



Advanced  
**Dungeons & Dragons**<sup>®</sup>  
Accessory  
**Monstrous Arcana**<sup>®</sup>

# the Illithiad



by Bruce R. Cordell



# Advanced Dungeons & Dragons<sup>®</sup> Monstrous Arcana<sup>™</sup>

## the Illithiad

A Sourcebook for the  
ADVANCED DUNGEONS & DRAGONS<sup>®</sup> Game

### Dedication:

The Illithiad is dedicated to all who, taking up the staff,  
tread the Path of the lotus, seeking the jewel at its center.

### Sources:

Portions of this work were adapted from the following sources: The **MONSTROUS MANUAL**<sup>™</sup> tome by Tim Beach, et. al; **Monster Mythology**, by Carl Sargent; **Uncaged**, by R.V. Vallese; **SPELLJAMMER<sup>®</sup> Campaign Setting** by Jeff Grubb; **Astromundi Cluster: Adventures in Shattered Space** by Sam Witt; **PLANESCAPE<sup>®</sup> Campaign Setting** by David "Zeb" Cook; **A Guide to the Astral Plane** by Monte Cook; **DUNGEON<sup>®</sup> #24, "Thunder Under Needlespire,"** by James Jacobs; **Thoughts of Darkness**, by David Wise; **PLAYERS OPTION:™ Skills and Powers** by Douglas Niles and Dale Donovan; **Eye to Eye** by Thomas Reid; **The Sea Devils** by Skip Williams (an invaluable inspiration).

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# Introduction

*I am done.*

*Ten years have slipped past, but the task is finally complete: I have finished The Illithiad. This tome now contains all of S. Wakeman's documents, notes, text fragments, and stray letters concerning his study of the illithid race.*

*The merchant-sage's research had neared completion when he disappeared. In Wakeman's regrettable absence, I took it upon myself, as executor of his will, to integrate the scattered fragments of his efforts into a cohesive whole, filling in gaps and omissions with the extensive resources available to me in the libraries of the Arcane Order.*

*No other text boasts broader knowledge of the illithid race than this volume; neither Winninger's Guide to the Underdark, nor Legacy of Night by Anadar, nor even Ronnasic's classic Mind Kampf holds a candle to the thorough look at mind flayers offered by The Illithiad. As a warning to the reader, the information presented here is so comprehensive that rumors speak of illithid assassins initiating a campaign to silence those who possess this book or discover illithid secrets from Wakeman's notes. If you read this text, you could mark yourself as a target. Although I don't place much credence in this, the rumor does support The Illithiad's importance and credibility.*

*This book exists because of S. Wakeman's devotion to the field of illithid studies. Not willing merely to research and compile the knowledge contained in dusty books and scrolls, Wakeman supplemented his work with frequent field trips into the subterranean depths, recording up-close and personal observations of living illithids. This tome, therefore, consists of equal parts journal records, interviews, library research, and direct contact with mind flayers themselves! Needless to say, such excursions are fraught with extreme danger; Wakeman was a man of ardent courage and ingenuity. It was a great loss when the famous entrepreneur failed to return from the depths of the earth while following a rumor of newly discovered illithid ruins. This text is therefore dedicated to the memory of S. Wakeman: May he find his way clear of the darkness and walk in the sunlight.*

*—Asmus Anagoge of the Arcane Order*

# Illithids: The Legend

Colloquially known as "mind flayers," illithids universally elicit images of horror and fear in the minds of surface dwellers and underworlders alike. Illithids shock and repulse other races due mostly to their practice of cephalophagy, otherwise called brain-eating. This abominable habit has such power to appall that the saying, "The 'flayer hasn't eaten yet!" was coined centuries ago to convey hope in the face of near-impossible situations.

As the principle owner and operator of "Wakeman's Subterranean Exotics," my bottom line depends upon secure trade routes into and out of the underdark, a realm of caverns and tunnels that honeycomb the earth. Using the most stringent cautionary measures, my agents and I try to avoid the vicious brain-eating illithids feared by every other race inhabiting the underdark—including

the dark elves (whether they admit to it or not). Of course, sifting the underdark for valuable items suitable for resale on the surface requires constant exploration and the requisite expansion of trade routes. In the end, it was inevitable that I found the creatures I most feared.

## The Bowels of the World

Always quick to exploit new opportunities, I organized an underdark trade expedition as soon as news reached me concerning a colony of elusive rockseer elves. I was familiar with the rockseers only through stories, but these tales convinced me that a trade agreement could prove profitable. As usual, my associates Rasteno and Cazpar accompanied me, along with a dozen seasoned mercenaries. My associates tended the goods we wished to trade (kaffee and grainohol), while the mercenaries provided insurance against aggressive encounters in the bowels of the world.



We descended into the interior of a long-dead volcanic vent and journeyed into the damp darkness. Cazpar's mountaineering skills were vital in the multi-stage belay downward. While not the easiest access to the depths, our vertical route assured us relative anonymity; an annoying band of drow bandits had recently begun harrying our regular paths, and we wished to avoid them. After a descent of some 3,000 feet, the vent finally pierced a series of horizontal tunnels. The fringes of the underdark lay before us.

## Encounter in Darkness

Three days of rapid travel through previously mapped tunnels brought us to the edge of familiar territory. We slowed our progress, as it's not wise to run unprepared through the uncompromising ecosystem of the underdark. The dearth of resources below the earth has elevated competition among predators and intelligent species to a lethal degree unknown in the world above; not wishing to become part of the underdark's food chain, I deployed two of the mercenaries to scout our forward trail. Soon we were off, hunting for rockseer elves and profit.

How does the old saying go: "What does it profit a man . . ."? I can't recall, but I have a feeling that the lesson contained therein addresses the subsequent fortunes of my expedition. My decision to press ahead in spite of the scouts' report of unfamiliar spoor was incautious at best—though sheer folly is a more apt description.

The whistle of crossbow bolts passing close, as well as screams laden with blood lust, announced the sudden, savage attack. Two well-aimed bolts destroyed the lanterns; we were plunged into darkness, still ignorant of our foes' identity and number. Ringing steel and the sudden warning cries and shouts of the mercenaries left no doubt in my mind that the enemy pressed its advantage. The exclamations of the mercenaries grew desperate before I produced my lampstone.

Golden light washed across the cramped cavern, revealing half a score of blank-eyed, gray-skinned humanoids in mortal combat with the outer ring of mercenaries. The warriors had fared poorly during the lightless seconds—fully half my men lay dead or mortally wounded upon the unyielding cavern floor. As a result of the magical illumination, however, I was able to put a name to our enemy. We fought cannibalistic grimlocks, men whose ancestors forsook the light to live brutish, blind lives beneath the earth.

It was touch and go for a while, but with the return of vision, the remaining mercenaries—as well as Rasteno and Cazpar—began to repel the grimlock onslaught.



Our seeming victory was short lived, however. Just as the white-orbed humanoids gave ground, our mercenary captain turned from the enemy to bury a long sword deep into the back of a compatriot.

The mercenaries wavered in reaction to the sudden betrayal at their flank, and their line collapsed completely when the grimlocks renewed their ferocious advance. Horrified, I watched the mercenary captain continue to hew down his erstwhile command. A suspicion began to take root and grow in my mind. . . .

Just then, Rasteno's arm whipped forward, pointing down a dark side tunnel. "Something's back there!" he screamed. Those were the last words I ever heard him speak.

I turned quickly to look and beheld the incarnation of my fear staring back at me from the flickering shadows of the tunnel. The robed figure stood just out of the light, but the lampstone's illumination dimly revealed its misshapen head and the writhing, coiling cluster of slick tentacles that depended from it. As I opened my mouth to give warning of the true enemy at our backs, I felt a scratch across the surface of my mind.

Rasteno screamed again, this time inarticulately, and fell to the ground in the grip of a violent convulsion. I remained standing, in better control of my faculties in the

face of the illithid's obvious mental attack. I finally choked out, "Kill that thing, or we're all dead!"

I'm afraid that after this cry—made up of equal parts terror and desperation—I passed out, probably due to the aftereffects of the illithid's brain blast.

## Consequences

Unrelieved blackness defined my world. I lay for some few seconds bereft of memory, the cold, hard stone pressed against my face. I uttered an involuntary moan and reflexively clutched my hands as memories of the preceding moments trickled back into my consciousness. Renewed pressure on the lampstone, still nestled in my palm, produced a resurgence of illumination, revealing my plight.

The dead lay everywhere, their bodies intertwined in their final struggle, a grisly metaphor of the animosity between men born to light and those born to darkness. Next to me, Rasteno's form lay rigid, his last frozen expression communicating pure pain. Overcoming a fear so tangible that it tasted like blood, I turned my head to look into the side tunnel where Rasteno first noticed the tentacled creature.

Cazpar stood over the prone form of the mind flayer. His hands were red as he turned to face me.

"Wakeman, I thought you slain," he said, relief evident in his voice.

"Not yet," I replied shakily, but with returning strength.

It was luck that saved me—luck and Cazpar's deadly martial skills. I knew that I could just have easily joined the rest of my men, their lives spilled out across the rock. I shook my head in sadness, and the thought assailed me: Why was I spared?

I didn't know the answer to that question then, and I don't know now. However, as I surveyed the carnage I realized that my fear and ignorance of the illithids was responsible for the deaths of those in my employ. I resolved then, upon the site of Rasteno's gruesome demise, to make the study of mind flayers my first priority.

### Attention: Barley, Baern, and Co.

#### *To Whom it May Concern:*

*Allow me to apologize for the recent spate of late shipments. The mercenaries previously assigned to escort my trade caravans overland to the lovely city of Gaelves have been reassigned to an important research project in the subterranean world. Let me assure you, despite your concerns regarding our contract, that you'll receive your promised shipment when this underdark project is complete.*

*I'm sure you can appreciate the importance of my project. Only through factual knowledge of the illithid race—their beliefs and their plans—can I hope to continue expanding my business. This affects you as well as me; without me to garner your merchandise, you'll be reduced to the sale of the mundane and lose the competitive edge which has accelerated your recent success.*

*Respectfully,  
S. Wakeman*

# Illithids: What They Are

Chapter 1

*A mythology of sorts has grown up regarding mind flayers and their constituent parts. For instance, Wakeman's notes clearly describe illithids as possessing toothed orifices, whereas several diagrams I've accumulated in the Great Library show beaked mouths. Additional inconsistencies exist, but in the interest of keeping Wakeman's original notes undiluted, I've opted to record his findings over information dredged out of dusty archives, cautionary tales, and bardic stories meant more for entertainment than enlightenment.*

—Asmus Anazoge

To truly understand illithids, it is first necessary to comprehend how their bodies and minds function. These creatures share a few physical attributes with other humanoid races, but portions of their anatomy are totally alien in make-up and composition. An analysis of their analogous humanoid characteristics—as well as a detailed examination of their esoteric physiological systems—fuels our comprehension, and we come closer to realizing the truth about illithids.

## Mind Flayers at a Glance

An illithid is comparable to a human in height and general build, but it possesses sickly, violet skin that glistens with ubiquitous mucous. Its hands have only three fingers plus a thumb, and its eyes are dead white, seemingly devoid of pupils. Most ominously, an illithid's bulging head contains four grasping tentacles surrounding a circular mouth ringed with many teeth.

Illithids generally live in subterranean colonies, as

they hate the sun and all creatures that live in its light. Their mental abilities are formidable, and they feed on the gray matter of all other sentient creatures. These mental powers also grant illithids an innate telepathy. They communicate silently, although illithids often punctuate their mental conversations with lashing tentacles.

Mind flayers dress in flowing, dramatic robes and cloaks, and they often sport high, flaring collars and dark hats. Decorations adorn their clothing, most often interpreted as signs of death and despair by their victims. These accoutrements actually signify individual achievement in the psionic sciences and proclaim an illithid's Creed (faction) within its own community.

## Anatomy, Abilities, and Limitations

The following descriptions of illithid anatomy refer to the anatomical illustration on page 8. Important internal anatomical details also appear in order to highlight those illithid special abilities and limitations that vary from humanoid parameters.

Generally speaking, illithids are amphibious hermaphrodites. However, their internal structures are notably similar to that of more standard humanoid races. These analogous structures include an internal skeleton, heart, lungs, stomach, intestines, and

other familiar organs. At the same time, illithid flesh is distinct from the tissue of other creatures; anyone familiar with its slick, clinging consistency would never mistake it for any other humanoid tissue.

See Chapter 8 for a quick reference of the standard illithid's game statistics and abilities.



**1 Head:** Illithids possess elongated and ridged heads coated with mucous (see 6 below). Many have likened the illithid head to that of an octopus; however, standard illithids possess only four tentacles (see 4 below). This comparison may account for the many apocryphal stories and diagrams describing mind flayers with beaked mouths.

Unlike most other humanoid races, illithids completely lack the ability to sense odor in their environment. Their psionic capacity (see Chapter 3 for more details) somewhat compensates for this missing sense—though it remains a weakness sometimes exploitable by clever opponents.

**2 Eyes:** The eyes of a living illithid are featureless and white, similar in appearance to blind cave fish that have evolved away from the need to register visible light. This comparison, however, is inaccurate. Illithids actually possess supernormal visual capacities in the infrared spectrum; the pale sclera coating illithid eyes screens out all visible light, but allows infrared light easily.

### Illithid Infravisual Range

Illithid infravisual range varies with ambient visible light. As ambient light increases, illithid infravisual range decreases, as noted on the following table:

Darkness/starlight	480 feet
Candle/moonlight	240 feet
Torch light	120 feet
Lantern/magical light	60 feet
Light on a cloudy day	30 feet
Direct sunlight	15 feet

The sclera also insulates the illithid's own body heat from its infravisual organs. Thus, illithids always perceive the world with infravision, whether in the dark or in



bright light. Unlike other races that possess less developed senses of infravision, the illithids' infravisual clarity compares favorably with normal vision within its functional range. This range decreases in brighter light due to the increasing "polarization" of the white sclera.

**3 Auditory Canals:** An illithid does not possess exterior ears like many other humanoid races. Instead, it relies on small, ridged holes on either side of its head. These fleshy ridges surround each auditory canal and function in a limited degree like real ears, collecting vibrations over a wide surface area and channeling them down the canal, where they are processed into sound. However, no illithid can ever achieve the acute auditory perception of a creature possessing true ears.

Illithids suffer a -10% penalty on any attempt to hear noise.

