragons[®]
Accessory
Monstrous Arcana[™]

I, Tyrant





Advanced Dungeons & Dragons® Monstrous Arcana™

Labyrinth

A Sourcebook For the
ADVANCED DUNGEONS & DRAGONS® Game

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Introduction

Chapter 1

Beholders: What They Are

- Arrangement of the Basic Beholder, 4
- Variations On the Standard Form, 6
- Physical Manipulation, 6
- Beholder Statistics, 6
- The Beholder Diet, 6
- The Typical Beholder Day, 7
- The Beholder Life-Cycle, 7
- Beholder Diseases, 8

Chapter 2

Types of Beholders

- Statistical Information, 9
- True Beholders, 9
- Beholder-Kin, 11
- Abominations, 12
- Undead Beholders, 14
- Unrelated Creatures, 16
- Rumored Variations, 17

Chapter 3

History of the Beholders

- Creation Stories, 19
- Heretical Opinions, 19
- Beholders and the Multiverse, 20
- Beholder-Kin, 20
- Abominations, 20
- The Fragmented God Theory, 20
- Other Notes, 20

Chapter 4

Deities

- The Great Mother, 21
- Czemnid, 23
- Worship of These Gods, 23

Chapter 5

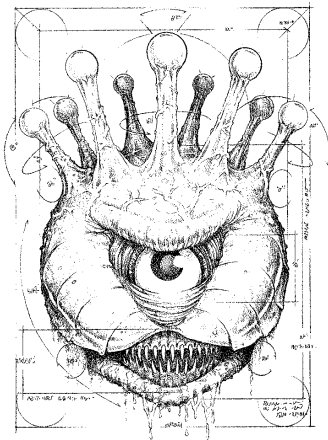
Powers

- The Secrets of Beholder Flight, 24
- Beholder Eye Powers—At a Glance, 25
- The Beholder Eye: An Overview, 25
- Beholder Eye Powers: Specifics, 26
- Powers of Beholder-Kin and Abominations, 30
- Beholders and Psionics, 31
- Beholder-Related Spells, 32

Chapter 6

Psychology

- Basic Beliefs, 36
- Demented Beholders, 37
- Relationships With Other Species, 37
- Rational Mind and Intuitive Mind, 39



Chapter 7

Beholder Society

- Social Organization, 40
- Art and Entertainment, 43
- Social and Religious Rites, 46

Chapter 8

- Ask Milord Wizard, 47

Chapter 9

Beholder Creations

- Beholder Armor, 50
- Binphalkahr (Balldozer), 50
- Display Shackles, 51
- Lifter, 51
- Mouthpicks, 52
- Sticky Ceiling, 53
- Sphere Mirrors, 54

Chapter 10

Beholder Architecture

- The Solitary Beholder Lair, 55
- The City Beholder Lair, 59
- The Beholder City, 60

Chapter 11

Campaigning Beholders

- Beholders and Their Warmaking, 63

Chapter 12

Ready Reference Guide

- True Beholders, 68
- Beholder-Kin, 73
- Abominations, 77
- Undead Beholders, 79
- Unrelated Creatures, 81
- Other Combat Notes, 82
- Unrelated Creatures, 81

Chapter 13

Beholders' Gallery, 83

- Adventure Hooks, 88

Chapter 14

Beholder Eye Powers—At a Glance, 92

- Beholder Pin-up, 96

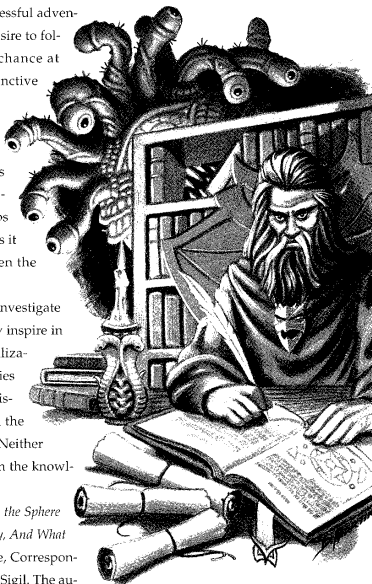
Introduction

Know thy enemy is a basic tenet of military strategists and successful adventurers. One assumes that your interest in this tome indicates a desire to follow such proven advice. Good. Then perhaps you have a chance at surviving an encounter with a beholder—one of the most distinctive and fearsome creatures ever to roam the planes.

The beholder's alien nature frightens child and adult alike, and stories of its incredible power and ferocity abound. It appears in many sizes and forms throughout the planes, sometimes in realities so barren and torturous that humans can only speculate as to its continued presence. While its great intelligence keeps foes at bay, the beholder's own tortured psyche sometimes makes it its own worst enemy. Armed with the correct knowledge, even the weakest adventurer can turn this to his advantage.

Sages and scholars have spent many centuries attempting to investigate the mysteries of these fearsome creatures. Despite the terror they inspire in humans and humanoids, beholders do possess a degree of civilization—however foreign or alien it may appear. Beholders build cities and create art; some of them even wrestle with the questions of existence. Unfortunately, adventurers deficient in power run from the creatures, and heroes who possess great power often kill them. Neither type learns about them and so the human race fails to profit from the knowledge that beholders possess.

The text that follows quotes extensively from, *Observations On the Sphere of Many Eyes, Its Habits and Behavior, Its Settlements and Community, And What Not To Do When In Its Presence* written by Ronassic of Sigil—Sage, Correspondent, and *Master of Heart* in the Transcendent Order of the City of Sigil. The author freely acknowledges his debt to Ronassic's landmark work, and wishes to dedicate this text to the missing sage—wherever he might be.



—Anadar,
High Speaker of the Royal Archive

Beholders: What They Are

The first step in conquering one's terror of the beholder race is to understand that they are like other species in most ways. They are born, they grow, they reproduce, they suffer disease, they age, they die, all in familiar ways.
—Romano of Sigil

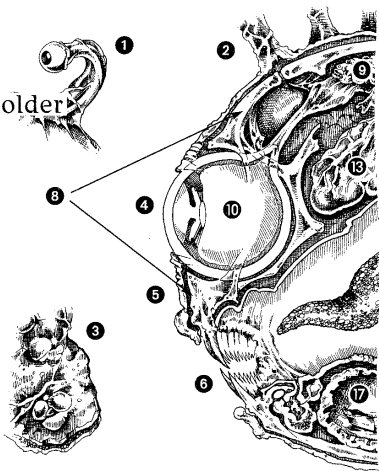
Arrangement of the Basic Beholder

The illustrations on pages 4 and 5 show the inner and outer workings of the beholder. Compare that diagram to the following key.

Beholder Exterior

- (1) **Smaller Eyes.** These magical eyes are about two inches in diameter. Each has its own magical power.
- (2) **Eyestalks.** In most beholder species, the eyestalks are flexible tentacles about half the body's diameter in length (usually two to three feet in length). In some species, however, they are articulated, jointed stalks covered in inflexible chitin.
- (3) **Skin.** The beholder's skin is a tough, stony substance about as durable as metal. When a beholder dies, its skin gradually hardens to the approximate consistency and density of stone. Certain preservative spells can counteract this process. Small, almost invisible air vessels dot the beholder's skin; these vessels lead to the beholder's lung.
- (4) **Central Eye.** This organ is about one-third the diameter of the beholder and possesses powerful anti-magic abilities. The central eye does have an eyelid, though beholders do not typically have to blink.
- (5) **Nostrils.** Nostrils are not present in all species; many beholders are mouth-breathers.
- (6) **Mouth.** The beholder mouth performs many of the same functions as the human mouth. It has a tongue, soft upper and lower palates, and upper and lower teeth. A beholder's bite is dangerous as its teeth are well designed for ripping, tearing, and grinding.

(7) **Tympanic Membranes.** Most beholders do not possess ears. Instead, they have thick hide coverings that conceal their auditory mechanism. Beholder hearing is inferior to that of humans.

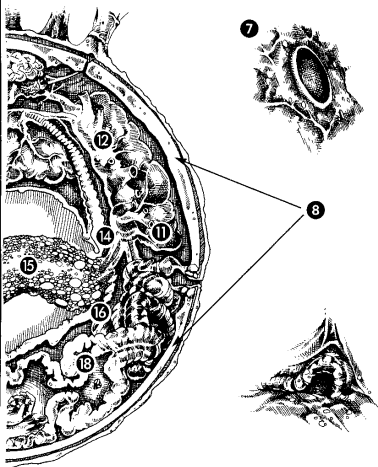


Thieves receive a +15% bonus to their Move Silently rolls when attempting to sneak around a beholder. Unfortunately, the beholder's range of vision more than makes up for this fact. Thieves attempting to Hide in Shadows do so with a -20% penalty.

Beholder Interior

Most beholder internal organs are flat, bladder-like, and lined with muscle so they can expand and contract to perform their functions.

(8) **Skull.** Though outwardly it appears to be a simple



sphere, the beholder skull actually consists of two pieces—the skull proper and a hinged jaw. Notice the small gap from the ocular orbit (the depression for the central eye) to the main body.

The skull itself does not consist of bone. It is actually a leathery cartilaginous material formed with two layers—outer and inner; connective material divides the open area into innumerable small compartments. Its resilience is one of the reasons beholders are so durable. The com-

partments between the two skull layers are filled with a sort of gas that allows the beholder to levitate. The beholder produces this gas within its body; it is not otherwise found in nature.

(9) **Brain.** The beholder brain resembles the human brain in size, though it is much broader. Scholars have observed that the beholder brain becomes ridged with age.

(10) **Central Eye in Ocular Orbit.**

(11) **Diaphragm.** Beholders do not have hearts. Instead, they have oversized diaphragm muscles that perform the duties of the heart muscle. Rhythmic contractions of the diaphragm pump blood through the beholder's body, control its breathing, and even allow it to give birth. Intact beholder diaphragms (which are rare) are useful components in some wizard spells.

(12) **Blood Sac.** This is the central depository of blood in the beholder body. Contraction of the diaphragm pulls blood into the blood sac; expansion of the diaphragm pushes it back into the blood vessels.

(13) **Air Sac.** The beholder has a single lung.

(14) **Windpipe.** This is a heavy pipe-like structure that carries oxygen to the beholder's lung; it is also houses the vocal cords.

(15) **Tongue.** This heavy, muscular mass helps wrestle living prey into the beholder's first stomach. Some beholder breeds use their tongue as a pointing mechanism; these breeds do a lot of tongue-waving during conversation. The beholder tongue also unhinges, allowing access to the reproductive organs during mating and birth.

(16) **Reproductive Organs.** A beholder is a self-sufficient organism that possesses both male and female reproductive organs. Most beholders are solitary and are capable of self-fertilization. This allows the creatures to foster "true" breeds by preventing any sort of contamination with flawed beholders. However, some scholars theorize that a few types of beholders actively mate with one another; these sages cite unconfirmed reports of aberrant beholder breeds mating with beholder-kin.

The beholder gives birth to live young—usually three to six at a time. Newborn beholders can levitate, and they emerge from their progenitor's mouth in a flurry of activity. The few surviving human witnesses to these births have described them as "appalling."

(17) **First Stomach.** Food and living prey are pulled into the first stomach by the beholder's tongue. This stomach

is a large, shallow “bag” with a muscle-valve at either end. The stomach bathes consumed prey in a bath of digestive acid. The victim marinates in this stomach for about a half an hour. After this time period, the prey passes into the second stomach. Wholly swallowed adventurers—usually halflings and gnomes—have been known to fight their way free of the first stomach.

(18) **Second Stomach.** Strong acidic juices in this baglike chamber finish the process of digestion.

Variations On the Standard Form

The illustration on pages 4 and 5 shows a beholder with a specific set of markings, a specific type of eyestalk, and a specific central-eye-to-total-diameter ratio. All immediate relatives of this beholder look exactly the same. They constitute a *breed* of beholder. Although we will discuss exactly what it means to be of the same breed, it is enough to understand that each of these creatures believes in the purity of its own breed and seeks to destroy any member of a different breed.

Physical Manipulation

Beholders can manipulate physical objects in three ways: with their eyestalks, with their tongue, and with their *telekinesis*. Beholder tongues are long (3' to 4'), thick, heavy organs. Although they are strong, beholder tongues cannot pull a victim into the beholder's mouth. Beholder tongues can, however, push objects across the floor.

Beholder eyestalks are similar in length to their tongues, averaging about 3' long. A beholder can carry simple objects by wrapping them in its stalks. These stalks also enable the beholder to use some magical items—such as

rings and wands. Magical rings must be at least an inch and a half in diameter in order to fit over a beholder's eyestalk. Large magical items—

including rods and staves—are beyond the stalk's ability to manipulate. A beholder can also carry books and scrolls with its stalks; however, it cannot open or page through them.

Note that while it is possible for a beholder to carry objects around, actually picking them up in the first place presents a challenge. Lifting objects off the floor can be quite a trial for a beholder that has lost the use of its *telekinesis*. The sight of a frustrated beholder pushing a child's toy across a rough stone floor with its tongue is almost as pitiful as it is humorous.

The Beholder Diet

Beholders are omnivorous and eat just about anything. The typical beholder must consume about ten pounds of food, and drink about two gallons of water per day (on the average). However, unlike humans, beholders can eat and drink mass quantities and then go for many days without further consumption. For example, a beholder could eat a large fallen foe, constituting some 130 lbs. of meat and several pints of blood. This obviously exceeds its daily nutritional need of 10 lbs. of food. However, the meal does not provide the necessary amount (two gallons) of fluid; it still needs to get something to drink.

Average Beholder Statistics

Diameter: 5'
Weight: 600 lbs
Length of Eyestalks: 3'
Number of Teeth: 56
Length of Tongue: 3' protrusion, 6' total

Beholder Foods

If you are having a beholder over for dinner, keep these treats in mind:

Favorite Foods

Small live mammals and rodents.
Exotic mushrooms and other fungus.
Roast beef, lamb, and pork.
Colorful leafy vegetables, leaves, and flower petals.
Liver or brain paté.

Favorite Drinks

Wine. (Note that a beholder has four times the mass of an average man; thus, it takes at least four times as much wine to get it drunk. Unfortunately, most beholders know when someone is attempting to inebriate it).

Water (mixed with food coloring)

Blood (particularly of small live mammals and rodents).

Least Favorite Foods

Hard-boiled eggs.
Grapes, citrus fruit, and melons.
Eyes.
Mountain oysters.
Anything batter-fried.
Any shellfish still in the shell.

Beholders always appreciate a visually stimulating meal; colorful food arrangements are always a good idea.

If indeed the beholder eats more than it needs, it can store the extra food. The beholder's digestive system can process these "leftovers" at a rate of 20 lbs. per day. The creature has no need to eat during this digestive process. A healthy beholder can go for about three weeks without consuming food or water before dying.

Beholder Respiration

Beholders do not sweat; rather, they gradually lose water through the dehydration of mouth tissues and through other bodily processes. This water loss does not occur at the same rate as it does for humanoids.

Beholders do not urinate, but they do leave behind stone-like droppings. The "Ask Milord Wizard" chapter discusses the significant aspects of these droppings.

The Beholder Life-Cycle

A newborn beholder is about one-sixth the diameter of a fully-grown adult of its breed. Thus, if a specific adult beholder is four feet in diameter, it will give birth to young about eight inches in diameter. Beholders possess strong racial memories and newborn beholders already know how to speak their language. Unfortunately (or

Typical Beholder Day

The following information is taken directly from Ronassie of Sigil's notes. Legends say that the great scholar once lived in disguise among some beholders until his human sensibilities betrayed him.

- 5:30 a.m. *Awaken and inspect lair for signs of intruders.*
- 6:30 a.m. *Float through the deep caves of the minions; levelly promise death to all who do not awaken and go about their business.*
- 7:00 a.m. *Go to the library or the laboratory and continue current research.*
- 12:00 p.m. *Snack up on minions and make sure they are performing their duties. Fight or kill any slackers.*
- 12:30 p.m. *Enjoy the daily meal prepared by a minion or scrounged from the "meat locker" cave. Supplement the meal with an excessively lazy or insolent minion.*
- 1:00 p.m. *Work on master plan. Float throughout the lair for hours and mumble while finalizing details and speculating on enemy responses.*
- 6:00 p.m. *Prepare for exit. Endlessly grill the scouts and other minions on their mission. Make sure their puny minds have retained some portion of their orders.*
- 7:00 p.m. *Exit the lair. Scout the local region and observe humanoid and their activities. Note details of specific areas of interest.*
- 12:00 a.m. *Lead a raid on a home, book shop, temple, or ruin. Collect needed information for research.*
- 1:00 a.m. *Return to lair. Catalogue findings, add to the maps, and dictate communications to correspondents or relatives.*
- 2:30 a.m. *Go to sleep.*

Incidentally, beholders float in place as they sleep. In addition, it appears that the creatures do in fact dream and often mumble to themselves in their own language while doing so. During this time, beholders often blather about discarded plans and tactical points. Thus, it is almost impossible to use this "mis-information" against a beholder.

perhaps fortunately), there is no chance of raising a baby beholder from birth to live among humans; their racial xenophobia and paranoia manifests at birth.

Young beholders grow (and eat) prodigiously, achieving their full growth within two years. They are born strong enough to take down small prey. Some time between one and two years, beholders decide that they have no further need of protection and leave their parent. From the time they are born until their first reproduction, these beholders are known among their own kind as *kakvatt*—a word that translates roughly as "punks."

At around thirty years, beholders feel the need to reproduce and—unless involved in plans which would prohibit child rearing—tend to do so. Giving birth changes a beholder's demeanor; these changes are too subtle for a human to detect, but any beholder can read them. From that point on, the beholder is no longer called *kakvatt*. Rather, beholder society considers the "parent" a *holvati* ("contributor"). Members of a different breed, however, use the title *hakvatt* ("befouler").

Beholders remain vigorous for about ninety years. After ninety years, they receive the title *ushatt* ("elder"); other breeds, though, will call the elder *javatt* ("old meat"). Beholders become increasingly frail as they progress beyond their 90th year: their skin thins, their cartilage hardens, and their powers begin to fail. Natural death occurs some-

time between age one hundred and twenty and one hundred and fifty.

Of course, some beholders can make use of *potions of longevity* and other life-extension techniques. There are also some beholders that naturally live far longer than the usual lifespan; these long lived beholders are called Elder Orbs.

Beholder Diseases

Beholders are subject to illness; however they cannot catch diseases from humans, nor can humans contract illnesses from beholders. Some known beholder illnesses include:

Spasms (*Diohurr*): The illness most feared by beholders is the spasms—a degenerative condition that usually sets in during their elder-age period. A beholder suffering this condition will occasionally lose mental coherence and begin levitating in a random direction. During this period, its eye-stalks spasm in apparent pain, and its eyes attack any creature it comes across—including same-breed beholders and Hive Mothers. These fits last ten to fifteen minutes. At initial onset, the beholder suffers these fits perhaps once a moon. Soon the rate progresses; within a few years, a beholder will suffer these spasms once or twice every day. Eventually, victims of this disease will spasm continuously. Beholders fear this illness because it results in a loss of their mentality.

Mania (*Edorakk*): Not much is known about this condition, but from comments overheard by Ronassic of Sigil it appears to infrequently manifest in all beholders until their first birthing. Some beholders, however, suffer this condition well after their first birthing.

During periods of mania, a beholder experiences bewildering mood changes and an apparent inability to distinguish between itself and other species. It might address an elf in beholder-tongue, save the life of an endangered human, or even flirt outrageously with a giraffe. However, the beholder retains its basic intelligence during the attack; any attempt to trick the beholder into some action not in its best interest will probably (on a successful Intelligence check) snap the beholder out of its current period of mania. Any attack on a beholder will automatically snap it out of its manic state. Fits of mania

tend to last from five to ten minutes; victims will either forget about the attack, or deny it completely.

Meat-Rot (*Malohurr*): Beholders are indiscriminate eaters and often consume species that are not good for them. When this happens, they suffer a mild poisoning normally revealed by the presence of pustules and blisters on their skins. However, they experience no discomfort while in this condition.

Scholars from the city of Sigil have discovered that one of these conditions, *edorakk*, possesses a beholder suffix different from the others. Further study has revealed that the *-hurr/-urr* suffix indicates an illness, while the *-rakk/ akk* suffix indicates a temporary condition (the beholder word for "raining" ends with the *-akk* suffix, for example).



Types of Beholders

Beholders are a thriving race. Biologically and mystically dominant, their creatures possess one of the highest rates of variation and speciation found in any known species.

Ronnie of Sigil

If you ask an expert to list the number of different beholder types, he will tell you, "A score or more..." and if you add in the number of distinctive breeds, there are at least hundreds." If you ask the same question of a beholder, your answer, assuming you live to hear it, will simply be, "One."

Every beholder thinks that it is the one proper example of its species. Other beholders that resemble it in every significant way—excepting size (within limits), scars and other battle damage, and a narrow variation in mannerism—are "correct," meaning that they possess slight flaws, but are still acceptable variations on the one proper example.

Every beholder considers all different beholders as flawed, wrong, and deserving of death; their very appearance mocks and insults the "one proper breed" of the beholder species. The human perspective, of course, is very different. Humans do not care whether the beholder before them has three or four faint tan stripes along its flank. We only care about what the beholder can do to us.

True Beholders

True beholders may be of any color, though brown (generally graduating from dark brown on top to a slightly lighter brown on bottom) is most common.

Statistical Information

Game information on all of these creatures appears in the "Ready Reference" chapter at the end of this book.

The skin surface of a beholder is normally mottled or pebbly; sometimes the "pebbles" are quite large.

The Standard Beholder

This creature is the most common type of beholder. Standard beholders are four to six feet in diameter, and possess one glaring central eye, a mouth full of sharp teeth, and ten small eyes atop individual eyestalks. Like most of its kin, it levitates and floats at a slow rate of progress.

The Beholder Mage

Scholars have long thought beholders incapable of learning magic because of their anti-magic central eye. This is not quite true; beholders deprived of all central eye functions can sometimes learn to cast spells known by wizards. Some beholders who have lost their central eye in combat eventually transform themselves in to beholder mages; other ambitious beholders in need of more versatile magic actually blind themselves in order to learn magic.

The beholder mage is somewhat smaller than the standard beholder, and, of course, is blind in its central eye. Some beholder mages leave their central eye closed; other mages openly display the damage or disease that caused their blindness.

A beholder mage gradually converts its eyestalks to "spellstalks"; each spellstalk holds one wizard spell. A beholder mage can cast a spell from its stalk a number of times per day equal to its experience level as a wizard—compensation for the fact that the creature can only know up to ten spells. The beholder's experience level also determines its total number of spellstalks and the maximum level of spells that it can learn (See chart on page 68). Few mages turn all of their eyestalks into spellstalks; the *telekinesis* stalk, for instance, is far too useful to discard.

Beholders look upon the self-alterations performed by beholder mages as “battle damage”; consequently, same breed beholders do not ostracize their mages. Even though beholder communities accept these special members as citizens, some individual beholders do pity the mages because of their blindness.

The Hive Mother

Also known as “ultimate tyrants” or “ultimates,” hive mothers are extremely rare creatures that found and rule communities

of beholders. Though often considered beholder-kin (see below) by humans, beholders accept hive mothers as true members of the community.

A hive mother is about twice the size of a normal beholder. It has a full set of eyes, but no eye-stalks; the secondary eyes are flush with the skull. Tough mounds of flesh protect these eyes so that they are impossible to sever.

Hive mothers can directly control five to ten (1d6+4) beholders, or five to twenty (5d4) beholder-kin and beholder-abominations. They are in direct telepathic contact with these controlled creatures.

Hive mothers were first encountered by a matriarchal elven society in the distant past. This elven society assumed that the creatures were female because they led beholder communities, spawned offspring, and worshipped a deity called The Great Mother. Naturally, the elves named these creatures Hive Mothers. However, the beholders’ own name for Hive Mother is *kawahak kru*, which translates more correctly as “spawner-boss.” *Kawahak kru* have no specific female traits.

Beholder Priestesses

There is no formal caste of priests or clerics among the beholders. Occasionally, however, members of a beholder community will find themselves so pressed by enemies that they pray to the Great Mother for aid.

Sometimes the Great Mother answers their plea. When this happens, the goddess elevates a Hive Mother to the status of Priestess for the duration of the threat. If the community has no remaining Hive Mothers, the Great

Mother elevates a standard beholder. In such a case, this beholder, if it survives these dangerous times, will mutate over a period of two years into a Hive Mother.

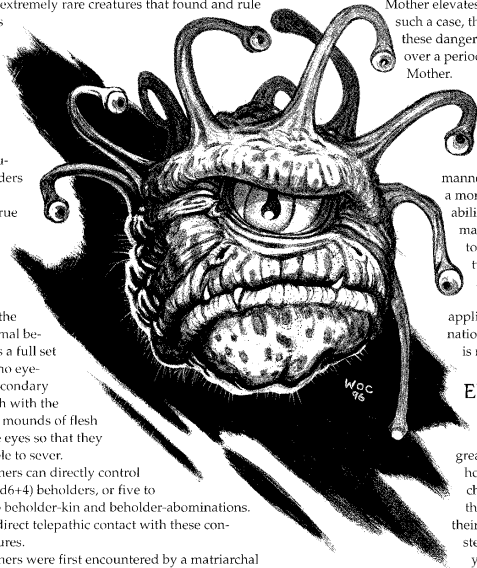
The Beholder Priestess is similar to a Hive Mother, but it possesses additional powers: it can cast spells in the manner of a priest, though with a more limited range of magical abilities; it is more resistant to magical attacks; and it is able to command undead creatures such as skeletons and zombies.

Though humanoids have applied a human female designation to this type of creature, it is no more female than male.

Elder Orbs

It appears that certain beholders are born with great longevity. These beholders discover unusual changes taking place within their minds and bodies after their 90th year. In addition, instead of the usual 120 to 150 year lifespan of the typical beholder, these creatures still enjoy vigorous health after their 200th year!

These “old” beholders gain in intelligence and, on the average, are even more brilliant than standard beholders. Elder Orbs also become far more social and are even willing to work in cooperative efforts that benefit the aims of all participants. Though they often found hives of their own, Elder Orbs rarely become part of beholder cities. It seems that they do not care to share authority with Hive Mothers.





Due to their great age, Elder orbs usually have a number of eyestalks that do not function. Repeated damage and disease leave the Elder Orb with six to nine working eyestalks (the DM should roll 1d4 and subtract the result from the number of working eyestalks, then randomly determine which ones have failed). The eyestalks themselves can still move, but the eyes atop them are either gone or simply do not work either as sensory organs or magical attacks. Elder Orbs also lose the ability to regenerate lost eyes, though they can heal normal damage at the usual beholder rate.

Most importantly, Elder Orbs discover an ability to wield magic. They can learn to cast spells with verbal-only components and can use potions, scrolls, and spell books just as wizards do. They can also use any magical items that are carried instead of worn (they hold these items with their non-functioning eyestalks).

Elder Orbs lose the ability to bear young—though they can still fertilize other beholders. Therefore, they seek out mates in order to foster true breed beholders. Elder Orbs mate for long periods of time, but they usually kill disobedient mates and flawed children.

Elder Orbs are not fond of combat and make ready use of minions to do their dirty work. They have a particular affinity for death tyrants (described later). If forced into combat, an Elder Orb will utilize the traps and secrets of its lair to harry and kill intruders while it makes good its escape.

Beholder-Kin

Beholder-kin are closely related to beholders. In fact, they resemble beholders strongly enough that beholders despise them and attempt to exterminate them—except when prevented from doing so by the presence of rulers such as Hive Mothers. Unlike abominations (below), beholder-kin are a self-sustaining species.

Death Kiss

This creature, also called a “bleeder” or “eye of terror” is a blood-drinking predator. It keeps to dark places—such as ruins and caves—and is 90% indistinguishable from a beholder in dim light.

The death kiss has no mouth. Rather, it ingests its

food through tiny, barbed openings on the end of its 10 twenty-foot tentacles. The tentacles partially retract when resting and resemble standard beholder eye-stalks when viewed in dim light. A death kiss that hits a target with one of these tentacle-mouths drains blood from that victim.

The death kiss builds up powerful electrical charges. It is apparently able to use this electricity to power rapid healing within its body. Unfortunately, the death kiss inadvertently discharges great amounts of this power when damaged.

The death kiss does have a central eye like true beholders, but this eye only allows the death kiss to see in the dark.

Eye of the Deep

This is a water-dwelling relative of the beholder covered with reddish lobster-like chitin. The Eye of the Deep possesses two antennae with eyes on their ends and two arms ending in lobster-like claws; these features replace the usual beholder eyestalks. These creatures use illusions to lure swimmers and divers into their deadly grip.