**4 Tentacles:** The most disturbing aspect of an illithid's physical anatomy is its tentacle cluster. An illithid's tentacle is an elongated, flexible, unsegmented extension used for feeling, grasping, and procuring nourishment. Each tentacle measures between 2 to 4 feet in length in the mature illithid. Although illithids possess full voluntary control over these appendages, the tentacles are apt to writhe and undulate absentmindedly while the creatures engage in actions not requiring them. In addition, illithid tentacles punctuate mental communication, manipulate special tools, and allow mind flayers to read their special qualith (engraved writing readable by touch; see "Nonpsionic Communication" on page 56 for more details).

Despite its multiple uses, a tentacle's primary function remains that

When extracting the brain of a victim (usually after a psionic attack that stuns the hapless creature), an illithid inserts its tentacles into the victim's skull and draws out the brain, killing its prey in one round. A mind flayer can also use its tentacles in close melee; each successful tentacle attack inflicts 2 hit points and restrains the target. While at least one tentacle holds the victim, each succeeding tentacle attack accrues a cumulative +1 bonus to the illithid's attack roll (to a maximum of +3 for the last tentacle attack).

Player characters struck by an illithid tentacle can free themselves from the offending appendage with a successful bend bars/lift gates roll. Such an attempt takes one full round. Once all four tentacles have attached to the victim, the illithid has sufficiently immobilized the struggling target to draw its brain out in the next round.

of brain extraction. As shown in the anatomical cross section, an illithid tentacle houses a thin duct that runs from a gland located near its base to the tentacle's tip. The gland (one per tentacle) secretes and stores a powerful flesh-and-bone-dissolving enzyme that enables an illithid to insert its tentacles quickly into the brain case of its intended victim. The enzyme rapidly deactivates on contact with air, and all attempts to harvest the enzyme from slain or captive illithids renders the enzyme inactive.

**5 Mouth:** Like the lamprey, an illithid possesses several rows of horny teeth set in a circular, jawless mouth beneath overhanging tentacles. Unlike a lamprey, however, an illithid's mouth cannot rasp a hole in its victim's body. Instead, an illithid uses its teeth to masticate and swallow exposed brain tissue extracted from the victim's skull. Additionally, these creatures breathe through their mouths, as they lack nostrils.

The absence of mind flayer vocal cords—as well as the lack of an oral cavity suited to shaping speech—renders illithids mute. Psionic ability allows illithids to communicate with each other and any sentient species, in spite of their verbal deficit. At will, they can use line-of-sight telepathy to communicate with any creature; this power does not inhibit their use of other psychic abilities.

A few accounts give examples of mind flayers talking or yelling; the authors of these particular stories mistakenly attributed psionic communication for actual speech, unaware that telepathic communication is the only way illithids can “speak.”

**6 Skin and Mucous:** The moist, supple skin of most amphibians absorbs water and oxygen. Illithids differ in that their hideous mauve skin glistens with a thin layer of mucous, preventing the epidermis (outer layer of skin) from passing oxygen. However, the mucous does keep essential moisture sealed in. Below the lower layer of the skin (called the dermis), mucous glands constantly replenish this coating. The glandular secretions give some illithids faint odors (detectable only at close range, but undetectable to other illithids) similar to onion, garlic, and even vanilla.

While regulating skin moisture is vital, illithid mucous serves another equally important role in illithid physiology: The mucous is partially psi-active. Sages theorize that this mucous acts as a psychic resonator,

amplifying the personal psionic might of individual illithids and reducing the mental strain of psychoportive powers by easing illithid penetration into the Astral and Ethereal Planes.

Conjecture further points to the mucous as the source of the mind flayers' significant magic resistance. The psi-active material seems, by its very nature, to repel magical effects.

Quick to take advantage of the psionic amplification qualities of their epidermal mucous, illithids have incorporated excess slime into psionic items (see Chapter 7 for more details). However, the same mucous, when removed from a living illithid body,

The psionic boost provided by illithid mucous already figures into their psionic might (see Chapter 3 for more details). Illithids that lose their mucous coating through disease, inadvertent molting, or torture also lose half their base Psionic Power Point value until the mucous rejuvenates (a twenty-four-hour process in a healthy, unmolested illithid).

An illithid's magic resistance also degrades if mucosal integrity is compromised. An illithid completely devoid of its slimy covering loses all but a base 18% of its magic resistance. As mucous regenerates, magic resistance also regenerates at a rate of 3 percentage points per hour. After 24 hours, both the mucous and magic resistance return to normal (90% magic resistance).

Mind flayers unable to rejuvenate their mucosal layer suffer 1d10 points of damage per day due to water loss, until death finally occurs.

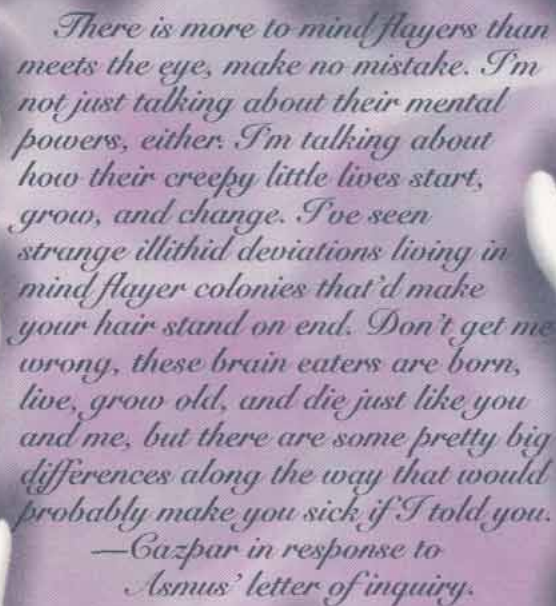
loses all ability to resist magic. Nonillithids remain mostly unaware of the true psionic capacity of the mucous—though rumors tell of some human mages who possess a formula for a potion of ESP that uses illithid mucous as an effective ingredient.

**7 Hands:** As shown in various renderings, illithids possess hands that are quite humanoid in appearance—except for the lack of an index finger. The three remaining fingers and thumb possess mauve to red shading. Illithid nails are thick and black; however, they are too blunt to deliver an effective claw attack.

**8 Feet:** Illithids are rarely seen without distinctive two-lobed boots. Beneath this covering, illithids possess two-toed feet conjoined by thin webbing. While wearing boots, this webbing remains folded. However, when illithids remove their boots to relax in lounge-basins, the two toes flex widely, allowing the webbing to enhance illithid swimming speeds. The webbed toes are a remnant of an illithid's pre-ceremorphic origins (see Chapter 2 for more details).

Due to their amphibious origins and vestigially webbed feet, illithids are quite adept in water. They actually possess a swimming movement rate of 12 while immersed and unshod. Note that adult illithids cannot breathe water like a fish; they must come up for air like any other land-adapted organisms.

# Life Cycle and Variations



*There is more to mind flayers than meets the eye, make no mistake. I'm not just talking about their mental powers, either. I'm talking about how their creepy little lives start, grow, and change. I've seen strange illithid deviations living in mind flayer colonies that'd make your hair stand on end. Don't get me wrong, these brain eaters are born, live, grow old, and die just like you and me, but there are some pretty big differences along the way that would probably make you sick if I told you.*

*—Cazpar in response to Asmus' letter of inquiry.*

Cazpar, the current operator of Wakeman's Subterranean Exotics, was instrumental in locating, collating, and expounding upon the various notes and journals scribed by S. Wakeman. With Cazpar's assistance, a comprehensive overview of the illithid life cycle, diet, and species variation became possible.

## Eggs

The hermaphroditic mind flayer spawns twice during its entire life, depositing a gooey clutch of clear eggs measuring one-sixth of an inch in diameter each. Each clutch contains approximately one thousand eggs, all bound together by a sticky mass of illithid mucous.

The illithids deposit each egg clutch along the moist inner edge of a briny pool, just above the surface of the

fluid; the pool basin usually extends at least 2 feet above the fluid's surface. Several unhatched clutches laid by different illithids often simultaneously coat the inner edge, making it slick and lumpy in appearance. After a period of only one month, the eggs hatch, releasing small, writhing tadpoles into the waiting fluid below.

## Tadpoles

Without exception, the briny pools used for spawning appear in the protected center of an illithid community; these pools serve as aquatic nurseries for immature illithids and house illithid elder brains (see below).

Illithids begin their lives in the briny pool as tiny mauve tadpoles that breathe by means of external gills instead of lungs. At first, a tadpole does not possess a definite shape, nor does it have a tail. Furthermore, its mouth is simply a V-shaped sucker located on the underside of its body. As its head grows, a tadpole develops a round mouth with a horny rim. At the same time, it sprouts four tentacled growths connected by translucent webbing; these growths serve as the young illithid's tail.

This tadpole stage lasts for a full 10 years, during which time the illithid continues to grow and develop. An illithid tadpole subsists on an allowance of brainmeal prepared by adult mind flayers. The fatty brainmeal provides essential nutrients for a tadpole's survival—although portions of raw brains might suffice for its nutritional requirements in the absence of the prepared formula.

Those tadpoles surviving a full decade reach a length of 3 inches from head to tentacle tip and look somewhat similar to elongated miniature octopi. Illithid tadpoles are subsentient throughout their development, remaining defenseless in the face of aggression.

Most of the tadpoles in a clutch do not survive to maturity (only 1:1000 survive). The unlucky majority is subject to predation by the elder brain residing in the pool's depths. Mature illithids view any surviving tadpoles as the best of the clutch, suitable candidates for ceremorphosis.

# Ceremorphosis

Ceremorphosis is the eerie transformative process wherein an illithid tadpole becomes an adult. The name for this closely guarded illithid secret comes from the Elder Tongue—*cere* means “brain,” and *morphe* means “form.” Ceremorphosis begins when an adult illithid inserts a mature tadpole into the ear of a helpless humanoid. The tadpole burrows into its victim’s brain, quickly consuming much of the gray matter and replacing the consumed brain with its own squalid tissue. In effect, the tadpole melds with the uneaten lower brain stem of the victim, killing all remnants of the personality and spirit of the victim, while leaving the physical body alive for the tadpole to use as its own body. Within days, additional morphological transformations, additions, and subtractions (see “Anatomy, Abilities, and Limita-

tions” on page 7) complete the genesis of the mature mind flayer.





Ceremorphosis completely replaces the original tissue of the victim with illithid tissue; when the transformation is complete, the original victim is dead. *Cure disease, remove curse, raise dead, restoration, resurrection, and/or*

similar spells cannot reverse this process. Furthermore, the illithid bears no resemblance to its victim following ceremorphosis, nor does it bear any of its victim’s sexual characteristics.

Adult illithids exercise extreme care in the selection of humanoid victims for tadpole implantation. Only certain humanoid races are acceptable, and then only individuals within a particular height and weight range. Illithids often choose victims for ceremorphosis from the healthiest specimens in their slave pits—although they also cull victims from underdark or surface world raids to assure the very best stock.

## Ceremorphosis Race Criteria for Humanoids

Race selection depends upon the presence of vital neurochemicals in the victim’s brain; these neurochemicals act as essential chemical cues for the initiation of ceremorphosis. Adult illithids lack these cues and are unable to host ceremorphological processes.

-  **Acceptable:** Humans, elves, drow, githzerai, githyanki, grimlocks, gnolls, goblins, and orcs.
-  **Unacceptable:** Halflings, dwarves, derro, duergar, gnomes, centauroids, giants, and kuo-toa.
-  Other races are potentially acceptable, assuming they possess humanoid characteristics and fall within the physical range criteria.
-  Many additional races prove unacceptable for ceremorphosis, as determined by their height, weight, or nonhumanoid origin. Generally speaking, non-mammalian races are always unacceptable.

### Ceremorphosis Physical Range Criteria for Humanoids

Certain height and weight criteria exist for a successful transformation. Implanted tadpoles develop too quickly inside small humanoids and too slowly in giant ones. Such developmental mishaps abort the whole process, killing both the victim and the tadpole.

Weight (lb.)	Height (feet)
130 – 270	5’4” – 6’2”



*Brains! Once an illithid gets its first taste of "the other white meat," there's no going back.*

*—S. Wakeman*

Once tadpole implantation occurs, the victim is doomed. A tadpole requires only three rounds to burrow into its victim's brain, after which it immediately subsumes the creature's personality, replacing it with its own awakening intellect. Generally speaking, the point of no return (in the case of the victim) occurs one hour after implantation. Any time after this, it is impossible to restore the victim; his or her spirit seeks its fate in the Outer Planes. Ceremorphosis continues normally for the emerging illithid, during which time it remains helpless. The transformation from humanoid to illithid tissue concludes in seven days.

## Adults

An adult illithid stands roughly 6 feet tall and weighs in at 170 pounds, on average. Generally speaking, adult illithids possess a height and weight similar to that of their humanoid victims prior to ceremorphosis. Since illithids are hermaphroditic, no sexual differentiation is possible between individuals.

Mind flayers are warm blooded and subject to the harmful effects of extreme heat, cold, and other hostile environmental conditions. Of course, many individuals possess mental powers that mitigate or completely alleviate the discomfort or lethal nature of such environments.

From the time an illithid comes into its adult form, it can expect to live anywhere from 115 to 135 years. During this period it grows in psionic power, formulates plans for the conquest of all other races, accumulates a harem of slaves, and eats brains.

Biochemicals and hormones found only in brain tissue are essential nutrients for adult illithids. However, illithids eat brains more for the psychic quotient contained in sentient gray matter than the physical nutrients.



This psychic essence metaphysically nourishes the illithid far more efficiently than a diet of mere flesh ever could. Illithids use this liberated psychic essence to reenergize their metabolism so effectively that the consumption of only one brain a month constitutes a healthy illithid diet. Of course, illithids sometimes eat many more brains in one month's time if they can procure them without depleting future supplies.

Only intelligent creatures (Intelligence of 3 or more) contain the necessary psychic quotient to nourish an illithid properly. Illithids do occasionally snack on the brain tissue of animals that they consider culinary delights—such as ustilagors, the immature forms of intellect devourers. However, illithids become malnourished and weak in the absence of the minimum essential sentient brain per month. For every month an illithid goes “hungry,” it loses ¼ of its original hit points and Psionic Power Points, until it finally starves to death following the fourth month of privation.



### From Neophyte to Maturity

Even though ceremorphosis produces illithids that appear mature to the uninitiated, neophyte illithids do not possess anything near the experience or mental abilities that outsiders attribute to all illithids. Just like any other race, illithids must grow into their strength and powers, though such knowledge is guarded by mind flayers.

In fact, from the time illithids are “born” to the time their powers mature, many years will pass. Just like other living organisms, experience brings wisdom and new abilities; illithids that live long enough can expect to reach their race’s standard potential within 21 years of their emergence. Thus, while an illithid force of traders, explorers, or other important group consists of mature illithids, a large subterranean city of illithids possesses

### Illithid Ability Advancement Increments

<b>THAC0:</b> 1 step per year aged	<b>Max:</b> 11
<b>HD:</b> 1 HD per year aged	<b>Max:</b> 8+4
<b>MR:</b> 04% per year	<b>Max:</b> 90%
<b>PSPs:</b> 1d4 PSPs per year	<b>Max:</b> 350
<b>MTHAC0:</b> 1 step per year aged	<b>Max:</b> 10
<b>MAC:</b> 1 step per year aged	<b>Max:</b> 5
<b>Psionic Lvl:</b> 1 lvl per year aged	<b>Max:</b> 10
<b>Psionic Abilities:</b> 1 per year aged	<b>Max:</b> 21*
*See Psionic Abilities	

Just as humanoid races grow more powerful with experience, so do illithids. Thus, an illithid that grows older in isolation and doesn't study does not grow more powerful, but instead remains at the basal power level of a neophyte illithid.

The abilities that are dependent upon an illithid's age are: THAC0, HD, Magic Resistance, PSPs, MTHAC0, MAC, psionic Lvl, and number of psionic abilities. If all goes according to schedule, an illithid gains its abilities in a particular category one by one, as it ages year by year. All abilities begin at their base level and increase in the increments provided above.

segments of the population with less than stellar abilities.

## Illithid Variations

The following catalogue of illithid variations represents an exhaustive compilation of S. Wakeman's notes, as well as the reports of generations of adventurers. Hundreds of daring men and women risked their lives to collect this information. Sadly, many of them never returned.

### Arcane Illithids

Accounts speak of illithids utilizing arcane abilities and spell-like powers. In truth, illithids are psionic in nature almost by definition. It is likely that such accounts derive from witnesses unfamiliar with psionic devotions, or from those who feel (perhaps rightly so) that all manipulation of the physical world that occurs without resort to physical methods is “arcane.”

## Nonpsionic Option

Campaigns that do not employ psionics (as described in *The Complete Psionics Handbook* or *PLAYER'S OPTION: Skills and Powers*) should use the game statistics for arcane illithids provided in Chapter 8. The creature's abilities should replace the listed psionic abilities of the flayer-kin (elder brains, urophions, and neothelids) and illithid variants (ulitharids, alhoons, and illithid vampires) described in this tome.

Spells and spell-like powers utilize logic-independent spells and formulas to manifest effects, while psionic effects are garnered through psionic "science," a word seldom used to describe true magic. Perhaps this goes some way to explain why illithid psychoactive mucous is so resistant to the effects of magic.

The mental abilities utilized by mind flayers are psionic in nature; that is, they derive from mental exercises that catalyze change external to the enactor's mind and body. Some argue whether the forces tapped and manipulated by psionic devotions are synonymous with the energy tapped by arcane spells. However, the incontestable fact remains that psionic effects are actualized according to a philosophy at odds with that used by spellcasters and arcane beasts.

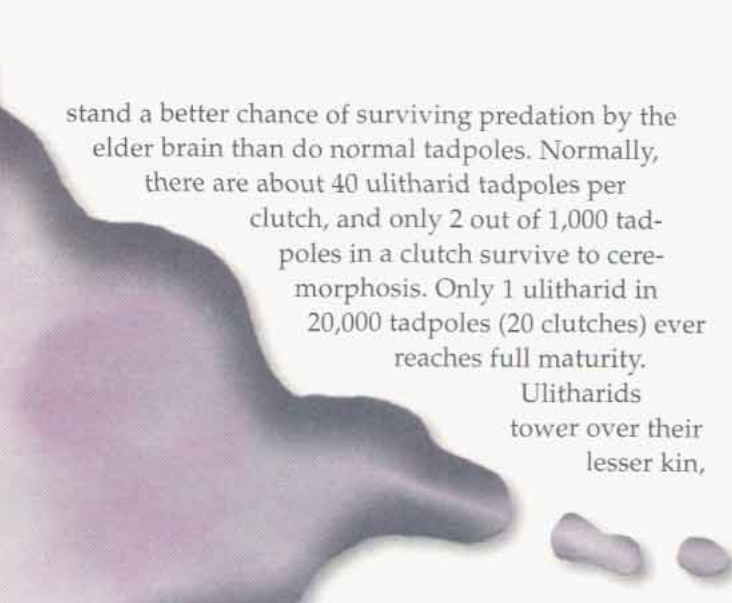
## Ulitharids

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Approximately 1 out of every 25 illithid tadpoles require twice as long (20 years) to mature sufficiently for ceremorphosis; these tadpoles ceremorph into ulitharids if given the chance. However, prior to ceremorphosis, nothing distinguishes them from other tadpoles in the brine pool; that is, ulitharid tadpoles do not





An illustration showing a large, dark, gelatinous mass representing an elder brain on the left. To its right are several smaller, purple, tadpole-like creatures. The text is overlaid on the image.

stand a better chance of surviving predation by the elder brain than do normal tadpoles. Normally, there are about 40 ulitharid tadpoles per clutch, and only 2 out of 1,000 tadpoles in a clutch survive to ceremorphosis. Only 1 ulitharid in 20,000 tadpoles (20 clutches) ever reaches full maturity.

Ulitharids tower over their lesser kin,

standing approximately 7½ feet tall. Besides their size, ulitharids possess two additional tentacles, granting them a total of six intrusive tentacles and the reverence of most four-tentacled mind flayers. Finally, an ulitharid can expect to live for at least 250 years, and some have survived far longer before joining the elder brain.

Ulitharids are, in a sense, “super” mind flayers; they quickly rise to the top of the community which engendered them, exercising their will upon normal illithids for the greater glory of the race. An ulitharid’s “favored” status, arising from its two extra tentacles, often places it in the office of Creed-master, expedition leader, godly liaison, or all three simultaneously. However, the infrequency of an ulitharid’s birth means that only 1 out of every 10 illithid colonies can boast an ulitharid elder.

See the Mind Flayer Quick Stat Reference in Chapter 8 for quick reference game statistics on ulitharids.

## Elder Brains

The elder brain lies at the center of an illithid community. It is a sentient, disembodied mind that resides at the bottom of a pool filled with briny fluid. The elder brain’s cognizance stems from the cast-off brain tissue of recently deceased mind flayers. In effect, an elder brain is a conglomerate of illithid minds mingled and alloyed in united consciousness. It is the right and duty of every illithid one day to join the elder brain in exalted mentality, guiding and shepherding its erstwhile community. While most illithids believe that their personality will survive the transition, the elder brain actually suborns individual egos to the gestalt consciousness that suffuses its mass of tangled, fibrous tissues.

The elder brain remains alive despite the deaths of its tissue contributors. It does so via an intricate psionic science it exerts ceaselessly on its own behalf, maintaining itself in the face of entropy. The briny fluid covering the elder brain also serves as a preservative, complementing its psionic efforts of preservation. Additionally, the elder brain preys upon the thousands of tadpoles that share its pool, extracting the pre-sentient psionic complexus from each tadpole in order to fuel its own existence. Nothing but drifting brine and oil remains of a tadpole after the elder brain feeds upon it.

Despite the gradual addition of tadpole life force and the mass of new illithid brains, the size of an elder brain never swells beyond a 10-foot diameter. Not even illithids know for certain why the elder brain doesn’t burst the confines of its pool over the ages. Many theories exist, and since confirmation does not seem forthcoming from their elders, illithids generally believe that elder brains shunt excess mass directly into a psionically maintained node on the Astral Plane. The astral portion remains wholly functional and unified with the brain remaining on the Prime Material Plane.

The elder brain rules an illithid community—although the role of each elder brain varies between locales. A few particularly despotic elder brains oversee each and every decision that potentially affects its community. However, the majority of elder brains are more passive; they serve as consultants, advisors, and, most importantly, the living repository of the community’s technology, history, and psionic expertise.

Because it is the center for all lore within its community, an elder brain remains in constant mental contact with its illithid “children” via telepathy. Its structure is such that an elder brain can maintain up to 10 distinct, parallel mental conversations. Queries to the elder brain take the form of questions concerning legal precedent, tunnel engineering, psychic reference, and psionic instruction—to name just a few. An elder brain also functions as the de-facto “library” within an illithid community, recording information within the organic lattices of its mind. Any illithid can tap into this living library with a simple telepathic query.

The elder brain has a telepathic range between 2 to 5 miles, depending on its age and size. Within this radius, the elder brain is aware of all thinking beings, making it difficult to penetrate an illithid community without its elder brain immediately detecting the invasion and dispatching illithid enforcers to deal with intruders. An elder brain can telepathically communicate with every sentient being within its range, even through solid stone. Within this range, the elder brain can also relay communications between individuals, so illithids that are not

within each other's line-of-sight can still communicate.

A sage named Hapworth claims that each elder brain possesses the ability to bud a portion of itself into a humanoid shape and then secrete a membranous skin to cover over the naked brain tissue, creating an entity known as a brain golem. Hapworth believes that brain golems are created at the behest of the illithids to serve as guardians in the community. While "brain golems" may very well serve as extra muscle in a pinch, in reality they function as physical extensions of the elder brain. An elder brain creates each extension for a specific purpose; once a brain golem completes its purpose, its creator reabsorbs it. For the most part, illithids remain ignorant of the purpose of each mobile budding, and so they regard brain golems as temporary servants while the creatures remain apart from an elder brain.

Among illithids, a peculiar rumor exists concerning elder brains and their final disposition. The rumor suggests that elder brains are not an end in themselves, but rather serve a purpose that will be realized in the fullness of time. Proponents of this theory regard individual elder brains as single cells. When the total number of elder brains on all planes reaches some as-yet-unrealized critical number, a sudden psychic flare will instantaneously unite every elder brain into a single coherent



overmind whose elder-brain neurons connect via the Astral Plane.

Such an entity would possess vast powers. It seems unlikely that illithid deities would approve the birth of such a multi-planar being whose prerogatives would almost certainly compete with their own.

See Chapter 9 for elder brain game statistics, abilities, and strategies in the face of aggression.

## Alhoons (Illithilichs)

Rogues exist within every culture, and mind flayer society is not immune from individuals that fly in the face of convention and act in ways that flout illithid sense and sensibility. Mind flayers that stray

furthest from illithid ideology in search of personal power sometimes ignore their mental development in favor of the more chaotic rewards of magical study. Of course, illithids frown on arcane experimentation in general. Those illithids found secretly practicing sorcery are turned out of the illithid community, forever barred from uniting with the elder brain at their lives' end.

Without fail, mind flayers that prove magically adept seek to learn the arcane formulae necessary to extend their lives beyond their normal span. Illithids successful in this quest become undead creatures known as alhoons, illithid lichs, or illithilichs.

Alhoons superficially resemble their living kin; however, their skin is dry and wrinkled, free of the ubiquitous mucous that covers living mind flayers. Psionically speaking, alhoons possess the limited psionic powers of a young adult illithid not yet at the peak of its powers. However, the spellcasting powers of an alhoon alleviate any deficit in psionic power.

Spurned by orthodox illithids, alhoons live singly—although the rumor of an alhoon conclave does exist. Alhoons owe allegiance to no one, and they would not hesitate to use living mind flayers as thought- or spell-controlled slaves if the opportunity presented itself. Likewise, illithid communities actively seek and destroy alhoons, ruthlessly following up all rumor of alhoon activity with deadly intent.

See the Mind Flayer Quick Stat Reference in Chapter 8 for alhoon game statistics.

## Illithid Vampires

Nothing short of twisted, obscene obsession could account for the existence of a vampiric mind flayer. As profane to the natural world as either are alone, an illithid vampire seems like the product of deranged imagination. Unfortunately, illithid vampires do not exist simply in nightmares. Rather, these evil creatures stalk the natural world, burning with a supernatural hunger that they can slake only with the blood, brains, and life energy of the innocent.

Illithid vampires roam the confines of the Demiplane of Dread, unable to breach the misty barriers that keep the demiplane's populace prisoner. However, it appears that at least one such creature escaped to the Prime Material Plane, seeking to quench its undying thirst on virgin populations unprepared to deal with an abomination.

The vampiric mind flayer appears much altered from its living kin, in part due to its habit of stalking prey unclothed. Its cranium is visibly devolved, shrunken, and swept back. In addition, its feeding tentacles are ominously longer and thicker than those of living mind flayers, obviously capable of delivering lethal bludgeonings. Undeath has also blackened the creature, making it difficult to detect in the darkness. The word that best describes the image of the vampiric mind flayer is "predator."

Three factors mitigate what at first glance seems a terrible threat. First, vampiric mind flayers are insane; they possess the cunning of a rabid animal, not that of a reasoning being. Second, the process that created these creatures is purely artificial; in the wild, vampiric mind

flayers are unable to pass on their curse to their victims. Finally, mind flayers hate and fear vampiric illithids just as much, if not more, than do other races; illithids hunt down these creatures whenever they appear. Thankfully, no plague of vampiric mind flayers is imminent.

See the Mind Flayer Quick Stat Reference in Chapter 8 for vampiric illithid game statistics.

## Urophions

Mind flayers appreciate the potential inherent in their ceremorphological life cycle. Although adapted to utilize humanoid forms in their passage from tadpole to mature mind flayer, illithids sometimes attempt tadpole implantation in other species in order to create flayer-kin, hoping for enhanced and novel abilities that stem from the synthesis of the tadpole's and the original creature's capabilities. In almost every case, such experiments yield nothing. However, efforts in this area continue, inspired by the successful genesis of the urophion, or illithid roper.

The urophion is a formidable and violent creature, capable of indulging its lust for gray matter by first stunning potential meals with a mental blast from the concealment of darkness and then extracting the brain of its victim at a considerable distance from its bulk. It accomplishes this through the simultaneous use of all six of its ropy tentacles. A urophion retains most of the mentality and psionic ability of standard illithids. However, its relatively immobile form prevents other illithids from viewing it as an equal. Thus, the urophion usually finds itself functioning as a guardian for most of its life.

Urophions that spend their lives in service to an illithid community can expect to join the elder brain just like standard illithids. However, urophions often become discontent with their second-class status, and they escape into the underdark to pursue goals of their own choosing.

Chapter 9 contains the full new monster statistics for the urophion.

## Neothelids

Tadpoles in the pool of an elder brain either serve as psychometabolic food (most likely), or mature and undergo ceremorphosis under the supervision of adult illithids. It is illithid taboo not to implant a mature tadpole into a form-donor. Such an occurrence is not recorded in the memory of any living elder brain.

Of course, when an elder brain dies, is driven off, or is killed, the illithid community surrounding it collapses; tadpoles in the brine pool garner little-to-no attention. These creatures enjoy a brief reprieve from elder brain predation—though they do not undergo ceremorphosis. However, these tadpoles soon grow hungry in the absence of regular feeding.