Gauth

The gauth is fairly easy to distinguish from a true beholder. It has the requisite ten tendrils, but four of them dangle from the bottom of the creature and do not end in eyes. In addition, the gauth possesses a tough, serrated ridge of flesh that surrounds the central eye; this ridge protects a ring of twelve to fifteen “normal” eyes.

Gauths are very rare; so far, scholars and adventurers have only encountered a single breed. This breed is of larger-than-average size (5' diameter), with brown skin mottled in purple and gray. The gauth can eat meat, but it primarily feeds on magic.

Observer

This creature is most commonly encountered on the planes of Acheron, Mechanus, and the Outlands. It is one of the most socially adept of the beholder family. The observer lacks truly evil impulses and often allies itself with other sentient species.

The observer is a larger-than-average beholder-kin (6' diameter) with a hard, chitinous skin mottled in shades of pink and purple. It possesses six eye-stalks, three central eyes (evenly spaced around their equators), and three small mouths (one below each central eye). The observer's mouths are not what they appear to be; each one is actually a sucker attached to the end of a 5' tentacle. The creature normally withdraws these tentacles so that the sucker rests flush against the body. These sucker-mouths can extend to attack nearby targets, and, like the Death Kiss, they drain blood.

The observer, unlike many beholder-kin, is not malicious; however, the highly intelligent creature lacks any sort of empathy. Observers engage in an almost obsessive pursuit of knowledge; they will remorselessly eliminate anyone or anything that stands in the way of their research. Many observers will use their powerful psionic abilities to alter the minds of dangerous creatures; these creatures act as slavishly loyal guards that protect the observers' privacy.

Spectator

The spectator is actually the most moderate and even-tempered of all beholder-kin. It has a large central eye and four eyestalks. Spectators exist in one of two mental conditions: Freely Thinking and Contemplating.

When Freely Thinking, the spectator will wander through the planes and openly communicate with any sentient being that approaches (it will still exercise normal caution while doing so). This beholder-kin rarely acts aggressively while in a Free Thinking state. In fact, Free Thinking spectators will usually flee any powerful attacker.

Spectators who are Contemplating, however, are quite a different story. These creatures are vigorous philosophers; they will happily spend up to 101 years reflecting upon the meaning of existence. Contemplating spectators make excellent guardians of treasure; they will re-

main in the same area (usually a 100 by 100 yard region) for the duration of their contemplation.

While in this state, spectators will briefly speak to those who approach. It will answer general questions about its reflections and its purpose. After one turn of conversation, however, the creature will ask the "intruders" to leave. The spectator will gently attempt to drive off all who do not heed its request. Though not violent by nature, the spectator will aggressively protect its contemplating area from anyone or anything that continues to interrupt its ruminations.

Long ago, a wizard of great power discovered a way to force a spectator into its Contemplating state for a predetermined period of time. This spell, *Instruct Spectator*, also defined the area the spectator would inhabit. Its susceptibility to the ancient dweomer made the creature a perfect guardian of valuable treasures; its fearsome, beholder-like aspect would make even the most seasoned thief think twice. Presently, spectators are the favored guardians of many powerful wizards.

It is possible to summon a spectator from the plane of Mechanus through the use of a *monster summoning V* spell. A mage must use three or more small beholder eyes as the material components of the dweomer. There is a 10% chance per eye for a successful summoning.

Abominations

Sages believe that abominations are specialty breeds created deliberately by a Hive Mother to meet certain community needs—including defense of a hive or city in times of war and extra fire-power during a planned invasion of a well-settled or well-protected territory.

Abominations are not capable of breeding, so the presence of these creatures usually means that a Hive Mother has taken up residence nearby.

Director

These abominations are beholder hive shock troops. Directors primarily function as cavalry fighters, as they possess a mindlink with specialized riding animals. The director itself is extremely large (around 9' in diameter). Its central eye, however, is proportionately smaller than that of a true beholder. Directors possess only six eye-stalks atop their bodies and three clawed tentacles located on their undersides; the creatures use these tentacles to ride their mounts.

Examiner

Examiners are magical researchers and sages of the beholder hive; they often act as advisors to the Hive Mother. Examiners resemble hairy spheres, and do not possess a central eye. They have four (jointed) eyestalks, four jointed manipulatory limbs, and a mouth on their underside. Examiners can use weapons, tools, and magical items as well as humans can.

Lensman

Lensmen primarily function as shock troops for the beholder hive and are perhaps the least beholder-like of all the beholder-kin. In dim light, these creatures resemble cave-dwelling humanoids with a single central eye and huge, gaping mouth in the midst of a hairy humanoid torso. In addition, Lensmen possess arms, legs, and a prehensile tentacle—though both sets of limbs end in gripping hands. These fierce fighters usually carry two-handed polearms—such as halberds—into combat.

Overseer

Overseers serve as officers and foremen in the hive. Each overseer possesses powers similar to that of a Hive Mother and can control the actions of five to ten (1d6+4) standard beholders or five to twenty (5d4) beholder-kin. Unlike hive mothers, however, overseers can only control creatures of the same type. Thus, one overseer could control death kisses or directors, but not a combination of the two beholder types.

By calculation, we find that an exceptionally influential Hive Mother could control up to 20 Overseers. Each of these overseers could, in turn, control up to 20 beholder-kin for a theoretical maximum of 421 monsters in one hive. Such a concentration could spell doom for an entire human kingdom.

Overseers closely resemble small, stunted trees. Each has 13 limbs ending in buds that conceal their eyes. One oversized limb serves as the spine (or “trunk” of the “tree”); three mouths surround this spine at its midpoint.

In addition, overseers possess eight vine-like tentacles covered with thorns. The creatures stand on root-like tentacles that allow them to move very slowly across the ground (they cannot levitate). A symbiotic fungus coats the overseer’s “bark.” This fungus changes color as the overseer desires; it may appear mottled green, gray, or brown as the surroundings require.

Watcher

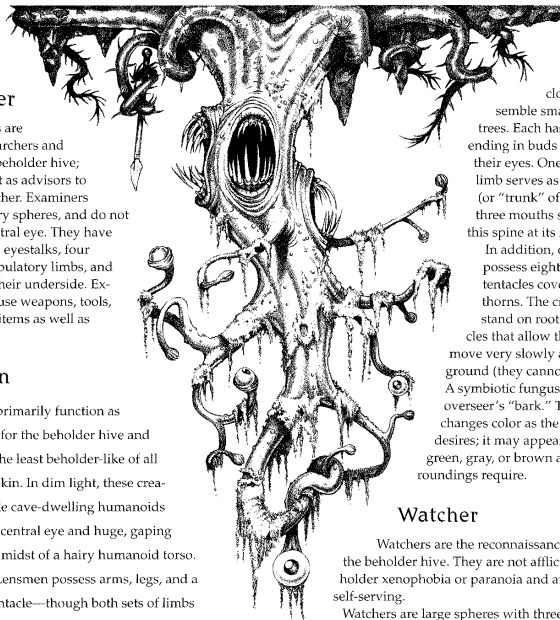
Watchers are the reconnaissance experts of the beholder hive. They are not afflicted with beholder xenophobia or paranoia and are entirely self-serving.

Watchers are large spheres with three central eyes arranged equally around their “equators.” These central eyes are not lidded and cannot be closed. Watchers also possess a circle of smaller eyes arranged like a crown above the circle of central eyes. Another large, unlidded eye sits atop the watcher’s summit and stares directly up. The watcher’s mouth is situated on its underside; just behind the mouth is a long, fleshy tentacle with a barbed pad at the end.

Watchers are opportunistic feeders; they eat carrion and sometimes devour enemies they have stunned with their tails.

The watcher’s small eyes have no powers, but each large eye has several uses. The eye on top, referred to as the compound eye, has three different powers: *message*, *tongues*, and *suggestion*. The three central eyes have two powers each. One eye possesses *true seeing* and *ESP*; another can use *advanced illusion* and *demi-shadow magic*; and the third has *telekinesis* and *teleport*.

Watchers can deliver terrific electrical shocks with each blow of their tentacle; these attacks are very likely to stun victims and often prove fatal.





Undead Beholders

As though living beholders weren't danger enough, unlucky adventurers may also encounter undead beholders. Fortunately, none of the three undead beholder types retain any of their intelligence. Most of these foul creatures are mindless and barely comprehend orders given to them by their creators.

Most undead beholders come into existence through the evil work of mages, beholder mages, elder orbs, or priests. Some of these undead, however, form as a result of magical accidents. All undead beholders encountered so far were once standard beholders; no undead beholder-kin or beholder abominations have yet been observed.

Death Tyrant

When most people refer to "undead beholders," they mean death tyrants. Death tyrants are created through the use of a magical spell cast upon the bodies of slain beholders. This spell also defines the medium through which the death tyrants receive orders (a spell, controlling mechanism, or code-word, for example).

Death Tyrants and Degrees of Control

All death tyrants exist in one of the following states:

Controlled: The death tyrant is currently obeying the orders of a living master.

Instructed: The death tyrant is currently obeying the orders of a master who has died or who has lost the mechanism for controlling the death tyrant.

Uncontrolled: The death tyrant is not obeying any instructions. It attacks all living beings it detects and continues fighting until destroyed or *controlled*. The death tyrant can be commanded by application of the controlling mechanism defined at the time of its creation.

Rogue: This death tyrant usually forms as a result of a magical accident. Because of this, it receives no instructions at its creation and has no controlling mechanism. *Rogue* death tyrants behave as if they are *uncontrolled* and can never be commanded by any means—including spells designed specifically to control death tyrants.

Control Death Tyrant Spell: Creators of death tyrants usually learn the spell used to control them. This is useful when a wizard comes across an uncontrolled death tyrant.

A death tyrant looks much like a beholder with several important differences. Oftentimes, the death tyrants bear horrible gaping wounds encrusted with mold and other signs of decay. In addition, some of their eyestalks may be missing and others may not move. When not in combat, a death tyrant's eyestalks hang limp. Finally, a milky film covers their central eyes; occasionally this film will seep out of the death tyrant's eye.

Death tyrants are slower than normal beholders and, when not following orders, they levitate in place until they detect movement. These foul creatures smell strongly of decay and cannot communicate in any way.

As mentioned before, wizards and priests who create death tyrants usually imprint the creatures with the means through which they may be controlled. The following are some of the more common mediums of control:

Amulet or Talisman: The creator of a death tyrant may command it to obey the person who carries a specific object. This is useful when a wizard wishes one of his subordinates to take the death tyrant to a certain place for a specific task. Note that in such a case a counterfeit object will not suffice; the death tyrant is bound magically to the true object.

Codes: The death tyrant must obey anyone who knows a specific code-word. This is a poor means of control as two people may know the word and fight for control of the death tyrant. In such an event, the death tyrant will obey the last command it was given by an



authorized user. Thus, it may spend an entire fight lunging back and forth between controllers.

Death tyrants retain enough intelligence to obey complex commands. However, when they encounter a situation that goes outside their orders, they typically try to destroy any living creature their orders do not specifically protect.

Doomsphere

This type of undead beholder is the equivalent of a beholder ghost. A doomsphere is an intangible spirit possessed with an insatiable desire for revenge against the living.

A doomsphere looks like a glowing, translucent beholder. It usually forms when a beholder dies in a magical explosion. The doomsphere will haunt the area where it died and will remain unmoving and invisible until it detects any creature within its area. At that point, it will shriek, become visible, and attack until the creature dies.

If a doomsphere's hit points fall to 0, it simply dissipates. Unfortunately, the doomsphere will recombine a day later. The complete destruction of this undead monster requires the cooperation of a priest; the priest must cast *remove curse* and *protection from evil*, 10' radius after the dispersal of the doomsphere. These spells prevent the recombination of the doomsphere's energy.

Kasharin

Kasharin are death tyrants that possess a highly contagious rotting disease—thus making them the “mummies” of the beholder world. In fact, their contagious disease is identical in effect to mummy rot.

Kasharin usually form when a wizard or priest transforms a *malohurr* infected beholder into a death tyrant. Sometimes, however, death tyrants spontaneously transform into kasharin.



Unrelated Creatures

Several other creatures live almost exclusively in the company of beholders and beholder-kin, or are otherwise associated with them.

Gas Spore

Also known as the “blast spore,” this is a very dangerous sort of fungus often cultivated by beholders. A gas spore is a spherical growth filled with gas that allows it to float three to five feet above the ground. The gas spore possesses a circular decoration resembling a beholder’s central eye and rhizome growths atop it that resemble beholder eyestalks. Creatures viewing the spore in dim light are 90 likely to confuse it with a beholder; this chance drops to 30% in bright light.

Gas spores live only to reproduce. These fungi float slowly about until they detect a mammal of halfling size or larger. The gas spores then attempt to bump into the unlucky mammal and release tiny, invasive rhizome spores that pierce its flesh.

The victim of such contact is now in serious danger. The powerful rhizomes will kill the creature within a day and cause new gas spores to emerge from its body. Only a *cure disease* spell cast within a day of infection can prevent this horrible event.

Any damage inflicted upon a gas spore causes it to explode. Creatures within a 20’ radius of the explosion suffer 6d6 points of damage

(3d6 if a successful saving throw vs. wand is successful).

Beholders are immune to gas spore rhizomes and explosions. Beholders tend to cultivate clusters of gas spores in the caverns and tunnels surrounding their homes, and in the gardens of their rare communities. Ronassic of Sigil reports that playful adolescent beholders sometimes conduct flying competitions in gas spore infested caverns.

For these reasons, many scholars believe that beholders either created the gas spore or selectively bred an existing spore race until it closely resembled beholders.

Crawler: Director Mount

The crawler is the preferred mount of the director beholder-kin. This horrifying creature looks like a monstrous combination of a centipede, a pillbug, and a spider. It possesses a segmented body 30’ or longer carried on ten or more pairs of spider-like legs. The crawler also has spider-like eyes and mandibles. Directors perch on the creatures’ backs just behind their heads.

Patroller: Beholder Mount

Beholder mages, tired of their slow means of travel, created a mount from basic trollish stock. The result, a patroller, looks like a hairy, headless troll with an oversized torso. The patroller torso has a deep depression instead of its chest. A beholder mage can settle settle comfortably into the torso depres-

sion and direct this hardy mount with a *telepathy* eyestalk.

Patrollers not controlled by a beholder-mage do absolutely nothing; left to their own devices they would stand in place and starve to death. Patrollers do, however, possess a mouth deep in their chest depression. Beholder mages typically feed patrollers, using *telekinesis* to drop food—often cave rodents—into their mouths.

Patrollers can wield hand weapons. Often, individual beholder mages arm their mounts with deadly weapons.

Rumored Variations

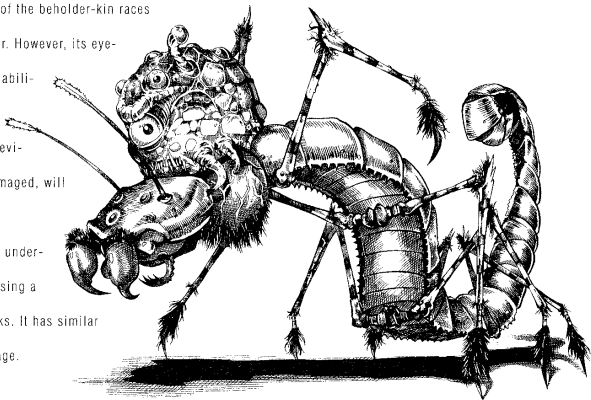
There are also unconfirmed reports of many other types of beholders and beholder-kin. What follows is a short list compiled by Ronassic of Sigil:

Astereater: Adventurers traveling the chaotic outer planes have reported the existence of a giant flying-boulder species called astereaters. The astereater has no eyes and often crushes its prey before devouring the remains. Its level of intelligence is unknown.

Evil Eyes: It is said that some variant beholders have different powers in their eyestalks and central eyes. Such profanity greatly offends more typical beholders. These beholders refer to such creatures as "evil eyes."

Gorbel: This sad sack of the beholder-kin races looks much like a beholder. However, its eyestalks possess no special abilities and actually end in claws. The gorbel can levitate but, if sufficiently damaged, will explode.

Orbus: This is a white, undersized beholder-kin possessing a central eye but no eyestalks. It has similar powers to the beholder mage.





History of the Beholders

Like most intelligent species, beholders self-understanding shapes, and is profoundly shaped by, their history and mythology. One of the keys to comprehending these creatures lies in an intimate familiarity with their myths.

—Romantic of Sigil

Creation Stories

Most beholder breeds attribute their creation to a goddess they call the **Great Mother**. Most legends refer to the Great Mother spawning a single beholder named **Kzamnal**. True to beholder form, the physical characteristics of Kzamnal usually match the characteristics of the beholder telling the story.

Kzamnal gave birth to the mortal ancestors of the beholder race and instructed them to gather together all knowledge, “that the mortal creatures might be like their grandmother, the Great Mother, who knows all.”

Unfortunately, some of the children of the Great Mother—known spitefully as “the traitors”—gave birth to offspring that did not resemble the Great Mother. The appearance of these aberrations heralded a genocidal war waged by the “true” beholders. This war continues even to this day.

Chapter 3

Heretical Opinions

Scholars of the beholder-god **Gzemnid**, the only mortal offspring of Kzamnal to become a god, tell a different story. As they see it, clues and hints pieced together over hundreds of years clearly reveal that the Great Mother is so vast and complex that she changes appearance from one moment to the next. These scholars also suggest that, unlike other beholders, the Great Mother lays eggs. For some unknown reason, each batch of eggs that she lays hatches a different breed of beholder.

In addition, Gzemnid’s scholars believe that the Great Mother contains so much knowledge that she cannot, or will not, communicate with lesser beings. Rather, she does nothing but cruise endlessly among the darker planes, accompanied only by her alien wisdom and incomprehensible visions. Legendary stories tell of beholders that have witnessed the Great Mother laying eggs and gibbering to herself as she traversed the planes.

Beholders and the Multiverse

Beholders are found throughout the planes of existence. Long ago, a true-breed beholder, named **Vikhrispa**, lost its sight in battle and eventually became the first beholder mage. Vikhrispa soon developed spells that would allow it to move from plane to plane on its quest for knowledge. Vikhrispa often took true-breed beholders with it on its travels through the planes.

Eventually, a force of false breed beholders, having been badly battered in warfare against the truebreeds, captured Vikhrispa and stole its knowledge of planar travel. Most false breed beholders fled to other planes so that they might grow numerous and return to destroy the true-breeds.

Interestingly, almost all beholder breeds lay claim to the ancestral figure Vikhrispa and blame all other breeds for killing it.

Beholder-Kin

According to beholder legends, beholder-kin are the descendants of the mythical “traitors” and wish to destroy true breed beholders out of jealousy. However, Ronassic of Sigil clearly disagrees with this aspect of beholder mythology. During his hands-on research into beholder life, the mage witnessed several beholder mis-births. In such births, a beholder spawns children not of its breed. These offspring may even possess enough different characteristics to qualify them as beholder-kin.

When such births occur, the parent becomes enraged and attempts to destroy its offspring. The flawed offspring usually flee, or respond with violence. It is common for the parent of a flawed offspring to erase the memory of the birth—probably out of a sense of racial shame.

The occurrence of these births suggests that the beholder has a predisposition toward mutation. An incredible array of different beholder-kin breeds would exist if they were not wiped out as fast as they were born.

Abominations

The hive mother’s ability to create abominations—sterile beholder-like creatures that exist only in hive situations—most likely stems from the species’ predisposition towards mutation. Beholder legends, however, claim that this ability is a gift from the Great Mother.

Abominations are very specialized creatures spawned in response to a specific hive need. True beholders and same breed beholders only tolerate abominations when under the command of a single hive mother. In fact, many legends often “promote” important abominations to the level of true beholders.

The Fragmented God Theory

Beholders and their relatives are odd by any zoological standard, as they exist without all the manipulative organs necessary—hands and limbs being the most notable—to the development of a civilized species. More intriguingly, they seem to have compensated for their loss through the development of sophisticated magics.

Some philosophers and plane-travelers have developed an odd theory about this phenomenon. These philosophers postulate the existence of a greater god, which they call the Fragmented God. According to this theory, the Great Mother is only a small fraction of this original Evil Eye, and several other gods correspond to other organs and traits: there are other eye-gods, an all-consuming mouth-god, a god representing all-encompassing reason, and so on.

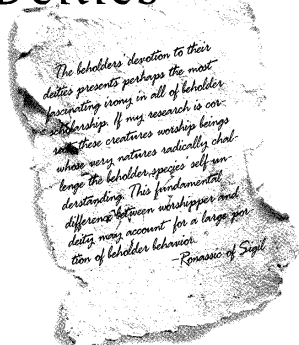
If these parts can maintain equilibrium—with the good eyes balanced against the evil ones, for instance—then the reunion of all the parts into a Collected God might enable sages and wizards to learn something about the balance of good and evil, as well as chaos and law.

If, however, the evil fragments are more powerful than all of the Fragmented God’s other parts, the reintegration of these parts could herald the creation of an unstoppable evil force.

Other Notes

More information on the Great Mother and Gzemnid can be found in the “Deities” chapter.

Deities



Most of what is known about the beholder gods comes from the journals and writings of those scholars who actually lived in beholder communities. Some adventurers claim to have encountered avatars of these deities, though the very fact that these adventurers still live seems to invalidate their claim.

The Great Mother

All beholders and beholder-kin revere the Great Mother as the creator of the beholder race. In reality, the Great Mother is an enormous beholder that drifts almost continuously throughout the planes of existence—particularly the lower planes. Unlike beholders, however, the Great Mother is totally devoid of any logic. It is a creature of chaos, ruled by instinct and randomness. Thus, the Great Mother does not exhibit any division between its rational and intuitive mind like mortal beholders.

Beholders believe that their Great Mother possesses all of the knowledge contained in the multiverse. If this is the case, however, the Great Mother does not appear capable of passing this knowledge on to her followers; the powerful creature constantly gibbers in a proto-language indecipherable by any mortal being.

It would greatly distress beholders to learn that the

Great Mother's mind is totally unlike their own. Some beholders may have already discovered this fact. Such a shocking blow to their own deeply held self-understandings would become permanent cankers within their intuitive minds, sores that slowly chip away at their mental stability.

Activities of the Great Mother

Unlike its mortal spawn, the Great Mother is an egg layer. It drifts endlessly on its mysterious journey, stopping only to lay eggs or briefly return to its home plane. Most of the Great Mother's eggs hatch into hive mothers of various breeds.

Scholars do not know what factors determine the breed of these eggs, though some believe that the Great Mother's diet greatly influences this process. The Great Mother often encounters powerful beings in its wanderings throughout the planes. Legends say that the Great Mother usually consumes these powerful creatures. These "unions" doubtless account for some of the more unusual sorts of beholder-kin and abominations.

The Great Mother does not have much contact with its descendants and seldom listens to their prayers. Sometimes, however, members of a large city will pray to the Great Mother when they are in grave danger. Occasionally, the Great Mother will bend its ear to these supplicants and turn the city's oldest hive mothers into priestesses (see pg. 10, *Types of Beholders*) until the danger has passed. Even more rarely, the Great Mother will send down its avatar to avenge the death of one or more beholders. Mostly, however, this deity ignores its followers.

The Great Mother's Home

Little is known about the Great Mother's abyssal lair. Sages do know, however, that when it returns to its lair, the Great Mother will lay many eggs. Then, its most powerful followers, the elder orbs, distribute these eggs throughout the planes. They usually choose worlds on those planes not yet adequately represented by the beholder race.



Statistics

The Great Mother is chaotic evil, though its worshippers may be of any non-good alignment. Its areas of control include magic, fertility, and tyranny. The Great Mother's symbol is an egg with a central eye.

When the Great Mother incarnates an avatar, it appears as a huge (18 Ft. diameter) beholder encrusted with a thin layer of debris—including stones, precious gems, weapons, and intact skeletons. The Great Mother's avatar possesses the following characteristics:

Great (Beholder) Mother Avatar (1): AC -5/-3/2; MV Fl 3; HD 20; hp 160; THAC0 5; #AT 1; Dmg 4d6 (bite); SA Magic; SD Magic; MR 80%; SZ H (18' diameter); ML Fearless (21); Int Godlike (21); AL CE; XP 42,000.

Notes: **Special Attacks:** Can swallow any creature whole below L size on an attack roll of 19 or 20; damage to swallowed creature is 6d6 per round; the creatures' internal AC is 2; a to-hit roll of 19 or 20 on the part of the swallowed victim will allow him to escape. In addition to eye powers, the avatar can use any one of the following effects once per round: *fear*, *chill* (1d8 damage per round), *hopelessness* (as symbol), or *repulsion*.

Its presence enraptures beholders and beholder-kin; their intuitive minds take over to

store what knowledge it gives them. The intuitive mind lets the rational mind remember the avatar as having their markings.

Special Defenses: The avatar can only be hit with magical weapons; blunt magical weapons only inflict half damage.

Spells: The avatar can cast spells as an 18th level Wizard and an 18th level Priest. It can cast spells from all wizard schools and from the following priestly spheres: all, astral, combat, divination, necromantic (reversed), numbers, protection, thought, time, healing (reversed), sun (reversed), and summoning.

Eye Powers: Central—*anti-magic ray* (280-yard range, 90-degree arc before beholder; no magic functions in that area); 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell); 4th—*telekinesis* (2,000 lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (50-yard range); 7th—*fear* (as spell); 8th—*slow* (as spell); 9th—*cause serious wounds* (100-yard range); 10th—*death ray* (as death spell, 100-yard range). All saving throws vs. eye powers are at -4 in addition to any other listed penalties.

Fighting the Great Mother Avatar

As with mortal beholders, the avatar has different armor classes on different parts of her body:

Roll	Location	AC
01-85	Body	-5
86-90	Central Eye	2
91-95	Eyestalk	-3
96-00	One Smaller Eye	2

Its eyestalks each have 25 hit points; these stalk hit points do not count against its hit point total. The avatar's central eye can withstand up to 60 hit points of damage before it is permanently destroyed. This damage does count against the avatar's hit point total.

Gzemnid

Gzemnid was a hatchling from Kzamnal's first brood and was born on the Great Mother's home plane. It watched the rise of the beholder race almost from the very start.

Unlike the Great Mother, Gzemnid possesses coherent, if chaotic, thinking patterns. During the course of its long life, Gzemnid became the first beholder mage and the first elder orb. Its knowledge of the universe became so vast, that it transformed itself into a god.

Activities of Gzemnid

Gzemnid is quite possibly the beholder deity most active in the lives of its followers. In fact, it is quite possible that an exemplary follower will receive a visit from Gzemnid's avatar.

As a mortal beholder, Gzemnid specialized in elemental magics and tactics of escape; it encourages these practices in its followers. Gzemnid also encourages the assumption of power through the acquisition of knowledge. Indeed, many scholars believe that it originated that branch of beholder philosophy.

Gzemnid spends a good deal of its time spying on mortal wizards who probe at the very meaning and machinery of existence. When these wizards make some great discovery, Gzemnid sends its avatar to take, or negotiate for, that discovery. Amazingly, Gzemnid recognizes that a wizard who makes one important discovery may make another. Thus, it always prefers to steal the knowledge without harming the wizard. It will, however, use violence as a last resort.

Gzemnid gets along well with Kzamnal and the Great Mother. In fact, the Great Mother will recognize Gzemnid and make approving noises when they encounter each other. Gzemnid, in turn, respects the Great Mother as a force of nature but recognizes that, as a rational creature, it has almost nothing in common with the greatest of beholder deities.

Statistics

Gzemnid is chaotic evil and its worshippers tend to be lawful evil or chaotic evil. Its areas of control include gases and fogs, obscurity, and deception. Gzemnid's symbol is a bronze rod held in beholder tentacles.

Gzemnid's avatar appears as an oversized, sky-blue beholder. In addition to a beholder's normal compliment of eyestalks, Gzemnid's avatar possesses a crownlike circle of 2 foot tentacles atop its head. It may use wands and rods in these tentacles.

Gzemnid Avatar (1): AC -4/-2/3; MV Fl 6; HD 14; hp 112; THACO 7; #AT 1; Dmg 3d4 (bite); SA Magic (see below); SD Magic (see below); MR 25%; SZ L (8' diameter); ML Champion (16); Int Supra-genius (20); AL CE; XP 34,000.

Notes: *Special Weapons:* This avatar carries a rod of *beguiling* in the tentacles atop its head.

Special Attacks: Gzemnid's avatar can use all Elemental (air) spells once each per day as if it were an 18th-level spellcaster. It can also use each of the following spell-like powers once per day: *distance distortion, guards and wards, hallucinatory terrain, phase door, screen, shadow door, vacancy, and veil.*

Special Defenses: This avatar is immune to all Elemental (air) spells.