Hunger turns toward starvation, and the older tadpoles turn on the younger, buying survival at the expense of their siblings' lives. When only the largest and most vicious tadpoles remain, they turn on each other until the feeding orgy concludes. It is rare that any single tadpole survives this scenario—but sometimes, one does.

Certain species of amphibians remain in larval form all their lives, a phenomenon called neoteny. A tadpole

As the years pass, it continues to grow longer, larger, and more dangerous.

The first sentient brain that the growing slug manages to eat triggers reciprocal sentience. Self awareness and a blossoming psionic potential combine in lethal measure, assuring the success of the creature's continued growth and survival. This event consecrates the entity as a neothelid—a leviathan slug possessed of dragonlike proportions and malice that leaves a poison trail of mucous in its wake. A neothelid also breathes a flesh-corroding substance that dissolves all but the fatty brain tissue of its intended prey—be it man, drow, or illithid.

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that fails to undergo ceremorphosis—but one that lives long enough to slither out of its pool of brine into the world of air—experiences this phenomena. The growing tadpole survives by preying upon subterranean vermin, extracting nourishing (even though nonsentient) brains.

Chapter 9 contains the full new monster statistics for the neothelid.

# Psionics: Options, Abilities, and Drawbacks

Illithids possess psychic powers: the ability to call upon inner mental resources to change and manipulate the environment without recourse to physical effort. Mind flayers can mentally examine, confuse, and/or control other minds with their own fearsome intellects. In addition, they can instantly travel between two locations using pure brain power. These and other powers are known collectively as psionics.

## Philosophy of Psionics

At least two schools of thought exist regarding the true nature of psionic abilities. One philosophy has it that psionists initiate their mental effects using energy resident within the mind itself. The other position argues that, while the mind initiates and shapes the psionic effect, the energy of actualization stems from an extraneous source.

This debate has repercussions beyond providing fuel for the mouths of sages. If psionic effects truly begin and end in the mind alone, then psionics remains completely divorced from magic; spells and psionics ignore each other like opposing beams of light.

On the other hand, if psionic powers really flow from the mental manipulation of external forces, Ackaem's Dagger\* argues that this force is likely the same ambient energy manipulated by spells. If true, then the same essence energizes both a *continual light* spell and the psionic science of teleportation, even though both effects are channeled by completely different means.

\*Ackaem's Dagger: A universal rule stating that the simplest of two or more competing theories is likely the correct one. It seems that most worlds have some variation of this simple aphorism.

*Whispers, strobing red . . . screams, pale blue, flutes in the darkness . . . the scent of garlic, water lapping against limestone, a whiff of tangy brine, and a single splash . . .*

*Each successive mental stratum of information and sensation stripped away by the interrogators revealed yet another screening memory. With every layer peeled back like an onion, would anything remain? As we feared, the mind flayer was proving resistant to psychic probing.*

*When the lone illithid was detected in the Deeps beneath, we thought the creature a scout sent through the unexplored subterranean area to gather intelligence for an imminent mind flayer attack! Thankfully, vigilant guild sorcerers snatched the illithid before it could return to its underdark community bearing potentially strategic information.*

*As our mental interrogation continued, we grew excited. The mind flayer's protective mental shields were thinning, and something lurked beneath . . . a mental blast! A hidden reservoir of psionic aggression cached deeply within the illithid's mind rallied, making a bid for freedom! While we reeled, the mind flayer easily burst its magical constraints and disappeared in a psychoportive flash.*

*We wonder, now, if the capture itself was a ruse designed to open the higher levels of the college to an illithid. We'll never know for certain. Our suppositions have bred caution—and with it, fear.*

*—From the Archives of the Arcane Order*

If psionics and magic tap the same field of universal energy, why do illithids retain 90% magic resistance, but not 90% psionic resistance? Answer: Magic resistance does not target "universal energy" per se, but rather hampers the conduit used to channel this energy (i.e., spells and psionic discipline are opposing "conduits").

## Optional Psionics Rule 1

The introduction of psionics into a game or campaign has the potential to unbalance it. To retain balance in a scenario where previously only magic reigned, treat psionics as tapping the same field of universal energy utilized by spells (as described above).

In game terms, this gives spells that specifically deal with magic (according to the spell descriptions) equal efficacy against psionic effects. For example, *antimagic shell* would block psionic powers, *detect charm* would detect telepathic control (such as domination), *detect invisibility* would allow the caster to perceive psionically invisible creatures, and *detect magic* and *dispel magic* would function equally well on continuous psionic effects (again, such as domination). Note that a campaign does not have to adhere to the validation offered for this optional rule in order for this optional rule to function in play.

Additional spells have the potential to affect psionic devotions; the rule of thumb is to compare areas of influence. If a psionic power mimics a discrete spell effect, any spell designed to modify or detect the first spell also affects the psionic power in question. The DM's ruling is final regarding all questions of efficacy.

Every illithid (and psionic entity in general) has an internal store of psionic energy known as **Psionic Strength Points (PSPs)**. Not only do PSPs determine mental strength, they also empower psionic abilities. Psionic illithids draw their PSPs from a uniform pool to activate psionic sciences, devotions, attacks, and defenses. Each time an illithid uses its PSPs, it deducts the cost of the ability from its PSP total.

To affect another creature with a psionic science or devotion, an illithid must first open the mind of its target with a psionic attack. The minds of all characters and creatures are naturally *closed*. However, an entity can voluntarily open its mind to psionic contact. Undead represent an exception to this rule. Psionic abilities that require their targets to have "opened" minds cannot

### Illithid Psionic Statistics

#AT 1; MTHAC0 10; MAC 5; Lv 10; PSPs 1d100+250; **Psionic Attacks:** ego whip (EW), id insinuation (II), mind blast (MB); **Psionic Defenses:** All; **Psionic Disciplines:** control body, levitation, body equilibrium, probability travel, teleport, astral projection, domination, awe, ESP, post-hypnotic suggestion, taste link.

affect undead—even intelligent ones. Thus, undead pose the greatest threat to illithids.

## Psionic Attacks and Combat

To open the mind of an unwilling target, an illithid must use a psionic attack. It can use these attacks against psionic and nonpsionic minds. A nonpsionic mind is one without a PSP pool. Thus, a psionic mind that exhausts its store of PSPs becomes nonpsionic for purposes of mental combat; as soon as an exhausted mind recovers at least 1 PSP, it reverts to psionic status.

Psionic combat works like physical combat in the AD&D game; the attacking illithid selects a specific psionic attack and makes an MTHAC0 roll (Mental To Hit Armor Class 0) that must bypass the defender's MAC (Mental Armor Class).

For example, a psionicist with an MTHAC0 of 16 attacking a target whose MAC is 6 needs a roll of 10 or higher to succeed. An attack roll of 1 always fails and a 20 always succeeds. Illithid MTHAC0s, #AT/round, and MACs appear in the statistic box on this page. The table on page 22 gives a defender's MAC based on the sum of the potential victim's Wisdom and Intelligence.

An illithid (like other psionic creatures) requires only one successful psionic attack to open a nonpsionic mind. It can attempt to use a psionic devotion or science upon

Chapter 3

## Optional Psionics Rule 2

Another quick and easy way to balance magic and psionics is to introduce a saving throw vs. spell, in effect replacing the standard procedure for determining psionic effects utilizing Mental To Hit Armor Class 0 (MTHAC0) and Mental Armor Class (MAC). Targets of a psionic attack designed to open the victim's mind to further contact (thus allowing the attacker to use psionic devotions and sciences against the target) would receive a saving throw vs. spell to resist the attempted contact. If the attacker succeeds in making contact, the defender receives another saving throw vs. spell to resist the effects of specific psionic sciences and devotions.

Both psionic and nonpsionic creatures benefit from this optional rule. However, only victims who have exhausted (or never possessed) their psionic strength points (PSPs) can attempt a saving throw vs. spell against contact. Otherwise, conduct psionic combat normally. Once an "opened" mind closes (see above for details), it receives a saving throw vs. spell on subsequent attempts to reopen it. This option can work with Optional Psionics Rule 1.



a target in the same round that it opens its victim's mind.

A target with an "opened" mind can close it in the next round by making a successful saving throw vs. paralysis with a -4 penalty.

If the psionic attack or discipline used against the target wasn't successful, the victim does not suffer a -4 penalty to his saving throw vs. paralysis.

If the defender successfully closes his mind, any psionic discipline currently in use against the newly closed mind ceases to function; the defender successfully breaks contact. If an illithid wants to reestablish contact in order to use another psionic discipline, it must again attempt to open the target's mind.

When an illithid attacks another psionic mind, "psionic combat" ensues. In psionic combat, one creature uses a psionic attack in an attempt to crush another's psionic defense. This attack and defense alternates between opponents; each has the chance to

#### Defender's MAC

Wisdom + Intelligence	MAC
31 or less	10
32	8
33	7
34	5
35	4
36	2
37	1
38	0
39	-2
40	-3
41	-4

### Quick Psionic Rules for Illithids

The following Quick Psionic Rules contain a streamlined version of the psionics rules presented in *PLAYER'S OPTION: Skills and Powers*. However, the psionic powers listed below are also compatible with the psionics system from *The Complete Psionics Handbook*—with the following modifications:

- Replace the MAC listing for each psionic discipline with a Power Score. Simply add 6 to the MAC number in order to determine the Power Score for each psionic ability. Thus, a power with a MAC of 6 has a Power Score of 12.
- To determine the Preparation Time of those powers unique to mind flayers, divide the initial PSP cost by 10 (any result less than 1 translates to a 0), rounding down. Thus, sever the tie has a Preparation Time of 1. Downgrade the Preparation Time of those powers not unique to illithids by 1 (minimum of 0) to reflect the superior mental agility of these creatures.

both attack and defend at least once in the round, based on standard initiative rules and the number of each opponent's psionic attacks per round (#AT). Psionic combat continues until one opponent loses all of its PSPs. The defeated mind becomes a nonpsionic mind until it regenerates its psionic strength points.

## Illithid Psionic Attacks

Illithids have access to the psionic attack forms of ego whip, id insinuation, and mind blast (unique to illithids). All three of these attack forms can force a closed mind to open for further psionic contact. However, mind blast has the capacity to affect targets with closed minds. The standard illithid psionic attacks have the following statistics:

### Ego Whip

**PSP Cost:** 4+variable

**Range:** Short (40 yards), medium\* (80 yards), long\* (120 yards)

This attack assaults the target's individuality like a glowing whip, slicing open the wells of inferiority and worthlessness buried deep inside all creatures. For every 4 PSPs energizing the ego whip attack (declared after a successful attack roll), the target's PSP pool suffers a cumulative 1d6 points of psionic damage (or one nonpsionic mind opens). A failed attack costs 2 PSPs.

When used against an opened mind, the attacker must make a successful MTHAC0 roll (with a +2 bonus) to affect the target—even though the defender does not possess any psychic defenses. If successful, ego whip dazes the target for 1d4 rounds. While dazed, all of a character's die rolls (attack rolls, saving throws, etc.) receive a -5 penalty. Furthermore, a dazed spellcaster cannot cast spells above 3rd level.

\*Medium range gives the defender a +2 bonus to his MAC; long range offers a +5 bonus to the defender's MAC.

### Id Insinuation

**PSP Cost:** 6 + variable

**Range:** Short (60 yards), medium\* (120 yds), and long\* (180 yards)

Like a mental battering ram, this attack bursts the walls separating primitive needs from social constraints. For every 6 PSPs that energize the id insinuation, the target's PSP pool suffers a cumulative 1d8 points of psionic damage (or one nonpsionic mind opens). A failed attack costs 3 PSPs.

An attacker must still make a successful MTHAC0 (with a +2 bonus) in order to affect an opened mind—even though the opened mind has no psychic defense

modes operating. If successful, id insinuation leaves the target confused and powerless to act (but able to defend) for 1d4 rounds.

\*Medium range gives the defender a +2 bonus to his MAC; long range offers a +5 bonus to the defender's MAC.

### Mind Blast

**PSP Cost:** 8+variable.

**Area of Effect:** Cone, 60' × 20' base

This psionic attack is available only to illithids, and it is not the same as the standard psionic blast. Unlike other psionic attacks, the illithid mind blast has two alternate uses. In its first form, it functions as a psionic attack against a single target in psionic combat. A massive wave of power washes over the target, stunning her brain.

For every 8 PSPs energizing the mind blast attack (declared after a successful attack roll), the target's PSP pool suffers a cumulative 1d12 points of psionic damage. A failed attack costs 6 PSPs. Even though mind blast can drain the PSPs of an opponent, it never opens an opponent's mind to further psionic contact, nor can it open nonpsionic minds.

Its second, more traditional form, affects several nonp-





## Psionic Attacks Vs. Psionic Defenses

	Mind blank	Thought shield	Mental barrier	Intellect fortress	Tower of iron will
PSP Cost:	(3)	(2)	(5)	(4)	(6)
Ego whip	-3	-4	-2	+4	+3
Insinuation	+5	+3	+1	-2	-5
Mind blast	+3	+2	-2	-3	-4
Mind thrust	-5	-3	+2	+3	+5
Psychic crush	-1	+4	-4	+1	+2
Psionic blast	+3	-2	+5	-4	-3

psionic minds within a cone 60 feet long, 5 feet wide at its point of origin, and 20 feet wide at its far end. Any nonpsionic mind—whether opened or closed—within this area of effect must make a saving throw vs. wands. Failure indicates that the mind blast’s power rips through the targets’ brains, stunning them for 3d4 rounds. Stunned creatures cannot perform any actions. Illithids may use mind blast only once every turn when attacking multiple targets—despite normal rules of usage tied to PSP costs.

Any psionic character or creature caught within a mind blast’s multiple-attack area of effect remains un-

phased by the mental assault. The frequency at which an illithid must hurl its power in order to stun multiple nonpsionic minds simply cannot pierce the passive or active defenses of a psionic mind.

## Illithid Psionic Defenses

An illithid or other psionic entity can activate a psionic defense at the beginning of a psionic combat round. This defense protects against all psionic attacks launched at the entity during that round. An illithid pays the particular defense’s PSP cost only once per round, no matter how many attacks it defends against in that round.

**Mind Blank** **PSP Cost/Round:** 3  
This defense hides the mind, forming a vast, featureless mental expanse of vacuous conception.

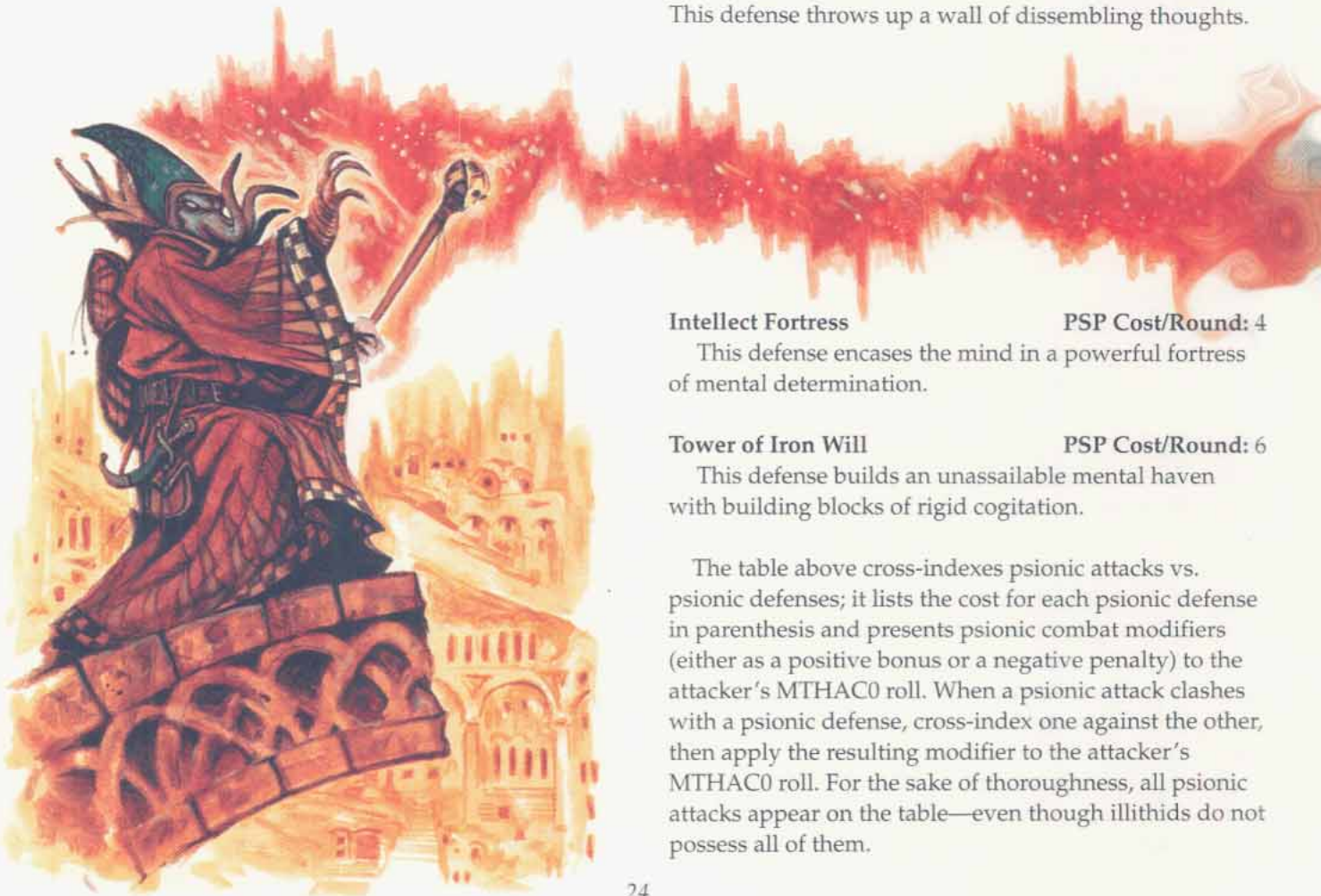
**Thought Shield** **PSP Cost/Round:** 2  
This defense erects a shield composed of hope for sanctuary against mental attacks.

**Mental Barrier** **PSP Cost/Round:** 5  
This defense throws up a wall of dissembling thoughts.

**Intellect Fortress** **PSP Cost/Round:** 4  
This defense encases the mind in a powerful fortress of mental determination.

**Tower of Iron Will** **PSP Cost/Round:** 6  
This defense builds an unassailable mental haven with building blocks of rigid cogitation.

The table above cross-indexes psionic attacks vs. psionic defenses; it lists the cost for each psionic defense in parenthesis and presents psionic combat modifiers (either as a positive bonus or a negative penalty) to the attacker’s MTHAC0 roll. When a psionic attack clashes with a psionic defense, cross-index one against the other, then apply the resulting modifier to the attacker’s MTHAC0 roll. For the sake of thoroughness, all psionic attacks appear on the table—even though illithids do not possess all of them.



## Illithid Psionic Disciplines

Illithids can use psionic disciplines only against minds they have opened through psionic attack. To determine if a psionic power works against an opened mind, an illithid must make an MTHACO roll against the discipline's MAC score on a 1d20. A roll of 1 always indicates failure, while a roll of 20 always indicates success.

All disciplines (sometimes called powers) cost a number of PSPs per round of use. The cost listed to the left of the slash in the discipline listings below indicates the number of PSPs needed to use the power for a single round. The cost listed to the right of the slash represents the number of PSPs expended by the user if the MTHACO roll fails.

Illithids can maintain activated powers round to round without making additional MTHACO rolls simply by expending PSPs to pay for the power's cost—unless the target successfully closes its mind (see page 22 for more details). The first round that an illithid does not pay the power's PSP cost—or the moment a target closes its mind—the power's effects cease. In order to reactivate the power, an illithid must either make a new MTHACO roll against the power's MAC (if the victim's mind remains opened) or attempt to open the target's mind through psionic attack (if the defender closed its mind).

The powers described below represent disciplines normally available to standard illithids. Other entities have access to different powers.

**MAC:** The number against which an illithid must roll (using its MTHACO) in order to activate the power against an opened mind.

**PSP Cost:** The number of PSPs that an illithid must spend per round in order to use a psionic power (unless otherwise noted). The secondary number is the PSP cost if an illithid's MTHACO roll fails.

**Range:** The maximum distance from the user at which the power has an effect. "Touch" requires an ordinary attack roll to use, in addition to the MTHACO roll.

**Area of Effect:** The physical area or number of beings affected by a power.

## Astral Projection

(psychoportative devotion)

MAC: 8

PSP Cost: 3/1

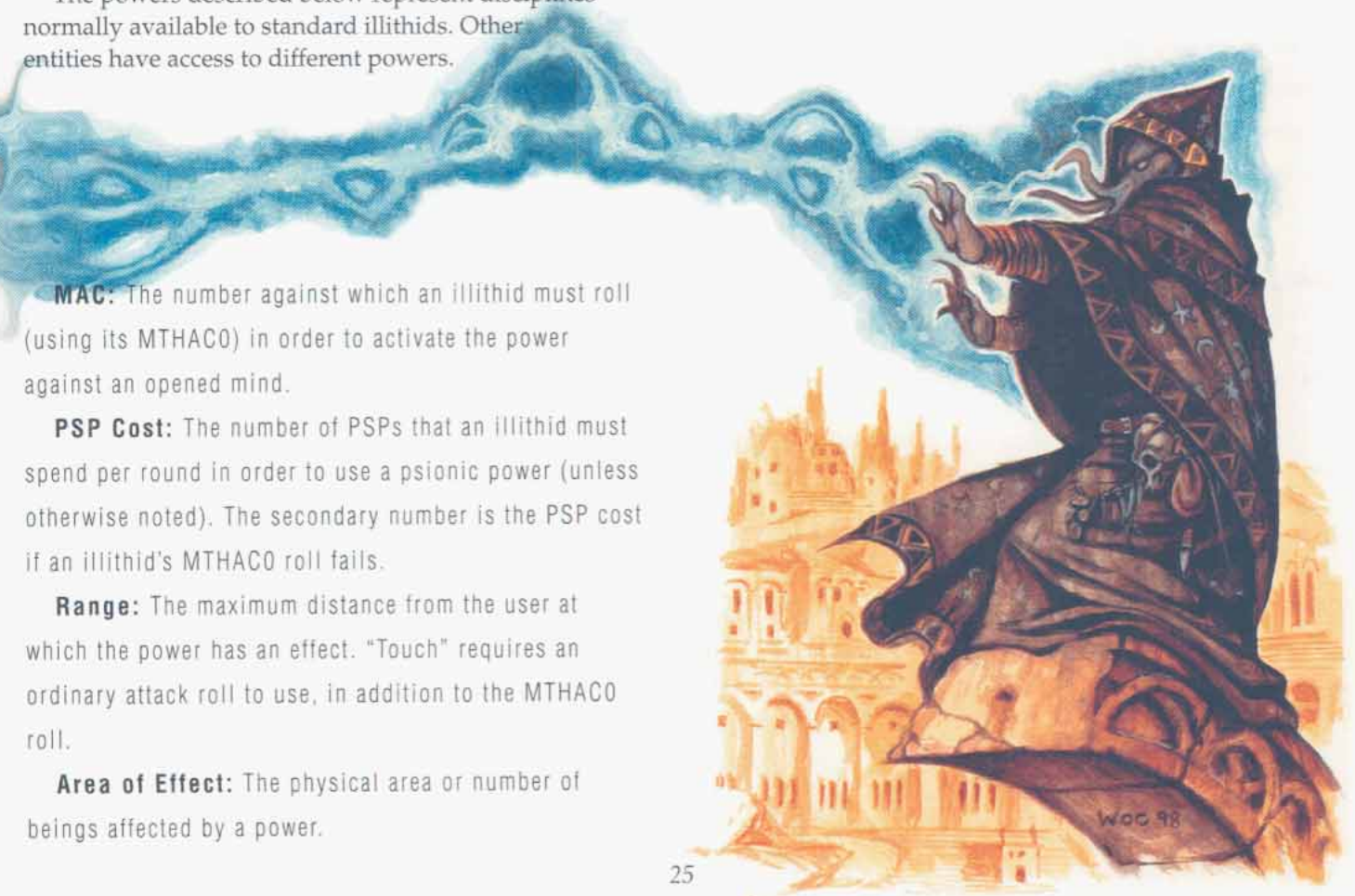
Range: N/A

Area of Effect: Personal

Astral projection allows an illithid to travel without its physical body (unlike probability travel) by creating an astral form that immediately leaps into the Astral Plane. Only creatures that also travel on the Astral Plane can see the form. A silver cord connects the astral body to the physical one, stretching 10 feet from the astral body before fading into invisibility. If the cord is severed, both the astral and the physical body die. However, astral cords are nearly indestructible; only a powerful astral cyclone or the silver sword of a githyanki warrior can sever the cord.

As described under probability travel, the Astral Plane is useful for traveling to a myriad of other planes. When an illithid's astral body reaches a destination other than the Astral Plane, it forms a temporary physical body resembling its real body in exact detail—though this temporary form does not have its physical possessions. The temporary body retains all the physical and mental abilities of the original (note that planar dissonance prevents a temporary body from forming on the same plane as the original).

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When an illithid ceases to use the astral projection power, its temporary body dissolves, and its astral form immediately journeys back to its original body, under normal circumstances.

### **Awe**

(telepathic devotion)

**MAC:** 6

**PSP Cost:** 4+/2+

**Range:** 0

**Area of Effect:** 20-yd radius

Awe causes an open-minded target to hold the user in high esteem. Creatures affected by this power are mentally cowed—they sense the illithid's "awesome might." Affected creatures have no desire to serve or befriend the power's user, but they will not attack it unless forced to do so. If possible, these creatures avoid the illithid completely, taking the first opportunity to leave its awesome presence. The PSP cost (for both success and failure) increases by 1 for every five levels or HD of the target above 5th level.

### **Body Equilibrium**

(psychometabolic devotion)

**MAC:** 6

**PSP Cost:** 2/1

**Range:** 0

**Area of Effect:** Personal

This power allows an illithid to adjust its body weight to correspond to the surface on which it stands. Thus, an illithid can walk on water, quicksand, silt, or even a spider's web without sinking or breaking through. If an illithid activates this power at the beginning of a long fall, it slows its descent enough to escape injury. However, gusts of wind could dash the super-light illithid into stationary objects.

### **Control Body**

(psychokinetic devotion)

**MAC:** 4

**PSP Cost:** 8/2

**Range:** 80 yds.

**Area of Effect:** Individual

An illithid can take control of another humanoid's body with this power. In effect, the victim becomes a marionette—although she remains cognizant of her surroundings while under control.

Even after an illithid successfully opens a victim's mind and makes a successful MTHAC0 roll to activate this devotion, the victim receives a saving throw vs. spell to resist the attack. If the victim makes the saving throw, she breaks free—though the illithid attacker must still pay the power cost. If the victim fails the save, the illithid gains control of her body (as described below). Targets of this power can make a saving throw at the beginning of each round to resist an illithid's control.

If the power works, the illithid has rudimentary control over the target's limbs. An illithid can force its "puppet" to attack—although such attacks suffer a -6 penalty. However, it cannot force its victim to speak. In fact, the target retains complete control over her speech centers and can cast spells with verbal-only components.

The power dissipates if the victim does not stay within an 80-yard radius of the illithid. Furthermore, the victim gains another saving throw to resist control if the attacking illithid orders the target to do something obviously suicidal—such as forcing the victim to dive into the pool of an elder brain.



## Domination

(telepathic science)

**MAC:** 8      **PSP Cost:** 6+/3+  
**Range:** 30 yds.      **Area of Effect:** Individual

Domination projects mental commands into the mind of one other being. A dominated target knows what is happening, but is helpless to resist the illithid's will. A target's abilities remain unaffected by this power, and an illithid can utilize any of these abilities—if it knows about them. However, domination does not reveal facts or secrets about the target.

If an illithid successfully triggers domination on an opened mind, the target receives a saving throw vs. spell to resist the effect. If the save fails, the target falls under the illithid's control for as long as that illithid pays the PSP cost. The PSP cost varies according to the target's level, as shown below:

Target's Level/HD	PSP Cost
1-5	6/3
6-10	12/6
11-15	22/11
16-20	32/16
21+	50/25

## ESP

(telepathic devotion)

**MAC:** 6      **PSP Cost:** 6+/3+  
**Range:** 180 yds.      **Area of Effect:** Individual

Extrasensory perception (ESP) allows an illithid to read an open-minded target's thoughts. The user can perceive surface or active thoughts, but not memories or subconscious landscapes. Most intelligent creatures think in their native tongue; however, an illithid's ability to speak telepathically with sentient creatures allows it to perceive the language of its target easily. Unintelligent creatures think in pictures, which are not always easily decipherable. The PSP cost (for both success and failure) increases by 1 for every five levels or HD the target is above 5th level.

## Levitation

(psychokinetic devotion)

**MAC:** 8 (base)      **PSP Cost:** 5/2  
**Range:** 0      **Area of Effect:** Personal

This power allows an illithid to float by employing telekinesis on itself. An illithid using this devotion rises at the rate of 60 feet per round. It can also descend quite quickly by giving its body over to gravity, then slowing down near the ground.