Eye Powers: Central—*anti-magic ray* (200-yard range, 90-degree arc before beholder; no magic functions in that area); 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell); 4th—*telekinesis* (1,000 lb. weight); 5th—*flesh to stone* (as spell, 50-yard range); 6th—*disintegrate* (30-yard range); 7th—*fear* (as spell); 8th—*slow* (as spell); 9th—*cause serious wounds* (as spell, 50-yard range); 10th—*death ray* (as *death* spell, 60-yard range). The spell effects of these powers are cast as if Gzemnid were an 18th-level spellcaster.

Worship of These Gods

Though religious rituals and celebrations are largely absent from beholder life, these creatures possess a strong faith in their gods. Almost every breed of standard beholder worships the great mother. Beholder-kin and abominations also revere it.

Worship of Gzemnid is found among most beholder breeds. In addition, scholars report that some humans and demihumans have begun to worship Gzemnid. These "converts" are usually of races whose scholars have received a visit from Gzemnid's avatar.

Powers

A mistake common to adventurers is the idea that a beholder's eye powers are merely its arsenal of weapons. This is like saying that a human's hands are nothing but an arsenal of weapons. The beholder's powers are its hands, its tools, its books, its paintings, its vehicles, its very survival.

—Ronassio of Sigil

The Secrets of Beholder Flight

Scholars and adventurers have long thought that beholder levitation is a magical process. Ronassio's investigations, however, revealed that beholder levitation does not stem from any magical source. This assumption has cost the lives of many adventurers who believed they could ground beholders with anti-magic fields.

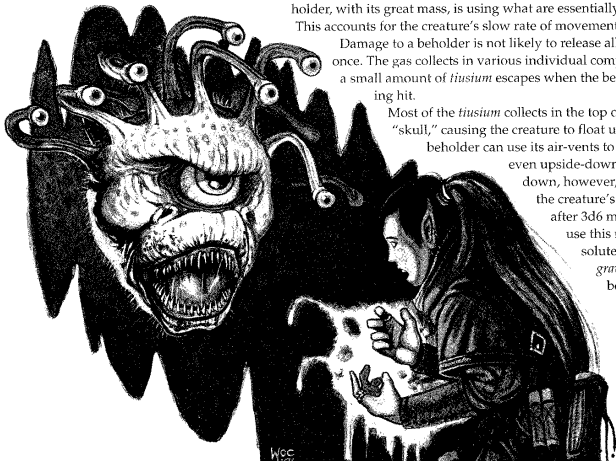
In actuality, the body of the beholder produces a gas called *tiusium*. This lighter-than-air gas is held within several small chambers of the beholder's cartilaginous shell. Through regulation of this gas, the beholder causes itself to float: if the creature lowers its levels of *tiusium*, it will descend; if the beholder increases its *tiusium* levels, it will rise. In addition, a delicate balance of gas allows the creature to float a few feet above the ground. Though aware of the scientific facts behind its levitation, the beholder does not need to think about producing its gas when maneuvering; the whole process is largely autonomic.

Small air vessels within the beholder's skin connect to the creature's single powerful lung. The expulsion of air through certain vessels causes the beholder to turn in place, tilt, rotate, and move in any direction. In short, the beholder, with its great mass, is using what are essentially tiny air thrusters. This accounts for the creature's slow rate of movement.

Damage to a beholder is not likely to release all its *tiusium* gas at once. The gas collects in various individual compartments so that only a small amount of *tiusium* escapes when the beholder suffers a piercing hit.

Most of the *tiusium* collects in the top of the beholder's "skull," causing the creature to float upright. However, the beholder can use its air-vents to tilt in any direction, even upside-down. Floating upside down, however, requires an effort on the creature's part that will fatigue it after 3d6 minutes. Beholders only use this maneuver when absolutely necessary. A *reverse gravity* spell will cause a beholder to slowly turn upside-down; this will not inconvenience the beholder in any way.

An elven mage discovers that a beholder's levitation is nonmagical.



Beholder Eye Powers—At a Glance

Consult the chart on pages 92-93 to discover the various eye powers of each specific breed of beholder.

The Beholder Eye: An Overview

Each of the beholder's eyes is a sensory organ that allows the beholder to see its environment. In addition, each eye acts as a tiny generator of magical energy. Mechanically, they function much like human eyes: dilation of the pupil controls the amount of light entering the eye; the cornea and lens focus the light upon the retina further back, and the retina transmits the image through the optic nerve to the brain, where it is interpreted.

The Eye As Sensory Organ

The beholder central eye is so large that it can perceive incredible levels of detail. This is one trait that allows the beholder to spot the tiny differences between beholder breeds. The lens of the beholder's central eye, however, is not much deeper than the lens of a human eye. Because of this, the beholder does not possess telescopic sight. In fact, the creature can only see about as far as a human being.

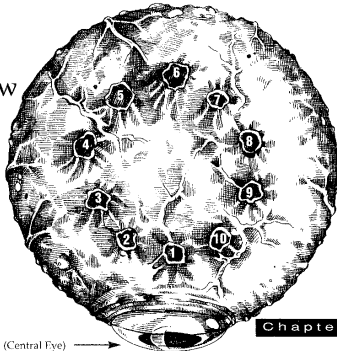
The Eye As Magical Weapon

Unlike the human eye, the beholder eye sends and receives various forms of energy. In this case, the energy is magical in nature. The beholder's vitreous humour (the fluid making up the bulk of the eye's contents) contains a high magical charge. When the beholder wishes to make an attack with its eye, the brain sends an impulse back along the optic nerve. This impulse tells the eye to release a portion of its magical energy out through the pupil. In many cases, the pupil contracts to define the shape of the beam emission, while the lens alters shape to focus the emission. Simple eye movements aim the attack.

Beholder eye beams are normally visible to the human eye. Attacks from the smaller eyes produce a small amount of light. Attacks from the beholder's central eye, however, are easily detectable in daylight.

A beholder's control over its eye attacks is not perfect; the beholder can never be sure that its attack will hit its target with pinpoint accuracy. Often, the beholder will need to make tiny adjustments to its aim in order to hit a target.

The magical nature of a beholder's eye attack makes it difficult to reflect. Only a specially enchanted glass,



Standard Arrangement of Beholder Eyestalks
(plan view)

Eye:

- 1: Charm Person
- 2: Charm Monster
- 3: Sleep
- 4: Telekinesis
- 5: Flesh to Stone
- 6: Disintegrate
- 7: Fear
- 8: Slow
- 9: Cause Serious Wounds
- 10: Death

Attackers are all within:

- 90° Arc: 1d4 eyes may target. Begin with eye oriented best toward targets. If additional eyes can be used, they are the eyes closest to the best oriented eye.
- 180° Arc: 1d6 eyes, as above.
- 270° Arc: 1d8 eyes, as above.
- 360° Arc: All eyes may attack.
- Attacker Overhead: All smaller eyes may attack; central eye may not.

called a *sphere mirror*, can successfully reflect an attack made by a beholder. Turn to Chapter 9 for more information on this and other magical items related to beholders.

Temporary Blindness

The beholder's eye powers are not wholly dependant on vision. In other words, if a beholder is temporarily blinded in one eye it still has access to that eye power. Partially blinded beholders may use an undamaged eye stalk to target an opponent located within the vector of a blinded eye. The beholder may then use the power from the blinded eye to attack its opponent with a -1 penalty.

If a beholder suffers temporary blindness in all of its eyes, it can still attack opponents. These attacks occur with a -4 penalty, as the beholder fires randomly.



Beholder Eye Powers: Specifics

What follows is a detailed discussion of beholder eye powers culled from the research notebooks of Ronassic of Sigil. It is interesting to note that beholders are immune to many of their own eye powers. The details of this immunity are discussed under the appropriate powers.

Central Eye: *anti-magic ray*

In addition to functioning as a formidable combat weapon, the beholder's *anti-magic ray* is an enormous convenience to the creature in its home. Beholders are able to close their eyes and even contract the skin around their central eyes (i.e., squint) the way humans do. This allows the beholder to narrow its *anti-magic ray* down to a fraction of its maximum combat size. Thus, the creatures can accomplish tasks that require more subtle applications of their *anti-magic ray*.

A solitary beholder will often seek out magical traps and devices that cease to function within the area of its *anti-magic ray*. This allows the creature complete freedom in a lair full of deadly traps.

For example, most beholders cannot magically cause a hundred tons of stone to drop on the heads of invading enemies. However, if a beholder can gain possession of extremely strong support beams that cease to exist in an *anti-magic ray*—such as *blackstone* beams (detailed later)—it can install these beams below the maximum height of a cavern vault and laboriously pile a hundred tons of stone atop them. Later, should enemies invade its cavern, the beholder merely needs to turn its central eye on those beams. Within seconds, tons of stone will fall on the invaders.

Over a span of years, a solitary beholder can accumulate a variety of magical traps and devices. These include portcullises that drop when their magic is turned off, boxes that release deadly gas when their magic

ceases to function, and *wizard-locked* doors that spring open to release captured monsters.

Hive beholders, city beholders and *exile beholders* often have access to magical craftsmen who know the *wall of blackstone* spell. Such craftsmen are usually beholder mages, though an exile beholder might employ a human or demihuman wizard familiar with this spell. *Wall of blackstone*—fully described later this chapter—creates quantities of construction quality stone that vanish under an *anti-magic ray* (or similar spell) but reappear when that ray ends. The use of *blackstone* portal caps in combination with the *anti-magic ray* allows a beholder to travel with ease through its home while simultaneously denying prisoners and intruders an easy passage.

The beholder *anti-magic ray* affects *eyestalk* powers. Beholders in combat with other beholders often snap on their *anti-magic rays* in order to deny their enemies the use of any *eyestalk* powers. However, this maneuver denies the wielder the use of its other *eyestalk* powers aimed at a target within its *anti-magic* effect. This is one reason why duels between single beholders often turn into ferocious biting matches.

1st Eye: *charm person*

Beholders often use this power on solitary humans or humanoid. This power allows the beholder to engage in a few minutes of easy interrogation. Usually, the beholder learns many useful facts and secrets through the application of this power.

In addition to its uses as a research tool, a beholder's *charm person* ability is a powerful weapon; it is quite simple to convince a charmed person to put aside his weapons and sit down for a nice "chat." Once the hapless victim lays down his arms, he becomes easy prey for the beholder.

Exiled beholders—those who no longer live with members of their own breed—often use this power to acquire their first few human minions. Such beholders do not typically kill the creatures they have charmed. Rather, they put them to work in their lairs.

Beholders are immune to the *charm person* power of other beholders and beholder-kin.

2nd Eye: *charm monster*

This power functions identically to the beholder's *charm person* ability. Beholders often use this power to "enlist" guardians for their lair. Beholders are immune to the *charm monster* powers of other beholders and beholder-kin.

3rd Eye: *sleep*

Beholders often travel in areas where the native populations fear and loathe them. In these cases, it is easier on the beholders if their passage goes unmarked. Often, they will use their *sleep* power to neutralize potential witnesses without harming them.

Beholders are immune to the *sleep* powers of other beholders and beholder-kin, with one important exception: they are not immune to the *sleep* powers of their own ancestors. This fact suggests that ancient beholders originally used this power as a means of controlling their fractious offspring.

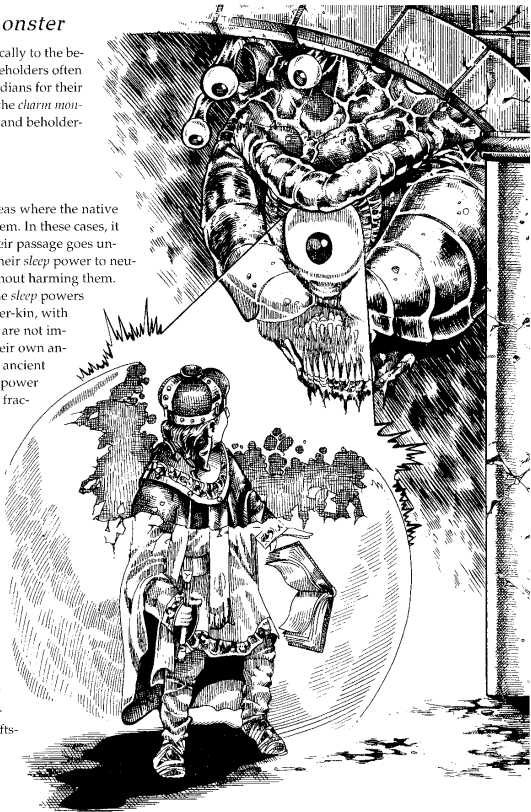
4th Eye: *telekinesis*

This power is perhaps the most crucial of all the beholder's abilities, as *telekinesis* acts as a beholder's hands. The creatures use this power to manipulate objects, build, fight, compete, and generally interact with the world around them.

A Beholder's control over its own *telekinesis* is legendary. Some beholders are capable of delicacy and intricacy on a par with the hands of a master craftsman, though a beholder can only manipulate one object at a time.

Beholders often use this power in combat to wrest important magical objects—such as weapons, wands, and scrolls—from opponents. In addition, the creatures use their *telekinesis* to push or lift gas spores or other protective barriers without damaging them.

Unconfirmed reports suggest that some beholder abominations specialize only in *telekinesis*. These creatures possess ten telekinetic eyestalks and hold an important position in many beholder cities.



K'dreth's energy shield falls beneath the force of a beholder's anti-magic ray.

5th Eye: *flesh to stone*

In addition to its rather obvious combat applications, this power possesses a number of other uses. Perhaps the most important of these uses is artistic in nature. Beholders consider themselves to be very artistic and prefer to work their masterpieces in stone. In fact, sculpture is the number one art form in beholder society. These creatures will often *charm* victims and persuade them to stand in artful poses. The beholders will then bathe these victims with *flesh to stone* rays.

Individual beholders possess distinctive artistic styles. Some prefer to catch victims with a comical look of dismay on their faces, while others prefer a more heroic style that features stone figures kneeling and begging for mercy. Still others like to create dioramic walls of victims. They use their *telekinesis* powers to shove a victim up against a wall and then use *flesh to stone* to freeze him there forever. The next victim is forced to hold onto the first before being turned to stone, and so on. Eventually, an entire wall forms from the interlocked figures.

The *flesh to stone* power is reversible, and many beholders use it to build up a larder. A beholder who is not hungry may turn its petrifying gaze on a small creature and carry the stone victim back to its larder. At some future time, the beholder will



turn one victim at a time back to its living state in order to devour it. It does not matter to the beholder whether or not the victim survives the shock of returning to flesh; after all, fresh meat is always delicious.

Beholders are immune to the *flesh to stone* gaze of other beholders and beholder-kin. However, beholders are not immune to the wizard spell *flesh to stone*. Thus, a beholder turned to stone by an adventurer can not be returned to normal by another beholder.

6th Eye: *disintegrate*

This power serves two important noncombat purposes. First, it allows beholders to create new tunnels in subterranean homes. Second, beholders use this ability to assist in their sculpting. As with the anti-magic ray, beholders can squint and otherwise focus the effect of the *disintegrate* ray. This allows the creatures to bore tunnels that can only accommodate beings of their exact size and shape.

Their control over this power is impressive, and they often use it to shape stone. After the beholder shapes the stone, it will telekinetically use tools to add fine detail and finishing touches to the sculpture.

Beholders are not immune to their own *disintegrate* power.

7th Eye: *fear*

Beholders are immune to the *fear* power of other beholders and beholder-kin. Like *sleep*, however, beholders are subject to the *fear* attacks wielded by their own ancestors. Once again, this suggests that ancient beholders once used this ability to dominate their offspring.

8th Eye: *slow*

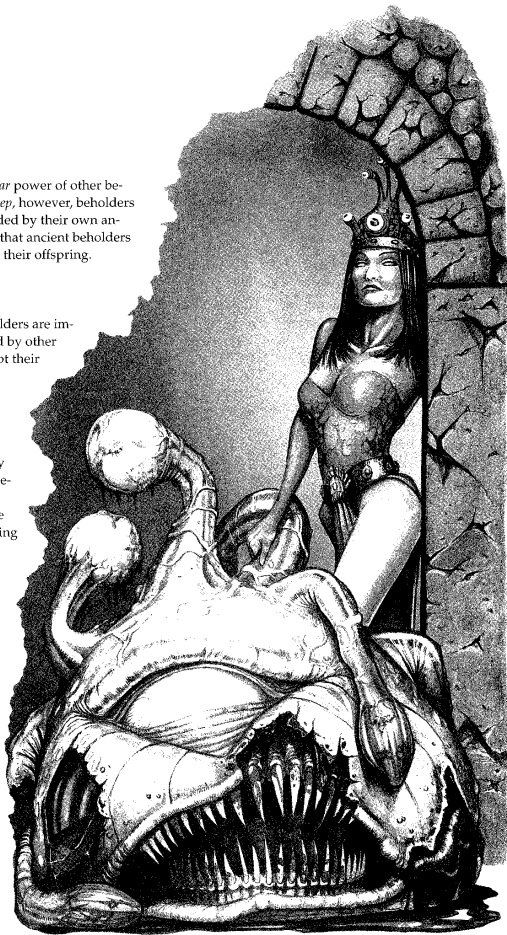
Just as with *fear* and *sleep*, beholders are immune to this power when wielded by other beholders and beholder-kin, except their own ancestors.

9th Eye: *cause serious wounds*

This is a purely offensive ability used to inflict great damage to a beholder's opponent. Beholders are not immune to this attack; it is one of their chief weapons when fighting each other.

10th Eye: *death ray*

This gaze attack is also purely offensive in nature. Unlike *cause serious wounds*, however, beholders are immune to this power when wielded by other beholders and beholder-kin.



Powers of Beholder-Kin and Abominations

Although very similar to other beholders in many ways, abominations possess their own special abilities. The following section contains information on the abilities of each particular abomination type.

Eye of the Deep

Perhaps the most important eye power of this abomination is its ability to emit *light*. In addition to its combat effects, this ability is the eye of the deep's principal means of communication. Scholars theorize that these abominations possess a highly developed code consisting of *light* pulses; these pulses allow them to communicate over great distances, especially when the creatures rise to the surface of the water.

In battle, nothing is more useful to eyes of the deep than their ability to *create illusion*. This power allows them to convince their enemies that reinforcements are arriving. They also use this power to entertain one another by creating visual theatrical productions. Some sages even speculate that eyes of the deep use their *create illusion* ability to instruct their young.

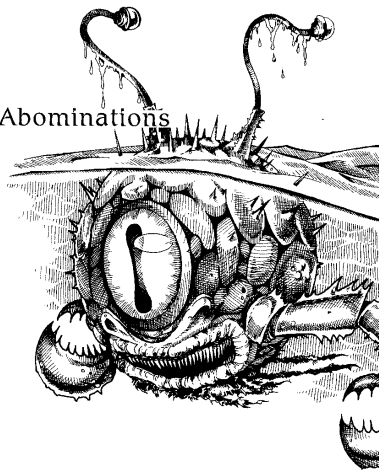
Eyes of the deep primarily hunt food using their *hold person* and *hold monster* abilities.

Gauth

It appears likely that the gauth was deliberately created or bred as a weapon against wizards, as most of its powers are purely offensive. It is important to note that gauths are not immune to the powers of other beholders and beholder-kin. Likewise, other beholders are not automatically immune to the gauth's powers.

Spectator

Many scholars speculate that the spectator may have self-mutated from a standard beholder. The fact that spectators possess largely nonviolent abilities (consider their ability to *reflect* spells cast at them) and are quite philosophical seem to support this belief. Unfortunately for the spectator, its *reflect* ability only works against spells and not beholder powers.



Spectators principally feed themselves during their long decades of contemplation through the judicious use of their *create food and water* abilities. Occasionally, a spectator may use this ability to create food for a rather interesting, or knowledgeable, visitor.

Director

Bred almost entirely for war, directors possess almost entirely offensive abilities. Sometimes, however, these abominations entertain the hive with creative uses of *improved phantasmal force* powers. Typically, though, directors use this ability to recreate some glorious moments of past combats.

Examiner

These creatures primarily use their *enlarge* or *reduce* abilities to trigger pre-set traps in a beholder lair. Some examiners, however, delight in shrinking an opponent, dropping him in a small tunnel, and then enlarging him back to his original size.



An examiner's *identify* and *legend lore* abilities make it an invaluable assistant to hive mothers, beholder mages, spectators, and elder orbs. Furthermore, their ability to use artifacts and tools make them extremely dangerous opponents.

Beholders and Psionics

Beholders, beholder-kin and abominations can possess psionics. However, the few beholders born with psionic potential are usually so obsessively set upon other courses of learning that they never develop their psionic potential. Spectators, the most contemplative of all beholder kind, are the obvious exception to this fact.

Psionics Summary

Level	10
Dis/Sci/Dev	4/5/15
Attack/Defense	All/All
Score	16
PSPs	200

Powers:

- *Psychokinetic*—Sciences: telekinesis. Devotions: animate object, inertial barrier.
- *Psychometabolic*—Devotions: body control, cause decay, chameleon power, double pain.
- *Telepathic*—Sciences: domination, mindlink, probe. Devotions: attraction, aversion, contact, ESP, invisibility, mind bar, phobia amplification.
- *Metapsionic*—Sciences: psychic surgery. Devotions: psionic sense, psychic drain.

Chance to Have Psionics

To determine whether a particular beholder-kin possesses psionic abilities, roll on the following chart:

d100	Type of Beholder
10%	Beholder Mage
3%	Beholder Priestess
1%	Director
—	Death Kiss
—	Doomsphere
—	Death Tyrant
5%	Eye of the Deep
20%	Elder Orb
7%	Examiner
1%	Gauth
—	Gas Spore
3%	Hive Mother
—	Kasharin
1%	Lensman
99%	Observer
15%	Overseer
35%	Spectator
2%	Standard Beholders
2%	Watcher



available to humans and other races. Observant players will note that these newer versions are more difficult to cast than the original spells and are quite rare.

First-Level Wizard Spell

Suppleskin (Alteration)

Range: Touch

Components: V,S,M

Duration: Permanent

Casting Time: 1 round

Area of Effect: 100 square feet or 25 lbs. of material

Saving Throw: None

This is a very specialized spell primarily used by low level village wizards. The spell magically tans a quantity of fresh skin. This tanning process prevents decay and makes the skins more supple. When cast on a quantity of decayed or moldy leather, suppleskin will restore the ruined material to its original quality—though a certain degree of battle scarring and stain damage may remain.

This spell will also prevent the natural hardening of dead beholder skin. In fact, a competent armorer or leatherworker can make armor out of beholder skin enchanted with this spell. This armor possesses all of the characteristics of scale mail and usually raises the reputation of the owner. Unfortunately, beholders become enraged at the sight of this armor and will relentlessly attack any who wear the offending protection.

The material component for this spell is a small quantity of oil taken from a dragon or the skin of a giant lizard.

Beholder-Related Spells

The following spells either originated, or deal extensively, with beholders and beholder-kin. It is important to note that some of these spells were originally developed by elder orbs and beholder mages. However, dedicated scholars and adventurers have made these spells



Fourth-Level Wizard Spells

Control Death Tyrant (Charm, Necromancy)

Range: 1 mile/Hit Die

Components: V

Casting Time: 4

Duration: 1 day

Area of Effect: 1 death tyrant/Intelligence point

Saving Throw: None

This magic enables an elder orb or beholder mage to control any death tyrant within a range of 1 mile per current Hit Die of the caster. This control works like that of a *charm person* spell. The caster can simultaneously control 1 death tyrant per point of Intelligence. If faced with more tyrants than its control limit, the caster can drop control of a death tyrant in one round and assume control of another in the next. The tyrants involved will do nothing during those two rounds. Death tyrants cannot rebel against this control, which overrides and supersedes their directives.

Only elder orbs of 18 or greater intelligence can use this spell.

Instruct Spectator (Enchantment/Charm)

Range: 10'

Components: V

Duration: 1+1d100 years

Casting Time: 4

Area of Effect: 1 spectator (beholder-kin)

Saving Throw: Negates

This spell gives a spectator a specific task. For instance, a wizard using this spell could instruct a spectator to guard a specific area of the wizard's keep. The wizard could also relay a list of actions not permitted in the area guarded by the spectator. While under the effect of this spell, the creature will follow its instructions to

the best of its abilities.

Despite the power of the spell, however, a wizard may not dictate the spectator's reaction to intruders. In all cases, the spectator will remain true to its basic philosophical nature; it will attempt to remove intruders in a nonviolent fashion.

The exact duration of the spell (up to 101 years) is unknown during the initial casting of the enchantment. The spectator must make a saving throw vs. spell at -4 in order to resist the effect of this spell. Casting this spell upon a currently instructed spectator is dangerous indeed. In such a case, the spectator receives a +4 bonus to its save. In addition, if the spectator's save succeeds by more than 8 points, both sets of instructions fail. The wizard will then have to deal with a very angry, and free-willed, spectator.

Fifth-Level Wizard Spells

Wall of Blackstone (Evocation)

Range: 5 yards/level

Components: V

Duration: Permanent

Casting Time: 5

Area of Effect: 1 cubic foot/level

Saving Throw: None

This spell creates a quantity of black stone that the caster may crudely shape into any form he wishes. Spellcasters may create 1 cubic foot of blackstone per experience level. A single wizard may cast *wall of blackstone* multiple times on the same general area to create a large, seamless wall. Separate wizards casting this spell on the same area, however, cannot seamlessly join their blackstone.

The magically created blackstone possesses all the properties of natural rock. When exposed to a *dispel magic* spell or an *anti-magic ray*, however, the blackstone disappears for one round. Anyone unlucky enough to stand in an area of reappearing blackstone will find him-



self encased in the rock. Encased creatures do not suffer any damage; however, they will starve to death if not freed from the tone.

Dispel magic will temporarily eliminate 2 cubic foot of material per level of the wizard casting the spell. An *anti-magic ray* cast on a quantity of blackstone will temporarily eliminate an area of stone equivalent to the dimensions of the ray.

The value of this stone in the construction of a wizard's home or a beholder's chamber is obvious—blackstone portals insure the privacy of the caster from non-magical persons and magic wielding individuals of low level. It is also not uncommon for an evil wizard to encase prisoners or enemies in knee-high blocks of blackstone.

Sixth-Level Spells

Control Death Tyrant (Necromancy)

Range: 0

Components: V, S, M

Duration: 1 Day

Casting Time: 6

Area of Effect: 1 mile radius, 1-4 death tyrants

Saving Throw: Negates

This powerful spell magically commands the obedience of death tyrants within a 1 mile radius; the dweomer's intricacy is such that it requires a minimum Intelligence score of 16 to cast successfully.

Wizards may use this spell against currently controlled, instructed, or uncontrolled death tyrants. However, *control death tyrant* automatically fails against *rogue* death tyrants.

All death tyrants within the area of effect must make a successful saving throw versus spell in order to resist the effect. An *instructed* or *uncontrolled* death tyrant receives a -4 penalty to its saving throw. A *controlled* death tyrant, however, does not receive a saving throw penalty. In addition, it makes its roll using its controller's saving throw chart.

Once the spellcaster gains control of a death tyrant, he is in constant telepathic contact with the undead creature. Although he cannot see through the death tyrant's eyes, the controlling wizard knows the number and location of all controlled death tyrants. The spellcaster can control 1d4 death tyrants with this spell.

The material component of this spell is the *charm monster* eye of a standard beholder, which the caster must consume before the spell can be cast.

Eighth-Level Wizard Spell

Create Death Tyrant (Necromancy)

Range: 20 Ft.

Components: V

Duration: Instantaneous

Area of Effect: 1 beholder/Hit Die

Saving Throw: None

This spell allows an elder orb or beholder mage to create death tyrants from the shells or corpses of dead beholders. The spell does not allow the permanent control of the undead beholders. The caster controls the death tyrants created by this spell for 1d12 rounds, plus 1 round per caster level. Thereafter, the caster must use a *control death tyrant* spell to maintain control.