An illithid can carry its own weight, plus an additional load. Every additional 25 pounds worsens the power's MAC by 1. Thus, the MAC for an illithid carrying 32 pounds is 7.

Note that levitation does not provide an illithid with the ability to move horizontally. However, other powers or physical means used in conjunction with levitation could allow the illithid to propel itself or change direction.

## Post-hypnotic Suggestion

(telepathic devotion)

**MAC:** 6      **PSP Cost:** 8/2  
**Range:** 30 yds.      **Area of Effect:** Individual

Any creature with an Intelligence between 7 and 17 can receive a post-hypnotic suggestion—if an illithid first opens its mind. The illithid simply plants a suggestion of some reasonable course of action, as well as a situation that will trigger this action in the victim's subconscious. When the illithid implants the post-hypnotic suggestion, the target is unaware of the suggested course of action. When the situation arises, the target must make a saving throw vs. spell to avoid acting on the implanted suggestion. The target gains a +1 bonus to

this save for each week that passes since the illithid originally planted the suggestion.

A “reasonable course of action” is one that does not violate the creature’s alignment or class restrictions. If the suggestion is too strange, the target can refrain from taking the action, at the option of the DM.

## Probability Travel

(psychoportative science)

**MAC:** 6                    **PSP Cost:** Special/5  
**Range:** N/A              **Area of Effect:** Individual+

An illithid can traverse the Astral Plane physically, as if in astral form (see the astral projection psychoportative devotion) when using this power. It does not leave behind its physical body with this science and thus does not trail a vulnerable silver cord through the astral void. Probability travel requires 20 PSPs to initiate, but only requires 8 PSPs per hour to maintain.

The Astral Plane (also known as the plane of the mind) boasts two-dimensional color pools, scattered in random profusion. These pools serve as portals to distant points on the Prime Material Plane (other worlds) and the Outer Planes (planes that host powers both infernal and divine). Total distance moved per round on the Astral Plane is determined by the Intelligence of each illithid (17 or 18) × 30 feet. It normally takes 1d6+6 hours of travel time for an illithid to reach its destination if probability travel remains activated.

However, there is no guarantee that a color pool will deposit those who use it within a desired area on the Outer Plane.

Illithids can take other individuals along on these journeys. Each passenger costs 12 extra PSPs at the outset, plus an additional 4 PSPs per hour. Furthermore, each passenger adds one-half hour to the journey’s length.

If an illithid turns off its power while in the Astral Plane, it can still move as it desires through the silver void. However, it loses its psychic connection to its destination. Without a map, or at least a description of the specific color pool sought, the illithid remains stranded, as the only likely exit from the Astral Plane is through a color pool. However, blind exploration is unlikely to succeed in the infinite space that makes up the planes, sparking the possibility of many dangerous planar adventures. *A Guide to the Astral Plane* provides in-depth information useful for creating such adventures.

## Taste Link

(telepathic devotion)

**MAC:** 6                    **PSP Cost:** 2/1  
**Range:** 180 yds.        **Area of Effect:** Individual

Taste link allows an illithid to tap into the flavor senses of another illithid (or other creature). The first illithid tastes whatever the second eats (cerebral delicacies, in most cases). If the linked creature ingests poison, the illithid using this power must make a saving throw vs. poison to avoid passing out and severing the link. However, the illithid initiating the link does not actually suffer any other effects from the poison—even if the linked creature dies.

## Unique Illithid Psionic Disciplines

Besides those general psionic powers possessed by every illithid, these creatures have many psionic abilities unique to their race. Illithid psionic masters developed these disciplines and charged the elder brains with their guardianship; the elder brains, in turn, continue to pass on such knowledge from one generation to the next. The following powers are only a sampling of the myriad psionic abilities developed over the millennia by scattered illithid masters.

### Unique Psionic Power Menu\*

- d8 Psionic Power
- 01 Collapse Time
- 02 Crisis Of Breath
- 03 Fatal Attraction
- 04 Imprint Psionic Circuitry
- 05 Intrusive Taste Link
- 06 Microcosm
- 07 Sever The Tie
- 08 Shards

\*Common illithids have a 10% chance to roll once on the table, normal illithids automatically roll once on the table, ulitharids roll two times on the table, and elder brains generally have all but two of the powers listed on the table (roll to determine the two prohibited powers).

## Unique Psionic Power Descriptions

Common illithids do not possess every power described below; in fact, it is rare for a common illithid to know even one unique psionic power. However, illithids of uncommon mien, persuasion, and power know at least one (and more likely two or three) unique psionic power. The previous table is useful for determining those unique psionic powers possessed by mind flayers.



## Collapse Time

(psychokinetic devotion)

MAC: 2

PSP Cost: 30/15

Range: 1 yard

Area of Effect: 1"-diameter

Collapse time allows an illithid to crystallize time from the continuum, forming a dollop of thick, goeey material called quintessence. Quintessence shimmers like a silver mirror from some angles, but is transparent from others; it brings a cool numbness that slowly fades after contact with the skin. The wielder of this ability can smooth an amount of quintessence formed by one application of this psionic power around any small object, such as a key, a ring, or an insignia. Objects sealed within quintessence are protected from the affects of time; in practical terms, they enter a state of stasis.

Objects embedded in quintessence remain changeless, though quintessence kills organic matter with prolonged exposure. Any creature that remains in contact with a gob of quintessence for more than one turn loses 1d10+5 hit points; the portion of its flesh touched by the material has gone into stasis. The remainder of the hapless victim's body finally dies as a result of temporal inactivity. Speculation exists as to whether a mass of quintessence large

enough to encapsulate a living being entirely would kill the subject, or entirely preserve it against later decanting. Because of the difficulty associated with warehousing significant quantities of quintessence, no record exists of experiments researching this question.

Quintessence can be manually scraped away from a protected object, freeing it to rejoin the regular time stream. Quintessence that undergoes such a severe transformation is 75% likely to evaporate back into the continuum; otherwise it draws together into a one-inch-diameter bead, available for further usage.

Multiple applications of this power could conceivably produce large stores of quintessence. However, masses larger than a 3-foot-square volume negate other psionic powers in a 20-foot radius, so illithids usually avoid hoarding collapsed time.

## Crisis of Breath

(telepathic devotion)

MAC: 5

PSP Cost: 25/4

Range: 30 yds.

Area of Effect: Individual

Crisis of breath induces autonomic failure in an opened mind. The nervous system is interrupted in such

a way that the target's lungs no longer function automatically. Instead, the affected target must consciously control her breathing at all times in order to remain alive.

Unless a target receives healing through extraordinary means—such as psychic surgery, *heal*, *restoration*, or their equivalent (*cure disease* has no effect on this malady)—she suffers a –4 penalty to all actions (saves, attack rolls, ability checks, etc.), as she must concentrate on breathing. Spellcasters must make an Intelligence check with a –6 penalty in order to cast a spell while concentrating on breathing. The worst effect of the affliction is the target's inability to survive while sleeping, as a lapse in concentration spells certain doom for the afflicted.

Every sleepless night temporarily costs the target 1d2 points from a random ability score. As a target's statistics degenerate, her irritability swells. The target also experiences hallucinations with ever-increasing regularity. One full night of sleep restores the victim's statistics and mental well-being. However, if an afflicted character reaches 0 in any ability score, she suffers catastrophic nerve failure and dies.

After a period of 30 days, and every day thereafter, the target can make a saving throw vs. paralysis to shake off the effects of crisis of breath.

\*Each time an illithid uses this power, it must pay a single PSP cost of 25.

## Fatal Attraction

(telepathic devotion)

MAC: 3

PSP Cost: 35\*/15

Range: 30 yds.

Area of Effect: Individual

Using this ability, an illithid can plant a hidden subconscious impulse in an opened mind. The impulse secretly augments the target's death urge over a period of 1d6 days. During this time, the death urge swells like an abscess within the target's subconscious, while his conscious mind remains completely unaware.

When the death urge has grown sufficiently strong (after 1d6 days), the target's subconscious looks for convenient ways to end his life. For example, an affected target is compelled to look over the side of a jagged cliff, draw very near a raging bonfire, or place himself in some

other potentially dangerous situation. Such situations require the target to make a saving throw vs. death magic. If the target makes a successful saving throw, he wins free of the compulsion and no longer seeks to hurt himself. If the target fails the save, he throws himself over the cliff, into the fire, or even onto his knife. Unless the target is very lucky indeed, he will die at the hands of his own augmented unconscious urge towards the black precipice of oblivion.

\*Each time an illithid uses this power it must pay a single PSP cost of 35.

## Imprint Psionic Circuitry

(psychokinetic science\*)

MAC: 5

PSP Cost: Varies

Range: Touch

Area of Effect: Individual or object

This science allows the illithid to imprint items or individuals with psionic circuitry. Psionic circuitry exists as filaments of ethereal substance interwoven with solid material or flesh; it is formed of equal parts psionic power and psi-active mucous (see Chapter 7: Illithid Technology). Usually, psionic circuitry is not visible unless it is within the vicinity of a creature with an Intelligence of 5 or higher, it is within the vicinity of a psionic mind, or it becomes active through the will of an illithid. Active circuit pathways flare with ghostly incandescence.

When an illithid constructs psionic circuitry, it fashions the circuits to hold a specific psionic impulse or effect. This impulse or effect can be as simple as granting a wearer 10 extra PSPs per 12-hour period, or as complex as opening a portal between dimensions on the face of a stone wall inscribed with circuitry. See "Psionic Seals" in Chapter 7 for more details.

Laying down psionic circuitry requires many months of laborious research, followed by the application of said research. At minimum, an illithid must spend three months to imbed even the simplest psionic circuitry, while an expenditure of years is not uncommon in the creation of truly complex circuit diagrams.

Generally, it takes one month of work plus an additional month per Psionic Strength Point required by the circuit's effect to imprint the psionic pathway. Thus, a psionic circuit that uses cause decay (PSP cost 4, from *The Complete Psionist's Handbook*), takes an illithid four months to build.

The illithid laying the circuit must make a power check (MTHAC0 roll) at the beginning of the imprinting process. Failure indicates that the illithid could not create the necessary amalgamation of ethereal filaments



and material essence; the potential psionic circuitry collapses.

A successful MTHAC0 roll indicates that the illithid has created the basics of the psionic circuit; it can now link a particular psionic ability to the circuit. Linking a psionic ability to a circuit takes a number of months equal to the power's PSP cost. During this time, the illithid must make a successful MTHAC0 roll against the power's MAC each month of work, and it must work at least 4 hours every day on the circuit. Failure at any stage destroys the psionic circuit beyond repair.

In order to link a psionic power requiring a pool of PSPs (in the case of powers activated across multiple rounds), an illithid must first construct a psychic reservoir (see Chapter 7 for more details on this item) and link this item to the psionic circuit.

Note that illithids cannot link telepathic devotions and sciences to material objects; these powers require an organic mind to function. Chapter 7 features more details on psionic circuitry.

\*Dungeon Masters using *The Complete Psionics Handbook* should change this power to a metapsionic science.

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### **Intrusive Taste Link**

(telepathic devotion)

**MAC:** 6

**PSP Cost:** 6/2

**Range:** 30 yds.

**Area of Effect:** Individual

Like its related devotion, intrusive taste link creates a sensory bond between an illithid and another open-minded creature. This sensory information flows from the illithid to the target creature. Usually, illithids use this power on their comrades during performance eating (see page 54 for more details). However, some illithids—most likely members of the Abysmal Creed (see "Illithid Psychology and Society" in Chapter 5 for more details)—set up links with enemy humans and humanoids while munching upon the brains of the humanoid's compatriot. This usually stuns the enemy humanoids for at least 1d4 rounds with shock and nausea (if a PC fails a save vs. paralyzation). Illithids, with their twisted sense of humor, have also set up intrusive taste links with humanoids whose brains they are currently eating.

### **Microcosm**

(telepathic devotion)

**MAC:** 5

**PSP Cost:** 8/2

**Range:** 30 yds.

**Area of Effect:** Individual

Using this power, an illithid can plunge its target into a private world created from the victim's subconscious fantasies. While an illithid maintains this power, its tar-



get's senses no longer convey stimuli from the real world. Instead, the target's own mind overrides his senses and fills in the details of a pleasant fantasy world.

The specific details of the events within the mental microcosm are left to the DM, but in every case the microcosm seems absolutely realistic. For example, the private world could show an idyllic valley that reverberates with birdsong, exudes the smell of lilies, and comforts the fantasizing mind with soft breezes. Whatever the fantasy, the target believes that he has been physically transported to the world in question, while in reality he stands mute, unseeing, and unresponsive to all real-world stimuli. If the victim believes at any time that he is being fed false sensory information, he can attempt a saving throw vs. paralysis to break free of the false sensorium. However, no outside stimuli can break him free of the hallucination while it continues. Shouting, smells, even physical hits that deliver damage are insufficient to bring the target back to his senses while the illithid continues to pay the power cost.

### Sever the Tie

(psychokinetic devotion)

MAC: 2

PSP Cost: 25\*/15

Range: 30 yards

Area of Effect: 1 undead

Illithids hate undead. Thus, they developed this devotion in an attempt to deal with the threat posed by those abominations. When an illithid with this power per-



ceives undead (not always an easy task; see "Illithids and Undead" in Chapter 5), it can attempt to target one creature with this psionic attack.

Sever the tie attempts to disrupt an undead's tie to the Negative Energy Plane psionically, thereby destroying it. Psionically manipulating planar conduits is a dangerous endeavor (see below), and illithids only attempt sever the tie when in dire straits. The table below gives a standard illithid's chance to sever the tie of the listed undead, assuming the illithid successfully triggers the psionic ability in the first place. If the power works, the offending undead falls to the ground and quickly molds into dust.

When an illithid successfully triggers this ability but fails the above roll, it has misjudged the frequency of the negative energy conduit it was trying to disrupt. This error in judgement causes a sensitive portion of its mind to rub up against the deadly negativity with disastrous effects: A flash of black energy sends the illithid sprawling and senseless for 10 full rounds.

\*Each time an illithid uses this power, it must pay a single PSP cost of 25.

### Chance to Sever the Tie

Type or HD of Undead	Success Score**
Skeleton or 1 HD	09
Zombie	10
Ghoul or 2 HD	11
Shadow or 3-4 HD	12
Wight or 5 HD	13
Ghast	14
Wraith or 6 HD	15
Mummy or 7 HD	16
Specter or 8 HD	17
Vampire or 9 HD	18
Ghost or 10 HD	19
Lich or 11 HD	20
Special	Automatic Failure

\*\*The DM must roll this number or higher on a d20 for the illithid to sever the tie of an undead creature.

## Shards

(telepathic devotion)

MAC: 5

PSP Cost: 25\*/4

Range: 30 yds.

Area of Effect: Individual

This power attempts to shatter a target's cohesive sense of self. Any target failing a saving throw vs. death magic loses her sense of self, and her personality fragments unravel. No longer united, the shards schizophrenically compete with each other for control of the body. The militant schizophrenia lasts until the mind reknits itself in 2d6 rounds, during which time the target has only a 1-in-4 (25%) chance of completing any intended action (including defending herself against attack) per round as her personality fragments fight for control of her body. If the target is unable to act during any round, she stands motionless, her expression flickering rapidly between rage, peace, fear, and a myriad of other emotions. When the personality fragments finally reknit, the target can once again act as a coherent individual.

\*Each time an illithid uses this power, it must pay a single PSP cost of 25.

## Psionic Drawbacks

Possession of psionic power far beyond the capabilities of common minds does not come without a price. Such rarefied manipulation of energies balances along the knife edge of achievement or ruin. True practitioners drill themselves in various mental precautions that stem psychic flareback. However, even the most venerable illithid has cause to fear a variety of psionic mishaps.

## Psionic Cascade

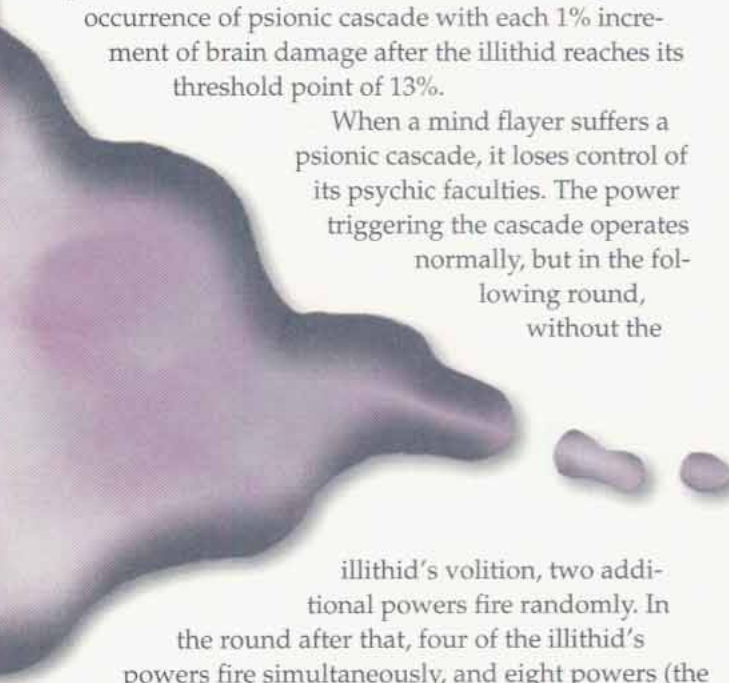
Illithids are basically super-charged batteries of psionic power, and mind flayers that repeatedly drain their entire psionic reserve (when their PSPs reach 0) severely damage their brain and the neural pathways that allow the manipulation of psychic energy. Every time an illithid drains its PSPs to 0, it damages its mind. It can do this up to 13 times before it risks a psionic cascade. However, for every full month that an illithid does not drain all its PSPs, it loses 1 level of damage. Thus, an illithid that drains its PSPs 11 times and then rests for a month functions as if it only damaged its mind 10 times.

After an illithid damages its neural pathways 13 times, its brain suffers serious damage. The very next time the illithid uses a psionic power (after it has



obviously regenerated sufficient PSPs to energize an ability), it stands a 13% chance to suffer an episode. If the illithid is lucky, it avoids the cascade, and does not have to make any more checks with further psionic activity—unless it further damages its brain. If the illithid again overtaxes its PSPs (reducing them to 0) it stands a 14% chance to suffer an episode with the next use of its powers. In this way, the DM makes a check against the occurrence of psionic cascade with each 1% increment of brain damage after the illithid reaches its threshold point of 13%.

When a mind flayer suffers a psionic cascade, it loses control of its psychic faculties. The power triggering the cascade operates normally, but in the following round, without the



illithid's volition, two additional powers fire randomly. In the round after that, four of the illithid's powers fire simultaneously, and eight powers (the maximum number which can fire at once during a cascade) fire simultaneously in the next round. This cascade continues until it drains the illithid's PSP pool completely. Powers activated by the cascade target randomly; they have an equal chance of affecting the illithid itself, damaging nothing, or attacking all other living creatures in the vicinity.

Illithids that survive a cascade episode still suffer 1d20 points of damage from trauma. This time, the damaged illithid's PSPs regenerate at a much slower rate: 10 PSPs per day of complete rest. Only when the illithid's PSPs once again reach maximum is it safe for it to use its psychic faculties. Any use of its psionics before the complete regeneration of its PSP pool automatically triggers yet another psionic cascade.

## Psionic Disease: The Ashen

Just like physical abilities, mental abilities suffer from sickness and disease. When an illithid "catches a cold," its sickness negatively affects its psionic abilities—just as a marathon runner's stamina would fall by the wayside while fighting a contagion.

One disease in particular, called the ashen, seems to afflict illithids on a regular basis, passing from individual to individual much like the flu in surface-dwelling humanoid. Even in the face of psionic disciplines that bolster an illithid's health, this disease remains active, possibly evolving some resistance to psionic treatments.

An illithid with a case of the ashen has a few readily apparent symptoms, including a skin tone that fades from lustrous mauve to a pinkish humanoid flesh color (this contagion doesn't seem to affect nonillithid tissue). More seriously, the ashen temporarily inhibits an illithid's mucous glands, rendering the illithid nearly slimeless. Because an illithid's mucous plays an integral part in its psionic capacities, its absence severely limits an illithid's psychic potential. While an illithid suffers from the ashen, it functions at only one-half its maximum PSP value, and its magic resistance drops to 18%.

## Psychic Flareback

Sometimes psionic abilities just misfire. Nothing else can adequately describe the phenomena of psychic flareback, especially in light of all the mental safeguards a psionic entity routinely utilizes while attempting psychic feats. Simply put, psychic flareback is a mental short circuit. Normally, an illithid channels intense energies safely away from its brain. Sometimes, however, a portion (or all) of the energy poured into a psionic power misaligns and destructively discharges directly into the initiator's gray matter!

Thankfully (from the point of view of an illithid), psychic flareback is quite rare. To date, illithids do not seem to have a reasonable answer as to why it occurs at all, or how to prevent it ever happening again. When it does happen, psychic flareback permanently burns out a mind flayer's ability to use psionic powers—which represents a death sentence for such a strongly psionic being.

Illithids must check once every six months for a psychic flareback when using a psionic ability that costs more than 10% of their current PSP pool. For example, an illithid with a current PSP pool of 200 must check for a flareback (if it's been six months since its last check) when using any power that costs more than 20 PSPs during a single round. There is a 1% chance of a psychic flareback occurring under these circumstances.

## Partial Personalities

"There's someone in my head, but it's not me."

—The statement of an illithid affected with partialism

A malady whose roots lie in ceremorphosis, "partialism" is the incomplete sublimation of the original form-donor's brain. To guard against this illness, illithids ruthlessly excise subconscious personality fragments that manifest in any mind flayer. While the retention of a few random memories of a form-donor is not unheard of, the survival of a complete memory complex capable of individual action is extremely uncommon.

Partial personalities usually manifest while an illithid is somehow dazed, groggy, or preoccupied. When these or similar conditions exist, the partial personality may cause an illithid to exhibit behaviors completely at odds with its normal mind set. Since a partial personality is usually only a small fragment of the overall mind of an illithid, it is unlikely to retain enough autonomy to accomplish much. Examples of partial personality manifestations include the tapping of fingers in a way

reminiscent of the form donor, the humming of a tune familiar to the form donor, or the unconscious scribing of words in the form-donor's native language. In most cases the afflicted illithid may not even be aware that it suffers from partialism.

If an illithid does discover, to its own everlasting horror, that it unknowingly carries a partial personality, it attempts to remove the affected portions of its brain through psionic surgery or cruder methods—if necessary. Illithid society deems "partial personality" mind flayers as entirely unfit to join the elder brain at the end of their lives. In the few cases recorded, partial personalities do not seem cognizant enough to resist their own destruction. However, a dark illithid legend speaks of the Adversary.

The Adversary was an illithid lost to itself; a partial personality of uncommon strength consumed a mind flayer's personality and sought to overthrow all illithids through the innocent guise of a fellow mind flayer. Despite its apparent popularity as a story told to frighten young-adult mind flayers, the Adversary legend remains just that; no sage has ever catalogued the existence of such a being.

3



# History and Theology

*Birthed in pain, it came to find  
surcease from hurt; sanctuary.  
Intruding: a primeval mind,  
dawned paramount; primary.  
—Translated from a  
four-level illithid qualith by  
S. Wakeman*

## Origins

Whence came illithids? As far back as credible histories recall, these fearsome creatures appear. In fact, several texts that omit references to younger races mention mind flayers. Such evidence suggests a truly ancient illithid heritage of which the common mind flayer itself seems unaware, or at least unconcerned. Sites of ancient illithid habitation sometimes yield up suggestive pieces of evidence regarding illithid origins. However, the skill to translate illithid qualith (see page 56 for more details) is a rare trait. Without the ability to plumb illithid secrets directly, scholars must rely on second-hand sources of information, often highly suspect due to the extreme age of the pertinent archives.

Crumbling stone tablets unearthed beneath the Ruins of Sargonne convey confusing and possibly apocryphal information on a variety of topics; even the identity of the ruin's builders sparks fierce debate in certain circles. The tablets themselves are by no means an authoritative source, and the information scribed therein may be suspect. For lack of a better interpretation, sages decided that the tablets represented Sargonian attempts to foretell the future (and so named them *The Sargonne Prophecies*), in spite of certain passages that parse better as prehistoric myth.

While the quoted section does not offer specific information, it is highly suggestive—especially due to the glyph, which resembles an eyeless illithid head, carved into the tablet.

If the passage truly deals with illithid origins, just what exactly does it tell us? Could it be that illithids arrived from some strange elsewhere via wildspace?



Behold a world bathed in night,  
a lusterless, cold, sweltering desert of  
ebony. Damp darkness howls, wending  
through tortured spires and surging over  
tempestuous seas. No life shelters here, nor  
has it ever; the primordial mass is bleak,  
inert. Witness the kaleidoscopic detonation  
as it ruptures the fabric of space from  
Outside, bathing the earth in sickly light  
like an abortive sunrise. Indescribable hues  
scintillate in the once empty sky, a brief  
star whose implausible illumination  
shatters reason. Where stray  
upon the soil briefly  
at the beck of  
able urges,  
burning  
under the  
glare.  
arrival of  
through the  
object's silh-  
shadows the  
spaces, then  
rupture closed  
inguishing the  
torch plunged  
Shedding sil-  
the foreign object  
the embrace of  
planet, until it  
collides with velocity sufficient to scatter  
debris across half an airless continent. Feel  
the darkness, tangible as a cloak, covering  
the world once more, save for the impact  
crater, shimmering with slowly evaporating  
silver radiance. Within the pit, a dead  
hulk slowly cools, its ablative coating  
scoured away. Dread incubates;  
hungry tendrils  
stir in the  
dark...

by mere being.  
beams fall  
below, matter  
animates  
of inexplic-  
before  
into ash  
poison  
Observe the  
something  
rent. The  
onette first  
breach between  
pulls the  
behind it, ext-  
mad flare like a  
into pitch.  
very luminescence,  
drops quickly into  
the silent  
inevitably col-  
lides with velocity sufficient to scatter  
debris across half an airless continent. Feel  
the darkness, tangible as a cloak, covering  
the world once more, save for the impact  
crater, shimmering with slowly evaporating  
silver radiance. Within the pit, a dead  
hulk slowly cools, its ablative coating  
scoured away. Dread incubates;  
hungry tendrils  
stir in the  
dark...

Excerpted from  
*The Sargonne  
Prophecies*

This would go a long way in explaining the thick infestation of illithids among the stars. Unfortunately, the text's description of the strange object's mode of travel bears little resemblance either to the phlogiston of wildspace or to spelljamming crafts familiar to the starfarer. Other interpretations offer themselves at this juncture.

One assumption is that at some ungodly distant time, illithids—or their evolutionary precursors—appeared in the continuum from elsewhere. The fearsome images supplied by the Sargonne text lead one to believe that the point of origin for the illithids' ancestors was a terrible realm far from our own, from which even the merest contact negatively affected our own continuum.

A realm so obviously inimicable to common life seems an unlikely place from which organic beings like the illithids would hail. Reasonable minds might conjecture that the illithids used the terrible realm depicted in the Sargonne Prophecies as an intermediate step to our own continuum—a dangerous path to greener pastures, as it were.

Unfortunately, if we throw out the theory of illithid precursors originating from Outside (whatever that really means), we are still left with the question of their true origin. Picking up this thread of inquiry, we can knit it to another, as illuminated by the sorcerer Eno Hawkin in his address to the Olefin Temporal Society 400 years ago. Hawkin is credited with being the first, and only, mage to initiate and return from a temporal slide to the boundary of time itself.

*HAWKIN: "Esteemed members, I beseech you; heed my warnings! Desist in your efforts to voyage to the beginning of time; things are not what we expected. Let us limit ourselves merely to recent epochs, both past and present. Wrenching time so far beyond its normal bounds also displaces the traveler in space, pushing one Outside, so to speak. Prolonged exposure to the conditions there can lead to . . ."*

*MEMBER: "Outside? What drivel is this?"*

*ANOTHER MEMBER: "He's obviously mad. I don't believe he's initiated a peripheral time slide at all, other than in a flight of fancy after too much wine!"*

*LAUGHTER*

*HAWKIN, SPEAKING OVER LAUGHTER: "Listen to me! The far realm from which I escaped bears no tampering. The last visitors became trapped and were horribly altered. . . ."*

*GENERAL OUTBURST FROM MEMBERSHIP ENDS HEARING.*

The above transcript was recovered from the remnants of the Library of Olefin centuries after it burned. Unfortunately, no other corroborating evidence exists; all we have to connect *The Sargonne Prophecies* to Hawkin's address is the mage's reference to Outside. Does this term describe the same location named in *The Sargonne Prophecies*? If so, then one wonders who the last visitors to this far realm really were, and in what way they were altered.

The suggestion of tentacles in the Prophecies suddenly becomes quite telling. In addition, Hawkin's tale of visitors (who possibly possessed humanoid forms before visiting this curious place named Outside) goes a long way to explain why illithids, despite their alien physiology, are yet so suited to take sustenance from humanoid brains and reproduce using humanoid forms.