Ninth-Level Spells

Create Death Tyrant (Necromancy)

Range: 2 Yards

Components: V, S, M

Duration: Special

Casting Time: 3 Turns

Area of Effect: Special (1 dead beholder)

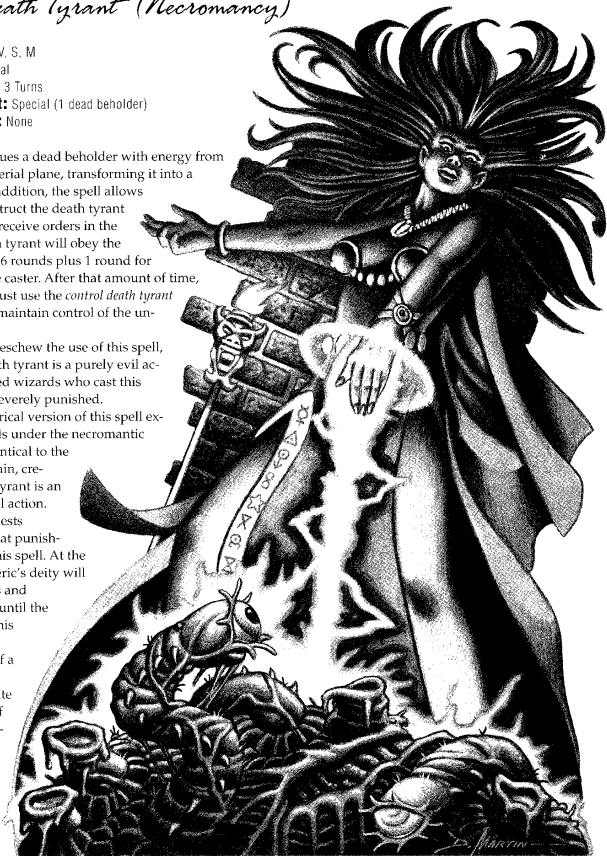
Saving Throw: None

This spell imbues a dead beholder with energy from the negative material plane, transforming it into a death tyrant. In addition, the spell allows the wizard to instruct the death tyrant as to how it will receive orders in the future. The death tyrant will obey the spellcaster for 1d6 rounds plus 1 round for every level of the caster. After that amount of time, the spellcaster must use the *control death tyrant* spell in order to maintain control of the undead creature.

Most wizards eschew the use of this spell, as creating a death tyrant is a purely evil action. Good aligned wizards who cast this spell should be severely punished.

A 7th level clerical version of this spell exists. The spell falls under the necromantic sphere and is identical to the wizard spell. Again, creation of a death tyrant is an offensive and evil action. Good aligned priests should suffer great punishment for using this spell. At the very least, the cleric's deity will withhold all spells and granted abilities until the cleric atones for his actions.

The creation of a death tyrant requires an elaborate ritual. The cost of the material components of this ritual averages about 3,000 gp.



Psychology

Many people have attempted to explain the workings of the beholder mind. Some say beholders strive to accumulate all knowledge. Some say they seek to achieve perfection. Still others say the creatures desire to destroy all things not like themselves. Yet in my experience, a true understanding of the beholder mind can only take place if one examines the fundamental workings of their psyche. Simply put, the beholder mind is a cold, relentless machine that struggles valiantly to shape the chaos of their spirits into smaller, logical patterns that they can understand.

—Ronassic of Sigil

Basic Beliefs

Scholars and sages who specialize in beholder lore have catalogued numerous aspects of the creatures' belief system. Long before his disappearance, Ronassic of Sigil gathered the works of these scholars together and evaluated their veracity based upon his experience with beholders. What follows is a short listing and explanation of those beholder beliefs that Ronassic verified.

"I represent the ideal."

As discussed earlier, every particular beholder breed believes that it is the paragon of "beholder-hood." All other breeds, even those demonstrating only slight differentiation from the "ideal" beholder, are flawed.

"Nothing that is not ideal has a right to exist; it exists only for my purposes."

This belief justifies the beholder's enslavement or destruction of any creature not like itself. Beholders make no distinction between flawed sentient and flawed non-sentient creatures. Neither kind of creature has any worth at all when compared to the ideal beholder.

Occasionally, a beholder will encounter an enemy that it just cannot destroy—such as a village protected by powerful adventurers. In such cases, the beholder will assume that another member of the ideal breed is somehow working with its enemy. This quagmire of logic represents the only way a beholder can rationalize the continued existence and power of obviously inferior creatures. Many beholders use this type of faulty thinking to justify their innate paranoia.

"Knowledge is power."

This phrase echoes a long-held belief of most sentient races. Beholders recognize that the acquisition of knowledge means greater influence, skill, and destructive ability. Therefore, these creatures seek to gain knowledge wherever possible.

Once a beholder decides that a particular being possesses knowledge that the beholder requires, the creature will stop at nothing to acquire the information. Unfortunately for the beholder, it cannot grasp the intricacies of non-beholder society and organization. Thus, it will invade the house of a simple peasant farmer as readily as it would invade a sage's tower when it quests for knowledge. Some types of beholders—such as elder orbs and observers—take

this quest for knowledge to an almost manic level. These creatures have been known to raze entire countrysides in search of information.

“It is necessary to acquire knowledge at any cost. I have knowledge others do not; some of these ignorant creatures are of the ideal breed; therefore, others of the ideal breed are out to get me.”

Whether or not this is the case (it usually is), this belief stirs the fires of beholder paranoia. Generally, those beholders under the control of a hive mother or overseer do not dwell upon this belief. Solitary beholders, however, are constantly plagued by the ramifications of this belief.

Demented Beholders

Occasionally, beholders lose their belief in one or more of the above tenets. Sometimes this comes about as a result of an encounter that challenged one of those assumptions. Some sages also believe that a chemical imbalance in the brain—whether as a result of injury or mutation—causes the affected beholder to behave oddly.

Whatever the cause, once a beholder abandons any one of its core beliefs, the other beholders of its community brand it as demented. Hive mothers will immediately banish a demented hive member. From that point on, it is open to attack from any member of the hive.

The abandonment of one or more core beliefs does not automatically change the beholder into a force for good. No matter what their outlook, beholders remain a profoundly alien species. A beholder would have to abandon almost all of its racial identity in order to become remotely accepted in human company. It is possible that this change could happen—especially through the use of magic—but it is doubtful that the beholder would remain in its altered state forever.

Relationships with Other Species

The beholder’s tendency to categorize other species into clearly-defined types is well-known. However, these categories have never been fully detailed—until now:

Species Categories

Powerful: The creature in question currently possesses more power or knowledge. I must retreat and carefully plan the extermination of this enemy. Examples include: giants, gods, fiends, some undead, most dragons, and monsters above 16 Hit Dice.

Dangerous: The other creature can harm me, but I can also harm it. It has information I need; therefore, I must subjugate or destroy it in order to extract its knowledge. Humans, demihumans, intelligent undead, and races with superior intelligence or powerful magical abilities all fall within this category.

Usable: These creatures pose little threat to me, but they possess useful abilities. I will dominate them. Smaller demihumans, such as goblins and kobolds, controllable giant insect races, dungeon scavengers like gelatinous cubes, predatory fungus, and other such creatures fall into this category.

Chapter 6

Inferior: This creature has nothing I want and it is generally annoying; I will enslave or destroy it. Creatures such as nonintelligent undead, gargoyles, grem-lins, many types of oversized insects, and lizard men belong to this category.

Inconsequential: How convenient. I am feeling a bit hungry. Cave-dwelling animals and beasts of the field fall into this category.



Tactics of Survival

Many would-be adventurers have bragged about the fact that they defeated a beholder without lifting a single weapon. These worthies claim to have outwitted the alien creature. Ronassic of Sigil recounts some of these tall tales in his book. The key phrase from each story appears here primarily for your enjoyment. Adventurers should only employ these attempts at trickery as a last resort.

When confronted by a beholder, the stalwart adventurer should say one of the following statements:

"Fool! Do you think I would come here to confront you if I did not possess enough power to protect myself? I am here to find out if you wish to trade treasure in exchange for knowledge."

This attempt to convince the beholder that the adventurer possesses superior power is usually sheer bluff. The beholder in question will usually want to know just what sort of knowledge the adventurer brings for trade.

The con-man's best bet is to describe knowledge of inestimable worth and power. The beholder may then leave for a while in order to gather up its payment. The adventurer should take this opportunity to flee as fast as he can; the beholder will most likely assemble its minions in order to ambush the "insolent" adventurer and extract the knowledge for free.

"Amazing! I just ran into a beholder that looked almost exactly like you, except for the stripes on its flanks."

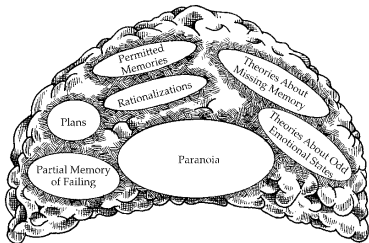
This is a short-term bluff at best. Most beholders will demand to know where the adventurer spotted the flawed beholder so that it can destroy the offensive creature. The adventurer will probably remain alive until the beholder perceives the lie. Escape at the earliest opportunity is the adventurer's only remaining choice.

"Master! I live only to serve you!"

This tactic is actually far more dangerous than it is helpful. Usually, the beholder will play along until such time as it can actually *charm* the individual. Otherwise, it will pretend to believe its "new minion" and attack him when he is most vulnerable.

"Squawk! Cluck cluck cluck cluck!"

Despite its silly overtones, this trick might just have the best chance of succeeding. If an adventurer can persuade a beholder that he is actually a *polymorphed animal*, the beholder may categorize him as an Inferior or Inconsequential creature and leave him alone. On the other hand, the beholder might be hungry and decide to eat the character.



Components of the Two Minds
The Rational Mind

Rational Mind and Intuitive Mind

To understand the beholder psyche, it is important to realize that beholders have two minds. One, the *rational mind*, is a coldly logical machine that classifies information into forms and shapes that the beholder can assimilate. The second, called the *intuitive mind*, notes and catalogues much more of what the beholder sees. It then passes on to the rational mind only those parts it thinks the beholder can comprehend and accept emotionally. Without the protection of its intuitive mind, a beholder's sanity would snap in the face of data that contradicted its own self understanding.

A beholder that spawns flawed offspring experiences a serious psychological trauma—after all, such flawed children represent the greatest offense to the one pure beholder breed. The beholder's intuitive mind then steps in to protect the devastated creature. It takes control of the beholder without hesitation and attempts to slay, or drive off, the flawed offspring without letting any memory of the event filter into the rational mind.

After the beholder kills its offspring and calms down, the rational mind once again takes over. If, for whatever reason, the rational mind eventually realizes that it did not experience a proper birth, the intuitive mind will step in and suggest possible causes for such an event.

With the help of the intuitive mind, the coldly logical powers of the rational mind begin to ruthlessly deduce the obviously external causes of the event. It may eventually decide that the beholder has been poisoned or tampered with in some way—this usually spins the beholder into a paranoid frenzy.

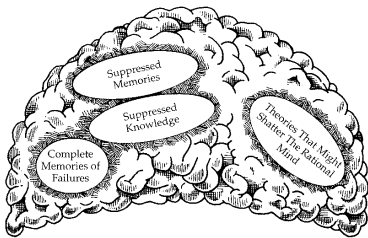
Alternately, it could proceed from the given that such a flawed birth is an impossibility; therefore, the whole memory was simply a magically induced hallucination. Again, this thought fuels its deep seated belief that something wishes to harm the beholder.

Most odd beholder behavior stems from the fact that their intuitive minds often withhold information and supply half truths to their rational minds. In addition, the beholder's intuitive mind will sabotage the creature's logical thinking if this thinking leads to a conclusion that will compromise its sanity.

Social Bonding and Mating Criteria

The very concept of deep and lasting social bonds between beholders is foreign to their identity. The creatures' powerfully ingrained paranoia and often manic quest for knowledge prohibits the formation of even rudimentary friendships. Only the controlling power of a hive mother or overseer can force any sort of beholder fraternization.

The tendency to reject social bonds of any sort naturally carries over to the realm of reproduction. Unlike humans and demihumans—who often choose mates based on physical and mental attractiveness—beholders view physical and mental difference with hostility. A beholder is either a pure breed, identical in every way to other pure beholders, or it is flawed and, therefore, deserving of death. In addition, beholders find it impossible to trust other beholders enough to mate with them; their paranoid tendencies usually keep beholders at a distance from each other.



Components of the Two Minds
The Intuitive Mind

Social Organization

Despite their reluctance to bond socially, beholders often gather together under the banner of a hive mother or overseer. These communities often possess a high degree of cultural and social development. Through the years, scholars have identified four primary social units in which beholders organize themselves. These states are called: *solitary*, *hive*, *city*, and *exile*.

Solitary

A solitary beholder usually inhabits cave systems or ruins and lives apart from others of its kind. It may be an exile from a larger community—such as a demented beholder—or it could even be a scout for an ambitious hive mother. Whatever its reasons for living a solitary life, this beholder typically preys on the inhabitants of its surrounding area. Often, it will plunder their homes for knowledge and treasure.

Solitary beholders do not often inhabit a lair without first collecting some minions. These minions, primarily semi-intelligent and intelligent humanoid, serve the beholder by capturing small game, undertaking some reconnaissance work, and defending the lair from intruders. Beholders also enjoy lavish praise, and will sometimes “enlist” exceptionally eloquent humans or humanoid as minions.

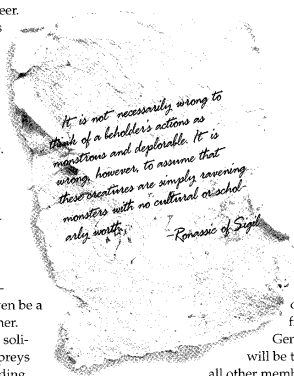
Occasionally, the beholder will lead its minions on raids against its enemies. After the beholder secures the knowledge it desires from its enemies, the creature will allow its minions to divide the remaining spoils.

Hive

The appearance of beholder hives is significantly less common than the appearance of a solitary beholder. A hive consists of one ruling hive mother and either 5-10 beholders or (even more rare) 5-20 abominations and beholder-kin. The standard beholders present in a hive must all be of the same breed; even

Popular Minion Species:

- Broken Ones
- Crabmen
- Doppelgangers
- Dwarves (Duergar)
- Goblins
- Hobgoblins
- Humans
- Kobolds
- Kuo-Toa
- Lizard Men
- Manscorpions
- Medusae
- Mold Men
- Mongrelmen
- Orcs
- Quaggoths
- Wemics



the presence of a hive mother will not deter different breed beholders from attacking each other. Generally, the hive mother will be the parent or ancestor of all other members of the hive, but this is not always the case.

Unlike solitary beholders, that may not possess a specific reason for establishing a lair in a certain area, hive mothers always build a hive for a specific purpose: the foundation of a beholder city, the destruction of a human or demihuman community, or the acquisition of an artifact too powerful for a single beholder to unearth.

The standard arrangement of a beholder hive consists of:

- 1 hive mother
- 5-10 beholders

More deadly arrangements of beholder hives exist. For example, a specific beholder hive could contain one hive mother that controls five overseers. Each of these overseers, in turn, could control five to ten standard beholders.

Hives containing abominations and beholder-kin are usually larger and more complex. Such hives could easily contain:

- 1 hive mother
- 2 overseers
- 6 director bodyguards (for the hive mother and overseers)
- 10 director warriors
- 4 examiners
- 2 watchers.
- 10 lensmen.

City

Occasionally, two or more same-breed hive mothers decide to unite their individual hives. The resultant community, regardless of its size, is called a city. Historically, these cities have formed for one of two reasons: the same beholder breed dominates a particular geographical locale; the hive mothers in question decide to call for a *swarm*.

Geographical Dominance

A particular beholder breed dominates an area when no other organized communities of intelligent creatures exist in that locale. This does not mean that beholder dominance precludes the existence of any other intelli-

gent life. Isolated bands of sentient creatures could reside in a beholder dominated area. These bands, however, would be highly disorganized, almost savage “pockets” of life desperately struggling to survive the crushing power of the beholders.

Population

A small beholder city will contain the following: 3-8 (1d6+2) hive mothers, 3-18 (3d6) standard beholders (there is a 50% chance that 1d3 of these creatures will be mages), 6-21 (3d6+3) overseers, 50-100 (1d6+4x10) directors, 10-40 (1d4x10) examiners, 6-21 (3d6+3) examiners, 30-80 (1d6+2x10) lensmen, and 2-12 (2d6) miscellaneous other beholder-kin.

The Beholder Swarm

Every three to five hundred years, a group of same-breed hive mothers bring together their offspring to facilitate a thorough collection and analysis of all knowledge accumulated by their breed. Chemical signals released into the air summon these offspring from thousands of miles away. Together, the beholder and beholder-kin build a highly secret (and highly defensible) city complex.

When the city is complete, all of the members of the swarm share their accumulated knowledge. This process continues for many years, as the brightest beholders and beholder-kin analyze the data and strain their logical processes to the breaking point.

This period is an extremely active one for most beholders. During this time, hive mothers spawn new types of abominations bred to accomplish tasks put to them by the theoreticians. In addition, directors try to define possible enemies who might attempt to stop whatever plans are currently in the works. Finally, many beholders flit about in a state of perpetual excitement and agitation as they speculate on the outcome of the analytic process.

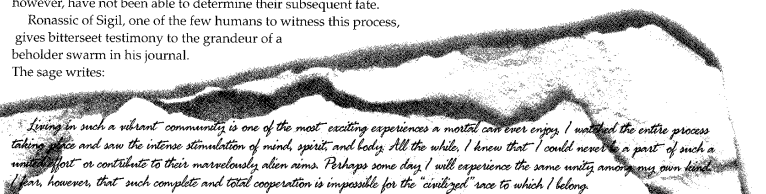
Generally, after a dozen years of building, arguing, fighting, and theorizing, the hive mothers reveal a complicated plan of action based on the results of the swarm's analysis. Members of the beholder city immediately throw themselves into the implementation of this grand plan, harnessing the manic energy of an entire population of obsessive-compulsive personalities.

Perhaps the most well known outcome of a beholder swarm occurred countless years ago. After almost 20 years of examination and analysis, a city of beholders came to the conclusion that the bulk of their collected knowledge concentrated primarily on flight, weather, and elemental magics, as well as astronomical science.

The city beholders' purpose was all too clear: the Great Mother wished for them to travel to distant worlds and spread the perfection of their breed. With furious energy, these beholders built ships that transported them to the stars. Scholars, however, had not been able to determine their subsequent fate.

Ronassic of Sigil, one of the few humans to witness this process, gives bitter-sweet testimony to the grandeur of a beholder swarm in his journal.

The sage writes:



Living in such a vibrant community is one of the most exciting experiences a mortal can ever enjoy. I watched the entire process taking place and saw the intense stimulation of mind, spirit, and body. All the while, I knew that I could never be a part of such a united effort or contribute to their marvelously alien aims. Perhaps some day I will experience the same unity among my own kind. I fear, however, that such complete and total cooperation is impossible for the "civilized" race to which I belong.



In addition to beholders, large numbers of crawlers (about two for every single director) and a few patrollers (one for every beholder mage) reside in a city. Beholders also bring their minions into the city; these minions often equal the number of beholders present in the community.

A very large beholder city will have a terrifyingly large population consisting of: 1,500 hive mothers; 3,000 overseers; 2,500 standard beholders (of whom some 250 will be beholder mages); 17,500 directors; 6,000 examiners; 3,000 watchers; 15,000 lensmen; and 1,500 mixed beholder-kin. The usual proportions of nonbeholder-kin population also reside in the city.

Politics

Only one hive mother may rule a city. When a city has two or more hive mothers that aspire to the leadership, the rivals engage in a contest known as *The Dropping*. Once every two years, all competing hive mothers bring their most favored offspring to a grand assembly. (Hive mothers that only spawn abominations cannot enter this contest unless *all* the hive mothers in the city exclusively spawn abominations.) These offspring will act as the hive mothers' champions in the contest.

Each of these champions climbs to an altitude of 1,000 feet. At a prearranged signal, all of the champions dive toward the ground. The beholder that comes closest to the ground without hitting it reigns victorious and its hive mother assumes the rulership of the city. Naturally, this is a very dangerous event and some beholders end up seriously injured or even dead.

Due to the extreme importance of this contest, the assembly of hive mothers picks judges with extreme care. Often, the hive mothers choose to kidnap humans or other humanoids and force them to adjudicate the contest. This ensures impartiality, as the assembly of hive mothers promises to spare the kidnapped judges if they do a good job. Unfortunately, not a single kidnapped judge has ever returned from a beholder city.

The newly inducted hive mother's first action is to create a council of hive mothers. Usually it chooses council members from those hive mothers whose plans most closely match its own. However, some ruling hive mothers honor the memory of those beholders killed or injured in *The Dropping* by elevating their hive mothers

onto the council. The council advises the city ruler and performs lesser administrative tasks. The size of the council depends upon the number of hive mothers in a given city:

Hive Mothers	Councilmothers
In City	On Council
5-10	3
11-25	5
26-50	7
51-100	9
101-250	11
251-500	13
501-750	15
751-1500	17
1,501+	19

The council is actually the most civil of all beholder organizations, as its members use logic rather than emotions when discussing plans. The hive mothers recognize that divisive politics only weaken the city.

Exile

Hive mothers sometimes banish beholders from a hive or city. These banished creatures typically live out their lives as solitary beholders. The life of an exile, however, is something else entirely.

Exiles are beholders that have lost much of their xenophobia and paranoia. Hive mothers usually pronounce these strange beholders "demented" and force them to leave the hive. Unlike most beholders, these creatures choose to live among other species. This does not mean that the beholder in question likes, respects, or understands its chosen species. The beholder does, however, distinguish between individuals of that species and negotiates with them on a regular basis.

For example, an exiled beholder that chooses to live among humans might become a mysterious crime-lord, ruling thieves and assassins from a hidden and secure headquarters. Its presence would be a secret even among the members of its own organization. Another beholder, acting through a *charmed* intermediary, might set up profitable trade with local sages. In this way, it could still fulfill its quest for knowledge.



Art and Entertainment

Beholders enjoy quality entertainment and striking art forms. Although most human and demihuman sages would label the beholder aesthetic as horrific, even the most appalled critic will not deny the primal power that infuses the creatures' cultural expressions.

Architecture

The art of constructing homes and entire cities is an important and complex facet of beholder life. In fact, architecture is one of the principal art forms of this race. Master builders hold an extremely honored place in beholder society. It is not uncommon for a ruling hive mother to reward the greatest beholder architect of a city by commissioning it to construct the city's council chambers. Further information about this race's architecture can be found in the *Beholder Architecture* chapter.

Bombardment

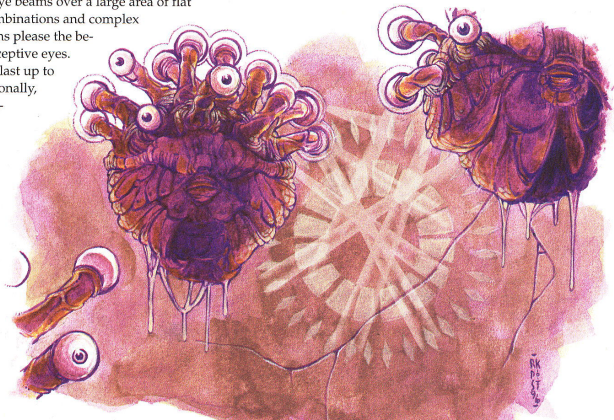
Bombardment is a type of performance art whereby a beholder plays its eye beams over a large area of flat stone. The color combinations and complex patterns of the beams please the beholders' highly perceptive eyes. Such performances last up to ten minutes. Occasionally, five to ten bombardment masters will join together for a concert. These concerts only occur during times of great celebration, such as the closing days of a beholder swarm.

Racing

Young beholders and beholder-kin are quite fond of racing one another. However, these creatures only compete with members of their exact type—true beholders will only race true beholders, directors will only race directors, and so on.

Many of these races occur in areas of heavy gas spore infestation. The young beholders dash in and out of the obstructing spores; whichever beholder completes the obstacle course first without setting off a gas spore wins.

Ronassic of Sigil writes of an unusual race in which some examiners design small ballistae and launch infant beholders from them. Judges declare the winner by examining each participant's ballistic path; the beholder with the longest distance wins the race.



The trophy room of a tyrannical beholder with various powerful creatures adorning the walls.

Sculpture

Beholders enjoy sculpting with their *telekinesis* and *disintegrate* stalks. They tend to sculpt realistic depictions of themselves, but often caricature their enemies. As mentioned earlier, the creatures also turn their enemies to stone to create a sculpted wall of figures. In addition to their artistic value, these walls serve a very pragmatic purpose—they add to the defensive fortifications of beholder cities.

Often, beholders will sculpt textured surfaces and allow specific forms of photoluminescent mold to grow upon these surfaces. Such sculptures resemble mossy stonework to human eyes. Infravision, however, reveals a complex interplay of pulsating colors that enhances the sculpture's aesthetic qualities.

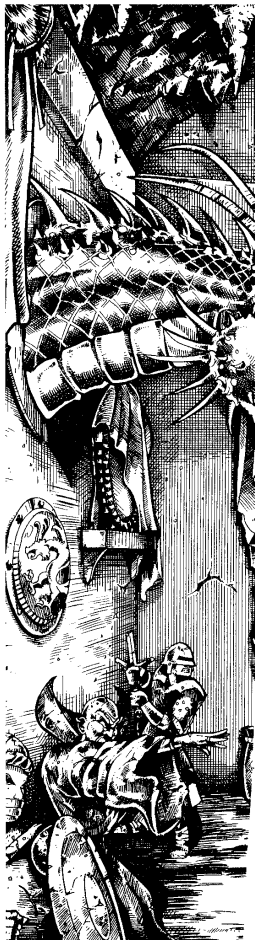
Storytelling

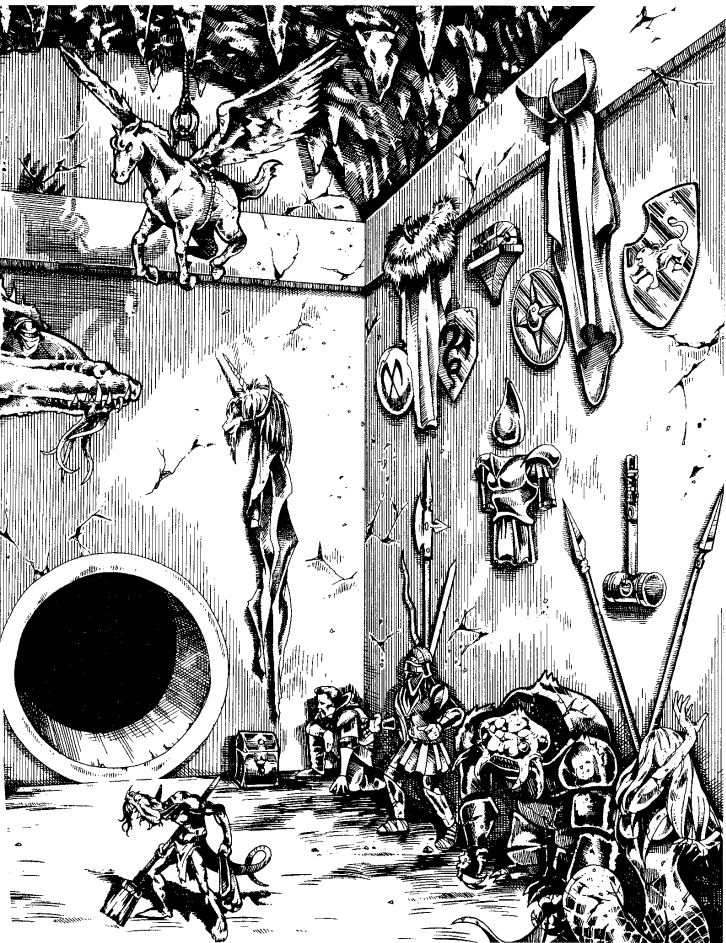
Beholders enjoy recounting the tales of their victories against other species. These stories follow a highly ritualized formula. First, the beholders gather in a specially appointed place called the *Kghrix*, or "hall of heroes," and arrange themselves in a circle. Then, the storyteller arrives and floats to the center of the circle.

Storytellers always begin their tales of battle by recounting the past victories of the defeated creature. This recitation ends with the phrase, "then it met me." What follows is an exaggerated version of the storyteller's strength and grace in battle. Human bards who have overheard such stories call them appalling and incredibly tedious.

Trophy-Collecting

Beholders usually collect trophies of their conquests. Often, these trophies consist of magical items, prized possessions of their enemies, and even statues that were once living enemies. Proud beholders display these "spoils of battle" in specially built galleries. Thieves and other invaders who attempt to steal these rare treasures often become the beholder's latest exhibit.







Social and Religious Rites

Beholders do not have many ritualized social interactions. Their general paranoia and the seeming ambivalence of their deities contributes greatly to this communal simplicity. In many cases, however, beholders do celebrate two aspects of their life—birth and death.

Birth

Celebrations of the birth of true breed beholders only occur in a hive or city. On the morning after a true breed birthing, the community gathers for the *Ichmarn*, or “Parade.” Members of the beholder community line up along a predetermined path and wait for the parent and its newborn. These bystanders closely examine the newborn beholder for any flaws as it walks through the parade path.

For the most part, this inspection is only ceremonial; the parent of the newborn beholder will have already examined its offspring in great detail. However, young beholders that exhibit any flaws while on “Parade” face certain death at the “eyes” of the crowd.

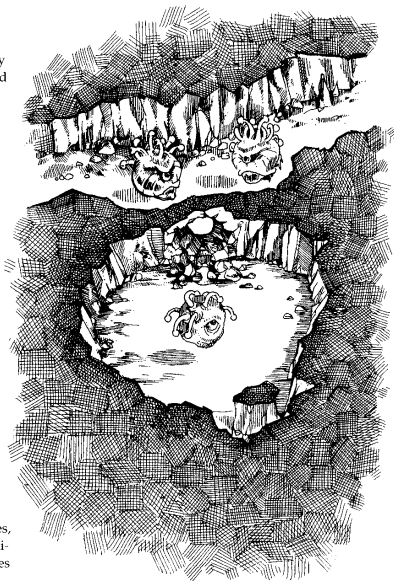
Once an infant beholder passes this test, it remains close to its parent for about a year. Unlike most human and demihuman children, beholder young possess an instinctual control over all of their powers. In addition, they know their genealogy and their name from the moment of birth.

Death

Death does not provoke elaborate funeral rituals in beholder society. Rather, hives and city beholders simply dig a large circular cavern that serves as the mass graveyard. When a member of the community dies, four to eight beholders use their *telekinesis* and ceremoniously drop it in the graveyard. The circular cavern serves as a representation of the shape of the Great Mother.

Most beholders do not receive special care as they age and approach the time of their death. In fact, aged members of beholder hives and cities often face the prospect of living their remaining years as shunned outcasts. Hive mothers, however, are an exception to this. Once they begin to wither with age, hive mothers receive all of the care and support they desire.

The Beholder Graveyard Funeral In Progress



Ask Milord Wizard

Concise of Sigil, preeminent beholder scholar, answers the most commonly-asked questions about beholders and beholder-him.

Do beholders have eyelids?

Most beholders and beholder-kin possess eyelids for all their eyes.

If I raise a beholder from infancy to adulthood will it be my friend forever?

No. Beholder paranoia is present from the moment of birth. In addition, the infant beholder will not imprint on an obviously flawed "parent." It will eventually attempt to kill you, even if you feed and bathe it regularly.

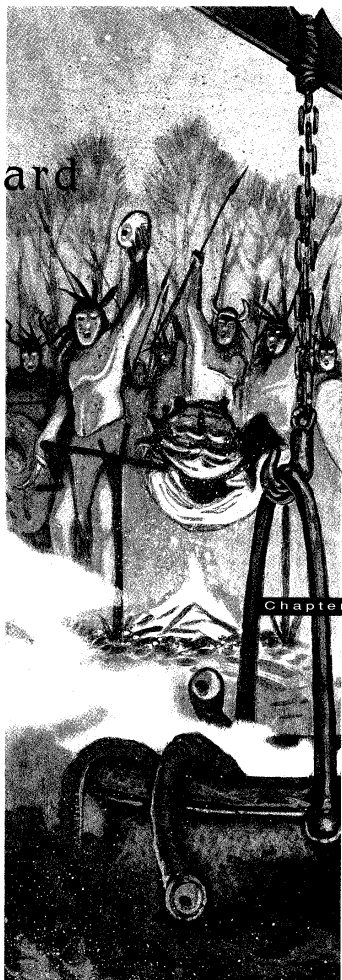
Is beholder levitation magical?

Current belief is that the beholder levitation ability is not a magical effect. Beholders often accidentally catch each other in their anti-magic rays without losing their ability to levitate. Scholars believe that this ability stems from a lighter-than-air gas located somewhere in the organs of the beholder.

Can beholders be eaten?

Yes, but they taste extremely bad; only individuals with incredibly dull palates can stomach a dish made from a beholder. Beholder meat looks like unusually dense and greasy pork. Unfortunately, it tastes like beef jerky that has been soaked in butter and rubbed with sand. The best (i.e., least unpalatable) beholder-meat recipes involve grinding and re-grinding the beholder meat, washing it carefully to remove as much of the silt as possible, and then cooking it in a meat pie or meat loaf.

Once a beholder has been killed, it will swiftly harden. Therefore, a willing cook must prepare the beholder meat, cook it, and serve it within the six hours of



the creature's death. One average beholder will feed a village of fifty. Any leftovers, however, will become as hard as rock by the next day.

What parts of a beholder are useful or valuable?

An intact central eye (which must be preserved in brine or it will shrink and harden) is worth 5,000 gp. The eye must be free from any battle damage; a damaged eye will spoil no matter how well preserved. Wizards and alchemists will also pay 400 gp for an intact smaller eye.

A complete beholder skin, even one that exhibits some battle damage, is worth 3,000 gp if a wizard first treats it with a *suppleskin* spell. Furthermore, an undamaged beholder, preserved in brine or another pickling solution, is worth about 12,500 gp to the right scholar.

The *tiusium* gas found in beholder skulls is very valuable but almost impossible to extract, as it begins to break down immediately upon the beholder's death. A *tiusium* hunter can buy special tools that collect the gas from a recently deceased (less than one minute) beholder. The hunter hammers these tools into the beholder's body and begins extracting gas. A successful hunter can extract about one liter of gas before the *tiusium* completely breaks down. Alchemists will pay 200 gp for a liter of the gas; however, *tiusium* extracting tools are expensive. Only highly skilled blacksmiths can forge these delicate tools and they often charge 1,200 gp for their work.

What are the signs that a beholder has moved into the area?

Game may become scarce in a small area, particularly near ruins, hills, or caves. In addition, inhabitants of the area may hear strange noises and feel faint vibrations as the beholder digs the tunnels of its lair.

Another way to detect the presence of a beholder is to search for the creature's droppings. Beholder droppings look like steaming masses that are a cross between sand and sedimentary rock. These masses, usually five to six cubic feet in volume, harden to rock within a couple of days and are almost indistinguishable from natural stone.

What is the best way to kill a beholder?

Hire some one far, far stronger than you to kill it.

What is the second-best way to kill a beholder?

First, find out exactly where it lives. This step may take months or even years of calculation and observation. On the other hand, a local inhabitant who spotted the creature as it entered its lair might share his information with you.

Second, secure the services of a wizard. This usually means raising a lot of money or studying for years to become a wizard. The wizard must have some sort of form changing spell such as *polymorph self*, *polymorph others*, or *shape change*.

Third, the wizard should turn into a small animal and explore the beholder's lair. This usually requires another large sum of money, as most wizards will not want to risk their lives in such a fashion. Alternately, the wizard could turn you into a small animal and then you could undertake the exploration of the beholder's lair.

While on reconnaissance, it is important to determine the size of the lair, the general layout of the lair, and the number of its inhabitants. In addition, any information

Ronassic's Ready Combat Tips

When attacking a beholder, it is important to remember the following:

It cannot attack what it cannot see.

The best way to kill a beholder is to lure it into an area surrounded by hidden archers and wizards. These "missile" forces can fire from their concealed positions and temporarily avoid some of the beholder's nastier eye powers.

Beholders possess excellent vision.

If you do opt to surround the beholder with forces, it is important that you hide these forces extremely well. Beholders have an incredibly detailed vision; they can spot the visual difference between a man and a bush very easily.

Its eyes are more vulnerable than its body.

Concentrate your attacks upon the creature's central eye and eyestalks. A blinded beholder can do little more than slowly float around and bite people.

The beholder is very tough.

Beholders can sustain a lot of damage before they die. In addition, many of these creatures do not take damage when their eyestalks are severed. Do not run from the beholder or everyone in your group will die.

that might uncover the reason for the beholder's presence in the area will be extremely useful.

Finally, lure the beholder to a battlefield of your choosing. This is a much better strategy than fighting it in its own lair. The best way to do this is to use information gathered during trips into its lair.

If, for example, the beholder is in the region to find an artifact called the *Matrix of Diurnal Preparation*, you should create very authentic-looking false clues that lead the beholder to a pre-determined site. You're then faced with the task of setting up that site as a "shooting-gallery" from which you can bring considerable firepower to bear against the beholder.

Remember, too, that the beholder is a very intelligent and learned creature; if your clues are the slightest bit wrong in detail or form, the beholder will not fall for your trap. In fact, the creature may set up a counter-trap of its own to snare you.

What about jumping on top of it with a big blanket to cover its eyes?

This tactic has been tried many times by "clever" adventurers. If the beholder's *telekinesis* power still functions, it will whip the attacker and the blanket off. Alternately, the creature will use its *disintegrate* power to blast the attacker off. If neither power functions, the beholder will touch down and roll until the attacker is between it and the ground. It will then twist and turn until it grinds its foe into paste (this maneuver inflicts regular biting damage plus an additional 1d6 points of damage). Finally, the beholder will eat the delicious paste.



Beholder Creation

Most adventurers encounter solitary beholders. These heroes are often impressed with the artistic abilities of these creatures, but few realize that beholders in larger communities engage in magical research much as humans do.
—Romulus of Sigil

Beholder mages and examiners work together to design and fabricate magical items that have a practical use in beholder communities. In many cases, these researchers work from notes and experiments taken from human or demihuman wizards.

Beholder Armor

Beholder mages craft this armor from a highly enchanted set of plate mail. Beholder armor is helmetless and contains a collar with several buckled leather straps attached at neck level. When needed, a beholder can strap itself to the armor with the belts and act as the armor's head. Once the beholder is in place, the armor moves like a human body giving the beholder the following traits:

Improved Movement: MV score of 8.

Additional Attacks: Beholders using this armor receive two additional attacks (one for each "hand") per round. These hands can strike for 1d4 points of damage or wield any weapon that the beholder chooses. A beholder can also use its eye attacks while wearing this armor.

Most beholder armor is human sized and functions as a suit of full plate mail +1.

Binphalkahr *Balldozer*

This object looks like a gigantic tea-cup (some 4 feet in diameter) without a handle. When a beholder or beholder-kin sits in the cup and utters the control word, a



spherical field of translucent brown energy forms around the object and rider—making a perfect sphere about 10' in diameter. In the center of the "front" of the sphere is a lighter patch of energy with a dark center that resembles a beholder's central eye.

While using the *balldozer*, a beholder moves along the ground at a rate of 18 and has an Armor Class of 2. In addition, a *balldozer* can ram a target, inflicting 3d6 points of damage and duplicating the effects of a *horn of blasting*. A beholder cannot use any of its eye powers while inside the sphere.

Beholders can deactivate the *balldozer* by once again uttering the command word. At that point, the sphere disappears and the cup slowly settles to the ground. Also, a *dispel magic* spell cast upon the *balldozer* forces the object to make a saving throw of 14. Failure indicates that the magical item ceases to function for 1d10 rounds.

There is a 10% chance that any damage hitting a beholder in a *balldozer* will also damage the craft itself. A *balldozer* makes saving throws against magic as an 11th-level wizard. The *balldozer* will fall apart after taking 40 points of damage.

Display Shackles

Beholder mages created these items as a means of imprisoning humans and humanoid minions as well as other beholders. Each set has five (for humans and humanoids) or eleven (for beholders) shackles. Each shackle consists of a 2-foot long chain with a locking circle at one end and a flowing crystal carved to resemble an eyeball at the other. Magically enchanted keys lock and unlock the shackles.

Humanoid shackles imprison the wrists, the ankles, and the head (this shackle covers the eyes) of the victim. Beholder and beholder-kin shackles cover the central eye



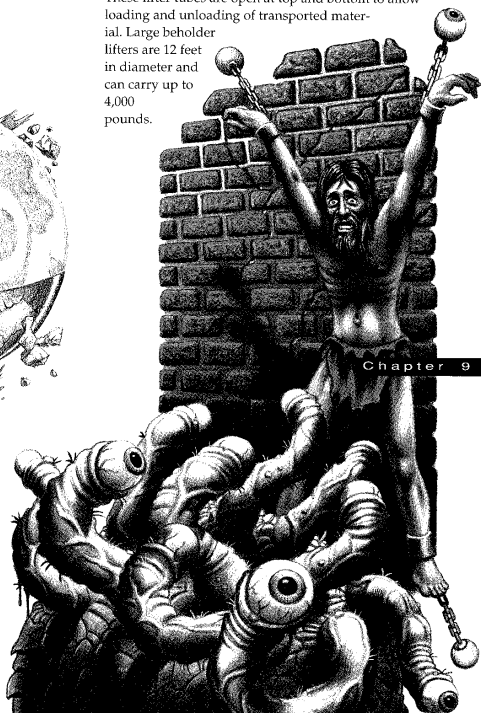
and the other ten eyestalks of the victim.

When the last of the shackles in a set is clamped home, the crystal eyeballs activate and magically pull each shackle in a different direction. Blinded and magically held aloft, the victim cannot cast spells and is easy prey for a beholder determined to unearth information.

Lifter

This item is a powerfully enchanted disk designed to transport objects and minions in a beholder city. When activated by a predetermined amount of weight, the lifter rises into the air at a movement rate of 5. The lifter will continue to rise until its passenger speaks the command word or it comes within 6 feet of a "ceiling." Beholder lifters often possess decorative inlays or enameled designs such as pulsating representations of beholder eyes.

Often, beholders will install lifters inside a long tube several inches in diameter larger than the magical disk. These lifter tubes are open at top and bottom to allow loading and unloading of transported material. Large beholder lifters are 12 feet in diameter and can carry up to 4,000 pounds.



Mouthpicks

Mouthpicks are tools and weapons that allow beholders to manipulate objects when it is inconvenient or impossible to use their *telekinesis* powers. The typical mouthpick is a mechanical device with manipulative objects and/or weapons at one end and an attachment at the other end. A beholder simply clasps the attachment end of the item and manipulates the pick with its lips and tongue.

Beholder mouthpicks are extremely durable. Breaking a mouthpick requires the attacker to make a called shot that will inflict at least 30 points of damage to the device. Most adventurers do not live long enough to make repeated attacks against a beholder's mouthpick.

Common Combat Mouthpick

A combat mouthpick is a 10 foot long pole with a spinning hemisphere on one end; the hemisphere contains numerous sharp blades, barbs, and flanges. The device strikes as a +1 weapon and can inflict 3d8 points of damage to a single Small or Medium target and 3d10 points of damage to a single Large opponent.

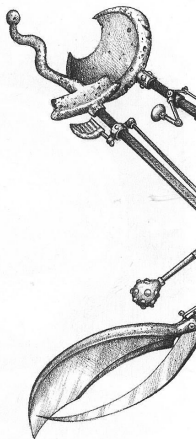
Common Manipulative Mouthpick

This is a 6 foot pole with the usual operating equipment at the mouth end and three equally-spaced manipulative devices at the other end. One of these devices is a simple sharp-edged blade. Beholders can use the blade for digging, scraping, and cutting. The blade slices cleaner than beholder teeth and will inflict 1d6 points of damage to any single opponent.



The second manipulative device is a mechanical gauntlet that can clench, relax, grip, point, and reach into places a beholder cannot access by any other means except *telekinesis*.

The last device is a wide bowled scoop about 1 inch in diameter. The beholder can use this to grab small objects—such as rodents or coins.



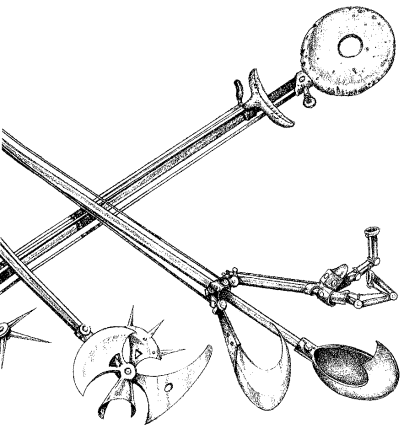
Tyrant Mouthpick

This magical device is perhaps the most advanced of all beholder mouthpicks and contains many useful devices. A *tyrant mouthpick* resembles the more common sorts of mouthpick—except for its 12-foot long shaft and elaborately designed three-tool head.

The first tool of this mouthpick consists of a pair of magically

sharpened shears that can snip through plate armor. A successful hit with these shears inflicts 3d6 points of damage and forces the target's armor to make an item saving throw versus a shearing attack. Failure indicates that the magical shears have cut through an opponent's armor, worsening his Armor Class by 2 and forcing the armor to make further saves at a cumulative -2 penalty. These negative modifiers occur every time a victim's armor fails its save.

Thus, a fighter wearing chain mail (AC 5) whose armor fails to save versus the shear's attack would have his AC shifted to 7 as the magical weapon cuts into his armor. The armor's next save versus the shearing attack would be at -2.



The second tool attached to the head of the *tyrant mouthpick* is a pair of mechanical arms and hands that grip as if they had a Strength of 16. A beholder can use these hands and arms for a variety of subtle tasks that include using weapons and playing musical instruments.

The third tool of this device is a scroll case with four thin metal tentacles emerging from it. The beholder can direct these tentacles to pick up an object—such as a scroll or small treasure—and carefully load it into the protective case.

The *tyrant mouthpick* also possesses a powerful special ability. Three times per day, the device can activate three

New Item Saving Throw

	Shearing Attack
Bone or Ivory	17
Cloth	20
Glass	19
Leather	19
Hide and Padded Armor	18
Studded Leather	17
Scale Mail	16
Ring Mail	15
Chain Mail	15
Banded and Splint Mail	14
Plate Mail	13
Field Plate	13
Full Plate	12
Rock	8
Rope	20
Wood, thick	18
Wood, thin	20

blades that magically spin like a propeller. This allows a beholder to fly at a rate of 24 for ten turns.

Sticky Ceiling

This is a cubic area (20'x20' or larger) enchanted with a type of levitation magic. This enchantment causes gravity to reverse in the designated area. All creatures and objects within the magical "field" of the spell "fall" up towards the ceiling and take standard falling damage. Victims of this nefarious trap hang helplessly from the ceiling, pinned by the reverse gravitational field.

Although a thief may climb down and out of the enchanted area, other characters, including spellcasters, will have a difficult time breaking free. *Levitate* spells will not counteract the effect of the enchantment, and *feather fall* spells

will merely slow a character's ascent. A *fly* spell will enable the caster to reverse the effects of the *sticky ceiling* for the duration of the spell. However, the caster must make a successful Dexterity check each round while inside the reverse gravitational field. Failure indicates that the character experiences painful disorientation and crashes into the ceiling again (taking appropriate falling damage).

Beholders avoid the effects of the *sticky ceiling* by simply turning upside down. Once activated, the trap's gravity field remains active for 24 hours or until the owner of the lair speaks its command word.

Sphere Mirrors

These large panes of glass are generally 10 feet tall by 5 feet wide, though they may be cut to fit smaller or irregular openings. The glass surfaces of these mirrors do not reflect much light and appear as empty air until a viewer moves within 3 feet. However, the glass reflects the appearance of

a beholder so perfectly that the image is 90% indistinguishable from a live beholder.

The glass reflects beholder eye attacks without loss of strength or coherence. Thus, a be-

holder could "bounce" its attack from different mirrors and kill an opponent who was several rooms away. Attacks by the

beholder's opponents, however, will merely shatter a pane of glass. *Sphere mirrors* possess an AC of 3 and can sustain 20 points of damage before shattering. Victorious adventurers sometimes use the reflecting powers of this magical item to combat other beholders.

Beholder Architecture

The older and more established a beholder's lair, the more disorienting it will be to humans.
—Ronassic of Sigil

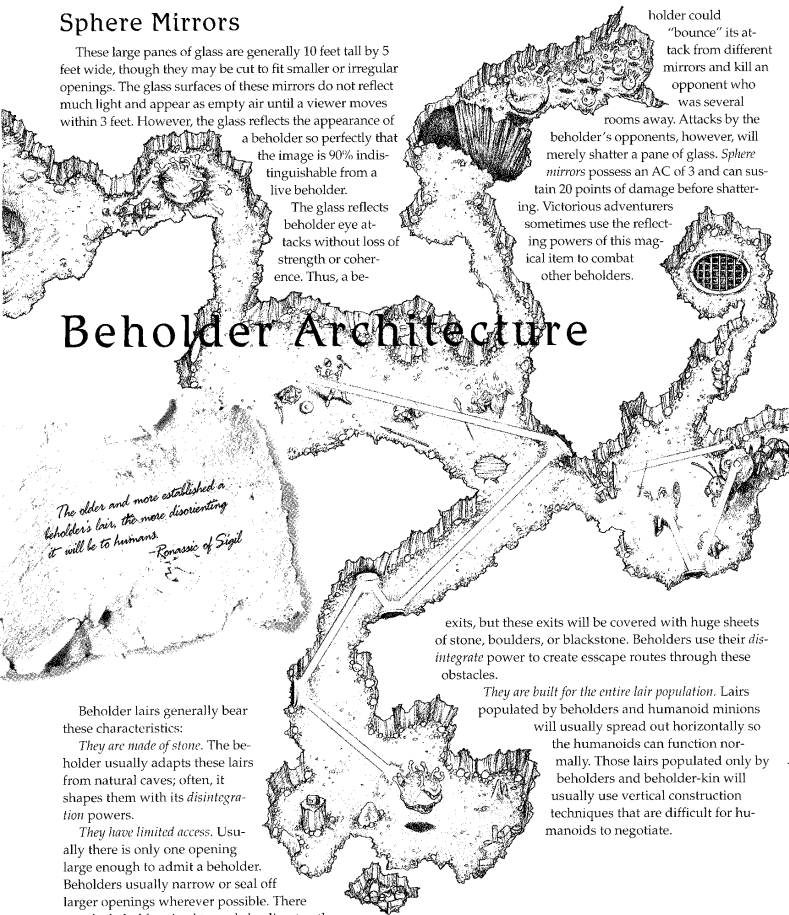
Beholder lairs generally bear these characteristics:

They are made of stone. The beholder usually adapts these lairs from natural caves; often, it shapes them with its *disintegration* powers.

They have limited access. Usually there is only one opening large enough to admit a beholder. Beholders usually narrow or seal off larger openings wherever possible. There may be beholder-sized tunnels leading to other

exits, but these exits will be covered with huge sheets of stone, boulders, or blackstone. Beholders use their *disintegrate* power to create escape routes through these obstacles.

They are built for the entire lair population. Lairs populated by beholders and humanoid minions will usually spread out horizontally so the humanoids can function normally. Those lairs populated only by beholders and beholder-kin will usually use vertical construction techniques that are difficult for humanoids to negotiate.



The Solitary Beholder Lair

The diagram on page 58 shows an old, well-established beholder lair. This lair started as a series of caverns beneath a hill. Using its *disintegrate* ray, the beholder has, over the years, widened tunnels, reshaped caves, and generally altered things to its liking.

1. Vestibule

A cave mouth allows entry into the lair complex. The cave mouth and this outer chamber remain barely sculpted by the beholder, as the be-

holder wishes these places to resemble natural formations. The vestibule floor is about fifteen feet below the cave entrance.

holder wishes these places to resemble natural formations. The vestibule floor is about fifteen feet below the cave entrance.

A number of shriekers inhabit this cavern. They are the distant early warning

system of the beholder lair. They do not wander too close to the exit, as the beholder has sculpted the rocky ground there to be uncomfortable to their foot-pads; this means that cave explorers are likely to remain unaware of the shriekers until the explorers have descended to the vestibule floor.

From this point on, the beholder illuminates its lair. If the beholder has minions, it will set torches and oil lamps to provide light. A beholder living by itself will use photoluminescent algae to illuminate the caverns. In addition, old and experienced beholders may use magical objects—such as gems enchanted with *continual light*.

2. Slither Tunnel

This small tunnel opens out to the vestibule and allows a beholder minion to monitor that chamber. The opening into the vestibule, however, is too small for a human or humanoid to access.

3. Gauntlet

A narrow cave mouth leads from the vestibule to the gauntlet. The gauntlet eventually broadens until it is at least 20' wide and 15' tall. Many gas spores float in this natural-looking cavern. The floor of the gauntlet is very uneven and descends in a series of shelves. A 30 Ft. deep pit lies in the center of the cavern.

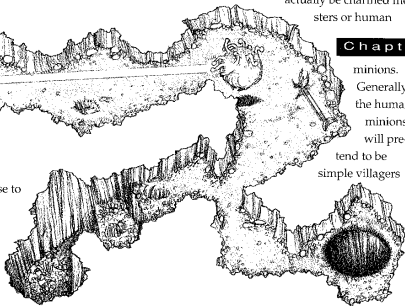
4. False Central Gallery

The false central gallery is usually an optional feature in a beholder lair. It is typically decorated with once-human statues, large stone representations of the beholder, and other kitschy things. The statue of the beholder may contain monsters that emerge from a trap door in the beholder's mouth when the intruders are distracted.

5. Trap Caves

Each of these secondary caves appears harmless, but actually contains a trap set for unwary adventurers. Typical traps include: **False Prisoners**. The prisoners in the ersatz prison will actually be charmed monsters or human

Chapter 10
minions. Generally, the human minions will pretend to be simple villagers



captured by the beholder. Quite often, a prisoner will be a doppelganger that imitates the form of an adolescent prisoner. The false prisoner will bide its time and may not betray its rescuers until much later.

Mud Pools I. A beholder can sink to the bottom of a pool of mud and remain there for several minutes. The beholder will utilize its *telekinetic eye* and spread a thin layer of sand, wood chips, or other material across the pool's surface. The pool will look like a solid surface to passing adventurers (anyone closely examining the pool must make a successful Wisdom check with a -2 penalty in order to spot the single beholder eye bobbing just above the surface of the covered pool). Falling in the pool, or even passing too close to it, often proves fatal to unprepared adventurers.

Mud Pools II. Beholders sculpt partial statues of themselves—often simple representations of their eyestalks—and rig them to activate traps. They then settle these rigged sculptures in mud pools like the one described above. If a group of adventurers attacks the fake stalks, they will activate the traps.

Oil-Sprayers. If a particular cave has another chamber directly above it, the higher chamber may possess a specially built oil-sprayer. This device is a large wooden tank filled with rancid cooking oil that feeds into a network of ceramic pipes. When triggered, the oil flows down the pipes and sprays out to blanket the room. Any torches or exposed flame will erupt causing 1d4 points of damage to anyone within 5 feet. In addition, the floor of the chamber will be extremely slick. Anyone attempting to move within the covered area must make a Dexterity Check

with a -3 penalty. Failure indicates that the character slips and falls to the ground. The prone character must then make another Dexterity check in order to stand up.

Snap-Cables. This trap consists of a long piece of thin wire attached to a crank. When not in use, the wire lies slack across a chamber floor. When invaders enter the lair, however, minions of the beholder turn the crank until the wire stretches taut. When cut, the wire whips across the chamber at waist level and attacks everything inside the chamber. The snap-cable attacks with a THACO of 16 and inflicts 2d6 points of damage to everything it strikes.

6. Second Gauntlet

The second gauntlet usually contains a number of gas spores (see area 3 for details) and may contain a number of shriekers as well. The entrance from the second gauntlet into the false central gallery usually consists of a mechanical secret door located in a section of permanent rock. This allows for the passage of beholder minions. A beholder may also place a thick plug of *blackstone* in this area to give it easy access to the false gallery.

The opening into the true Central Gallery is usually a very defensible passage containing a portcullis, gate, or heavy slab of rock that lowers into place. Again, it is not uncommon for a beholder to place a *blackstone* wall in this area.

7. Central Gallery

This is the "living room" of the beholder "house." As such, the beholder fills it with objects that it

enjoys looking at—such as art, statues, and its latest spoils of victory.

The floor is dangerously uneven and riddled with pit traps (remember that the beholder floats and its minions theoretically know the location of all the traps). In some lairs, the beholder builds deceptively even floors; these smooth areas usually contain many deadly traps. A beholder's minions will always guard the entrances to this area.



8. Library/Treasury

The beholder keeps his books, scrolls, tablets, and other projects here, as well as various treasures and items of worth. Minions are not allowed in here; death is the usual punishment for trespassing.

Beholders, beholder mages, hive mothers, and even death kisses typically keep three types of treasure: I, S, and T. Type I treasure consists of: Platinum or Electrum, 100-600 (1d6x100), 30%; Gems, 2-12 (2d6), 55%; Art Objects, 2-8 (2d4), 50%; Magical Items, 1 (any type), 15%.

Type S treasure consists of 1-8 potions. Type T treasure consists of 1-4 scrolls that sometimes (10%) contain rare or long-forgotten spells.



9. Study

The beholder primarily uses this room as an art studio. Partially finished statuary and various sculpting tools fill most of the study. The air smells faintly of partially disintegrated stone.

10. Trophy Gallery

This is a long chamber laid out with objects representing enemies the beholder has slain. Unfortunately for adventurers, these trophies are usually interesting and colorful objects once worn by the beholder's enemy. Colorful surcoats, saddles, tanned skins, and wigs are the mainstay of a beholder's collection. Occasionally, however, a beholder will take armor and weapons from a particularly noted foe. In addition, the creature sometimes stores art objects and precious gems in this room.

11. Prison

A beholder prison typically consists of 20 Ft. deep tubular holes blasted into the floor. Heavy gratings often cover these holes. When a prisoner is caught, the beholder (or its minions) strips him of his weapons and magical items, tosses him into the hole, and slams the grating into place. A beholder's minions will always guard an occupied cell. Each cell possesses a locking mechanism that only responds to *telekinesis*.

12. Meat Locker

Statues of local wildlife and small humans and humanoids fill this long, unlit chamber. The beholder saves its food from spoiling by turning it to stone and placing the newly made "statue" in here. When it is hungry, the beholder uses its *anti-magic ray* to reverse the effects of its *flesh to stone* eyestalk and then proceeds to consume the victim.

13. Kitchen

If a beholder possesses minions, and it acquires a taste for cooked flesh, the lair will have a kitchen including a simple hearth, a roasting spit, and a small hole leading up to the surface. At any given time, the spit may have a large animal or humanoid carcass roasting on it.



14. Minion Chambers

These small caves are where the beholder's minions, typically small warlike humanoids, live. These chambers are as clean as the minions care to live.

15. Midden

This is a hole in the ground leading to a large chamber created or enlarged by the beholder. The beholder uses this hole to dump its refuse.

16. Lavatory

Minions use this room to dispose of their waste. The business end of this chamber is at the far end from the opening into the central gallery. It consists of holes bored by the beholder perhaps hundreds of feet into the earth. Seating boards are set over the holes at the top.

17. Central Eye

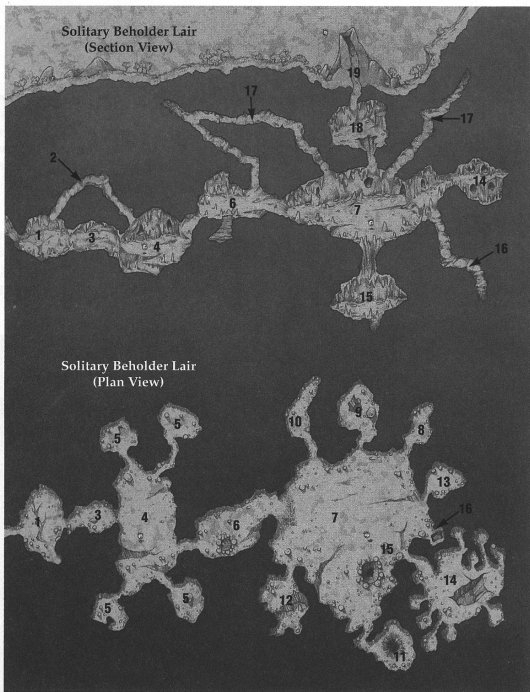
This is a series of narrow tunnels above the normal lair chambers. There is always one leading from the Secret Heart to the very top of the Central Gallery; there may be others running

from the main tunnel shaft to the tops of other chambers as well, though these are typically barred or grated to prevent passage. These tunnels allow the beholder to fly around and spy on beings within its lair, particularly its own minions.

The shaft from the top of the Central Gallery to the Secret Heart is seldom less than 50 feet in length; it is built straight up and as smooth as the beholder's skill with *disintegration* will make it.

18. The Secret Heart

This is the beholder's private chamber. Here, the creature rests and plots its horrific schemes. It typically contains a nest of sand or cloth bedding and the beholder's favorite pieces of sculpture.



19. Escape Way

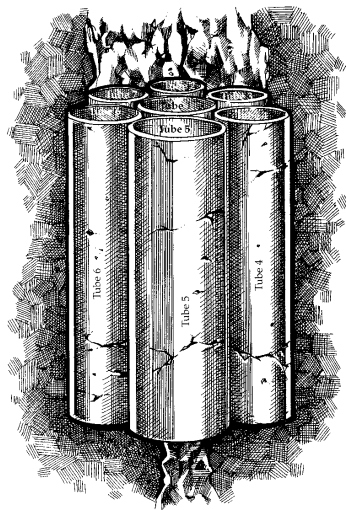
This narrow tunnel leads up from the Secret Heart. It is an escape tunnel leading to the surface. The beholder usually fashions the tunnel to lead all the way to the surface and caps it with a boulder or other natural-looking plug of stone. When the beholder needs to escape, it rises to the plug and *disintegrates* it.

The City Beholder Lair

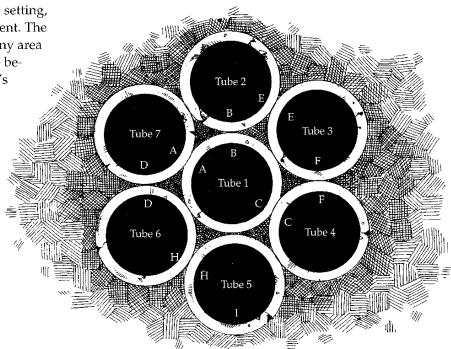
When a beholder lives in a completely "safe" setting, such as a beholder city, its lair looks quite different. The ideal site for such a lair is a canyon, ravine, or any area where cliff walls provide a slight overhang. The beholder digs its lair into the cliff side like a wasp's nest. It consists of a series of vertical tubes artfully blasted into the stone.

From the outside, one may see only the exit from this lair, or perhaps the shape of the outermost of the tubes. The inside of such a lair, however, is quite intricate. It is especially difficult for enemies to invade unless they levitate, as the beholder makes use of entrances and exits at different levels. It also employs constricting tunnels that hamper the movement of winged flyers.

City Beholder Lair
(Arrangement)



Plan View



The diagrams on pages 59-61 show a typical lair, both in three-dimensional view and "unrolled." Such lairs, when mapped by humans, are typically displayed as if they could be unrolled, with the central tubes situated to the left and the outermost tubes to the right. Portals between tubes are indicated with letters: Portal "A," as shown, may be indicated on two widely separated tubes; when the lair is rolled up again, the two tubes are adjacent.

A standard lair for a beholder living within a city usually consists of seven tubes (a central tube surrounded by six other tubes). A medium-sized beholder hive lair has nineteen tubes (the earlier arrangement plus another layer of 12 tubes). Larger lairs have yet another surrounding layer, for a total of 18 tubes.

The Beholder City

A beholder city is made up of many of the wasp's-nest style dwellings, plus other constructions and places for the common use of all citizen beholders.

Over time, the cliff sides of a beholder city become so infested with lairs that their origin as natural cliffs becomes obscure. Examiners, acting as structural engineers, make sure that the cliffs are not so heavily dug out that they will collapse; otherwise, these cliffs look entirely artificial.

The bind-in map shows the small beholder city of Kaggash—population about 2,000—located on a volcanic, mist-shrouded island far from any human settlements or trade routes. Once upon a time, the city was nothing but a small river canyon. However, a hive mother discovered the area and pronounced it perfect for settlement. It has gradually become one of the largest eye tyrant cities ever recorded.

A. Kaggash River

Beholder engineers diverted some of the river's runoff; now, it flows with considerably less force. The waters of the Kag-

gash feed the lake and provide liquid for the entire city population.

B. Kaggash Lake

This strikingly beautiful area at the south end of the city is a place where infant and adolescent beholders and beholder-kin sport. It is also the home of a handful of *eyes of the deep*. Their own lairs are watery caves dug deep in the lake bottom.

The river flows south from the lake (not pictured) and on to the sea, giving the eyes of the deep easy access to ocean water.

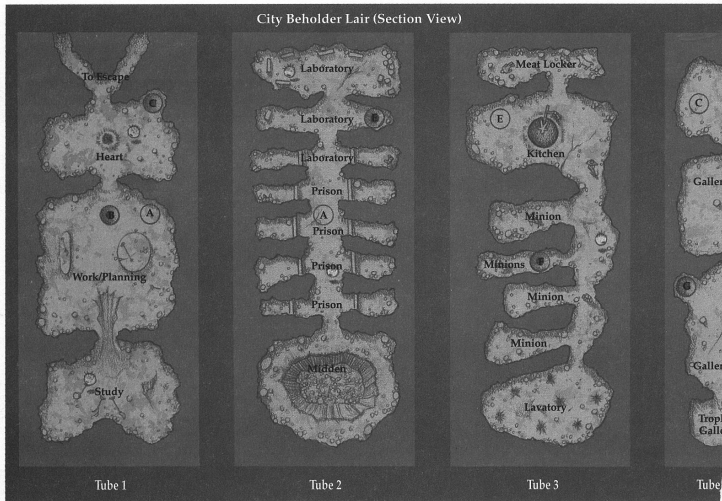
C. Dwellings

Scores of tube lairs line the cavern walls and some are above one another. The city is so old that sections of the cliff face between the beholder lairs have been completely smoothed by artful wielders of the *disintegrate* power. Nothing grows on these slopes.

D. Collapsed Area

Though examiner-engineers try to make sure that new buildings do not endanger the structural integrity of the cliff, they don't always succeed. This area shows where a large lower lair collapsed, destroying the lair above it when the rock

City Beholder Lair (Section View)



between the two lairs collapsed. Though the accident killed many beholders, the collapsed area has not been cleaned as a lesson to other builders.

E. Council Chambers

This is the only wholly constructed building in the entire city. Inside is a set of chambers where the Grand Council performs its deliberations. The building itself looks like an ancient temple, with decorative columns supporting the roof. The councilmothers convene at the center of this open-air area to do their business. There are ten councilmothers in Kaggash.

F. Performance Circle

This is a theatre blasted out of the living stone by beholders. It consists of a series of 8 foot broad steps (each large enough to hold the largest of beholder-kin) surrounding the stage, or lowest portion. From the stage, beholder storytellers recount the tales of their victories. Rock slabs are also brought down to the stage for bombardment artists.

G. Parade Route

This is the stretch of canyon floor used for new beholder parents to demonstrate the existence of their new offspring.

H. Pyramid of Enemies

Some cities have a wall of enemies; Kaggash follows a different path—the Pyramid of Enemies. Prisoners are brought here and told that if they can get to a certain height on the pyramid before a predetermined amount of time, they can go free. If the frantic prisoners reach the agreed upon height, the waiting beholders turn them to stone. For this reason, most of the victims on the Pyramid of Enemies are looking upwards, searching for a salvation that they will never find.

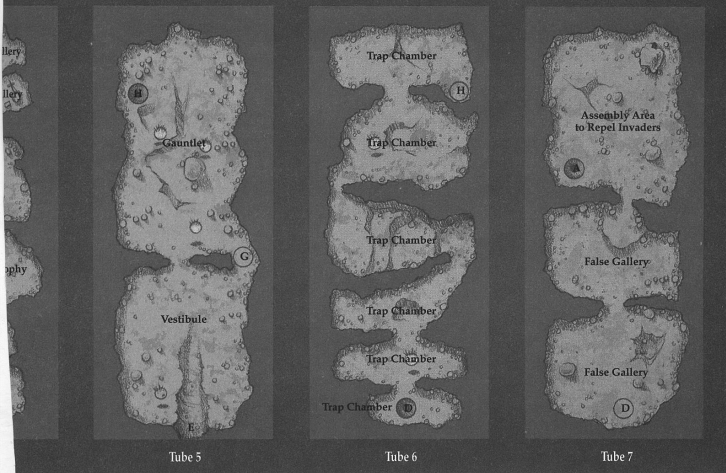
I. Jousting Field

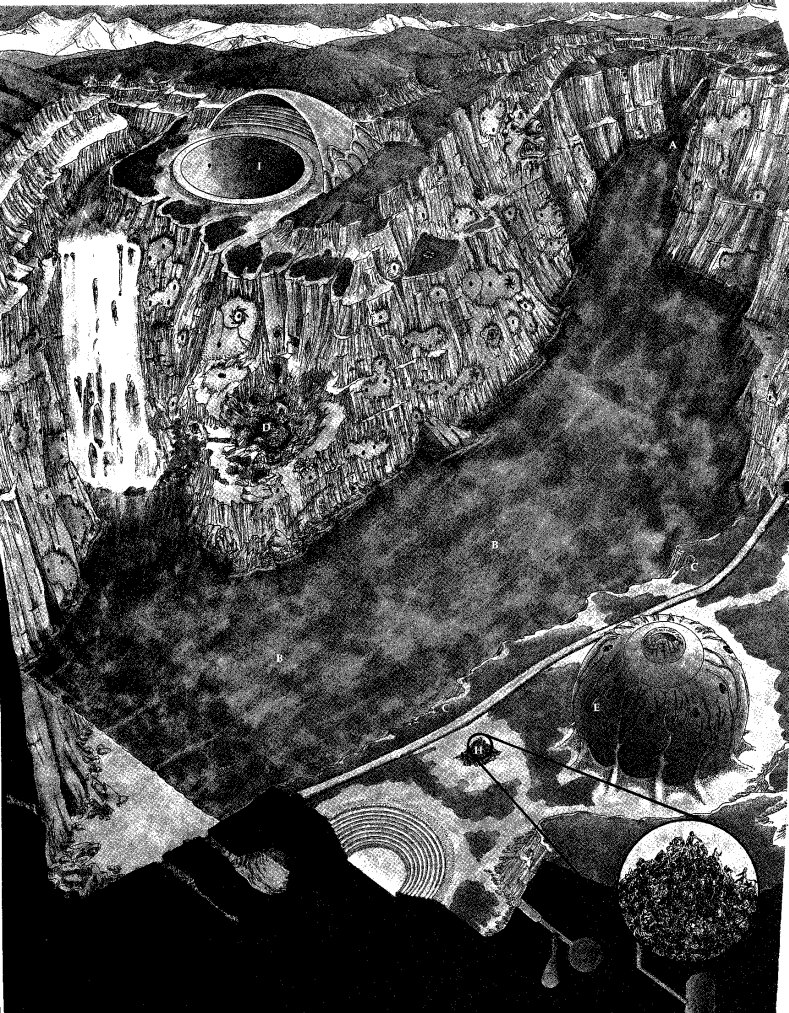
Directors practice cavalry maneuvers on their crawlers in this area. When not in use by directors, lensmen use the jousting field to train in weapons combat.

City Beholder Lair Key

Door A: Work/Planning to Assembly Area. Secret Door on Assembly Area Side	Door E: Laboratory to Kitchen
Door B: Work/Planning to Prison	Door F: Minion Quarters to Gallery
Door C: Heart to Gallery. Secret Door on Gallery Side	Door G: Gallery to Gauntlet. Secret Door on Gauntlet Side
Door D: Trap Chambers to False Gallery	Door H: Gauntlet to Trap Chambers
	Door I: Exterior Exit

City Beholder Lair (Section View)





Campaigning Beholders

A mighty warrior who bravely invades the land of his enemies and laughs at the champions of that land, all the while searching for truth and knowledge with the soul of a scholar... this description applied to a human, is one that denotes heroism. It is wise to remember that this is the way the beholder sees itself. A beholder cannot be convinced that it is a monster; any attempt to persuade it of its evil is a waste of time.
—Renaissance of Sigil

Beholders and Their Warmaking

It is useful to know not only how beholders fight humans and demihumans, but also how they combat each other.

Attacks on Human/Demihuman Communities

On rare occasions, a beholder hive or community will decide that they must destroy a human or demihuman community, whether in retaliation for beholder deaths, or as a way of ensuring the hive's survival. In such a case, the beholders will normally set up a temporary lair near the community and engage in reconnaissance over a period of two or three days. If the community's inhabitants do not learn about the beholders', the creatures will launch a series of very destructive raids against the community.

Unfortunately, the beholders' instinctive tactics make their invasions difficult to counter. They tend to launch all their forces against the community, spreading out so that each attacker can inflict damage in all directions. In addition, their ability to levitate themselves and *disintegrate* objects renders most physical defenses—such as stone walls and heavily fortified castles—useless.

Beholders usually begin their raids by attacking the thickest cluster of buildings with their *disintegration* beams. In many cases, the collapsing buildings begin to burn, giving the defenders an additional enemy to fight—namely, a rapidly spreading fire.

Once the largest buildings have collapsed or caught fire, the beholders begin to attack people. Their favorite tactic is to swoop (slowly) down on large crowds and watch them flee in terror. The chaotic nature of fleeing crowds appeals to beholders so much that the creatures are more likely to attack untrained civilians and ignore the disciplined ranks of city defenders. This often results in officers sending their soldiers to fight a beholder in the midst of a fleeing crowd—usually with disastrous results.

Attacking beholders also attempt to destroy any citizens participating in bucket brigades and other fire-fighting efforts, simply because they are such easy targets. For the most part, however, the creatures ignore champions and personal challenges. Heroes interested in direct confrontations will most likely have to pursue a beholder.

Within the first half-hour—even if the beholders are achieving spectacular success—they will leave. The creatures believe that if they return night after night, knocking down hastily repaired buildings and killing the strongest defenders, they will do maximum damage to the defenders' morale with a minimum of effort.

The beholders' tendency to leave before completely destroying a given area does give the defenders an opportunity to put together new defenses each



night. However, it's best to remember that beholders are not stupid. Each successive night they will alter their tactics.

Instead of floating to the city out from the forest, they may climb to a great height and quietly descend into the middle of the city. Or, the beholders may launch one attacking wave and wait until the defenders concentrate their effort before unleashing a flanking maneuver with the remainder of their force.

If the attacking force is part of a beholder city, it will make optimum use of its specialized abomination allies: director/crawler cavalry will terrorize defending soldiers and horsemen in the open; examiners will figure out how to open fortified positions; beholders will "air-lift" lensman shock troops over obstacles; and eyes of the deep will emerge from waterways and even wells that connect with subterranean rivers.

Occasionally, however, human and demihuman defenders discover ways to repel attacking beholders. The following tactics have been used successfully against the marauding creatures:

Archers concealed under arrow-slitted boardwalks.

Pikemen stationed in pits who thrust at the undersides of beholders.

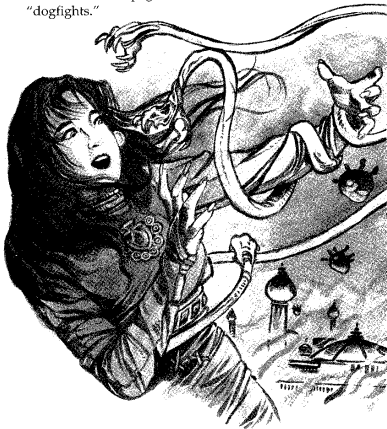
Oil poured onto beholders from balconies and set alight.

Distractions that allow a mounted knight to perform a lance charge.

Spike-studded false walls rigged to fall on passing beholders.

Beholder Dogfights

When fighting one another, beholders are as savagely ruthless as when they combat non-beholders. Humans who have learned to do battle upon the backs of flying mounts—such as pegasi—call these beholder duels "dogfights."



In a beholder dogfight, the two combatants start apart from each other in intricate cave complexes or above-ground areas littered with huge boulders. The ideal dogfight tactic is for a beholder to get beneath its enemy in such a way that the opponent is unaware of it. The lower beholder then rises face-up and clamps its teeth on its enemy's underside. It then struggles with its opponent, trying to drive it into a wall of solid rock where it continues biting until the enemy is dead.

Note that it is difficult for the beholders' eye-stalks to enter this equation. This is because a rising beholder grips its opponent in such a way that the defender cannot bring any of its eyes to bear.

However, some beholder dogfights are not quite this

cut-and-dried. These extended battles usually involve a considerable period of floating through the battlefield and attacking one another with eye powers. Only when one beholder clearly outmaneuvers the other can it man-



age a perfect underside bite. In many cases, combatants become impatient long before that point arrives and end up in eye-to-eye combat. The impatient beholders will close while firing their eye weapons and engaging in brutal biting matches once they are adjacent.

Particularly clever beholders have done things such as submerge themselves in mud pools with only one small eye protruding so they can emerge and accomplish the perfect bite when their opponent floats by overhead. Other beholders prefer to start a combat by gaining altitude and looking down over the battlefield. Still others use their *disintegrate* ray to drill into boulder piles and wait like trap-door spiders.



Beholder Cities at War

A beholder city is truly at war when it is faced with an enemy capable of destroying the city. The enemy may be another beholder city, a human army, or even a force of cloud giants.

In such times, these cities experience interesting changes. First, the hive mothers and true beholders begin breeding at a more prodigious rate. Instead of a breeding once every few years, they may spawn up to twice a year.

Second, the city launches several “kernel” expeditions. At least two full hives will be sent out separately from the city and told to settle secretly in a distant area for one year. Should the city fall to its enemies, the kernel hive begins to form itself into a new city of the proper beholder breed.

Third, new abominations may appear. It is not unknown for a besieged hive mother to spawn new creature types that are specially adapted to combat a specific enemy. For example, in a years-long war with a rookery



of powerful harpies, one beholder city began to spawn a variant form of director that rode atop giant wasps that spewed long, sticky spider-like webbing. Once the war ended, the hive mothers no longer produced these variant directors.

Beholders Throughout the Planes

These are some of the ways beholders differ from plane to plane.

FORGOTTEN REALMS

Forgotten Realms beholders tend to be slightly larger than average—some even grow as large as six-feet in diameter. Most breeds from this world tend to have cool colors—such as purple and blue—on top, graduating down to earth tones—such as brown and yellow—on bottom. Their skin is pebbly and they possess visible nostrils. Forgotten Realms beholders have jointed and articulated eyestalks.

Xanathar, a beholder that lives among humans and heads up a thieves' guild, is perhaps the most notorious example of an exile beholder from Abeir-Toril.

GREYHAWK

The Greyhawk breeds are among the most widely-represented throughout the multiverse; it is this breed that most people think of when they hear the word “beholder.”

Greyhawk beholders are of average size, with wrinkled, pinkish flesh and clearly visible blue veins. They have a slightly smaller-than-average central eye and a wider-than-average mouth. Their eye stalks are shorter than most other beholders' and are unjointed, resembling simple extrusions of the beholder skin. Oversized eyes rest on the ends of these stalks. These eyes have eyelids, but those lids retract so far that they are invisible when not in use.

MYSTARA

Mystaran beholders tend to be brown or green, and possess mottled skin. The distinctive patterns of the mottling define the particular breed. Their tentacles are about average in length (2') and unsegmented. These beholders have human-sized eyes that disappear when their dark eyelids close. A Mystaran beholder that closes its eyes and folds its eye stalks across its body looks much like a moss-encrusted or mud-encrusted boulder. Stories of unwitting adventurers who sat down atop sleeping beholders are quite common. Alas, all of the tales end in tragedy.

PLANESCAPE

There does not seem to be any species of beholder native to the Outlands, though representatives of many breeds end up there. Oddly, the city of Sigil seems to exert a force of attraction on the rarer sorts of beholders and beholder-kin; for instance, one is more likely to encounter an exile beholder or exile beholder-mage here than in any other place in existence.



RAVENLOFT

The beholders of Ravenloft are mostly jet-black with metallic silver markings and eyes that look like swirling gray smoke. The silver markings and eyes of these beholders may flash with light when the creatures are angry.

SPELLJAMMER

The beholders of these regions tend to have skins that look like durable gray plates. Their eyestalks tend to be different colors, and they have different iris colors in their eyes. The placement of the colors of the eyes and eyestalks determines the beholder breed.

These spacefaring beholders have achieved great heights in shipbuilding and artifact construction. At one point in the past, they created a beholder-shaped ship the size of a small moon; this ship was capable of destroying worlds. However, the secret of building such ships has been lost.



DK
1997

*Eyes spitting forth a multitude of
death.*

*Sobbing, shattering beneath my
gaze.*

*Flesh torn, cries of anguish,
Suffering in statuesque silence.*

I, Tyrant

*An example of beholder poetry.
—Romantic of Sigel*

This chapter contains all the game information, particularly combat statistics, you need to play beholders, beholder-kin, and abominations.

True Beholders

The Standard Beholder

Beholder (1): AC 0/2/7; MV Fl 3 (B); hp 45-75; THAC0 45-49 hp, 11/50-59 hp, 9/60-69 hp, 7/70+ hp, 5; #AT 1; Dmg 2-8 (2d4); SA Magic; SD Anti-magic ray; MR Nil; SZ M (4'-6' diameter); ML Fanatic (18); Int Exceptional (15-16); AL LE; XP 14,000.

Notes: *Eye Powers:* Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic functions in that area); 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250 lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell, but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as death spell, but single target, 40-yard range).

Fighting the Standard Beholder

The beholder has different armor class values for different parts of the body.

When a character makes a normal melee or ranged-weapon attack on a beholder (i.e., "I'm swinging my sword at the beholder"), the player first rolls d00 to determine which body part he's swinging at.

Roll	Location	AC
01-75	Body	0
76-85	Central Eye	7
86-95	Eyestalk	2
96-00	One Smaller Eye	7

A character who wishes to attack a specific body part must make a called shot against that part. This type of attack adds 1 to the character's initiative. Furthermore, the called shot is made with a -4 penalty to hit. Success means that the character struck the body part in question.

A beholder's hit points are divided among its body components. Of the hit points listed, two-thirds go to its body, and one-third goes to its central eye. A combined eyestalk and small eye can sustain 5-12 (1d8+4) hit points before being destroyed; those hit points do not count against the creature's hit point total.

Thus, destroying a beholder's eyestalks/lesser eyes will remove the powers those eyes possess; destroying its central eye will destroy its *anti-magic ray*. The only way to kill a beholder is to reduce its body hit points to 0.

The Beholder Mage

Random Roll	Wizard Level	Number of Spellstalks
01-10	1	1
11-28	3	2
29-50	5	3
51-70	7	5
71-85	9	7
86-94	12	8
95-00	15	10



This table is for random encounters with beholder mages. The result, on a d100, determines the experience level of the beholder mage and the total number of spellstalks that it currently possesses.

Beholder mages are limited to spells that

- (1) Can be cast in one round and have no components or only verbal components; and
- (2) Cannot affect spell capacity or other spells (such as *extension*).

Spellstalks are otherwise identical to eyestalks and can be severed like eyestalks.

Beholder Mage (1): AC 0; MV Fl 3 (B); hp 40 + 5/wizard level; THAC0 11; #AT 1; Dmg 2-8 (2d4); SA Magic; SD Nil; MR Nil; SZ M (3'-5' diameter); ML Fanatic (18); Int Genius (17-18); AL NE; XP 11,500 +500/wizard level.

Notes: *Eye Powers:* The beholder mage possesses the following eye powers: 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250 lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell,

but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as *death spell*, but single target; 40-yard range). Note that the beholder mage must sacrifice one of these eyestalk powers for every spellstalk which it creates.

Some available spellstalk choices are: *feather fall*, *hold portal*, *blindness*, *knock*, *control death tyrant**, *dimension door*, *instruct spectator**, *polymorph self* (note that polymorphing itself into a humanoid form does not allow a beholder mage to cast spells with material or somatic components), *contact other plane*, *Leomund's lamentable labor-ment*, *teleport*, or *wall of blackstone**

Chapter 12

Fighting the Beholder Mage

This is accomplished just as with the standard beholder (above), except that damage to the central eye does not count against its total hit points.



The Hive Mother

Hive Mother (I): AC 0; MV Fl 6 (A); HD 20; THAC0 5; #AT 1; Dmg 5-20 (5d4); SA Magic; SD Anti-magic ray; MR 5%; SZ H (8' diameter); ML Fanatic (18); Int Genius (17-18); AL LE; XP 24,000.

Notes: *Eye Powers:* Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic functions in that area); 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250 lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell, but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as death spell, but single target, 40-yard range).

Fighting the Hive Mother

Hive mothers swallow man-sized prey on a natural attack roll of 20. (While swallowed, a victim takes 5d4 points of damage every round until it is dead or it escapes. Due to the lack of depth to the hive mother's body and digestive organs, prey can escape on a normal attack roll.)

With the Hive Mother, there are only two combat locations: body and central eye. Lesser eyes cannot be struck in combat, even by accident.

Roll	Location	AC	Hit Points
01-90	Body	0	20 HD
91-00	Central Eye	7	15 hp

As with standard beholders, an enemy can target a specific location on the Hive Mother by taking an additional -2 penalty to his attack roll.



Beholder Priestesses

The Beholder Priestess is similar to a Hive Mother, but has the following powers:

(1) Spellcasting power as a 9th-level priest with access to up to four spheres (from all, astral, combat, divination, necromantic (*rev*), numbers, protection, thought, and time)

(2) A +2 bonus to saving throws against all spells from the four spheres they select

(3) The ability to command non-intelligent undead (in particular, skeletons and zombies) as a 9th-level priest until the priestess's powers disappear.





Elder Orbs

Elder orbs can memorize one wizard spell (of any sort so long as it requires only verbal components) for every full 8 hit points they ordinarily possess. (They do not lose spells from memory as they sustain damage in combat.) Thus a 70-hit point elder orb can remember eight spells. In addition, elder orbs cast spells at one level of experience for every eight hit points (rounded down) they possess. For example, a 70-hp elder orb would cast spells as an 8th-level wizard. However, elder orbs can memorize only one spell (at a time) of each spell level, must memorize lower-level spells before higher-level (thus an elder orb that could only memorize six spells could not memorize spells at levels 4 through 9—it would have to memorize them at levels 1 through 6), and must memorize them as other wizards do, through use of spell books or scrolls.

A standard elder orb complement of memorized spells appears with its monster statistics, below.

Elder Orb (1): AC 0/2/7; MV Fl 3 (B); hp 70-75; THAC0 5; #AT 1; Dmg 2-8 (2d4); SA Magic; SD Anti-magic ray; MR 50%; SZ M (4'-6' diameter); ML Fearless (19); Int Godlike (22+); AL LE; XP 18,000.

Notes: *Eye Powers:* Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic functions in that area), plus six to nine (10-1d4) of the following: 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250 lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell, but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as death spell, but single target, 40-yard range).

Possible Spell Choices: 1st—*feather fall* or *hold portal*; 2nd—*blindness*, *darkness 15' radius**, *detect invisibility**, *ESP**, or *knock*; 3rd—*dispel magic** or *protection from normal missiles**; 4th—*control death tyrant*, *dig**, *dimension door*, *extension 1*, *instruct spectator*, *minor globe of invulnerability**, or *polymorph self* (note that polymorphing itself into a humanoid form does not allow an elder orb to

cast spells with material or somatic components); 5th—*contact other plane*, *extension II*, *Leomund's lamentable belaborment*, *teleport*, *wall of blackstone***, or *wall of force**; 6th—*extension III* or *geas*; 7th—*limited wish*, *phase door*, *power word stun*, *teleport without error*, or *vanish*; 8th—*create death tyrant***, *mass charm*, *Otto's irresistible dance*, or *power word blind*; 9th—*Mordenkainen's disjunction*, *power word kill*, *prismatic sphere*, *time stop*, or *wish*. (* indicates a variation on an existing spell; the new spell requires only V components and takes twice as long to cast.)

Fighting the Elder Orb

It's rare that an adventurer gets to fight an elder orb in direct combat. These creatures position minions between themselves and hardy humanoid enemies.

In addition to possible humanoid, beholder, and beholder-kin minions, the elder orb, the instant it senses trouble, will cast a *control death tyrant* spell. This spell puts it in control of every death tyrant within a mile; the elder orb will use the death tyrants as its final means of defense. If directly confronted, it will use some spell of transportation (such as *dimension door* or *teleport*) or a *wish* to escape.

But should, adventurers find themselves in direct conflict with an elder orb, the creature will use standard beholder tactics of utilizing the traps and secrets of its lair to harry and kill the intruders while it makes good its escape.

The elder orb, like the standard beholder, has different armor class values for different parts of the body:

Roll	Location	AC
01-75	Body	0
76-85	Central Eye	7
86-95	Eyestalk	2
96-00	One Smaller Eye	7

Also, as with the standard beholder, a character who wishes to attack a specific body part on an elder orb may do so by taking an additional -2 penalty to hit.

The elder orb's hit points are divided among its body components in the standard fashion: two-thirds to its body, one-third to its central eye, with an eyestalk and eye sustaining 5-12 (1d8+4) hit points before being destroyed.

Beholder-Kin

Death Kiss

The death kiss possesses ten 20-foot tentacles with barbed-mouth tips at the ends. These tentacles, retracted when not in use, resemble standard beholder eye stalks. When one of the tips hits a target, it inflicts 1-8 (1d8) points of damage. Thereafter, each round it remains attached, it drains blood at a rate of 2 points of damage per combat round.

The death kiss' central eye does not have any sort of power (other than 120' infravision)

The death kiss translates drained blood into electrical energy. Each hit point drained results in one point of stored electrical energy. The death kiss may use this energy for any of several purposes:

- (1) Spending one point allows the death kiss to travel for two full turns.
- (2) Spending one point allows the death kiss to heal one point of damage to each of its 10 tentacles, to its body, and to its central eye (12 hit points regenerated in all). It can only perform this sort of healing once every other round, at the end of the round.

Death Kiss (1): AC 4/6/8; MV Fl 9 (B); hp 1d8+76; THAC0 11; #AT 10; Dmg 1d8; SA Blood drain; SD Regeneration; MR Nil; SZ H (6'-12' in diameter); ML Fanatic (17); Int High (8-14); AL NE; XP 8,000.

Fighting the Death Kiss

The death kiss has its own armor class variations by body location.

Roll	Location	AC	Hit Points
01-75	Body	4	77-84
76-85	Central Eye	8	6
86-95	Tentacle Stalk	2	6
96-00	Tentacle Mouth	4	See below

A character may attempt to strike specific body part by taking the usual -2 penalty to the attack roll.

A blow to the body has the usual effects; when the body reaches 0 hit points, the death kiss dies.

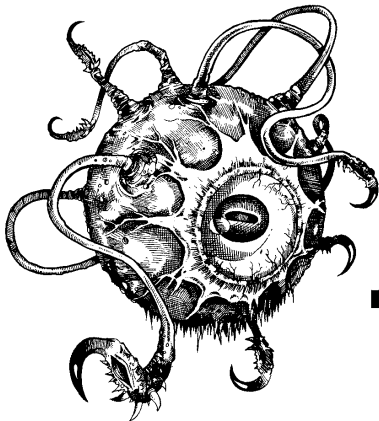
A blow to the central eye also has the usual effects. However, if the central eye is destroyed, the death kiss

may still attack targets within 10 feet; its senses of smell and vibration detection allow it to perform as though still sighted at that range.

A blow to a tentacle stalk damages that stalk; once the stalk is destroyed, it drops away. However, if the tentacle stalk is attached to a victim, a blow that does not destroy it will cause drain more hit points. If a tentacle attached to a victim is damaged but not destroyed, it automatically drains enough hit points to restore it to 6 hit points (thus, if a tentacle has 2 hit points after being struck, it will drain 4 hit points from the victim it's attached to). This damage is in addition to normal draining damage for the round; each tentacle may do this additional damage up to twice per round. This sort of draining does not help regenerate damage to other parts of the death kiss' body.

A successful bend bars/lift gates roll made by a victim against the tentacle that has hit him will tear the tentacle free. However, the maneuver does the victim an additional 1d6 points of damage—the tentacle's teeth and suckers do the damage as they're being torn away.

The death kiss stores up to 24 points of electrical energy in each tentacle and up to 50 in its central body. When a tentacle is severed, it discharges its remaining energy into whatever is touching it at the moment of separation; one point of energy does one point of damage. When the central body dies, it discharges its energy into whatever is touching it.



Eye of the Deep

Eye of the Deep (1): AC 5; MV Sw 6; HD 10-12; THAC0 10 HD, 11/11-12 HD, 9; #AT 3; Dmg 2d4/2d4/1d6; SA Magic; SD Nil; MR Nil; SZ S-M (3'-5' in diameter); ML Champion (15); Int Very (11-12); AL LE; XP 4,000.

Notes: Eye Powers: Central—light (5' wide at base, 30' long, 20' wide at end, save vs. Poison or be stunned 2d4 rounds); 1st—hold person; 2nd—hold monster; 1st + 2nd together create illusion.

Fighting the Eye of the Deep

Fighting the eye of the deep is similar to combating a standard beholder. Note that the eye of the deep has the same armor class everywhere.





Gauth

Gauth (1): AC 0/2/7; MV Fl 9 (B); HD 6+6 or 9+9; THAC0 13 (6+6 HD), 11 (9+9 HD); #AT 1; Dmg 3-12 (3d4); SA Magic; SD Regeneration; MR Nil; SZ L (4'-6' diameter); ML Champion to Fanatic (15-18); Int Exceptional (15-16); AL NE; XP 6,000 (6+6 HD) or 9,000 (9+9 HD).

Notes: *Eye Powers:* Central—*feblemind* against all who meets its gaze (save at -2 penalty); 1st—*cause serious wounds* (as spell, 30' range); 2nd—*repulsion* (as spell, 10' wide path, 40' range); 3rd—*cone of cold* (as spell, 3d4 damage, area of effect 5' wide at start, 50' long, 20' wide at end, 3 times per day only); 4th—*lightning bolt* (as spell, 4d4 damage, 80' range, 4 times per day only); 5th—*paralyzation* (as wand, 40' range, single target, only *dispel magic* or death of beholder can free victim); 6th—*dweomer drain* (40' range, against one target per round; keeps magical objects from functioning during that round; drains one charge from one magical item with charges, not including artifacts).

Gauths have a life-span similar to beholders, but do not breed until death; when a mature gauth dies, two infant gauths emerge from its corpse within a week.

Fighting the Gauth

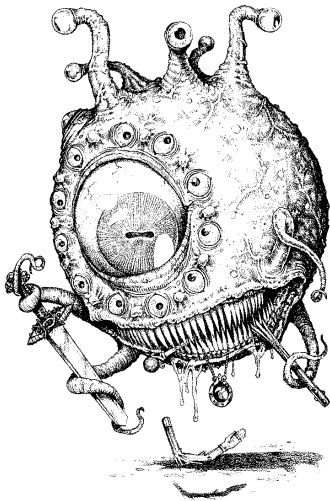
When entering combat, a gauth will cause itself to glow as if from a *faerie fire* spell in order to attract the attention of its prey. It makes sure to make an entrance so that all obvious wizards are facing in its direction, and it relies heavily on its *feblemind* central eye to sow confusion among its enemies.

Attacking a gauth works as with most beholder species:

Roll	Location	AC	Hit Points
01-85	Body	0	As listed
86-90	Central Eye	7	Part of body
91-00	Eyestalk/Tendrils	2	6 hp

Gauths' feeding tentacles (the four on its undercarriage) grab and trap prey as if with a human Strength of 18. These tentacles do no damage.

Gauths regenerate damage at a rate of 1 hit point every two turns.



Observer

Observer (1): AC -2 (body)/2 (eyestalks)/2 (mouths); MV Fl 3 (A); HD 8+8; THAC0 9; #AT 3; Dmg 1-8/1-8/1-8 (1d8/1d8/1d8); SA Blood drain, gaze, psionics; SD Nil; MR 25%; SZ L (6' diameter); ML Champion (15-16); Int Genius (17-18); AL LN; XP 15,000.

Notes: *Eye Powers:* Each main eye has three powers, *Bigby's forceful hand* (driving back one

creature of up to 500 lbs. at a rate of 20 feet/round, keeping creatures of 501-1,000 lbs. at bay, slowing creatures over 1,000 lbs. to an advance rate of 10 feet/round), *telekinetic blow* (1d12 + victim's AC in points of damage per attack), *protection from normal missiles*. Smaller eyes: 1st—*domination* (30-yard range), *enervation* (30-yard range), *fear* (50-yard range), *finger of death* (30-yard range), *magic missile* (3 missiles, 50-yard range), *Otiluke's freezing sphere* (cold ray, 8d4+16 pts of damage, 30-yard range).

Other powers: An observer can see as if with a *true seeing* spell to a range of 100 yards, though it cannot detect alignment this way. Almost all observers have the standard package of psionic powers common to some beholder-kin (see page 31). Observer mouths do 1d8 pints of damage per hit, and, if the attack roll is 4 or more higher than it needs to hit, the mouth fastens to its prey and drains blood at a rate of 2 hp per round.

Fighting the Observer

Observers fight intelligently but like the taste of blood. They will use their mouths against less armored, less mobile targets, spreading them among three different targets if at all possible.

Observer main eyes take 10 points of damage each, smaller eyes/eyestalks take 5 each, and mouths take 15 each before being destroyed; none of these attacks count against the creature's base hit point total.

When attacking an observer, use the following chart:

Roll	Location	AC	Hit Points
01-70	Body	-2	8+8 HD
71-75	Eyestalk/Eye	2	5 hp
76-90	Mouth	2	15 hp
91-00	Central Eye	2	10 hp

If mind-altered minions, eye powers, and blood-sucking maws aren't enough to guarantee the observer victory in combat, it will use its psionic abilities for whatever advantage it can gain.

Spectator

Spectator (1): AC 4/7/7; MV Fl 9 (B); HD 4+4; THACO 15; #AT 1; Dmg 2-5 (1d4+1); SA Magic; SD Magic; MR 5%; SZ M (4' diameter); ML Elite (14); Int Very to High (11-14); AL LN; XP 4,000.

Notes: *Eye Powers:* Central—*reflect* (one non-touch spell per round, only so long as eye is undamaged; spectator must save vs. spell to reflect; failure means 5% MR and personal saving throw come into play); 1st—*create food and water* (enough for a large meal for six, takes one round); 2nd—*cause serious wounds* (2d8+3 hp damage to single target within 60 yards; save vs. spell for half damage); 3rd—*paralyzation ray* (range 90', one target, 8d4

rounds); 4th—*telepathy* (range 120', one target; can communicate this way or can plant suggestion if target fails save vs. spell; suggestion always to leave in peace).

Other powers: A spectator can *teleport* between its current home and the plane of Mechanus, one *teleport* per day; while in Mechanus, it can regenerate all damage in a single day.

Fighting the Spectator

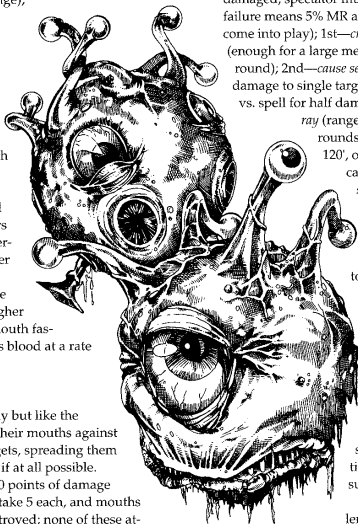
The spectator has a +2 surprise modifier and a +1 initiative modifier; it is hard to surprise.

Spectators fight nonviolently when possible; they start with their *suggestion* power, switching to *paralyzation* if that does not work, switching to *cause serious wounds* only if truly endangered.

When attacking a spectator, use the following chart:

Roll	Location	AC	Hit Points
01-70	Body	4	4+4 HD
71-90	Eyestalk/Eye	7	1 hp
91-00	Central Eye	7	1 hp

If blinded in all eyes but still alive, a spectator will *teleport* to Mechanus, heal there, and return the next day. If that which it was guarding is now gone, it will go about its life. If originally from Mechanus, it will return.



Director

Director (2-5): AC 2 (4 when mounted); MV Fl 3 (A), 15 when mounted; HD 8 (12 when mounted); THAC0 9; #AT 2; Dmg 2-8/2-8 (2d4/2d4); SA Magic; SD Nil; MR 20%; SZ H (8'-10' diameter); ML Fanatic (18); Int Average (8-10); AL LE; XP 10,000.

Notes: *Eye Powers:* Central—*deflection* (all frontal attacks against director suffer -2 penalty to attack roll and damage is halved; director gains +2 save vs. spell from those in field of vision of central eye); 1st—*magic missile* (as spell, 2/round); 2nd—*burning hands* (as spell, 8th level); 3rd—*wall of ice* (as spell); 4th—*slow* (as spell); 5th—*energization* (as spell); 6th—*improved phantasmal force* (as spell).

Abominations

It is believed that abominations are specialty breeds created deliberately by a Hive Mother to meet certain community needs. Abominations cannot breed. When they appear, it is certain that a beholder hive is nearby.

Fighting the Director

When unmounted, the director is much like any (grossly oversized) beholder.

When mounted, however, different rules are in play. The director plus its mount are treated as one creature whose Hit Dice are added together. (Once the combined creature loses half its hit points, its ground speed is reduced by half and it gets only one attack per round.)

Stats for the crawler, the typical director mount, appear later this chapter.

Examiner

Examiner (1-6): AC 5; MV Fl 6 (C); HD 8; THAC0 13; #AT 1; Dmg 1d6 or by weapon; SA Magic; SD Magic, Regeneration; MR 25%; SZ M (4' diameter); ML Elite (14); Int Genius (17-18); AL LN; XP 6,000.

Notes: *Eye Powers:* (All as if 8th level) 1st—*enlarge or reduce*; 2nd—*identify* or *legend lore*; 3rd—*transmute form* (similar to *stone shape*, but works on all types of nonmagical non-living material); 4th—*spell reflection* (as a *ring of spell turning*).

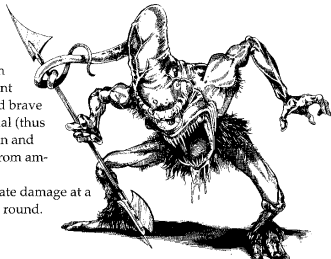
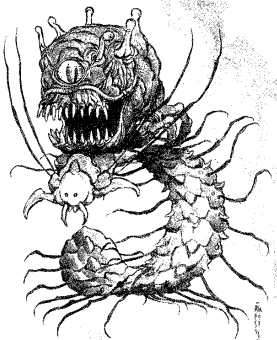
Fighting the Examiner

Combat with the examiner is similar to fighting most monsters. Examiners are very clever (thus using whatever attack

is most effective in the current

situation) and brave without being suicidal (thus knowing when to turn and flee, when to attack from ambush, etc.).

Examiners regenerate damage at a rate of 1 hit point per round.



Lensman

Lensman (1-10): AC 3/7; MV 9; HD 2; THAC0 19; #AT 1; Dmg 1d8 or by weapon; SA Nil; SD Magic; MR Nil; SZ M (5' tall); ML Elite (14); Int Low (5-7); AL NE; XP 175.

Notes: *Eye Powers:* (one power, as if 6th level, roll 1d6): 1: *emotion*; 2: *heal*; 3: *dispel magic*; 4: *tongues*; 5: *phantasmal force*; 6: *protections* (as scrolls, any type, but only one at a time).

Fighting the Lensman

Lensmen tend to carry human weapons, especially two-handed polearms. They're bright enough to know whether their eye power is likely to help in the current situation and will use either it or their melee weapons as appropriate.

Overseer

Overseer (1): AC 2/7; MV 1; HD 14; THAC0 7; #AT 1; Dmg 3-12 (1d10+2); SA Magic; SD Magic; MR 35%; SZ H (15' tall); ML Champion (16); Int Supra-genius (19-20); AL LE; XP 15,000.

Notes: *Eye Powers:* (All cast as if 14th level) 1st—*cone of cold*; 2nd—*dispel magic*; 3rd—*paralysis*; 4th—*chain lightning*; 5th—*telekinesis* (250 lb. weight); 6th—*emotion*; 7th—*mass charm*; 8th—*domination*; 9th—*mass suggestion*; 10th—*major creation*; 11th—*spell turning*; 12th—*Serten's spell immunity*; 13th—*temporal stasis*.

Fighting the Overseer

Overseer tentacles do 3-12 (1d10+2) points of damage per blow, and overseers have an unusually broad range of eye powers.

Overseers have an AC of 2—except for eyestalks, which have an AC of 7—and 10 hit points each (hit points that are not counted against the amount required to kill the overseer). Its eyestalks are held high enough that they are not hit accidentally in combat (thus there is no chart for percentage chance to hit them), but any character who can fly, levitate, fight from a surface 6 feet higher than the overseer's roots or higher, use a long polearm, or otherwise fight as a large or huge monster can deliberately strike at the eyestalks. This does not take the usual -2 penalty to strike at eyestalks, as the overseer's stalks are larger and less flexible than those of most beholder-kin.

Overseers usually have two or more beholder-kin guards on hand to protect them.

Watcher

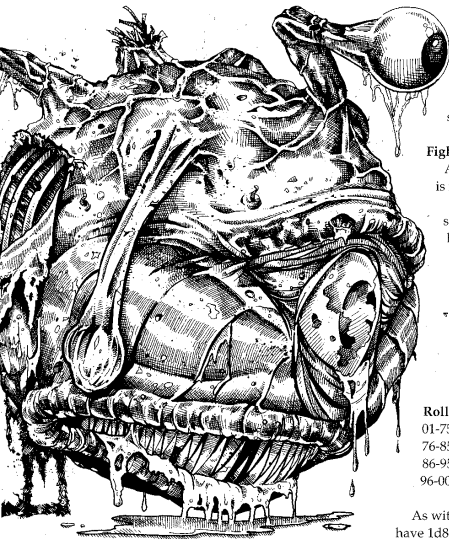
Watcher (1-4): AC 7; MV Fl 6 (A); HD 3+3; THAC0 17; #AT 1; Dmg 3-18 (3d6); SA Magic; SD Magic; MR Nil; SZ L (6' diameter); ML Average (10); Int Semi- (2-4); AL N; XP 420.

Notes: *Eye Powers:* Compound *message*, *tongues*, and *suggestion*; 1st—*true seeing* and *ESP*; 2nd—*advanced illusion* and *demi-shadow magic*; 3rd—*telekinesis* (1,000 lbs) and *teleport*.



Fighting the Watcher

Watchers do most of their fighting with their tentacle, which delivers 3d6 damage and an electric shock per blow. A victim hit by that tail must save vs. system shock or fall unconscious. But bear in mind that they always prefer to use their magic or flight to avoid combat.



Undead Beholders

Death Tyrant

Death Tyrant (I): AC 0/2/7; MV Fl 2 (C); hp 45-75; THAC0 11 (45-49 hp), 9 (50-59 hp), 7 (60-69 hp), 5 (70+ hp); #AT 1; Dmg 2-8 (2d4); SA Magic; SD Anti-magic ray; MR Nil; SZ L (4'-6' diameter); ML Fanatic (18); Int Nil (except for comprehension of orders); AL LE; XP 13,000.

Notes: Roll 1d4+1. The result is the number of eye powers that do not work. Choose which of the following powers do not work or roll ran-

domly among the options.

Eye Powers: Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic functions in that area), 1st—either nonfunctional (60%) or as variant *hold monster* (40%, see below); 2nd—either nonfunctional (60%) or as variant *hold monster* (40%, see below); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250 lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell, but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as *death spell*, but single target, 40-yard range).

Fighting the Death Tyrant

As with other undead creatures, the death tyrant is immune to *sleep*, *charm*, and *hold spells*.

If a *hold beam* is turned on a subject and that subject fails its saving throw, the victim remains held as long as the death tyrant continues bearing the eye against him. If the eye is used to attack someone else or is destroyed, or if the victim is hooded or dragged out of sight of the death tyrant, the power's effects continue for 1d3 more rounds and then fade.

Combat with a death tyrant follows the same form as combat with standard beholders:

Roll	Location	AC
01-75	Body	0
76-85	Central Eye	7
86-95	Eyestalk	2
96-00	One Smaller Eye	7

As with standard beholders, eyestalks/smaller eyes have 1d8+4 hit points that do not count against the death tyrant's hit point total; attacks made against specific body parts on the chart above suffer a -2 penalty to the attack roll.

Doomsphere

Doomsphere (1): AC 0; MV Fl 6 (B); HD 14; THAC0 7; #AT 1; Dmg By Spell; SA Magic; SD Special (see below); MR Nil; SZ M (4'-6' diameter); ML Fearless (20); Int Animal (1); AL LE; XP 14,000.

Notes: *Eye Powers:* Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic functions in that area); 1st—*invisibility*; 2nd—*solid fog* (as spell, 8th level); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250 lb. weight); 5th—*confusion* (as spell, 8th level, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell, but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as death spell, but single target, 40-yard range).



Fighting the Doomsphere

Only spells or enchanted weapons of a +2 or greater enchantment can harm a doomsphere. Spells and blows from such attacks will appear to penetrate the doomsphere and carry away some of its cloudy substance. A character attacking a doomsphere with a melee weapon will not feel any resistance when hitting it, but will be able to see that he has diminished its apparent mass.

Doomspheres have a single armor class of 0. It does no good to target the central eye or eyestalks; all eyes continue to function until the doomsphere is "killed."

Kasharin

Kasharin are identical in statistics and behavior to death tyrants (above), except for the spread and progression of the disease they carry.

The disease they spread is identical to that of mummies only for purposes of its spread to beholders and beholder-kin. When a kasharin touches, or is touched by, a beholder or beholder-kin, that victim is 100% likely to contract the disease, no saving throw allowed. The victim develops rotting pustules on its skin within a day; these wounds grow ever-larger and will kill the victim within 1 to 6 (1d6) months. During that time, the victim heals at only 1/10 its usual rate. A *cure disease* spell will cure the illness (though a solitary beholder is not likely to have easy access to such a spell); a *cure wounds* will not affect the victim; a *regenerate* will cause some of the pustules to close but will not slow the death of the victim.

If a kasharin touches a living member of another race, that victim may make a saving throw vs. petrification; success means he does not contract the disease. If he fails, he has contracted the kasharin rot. It will take 2 to 12 (2d6) months to kill the victim and will permanently cost him two points of Charisma per month he is ill. The same restrictions concerning healing spells are in effect here.



Unrelated Creatures

Gas Spore

A victim touched by a gas spore is in serious danger; as mentioned, if he does not have a *cure disease* spell cast upon him within a day, he will die. At that time, 2d4 gas spores will emerge from his body; they will inflate within one turn and begin to look for mammalian victims.

Any damage done to a gas spore will cause it to explode; every creature within a 20-foot radius suffers 6d6 points of damage (3d6 if they succeed in a saving throw vs. wands). Fortunately, this damage does not infect all victims within the 20-foot radius with the gas spore rhizomes.

Gas Spore (1-3): AC 9; MV 3; hp 1; THAC0 20; #AT 1; Dmg Special (see below); SA See below; SD See below; MR Nil; SZ Medium (4'-6' diameter); ML Average (8); Int Non (0); AL N; XP 120.

Fighting the Gas Spore

The best way to deal with gas spores is to shoot them from distances of 20 feet or more, and to remember that the detonation of a gas spore far away could set off the explosion of gas spores closer to the attacker.

Crawler Director Mount

Crawler (1-20): AC 2 (0); MV 15; HD 4; THAC0 17; #AT 2; Dmg 2d4; SA Poison; SD Nil; MR Nil; SZ L (30' long); ML Average (10); Int Animal (1); AL N; XP 270.

Fighting the Crawler

The crawler's fangs inject poison in addition to doing damage. Victims must make a saving throw vs. poison or be paralyzed for 1d4 rounds.

Crawlers can curl up into a protective ball; when in this state, they may not attack, but are at AC 0.

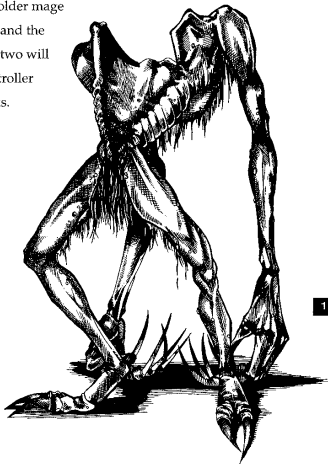
Patroller Beholder Mount

Patroller (1): AC 4; MV 12; HD 8+8; THAC0 13; #AT 2; Dmg 5-8/5-8 (1d4+4/1d4+4) or by weapon+8; SA Nil; SD Regeneration; MR Nil; SZ L (8'); ML Fearless (20); Int Non- (0); AL N; XP 975.

Fighting the Patroller

Patrollers possess the trollish ability to regenerate; starting three combat rounds after having first been injured, they regenerate 3 hit points per round until healed. If damaged below 0 hit points, they collapse until they regenerate up to a positive number of hit points, at which they can be controlled to fight again.

A combined beholder mage/patroller is treated as one monster with three attacks per round; one attack will be a beholder mage spell, and the other two will be patroller attacks.



Other Combat Notes

Here are some additional things to remember about beholders and beholder-kin in combat.

Saving Throws

Beholders and beholder-kin make saving throws according to their Hit Dice, as with normal monsters. Those which have hit points (not hit dice) listed will save from the following chart:

Hit Points	Saves As
45-49	10th level warrior
50-59	12th level warrior
60-69	14th level warrior
70+	16th level warrior

The only exception is the death kiss, which saves as a 10th level warrior.

Immature and Elderly Beholders

The details provided above are for beholders and beholder-kin in the prime of life. Immature and elderly beholders tend to be a bit less capable.

To create statistics for beholders and beholder-kin outside the prime of life, use the following guidelines.

Infants: *Armor Class:* Worsen by 4 (maximum of 10 in any area). *Move:* No change to Flight; walking (if any) reduced by half. *Hit Dice or Hit Points:* Reduce by two-thirds. *THAC0:* Recalculate based on new HD/HP. *Number of Attacks:* No change. *Damage:* Reduce by half. *Special Attacks:* No change. *Special Defenses:* No change. *Magic Resistance:* No change. *Size:* Reduce to one-sixth that of full-grown adult. *Morale:* Reduce by 4. *Intelligence:* Reduce by 2. *Alignment:* No change. *Experience Points:* Recalculate based on new stats/abilities. *Eye Powers:* All spell-type powers take place as

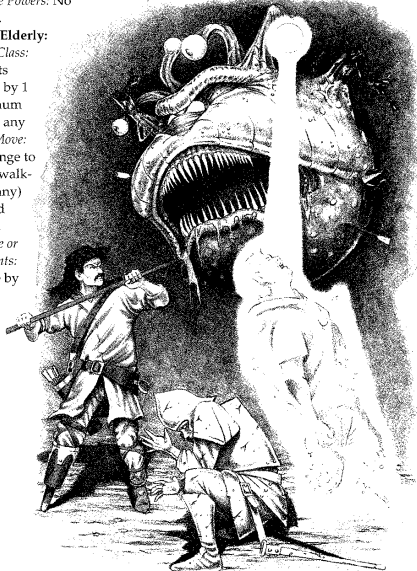
if the beholder were 4th level; no powers based on wizard spells of 4th-level or above work. (Remember that beholder flight is not an eye power; it automatically works.)

Adolescents: *Armor Class:* All parts worsen by 2 (maximum of 10 in any area). *Move:* No change. *Hit Dice or Hit Points:* Reduce by one-third. *THAC0:* Recalculate based on new HD/HP. *Number of Attacks:* No change. *Damage:* Reduce by one die. *Special Attacks:* No change. *Special Defenses:* No change. *Magic Resistance:* No change. *Size:* Reduce to lower end of scale for full-grown adult. *Morale:* Improve by 2. *Intelligence:* Reduce by 4. *Alignment:* No change. *Experience Points:* Recalculate based on new stats/abilities. *Eye Powers:* No change.

The Elderly:

Armor Class: All parts worsen by 1 (maximum of 10 in any area). *Move:* No change to Flight; walking (if any) reduced by half. *Hit Dice or Hit Points:* Reduce by one-third.

THAC0: Recalculate based on new HD/HP. *Number of Attacks:* No change. *Damage:* Reduce by one die. *Special Attacks:* No change. *Special Defenses:* No change. *Magic Resistance:* No change. *Size:* No change necessary; may reduce to lower end of scale for full-grown adult. *Morale:* Roll 1d6; on 1-3, reduce Morale by 1d3; on 4-6, improve by 1d3. *Intelligence:* No change. *Alignment:* No change. *Experience Points:* Recalculate based on new stats/abilities. *Eye Powers:* Each time an eye power is attempted, have the beholder make an Intelligence check; failure means the power did not turn on this round.



Beholders' Gallery

The human tendency to stereotype that which is different in an attempt to control it has caused the death of more than one adventurer. Simply put, all beholders are not the same. Their multiplicity of form mirrors their multiplicity of personality. Every beholder, beholder-kin, and abomination is a unique individual with its own strengths and weaknesses.

—Ronassic of Sigil

For the Dungeon Master

The information given in the beholder rogues gallery details several unique beholder NPCs and offers Dungeon Masters a “sneak peek” into the events surrounding the trilogy of beholder modules listed above. DMs are encouraged to use this information to introduce these recurring villains into their campaigns. Alternately, DMs can use the statistical and background information of the beholders' gallery to create their own adventures surrounding these interesting (and dangerous) villains. Feel free to modify any of their statistics to suit game balance.

Warning

The following section gives statistical and background information on several beholder NPCs. These NPCs appear in the series of beholder modules, **Eye of Pain**, **Eye of Doom**, and **Eye to Eye**. The information given below is intended for Dungeon Masters only. Players who read any further will spoil their enjoyment of the modules or any other adventures created around these NPCs. If you are not a Dungeon Master please **stop** reading now!

Ixathinon (Hive Mother Beholder): AC -1; MV Fl 6 (A); HD 20; hp 130; THAC0 5; #AT 1; Dmg 5-20 (5d4); SA Magic, magical items; SD *Anti-magic ray*; MR 5%; SZ H (8' diameter); ML Fanatic (18); Int Genius (17-18); AL LE; XP 24,000.

Notes: Hive mothers swallow man-sized prey on a natural attack roll of 20. (While swallowed, a victim takes 5d4 damage every round until it is dead or it escapes. Due to the lack of depth to the hive mother's body and digestive organs, prey can escape on a normal attack roll.)

Eye Powers: Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic

functions in that area); 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250 lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell, but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as *death* spell, but single target, 40-yard range).

Ixathinon is a cruel and heartless creature, bent only on the fulfillment of her own agenda. She does not tolerate any insubordination from the beholders in her hive, and, if she suspects betrayal, she ruthlessly and un-



relentingly seeks redress. This redress may take the form of subtle entrapment, rather than overt accusation and destruction. In any event, Ixathinon will not hesitate to pass judgement—her insistence on obedience is absolute.

The mind of Ixathinon is nearly flawless in its logic; she comprehends and manipulates information more complex and subtle than many of the most brilliant sages in the known world can manage. She delights in clever puzzles, riddles, and conundrums, although she becomes frustrated in their lack of challenge to her.

The hive mother's quest for knowledge is unrivaled, even among beholders; she is a voracious reader, sending minions out to scour the far reaches of the lands for new tomes and volumes. Her library is extensive, indeed. It was this hunger for knowledge that lead Ixathinon to her discovery of the lost beholder city of Ith K'hinax.

If Ixathinon has one flaw, it would almost certainly be her extreme xenophobia. She does not believe there is merit in any other race of being and feels that the only true path to ultimate beholder supremacy is the complete and total annihilation of all other sentient species. She realizes, however, that sometimes it is necessary to use that which you hate in order to achieve ultimate supremacy, so she has checked her own abhorrence in the interests of building the hive to full glory. It is only with great personal revulsion and trepidation that she has implemented her plan to establish a criminal organization known as The Unblinking Eye and permitted her minions to interact with the surface dwellers.

In addition to the hive treasure, Ixathinon has a handful of magical items for her personal use. She keeps these items in a small satchel that she either carries in her mouth or totes around using her *telekinesis* power. In order to use many of these items (or another others she may come across during the adventure), Ixathinon has to close her central eye and shut down her *anti-magic ray*. She wields the two wands in her mouth.

The magical items in Ixathinon's possession include: potions of *fire breath*, *invisibility*, and *polymorph self*; wands of *magic missiles* (63 charges); and *wonder* (47 charges); *tomes of clear thought and understanding* (Ixathinon has not used these yet); two *ioun stones* (pearly white spindle, regenerates 1 hp/turn; dusty rose prism, grants +1 protection bonus to AC); and a *cube of force*.

Gazriktac (True Beholder): AC 0/2/7; MV Fl 3 (B); hp 48; THAC0 11; #AT 1; Dmg (2d4); SA Magic; SD *Anti-magic ray*; MR Nil; SZ M (3½' diameter); ML Fanatic (18); Int Exceptional (16); AL LE; XP 14,000.

Eye Powers: Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic functions in that area); 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250 lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell, but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as *death* spell, but single target, 40-yard range).

Gazriktac is a craven and obsequious creature among his own kind and is always fearful that Ixathinon will become displeased with his service to the hive and exile him. He is certain that disaster waits around every corner and nightmares lurk in the darkest depths of Ilth K'hinax, waiting for the beholders to let down their guard. He wishes that the hive would return to its former home, but of course he will not reveal this to any of the other members for fear of being cast out.

Sespetoxri (True Beholder): AC 0/2/7; MV Fl 3 (B); hp 57; THACO 9; #AT 1; Dmg (2d4); SA Magic; SD *Anti-magic ray*; MR Nil; SZ M (4' diameter); ML Fanatic (18); Int Exceptional (16); AL LE; XP 14,000.

Eye Powers: Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic functions in that area); 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250 lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell, but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as *death* spell, but single target, 40-yard range).

Sespetoxri is a greedy creature, even for a beholder. He hoards whatever wealth he can find, trying to keep it a secret even from the other hive members. He fears that others may discover his riches and take them from him, so he is also a very nervous beholder. He has guarded his secret hoards with all manner of mundane and magical traps to prevent thievery. It is unlikely that any band of simple adventurers could threaten him. Were such an event to occur, he would likely attempt to flee with the treasure rather than give it up. His loyalty lies only with his wealth.

Zulnethrac (True Beholder): AC 0/2/7; MV Fl 3 (B); hp 72; THACO 5; #AT 1; Dmg (2d4); SA Magic; SD *Anti-magic ray*; MR Nil; SZ M (5' diameter); ML Fanatic (18); Int Exceptional (16); AL LE; XP 14,000.

Eye Powers: Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic functions in that area); 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250 lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell, but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as *death* spell, but single target, 40-yard range).

Zulnethrac is Ixathinon's most trusted minion, a very well organized and thorough creature. As a result, the hive mother has placed Zulnethrac in charge of the protection of Ilth K'hinax. He has been instructed to prepare defenses, stock certain areas with monsters, and prepare patrol schedules for the more intelligent of the subservient races to follow.

This arrangement suits Zulnethrac well, as he is a vicious and stern creature that demands absolute obedience and punctuality from his troops. He rules through fear but also through understanding of exactly what is expected; those servant creatures who follow orders precisely are treated well, while those who slip up or slack off are severely punished. On more than one occasion, Zulnethrac has summarily executed certain disobedient servants, making examples of them to the rest of his minions.



Sikrewxes (True Beholder): AC 0/2/7; MV Fl 3 (B); hp 64; THAC0 7; #AT 1; Dmg (2d4); SA Magic; SD *Anti-magic ray*; MR Nil; SZ M (4' diameter); ML Fanatic (18); Int Exceptional (16); AL LE; XP 14,000.

Eye Powers: Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic functions in that area); 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250 lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell, but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as *death* spell, but single target, 40-yard range).

This political beholder is perhaps the most sinister of all within the hive. He seeks only to play games with the balance of power among the rest of the beholders, trying to set one against another through shrewd and subtle trickery. Most of the other hive members are aware of Sikrewxes's plotting ways, so they are careful with information he gives them. Still, he has developed the art of deception to such a level that he manages to manipulate the other beholders on occasion. Ixathinon is aware of Sikrewxes's games, but she has chosen (for the time being) to ignore them and see if any of the other hive members take umbrage at his actions and retaliate.

Khuxristul (Beholder Mage): AC 0; MV Fl 3 (B); hp 60; THAC0 11; #AT 1; Dmg 2d4; SA Magic; SD Nil; MR Nil; SZ M (5' diameter); ML Fanatic (18); Int Genius (18); AL NE; XP 13,500.

Eye Powers: 1st—*charm monster* (as spell); 2nd—*telekinesis* (250 lb. weight); 3rd—*flesh to stone* (as spell, 30-yard range); 4th—*disintegrate* (20-yard range); 5th—*death ray* (as *death* spell, but single target, 40-yard range).

Spellstalks: feather fall, hold portal, blindness, knock, dimension door.

Khuxristul lost his central eye in a skirmish with a small patrol of duergar many years ago. Rather than slink off to die somewhere, though, he decided to attempt to master the ways of magic. Through long, painstaking research, the beholder began to understand the nature of magic and was able to transform some of his eye stalks into spellstalks. He was very careful in his selection of spells, however, for he understands the true nature of combined firepower—he never travels alone, instead pairing with one of the true beholders and complementing its eye powers with his own spells.

The other beholders never scorned Khuxristul, although most of them secretly pitied him his lost eye. However, in recent years, as his mastery of the magical arts has taken full fruition, the others have come to understand and appreciate exactly how well he complements their own abilities. Now, each of the other beholders vies for the privilege of being partnered with the beholder mage.

Qeqtoxii (Elder Orb Beholder): AC 0/2/7; MV Fl 3 (B); hp 75; THAC0 5; #AT 1; Dmg 2d4 (bite); SA eye powers, spells as a 9th-level mage; SD Anti-magic ray, immunity to *sleep*, *charm*, and *hold* spells; MR 50%; SZ M (6' diameter); ML Fearless (19); Int Godlike (23); AL LE; XP 18,000.

Notes: *Eye Powers:* Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic functions in that area), plus the following eye powers: *charm person* (as spell); *charm monster* (as spell); *telekinesis* (250 lb. weight); *flesh to stone* (as spell, 30-yard range); *disintegrate* (20-yard range); *fear* (as wand); *slow* (as spell, but only a single target); *cause serious wounds* (50-yard range); *death ray* (as *death spell*, but single target, 40-yard range).

Spells († indicates favored memorized spell—Qeqtoxii can only memorize one spell per level at a time): 1st—*feather fall*, *hold portal*†; 2nd—*darkness 15' radius**, *detect invisibility**, *ESP**, *knock*; 3rd—*dispel magic**, *protection from normal missiles**; 4th—*control death tyrant***, *dimension door*, *extension I*, *instruct spectator***, *polymorph self†* (note that polymorphing himself into humanoid form does not allow Qeqtoxii to cast spells with material or somatic components); 5th—*contact other plane*, *teleport*, *wall of blackstone***, or *wall of force**; 6th—*extension III*, *gates*; 7th—*phase door*, *power word stun*, *teleport without error*, *vanish*; 8th—*create death tyrant**, *mass charm*, *power word blind†*; 9th—*Mordenkainen's disjunction*, *power word kill*, *prismatic sphere†*, *time stop*. (* indicates an Elder Orb variation on an existing spell; it requires only Verbal components)

Qeqtoxii is a brilliant and cunning creature, able to plan for almost any contingency and detect and eliminate all flaws in logic in his complex schemes. If he has one shortcoming, however, it is his inability to understand the illogical nature of human thinking. Since he has begun interacting with them, however, he is getting better.

Qeqtoxii craves power above all else. He burns with the desire to overthrow the hive mother her currently serves and take her place. He has insinuated himself into her hive in the guise of a true beholder and bides his time until he can usurp her. His plans for this are complex and time-consuming, but the elder orb is patient. He has worked for several years to make this a reality.

Qeqtoxii will not allow his enemies to detect and corner him; if he is in danger of direct contact, he will use whatever means he has at his disposal to escape notice, most likely through the use of spells.

Qeqtoxii has several magical items at his disposal, which he can easily use when necessary. The first of these is a *bag of holding*; he stores all his other magical items and important possessions, including his spell book, in this magical container. Others include potions of *extra-healing*, *gaseous form*, *human control* (humans), and *water breathing*; an *amulet of proof against detection and location* (which has been specially crafted to be worn around one of his eyes, and which he wears rather than stores); and a *Daern's instant fortress*.

Adventure Hooks

What follows is a short list of adventure hooks for Dungeon Masters interested in using these NPCs in their own campaign.



- **Quest for Knowledge:** Ixathinon sends out Zulnethrac to collect information from Vanaduir, a wizard who has aided the PCs in the past. Ixathinon has discovered that the wizard's latest research involves planar travel. Specifically, Vanaduir has discovered the means to open a gate to the outer planes. If Ixathinon can gain control of such a gate, her power over the region would be complete.

The PCs are on their way to deliver an ancient tome to Vanaduir only to discover that his house has been raided; most of his magical books and paraphernalia have been stolen. In addition, the friendly wizard is nowhere to be found.

Vanaduir's home is a small stone cottage with a thatched roof. When the PCs arrive, they will quickly see that a large hole has been made in the roof. The inside of the house is in complete disarray—tables and chairs are overturned, crockery and other pottery lay strewn about the room, and the secret entrance to Vanaduir's underground laboratory is propped open.

The laboratory itself is just as disheveled as the upstairs living area. Various beakers and vials are smashed, their bubbling contents oozing across the floor. In addition, several arcane books and items are missing from Vanaduir's normally organized collection. An ornate mirror, strangely untouched by the carnage, hangs in one corner of the laboratory. This mirror is magical. If any of the PCs touch the mirror, it begins to glow. A few seconds later, the glow resolves into a series of moving pictures which show Zulnethrac the beholder raiding Vanaduir's home and kidnapping the wizard.

If the PCs decide to check for footprints around Vanaduir's cottage, they will be disappointed. The beholder levitated the captured wizard and moved into the hills nearby. Clever PCs should deduce that Zulnethrac probably lairs somewhere in the hills to the north. Once the PCs travel about two miles into the hills, they will see some human tracks. They can follow these tracks to the entrance of Ixathinon's hive.

Ixathinon's hive is a series of caverns linked by small tunnels. Besides Ixathinon and her trusted servant, Zulnethrac, the hive holds two other beholders. DM can use the sample beholder hive and lair in this product as a quick and easy reference.

Vanaduir is currently bound with *beholder shackles* and imprisoned in a small chamber. He is severely weakened by his ordeal. However, if the PCs manage to free him, Vanaduir will aid the PCs in any way he can.

Vanaduir, hm M13: AC 10; MV 12 (currently 6); hp 30 (currently 12); THAC0 16; #AT 1; Dmg by weapon; SZ M (5' tall); ML low; AL CG.

S 9, D 12, C 13, I 17, W 14, C 13.

Personality: friendly, outgoing (currently scared).

Spells Memorized: 1st—*affect normal fires, feather fall, light*; 2nd—*invisibility, levitate, rope trick*; 3rd—*gust of wind*; 4th—*fumble*; 6th—*project image*.

Ixathinon is currently located in the Secret Heart of her lair. The PCs will not encounter her unless they accidentally stumble into the Secret Heart or trip an alarm. Ixathinon does not take well to raids upon her hive. If alerted, she will instantly spring into action and order any living beholders in the lair to attack the PCs in an intelligent manner. Ixathinon only enters combat as a last resort.

• **To the Rescue:** The PCs have been hired by Geoffrey Wiraen, Baron of Evercrown to deliver a message to a small garrison located in the foothills of the Evercrown mountains. The baron explains that he has not received any word from this garrison in nearly a month. He is extremely nervous, as his scouts have reported signs of massed humanoid activity in and around the Evercrown foothills. Several other couriers have been sent to the garrison, but none have ever returned.

The trip itself takes about four days and is quite dangerous, as the Evercrown mountains are filled with humanoid and giant life. DMs should use random encounter tables appropriate to mountainous or rugged terrain.

About a day from the garrison, the PCs encounter several ogres. These ogres are fleeing the power of Sespetoxri, a beholder that has recently moved into the foothills. These ogres are quite scared and will fight to the death. However, if the PCs can capture one of these brutes it may tell them about the “evil floating eye.” PCs that speaks ogrish can learn the general location of the “evil eye’s” lair if they make a successful language proficiency check.

Ogres (5): AC 5; MV 9; HD 4+1; hp 23, 32, 19, 30, 27; THAC0 17; #AT 1; Dmg 1d10 or by weapon +6; SZ L (9' tall); ML steady; Int Low (8); AL CE; XP 270.

Once the PCs reach the garrison itself, they find it deathly silent. The front gates have been disintegrated, and every living creature inside has been turned to stone. This is, of course, the work of Sespetoxri. If the PCs did not learn the location of the beholder’s lair from the ogres, the DM should have one, half-mad survivor blurt out the location before he dies.

Unbeknownst to his hive mother, Sespetoxri has been secretly storing away treasures in the Evercrown foothills. Sespetoxri is extremely paranoid about his treasure. The beholder has filled his lair with many deadly traps (see the sample beholder lair in this book for details). If Sespetoxri discovers any intruders, he singlemindedly attempts to destroy them.

• **Charmed, I’m Sure:** Children are disappearing from the small village of Motby (population: 38 children age 16 or under, 12 adult men, 15 adult women).

The villagers have appealed for aid to the local knight, but the village is remote and small and the knight has important concerns elsewhere. (He may retain the PCs to investigate the problem, if that works into the campaign. Or, they may be sent by the baron to find out why the knight isn’t doing anything to help these villagers. Or, PCs may simply wander into the village.)

The first child, a boy of seven, disappeared eight weeks ago while playing alone. The villagers searched extensively, but found no sign of him.

Three weeks without incident, and then a girl of eight disappeared without a trace. One week after that, a pair of six-year old twins went miss-



ing. All the missing children were small for their ages.

In desperation, the villagers confined the children to their homes and kept them under constant adult guard. But one week ago, another seven-year-old vanished from her own home while her 17-year-old sister Mireen was with her. The sister claims nothing unusual happened: the two of them were crumbling stale bread to make pudding when a visitor came to the door. Mireen remembers vaguely that he was unusual-looking, with an oddly oversized head, but extremely friendly. He said that he'd come to take the youngster for a walk, and it seemed a good idea at the time.

The villagers have locked up Mireen and suspect she is somehow tied into the childrens' disappearances. Some consider her a witch and want to drown her, but calmer voices have so far prevented any rash action.

Mireen is in a torment of guilt, and is beginning to believe that she may have transformed into a monster and devoured the children.

Mireen's family and several others suspect that the children were stolen by hobgoblins living in the nearby forest. The hobgoblins are generally hostile and have been known to waylay lone humans who wander into their territory. If the PCs follow this up, however, the hobgoblins will send a delegation to talk to them. They adamantly deny stealing children: such a thing would be cowardly, and besides, human children are too weak to make good slaves and too small to be a good meal.

The real culprit is Gazriktac, a craven beholder. He is trying to recover several magical items that he believes lie buried in a series of interconnected caverns. The passages are far too small for him, and he is afraid to *disintegrate* a wider passage for fear of destroying the treasure. He lured away the children because they can squirm into the tiny, twisting shafts.

The caverns Gazriktac is exploring are approximately two miles from the village, not in the direction of the hobgoblins. A river plunges steeply down from the hills beyond and carved out a deep gorge with heavily-forested side walls. These walls are dotted with numerous caves, most of which are only a few yards deep. The area is very rugged, thickly grown, and inaccessible.

Mireen's sister, Joleen, managed to shake off the monster's *charm* effect and escape. She is hiding in one of the other caves, cold, hungry, and afraid to come out lest Gazriktac find her. Joleen will be invaluable to the PCs, because she can lead them to the beholder's cave and give them clues about his methods and objectives. She doesn't know specifically what he's looking for, but she does know what the items look like.

Gazriktac will go to almost any length to avoid a confrontation with adventurers. With his ability to levitate, he can easily conceal himself in the thick foliage and shallow caves of the steep gorge walls. He will attack only if he can set up a devastating ambush, and he is unlikely to stick around for a prolonged fight even if the odds are heavily in his favor.

- **For Whom the Bell Tolls:** The monastery of Saint Sarah Paula Chi'z clings to a precipice overlooking Granite Valley, about 8,000 feet up the cliff face. The trail up from the valley floor and the village of Leomuenster skirts widely

around the cliff. The 9-mile climb takes about four hours, but is not too difficult if one sticks to the winding trail and the mules are cooperative.

Thirty-two monks live at the monastery, praying, meditating, tending extensive hanging gardens, and occasionally working a small silver mine when the monastery needs cash.

Brother Jayleb, one of the oldest hermits at the monastery, is nearly hysterical. For weeks he has had nightly visions of an enormous, bloated, floating eye. The fang-filled, dripping maw beneath the eye whispers terrible things to him in the darkness. It talks to him about betrayal, and the glorious things that could come to Jayleb if only he will turn his back on the order.

Jayleb believes that these visions have been given to him by his deity as a warning of an approaching cataclysm or of some dreadful trial awaiting the monks. He expressed his concerns to the abbot, Brother Aarin, in ever-increasing tones of urgency. Brother Aarin was slow to react, however, and Jayleb became increasingly more agitated.

Jayleb's nightly horrors were not visions at all. In fact, he was being visited nocturnally by Qeqtoxii, an elder orb. The monster is trying to locate the order's most holy relic. Its location has been kept secret for generations, to protect it against theft or vandalism.

Qeqtoxii knows the reliquary contains bits of bone from Saint Sarah, who was martyred centuries before. His research into a new spell led Qeqtoxii to believe that for the spell to work, it needs a material link to a true martyr.

(In fact, the opposite is true. If Qeqtoxii was to expose a bone from Saint Sarah to the magical energies he is tinkering with, the effect would be wholly unexpected, and should be treated like wild magic.)

The elder orb hoped to charm Jayleb into revealing the reliquary's location. Qeqtoxii reasoned that Brother Jayleb, being the oldest monk at the monastery, would have the best chance to know the information Qeqtoxii sought, and his age would make him weak-willed and easy to charm.

Qeqtoxii was right in the first case but wrong in the second. Brother Jayleb's will is robust, strengthened by decades of devotion to his deity. Qeqtoxii was never able to charm the monk.

Frustrated by the delays, Qeqtoxii grew desperate and abandoned his cautious, reasoned approach. Enraged, he killed Brother Aarin and polymorphed himself into the abbot's form. In this masquerade, he hopes to uncover the relic.

But the monks have become suspicious over Aarin's erratic behavior. A week ago, two monks who were sent down to Leomuenster to tend to the town's sick sent a message to the temple, asking for help. PCs may arrive as a result of that summons.

Having had time to cool down, Qeqtoxii realizes that his impulsive action was a poor one. He is familiar with neither the traditions of the abbey nor Brother Aarin's manners. Because of the duration of the *polymorph self* spell, he can move among the monks for only two hours a day. Qeqtoxii senses that the monks are suspicious, but he is confident that they won't attack him. If they do (or if his patience is exhausted before he finds the relic), he will polymorph back to his true form, lay waste to the monastery, torture the monks for the information he wants, and then kill everyone before leaving with his treasure.

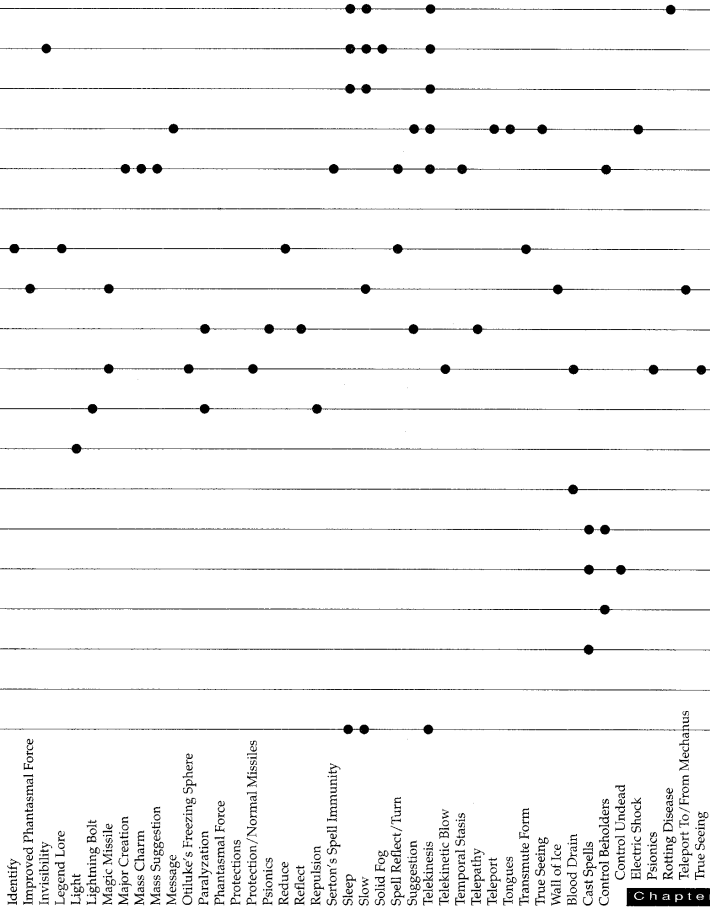
The relics Qeqtoxii seeks are hidden in the monastery's bell tower. The tower contains four bells. The three largest, silver bells can be rung with pullopes; the relics are hidden inside the fourth, smallest bell, cast of iron.

Beholder Eye Powers—At a Glance

In the following chart, the abbreviations stand for these monsters:

BM = Beholder Mage	ED = Eye of the Deep	Le = Lensman	Standard Beholders
BP = Beholder Priestess	EO = Elder Orb	Ob = Observer	Beholder Mages
Di = Director	Ex = Examiner	Ov = Overseer	Hive Mothers
DK = Death Kiss	Ga = Gauth	Sp = Spectator	Beholder Priestesses
Do = Doomsphere	HM = Hive Mother	Wa = Watcher	Elder Orbs
DT = Death Tyrant	Ka = Kasharin	TB = True Beholders, incl.	

Eye Power	TB	SB	BM	HM	BP	EO	DK	ED	Ga	Ob	Sp	Di	Ex	Le	Ov	Wa	DT	Do	Ka
Advanced Illusion	•	•	•	•	•	•				•		•				•	•	•	•
Anti-Magic Ray																			
Bigby's Forceful Hand																			
Burning Hands	•	•	•	•	•	•			•	•		•					•	•	•
Cause Serious Wounds	•	•	•	•	•	•													
Chain Lightning	•	•	•	•	•	•													
Charm Monster	•	•	•	•	•	•													
Charm Person	•	•	•	•	•	•													
Cone of Cold																			
Confusion																			
Create Food and Water								•											
Create Illusion	•	•	•	•	•	•													
Death Ray	•	•	•	•	•	•													
Deflection																			
Demi-Shadow Magic	•	•	•	•	•	•													
Disintegrate	•	•	•	•	•	•													
Dispel Magic																			
Domination																			
Dwemer Drain																			
Emotion																			
Enervation																			
Enlarge																			
ESP																			
Fear	•	•	•	•	•	•													
Feeblemind																			
Finger of Death																			
Flesh to Stone																			
Heal	•	•	•	•	•	•													
Hold Monster	•	•	•	•	•	•													
Hold Person																			



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