Could the creature referred to by Hawkin be an illithid forerunner? No other source hints at such an outlandish notion, and the confirmation of only one man is a slim support upon which to build a theory. Still, the idea is certainly evocative. Unfortunately, Hawkin could not elaborate on his position, as some sort of timelike "elastic" effect snapped him out of the present to an unrecorded fate. While sages have not discovered further reference to "Outside," one text does attempt to explain illithid origins authoritatively. This tome gives a nod toward the notion that illithids were not always as they appear now—although the text remains questionable in some particulars:

*A race of bastard children, hidden beneath the world by their progenitors, refused to go gracefully into oblivion. Instead, marshaling their strength—and bound together by their mutual hate for their creators—they mastered mentally latent powers resulting from their mutant heritage. Led by the strongest minds among them, Illithid and Lugribosk, the mutants rose unbidden and utterly destroyed their creators. These creatures took the name of one of their heroes and spawned the illithid race.*

—Excerpted from the *Astromundi Chronicles*.

Though the text remains an interesting source, sages and other scholars have pointed out “suspect” sections of the *Astromundi Chronicles*. For instance, other sources plainly list the entity called Lugribosk as a proxy of the illithid god Ilsensine. Also, no other source has ever mentioned an individual with the name Illithid; some fanciful storyteller must have created it from “whole cloth.” Finally, the proposition that illithids are merely mutant humans seems a rather simple explanation for a host of contrary lore—the least of which is the fact that illithids are hermaphroditic amphibians, while humans are mammals. All in all, this author looks dismissively upon the *Astromundi Chronicles*’ claim to explain illithid origins.

Next, let us look to standard mythological sources. Several creation myths in alternate lands and worlds mention creatures that are no doubt illithids, and some even go so far as to give illithids a definitive origin.

*“...and the union of Father Sky and Mother Earth produced robust issue, numberless in diversity and attributes. Each child founded its own abode in the cosmos according to its nature, temperament, and ability; in later epochs other creatures regarded these beings as gods....*

*In turn, these gods in their vast realms applied desire to the empty spaces within the celestial firmament, forming worlds each according to its own desire. For the first time, the efforts of one god crossed the purposes of another; thus was strife born.*

*More so than other beings of its ilk, one entity, called Ilsensine by its siblings, strove always to knock down what was raised up, fill what was hollowed, and break what was lovingly fashioned by others; whenever convention was established, Ilsensine strove always against it.*

*In time, creatures possessed of mortal frames and self-aware minds appeared within the firmament—the creation of an unnamed deity or the result of a generative impulse of the firmament itself. As was its nature, Ilsensine soon loosed a counter-creation, designed to subordinate, control, and consume all of these mortal races.*

*Thus it was that the illithid race appeared as a curse upon—and between—the many worlds.*

—*Elven Creation Myth*

Certainly the creation myth reprinted here is more in line with origins ascribed to many other races and peoples. Sages cannot deny the existence of a being named Ilsensine residing in the Outer Planes, as described more fully later in this tome. Reliance upon the Ilsensine creation myth as the utter truth relieves seekers from odious searches, translations, and the cross-referencing of abstruse concepts among dusty texts of questionable value. However, an easy route to knowledge does not always guarantee accuracy. Perhaps some element of truth lies in each of the foregoing texts, from which the logical mind can deduce milestones pointing towards the real story.

In any event, one thing is clear: Illithids existed prior to recorded history. Sometime during this hidden incarnation, the mind flayers founded a multiplanar empire.

## Ancient History

*Past all knowledge of present worlds, before the crowning of Ra, when the Outer Planes were yet in flux, and while the elemental planes remained untarnished by counter-contamination, the illithids held an ancient empire.*

*Boundless, illithid influence enfolded worlds without number; mind flayer domination infested the Astral, the Ethereal, and even threatened the borders of the Outer Planes themselves! Vast planar armies marshaled to defend their respective realms, and even the eternal Blood War was stayed for a time to assess the illithid threat.*

—From *The Planetreader’s Primer*, a tome of truly ancient and useful lore reputedly published in Sigil itself.

Despite the dearth of corroborating histories, it is clear that illithids once held incredible power. Never again has a single force so threatened the cohesion and process of the entire cosmos on a scale so grand and encompassing: entire humanoid populations were exterminated in the course of feeding the illithid appetite; the energy of suns was rechanneled for works of interplanar conquest; whole planes were set aside for slave-races whose only purpose was to serve every illithid desire as beasts of burden, military fodder, and livestock.

The discerning reader might rightfully wonder how such an incredible illithid empire, once established, could ever fall. The enfeeblement of thousands of thinking races seems a difficult barrier to overcome—especially when these very slaves filled the ranks of invading illithid armies that conquered yet more populations.

There is, however, a philosophical principle which applies here: When something manifests itself to its absolute boundaries, polarities often reverse, and the manifestation flips over to its opposite. In this vein,

when it seemed that absolutely every race would finally fall to the illithid agenda, and that mind flayer fortunes were at their absolute peak, the very slaves upon which the illithids built their empire rose up.

## Fall of Empire

While slave revolts were not unknown in the illithid empire, they never posed a true threat against the psionic shackles imposed by the illithids—at first. As generation after generation of slaves labored under the psionic whip of mind flayer overlords, their minds developed small resistances and immunities to psionic domination. With these first few clues of psionic potential, wily slaves began secretly developing their own psionic powers with which to resist their illithid masters.

In the fullness of time, the slaves judged the moment right; the illithids' arrogance in their own superiority was at its height. Under the leadership of a female slave champion named Gith, the slaves rose in utter, obdurate revolt.

A chain reaction spread from world to world and from plane to plane like fire among countless blades of prairie grass; once ignited, the revolt could not stop until it stamped out every vestige of the former empire and freed every slave. Thus was the empire of the mind flayer race finally brought low.

## Recent History

While the success of the self-liberated slaves soon turned sour due to internal differences (which, in time, split the slaves into the racially distinct githyanki and githzerai), the circumstances of the illithids plunged lower yet. With the empire shattered and vast portions of the mind flayer race slaughtered, surviving illithids lost contact with each other, becoming isolated communities separated by continents, worlds, and even planes of existence.

Illithids were stranded on every celestial shoal across the length and breadth of wildspace, as well as in alternate planes. Where mind flayers did not die immediately from exposure and lack of resources, they were forced to seek survival deep within planetary spheres, where they could hide from the fury of former slaves (perhaps one such instance instigated the information presented in the *Astromundi Chronicles*).

Epochs of collected knowledge, technology, and psionic lore were forever lost when countless elder brains were slain by the psionic sword of the slave revolt. In truth, the illithid loss was so great, that the mind flayers have not fully recovered from it, even millennia later.





Illithids do possess a growing deadly force on many worlds (as well we all know). However, their threat remains cloistered in dark, subterranean places far removed from the concerns of the world above, or else lost in the darkness of the wildspace between worlds. Only those who journey into these forbidden places need fear encountering the still-smoldering illithid anger, born in the ruin of their past might, or their race-wide resolution to *put out the myriad suns—to darken the light*.

## Illithid Theology

Like other sentient races, illithids claim deities specific to their ideologies. Cosmological mysteries being what they are, it is nigh impossible to determine the origin of these divine, or diabolical, beings. But, more disturbing, a question arises concerning the relationship of illithids to their deities, a question that springs from the nature of the illithid life cycle.

Illithids do not seek an afterlife in the Outer Planes after death; instead, they endeavor to join—mind and spirit—with the elder brain of their community. The promise of life after death that so many deities hold over their worshipers does not offer the same appeal to many illithids. Thus, illithid deities suffer a lack of after-life spirits (petitioners) from the very race that believes in them.

This seems an interesting quandary indeed. Further research, however, helps to clear the assumed paradox: Deities do not need petitioners—only worshipers. It is not beyond the limits of reason to assume that illithids revere certain deities because they simply feel the god in question is worthy of worship—holding ideals, beliefs, and goals in common with the illithid race. In fact, illithids may revere certain outer-planar entities because they may hope to get something in return.

*The Derro tell a tale of their god, Diirinka, and his twin brother, Diinkarazan, when they were but newly formed children of the dwarven pantheon. Seeking to expand their own dominion, the two delved deeply into the earth and were soon rewarded; they unearthed a vast cavern streaming with raw energy and strewn with alien artifacts. As the two young deities squabbled over the find, Ilsensine manifested in spectral terror, furious to find the young deities rooting through its realm. In a paroxysm of fear, Diirinka stabbed his brother in the back and fled, leaving Diinkarazan's mind to be horribly consumed by the tentacled one, while his body was thrown into the Abyss where yet it lies.*

—Excerpted from *Sigil and Beyond*, a tome regarded as sacred among aficionados of the Outer Planes.

## Ilsensine

The constant burn of Ilsensine's brain waves sizzles in the mind's ear. No secrets stay dark; no evil thought or mental sickness remains unrevealed. Ilsensine's thoughts pound against the mind like waves of hatred, dark lies, perversions beyond imagining, and megalomania. This power believes that illithids are meant to rule the multiverse, to enslave the "cattle" that overrun the lands, to use them, and to consume their minds.

Ilsensine resides in a subterranean realm below the Outlands (also known as the Plane of Concordant Opposition to many natives of the Prime Material Plane) called the Caverns of Thought. The illithid god is a mental/spiritual entity manifesting as a disembodied brain of lambent emerald hue that trails countless ganglionic tentacles throughout its cavernous desmesne and out into the infinite planes. It is said that its far-reaching "nerves" allow it to gather information from all worlds and planes simultaneously, learning every secret and storing it away for later use.

It is also said that on extremely rare occasions, Ilsensine sends an avatar (a huge, two-tentacled spectral brain that radiates green light) or proxy (Ilsensine's favored proxy is Lugribosk) to those illithids that most revere the deity's name, or to those communities that could most benefit from a specific godly intervention. Illithids so honored offer up any scholars or sages currently kept captive in order to pay Ilsensine homage, and they dedicate a small number of illithids within their community to the priesthood of Ilsensine. This priesthood is a small and select one, given to dying out after the demise of the initial illithid priests so chosen. Mind flayers seem more interested in developing their own personal psionic powers than in channeling the power of another—even a deity.

**Duties of the Priesthood:** Illithid priests concern themselves with the pursuit of knowledge, the exploration of new territory, and the exploitation of knowledge gained through these explorations. Standard illithids do not abhor priests of Ilsensine in their communities as they would illithid sorcerers. However, there is usually not much mixture between each group.

**Specifications:** Illithid priests have access to the Spheres of All, Astral, Charm, Divination, Law, Numbers, Sun (reverse), Thought, and Time. Illithid clerics cannot turn undead and cannot advance past 12th level.



The main advantage Ilsensine offers to those who serve it is the ability to cast clerical spells. Thus, an illithid priest does not have to forgo its development of personal psionic power.

Knowledge is the secondary advantage Ilsensine offers to its worshipers, and, as any reasonable illithid understands, knowledge equals power. If an illithid priest can prevail upon Ilsensine's favor, it can gain answers to difficult questions. There is almost no place in the planes inaccessible to Ilsensine's neurons. In addition, the deity dispatches deceptive spies, in the form of cranium rats, to serve as its eyes and ears in those places beyond its influence. Ilsensine remembers all and knows more than possibly any other entity.

The disadvantages to an illithid pledging its service to Ilsensine are twofold. First, the illithid loses its right to join the elder brain. Secondly, but more immediately, the priest loses most of its magical resistance so that it can effectively channel the godly power of Ilsensine! This reduction of magic resistance occurs through a simple act of will on the part of Ilsensine. The mucousal integrity of illithid priests remains unbreached; however, their ability to negate magical effects decreases to 18%.\*

\*One wonders if some similar reduction of magic resistance occurs in those illithids that eschew psionics in favor of magecraft? Perhaps it does happen, but it is a secret that illithid spellcasters keep close.

See Chapter 8: Mind Flayer Quick Stat Reference at the end of the tome for game statistics on Ilsensine's proxy, Lugribosk, and for the description and statistics of cranium rats.

## Maanzecorian

Like Ilsensine, Maanzecorian believed that illithids are the natural rulers of all planes, worlds, and other races. Although the veneration of Maanzecorian could never have reached even the select sphere of Ilsensine's influence, illithids that once revered the deity were dismayed to wake one sleep-period to find that their channeled spells no longer functioned, and their prayers were no longer answered in signs and omens. Finally, divination showed that Maanzecorian's very realm dwindled towards extinction! Such dire indications point towards a single, inescapable conclusion: Something killed this illithid deity. Maanzecorian is now a dead god.

# Psychology and Society

## Inside the Illithid Mind

*Funny how you finally see the truth when death holds you at arm's length. I can't feel a single thing, but the suspicion steals over me nonetheless: What if I am a thrall, a beast, good only for performing mental tasks and providing nourishment for the true masters? Perhaps we fool ourselves to think we are anything more.*

*Standing on the inside, looking out, illithids are visionary, fervent beings intent on imposing order over an unruly cosmos filled with chaotic, impetuous livestock. Is theirs a state of grace or a state of sin?*

*—An account taken from a former illithid slave on his deathbed.*

Illithids conjure hideous images and primal fears in the minds of other races. For some, illithids embody evil incarnate; after all, what other race of creatures gains its sole source of nourishment from the living brains of other thinking, intelligent beings?

Flipping the paradigm, it is useful to understand how illithids view themselves and their role in the universe. Comprehension of the illithid mindset brings empowerment to those who, through fate or happenstance, encounter these masters of the darkness.

Illithids do not perceive themselves as creatures of utter horror, but rather as agents of "Order" constantly working toward the betterment of the multiverse through their own manifest destiny of ultimate control.

Mind flayers truly appreciate the "gifts" of those from whom they derive nourishment—as shown in those rare glimpses into the illithid outlook. Readers of the above account cannot help but be horrified and perhaps a bit sickened. However, this soliloquy idealizes cephalophagy, emphasizing the fact that illithids sincerely believe they grant their humanoid cattle a boon whenever they extract brains.

## Beliefs

Illithid society is a lawful one; individual illithids hold many beliefs in common. Of course, some individuals evidence extreme variations from societal norms, but the majority of illithids hold to the following basic precepts and convictions.

### All wisdom flows from the elder brain

The elder brain of every mind flayer community contains the essence of almost every illithid that once lived and breathed as an individual community member. Thus, an elder brain possesses a vast storehouse of knowledge spanning centuries. Since the elder brain is merely a telepathic call away for any member of the community, individual mind flayers often reference the wisdom of the conglomerate mind many times in a twenty-four-hour period.

While some races would take such convenience for granted, illithids never cease to venerate their font of knowledge.

### Joining the elder brain is the greatest reward for a life well spent

Every illithid perceives that its physical life apart from the elder brain is but a prelude to its final, glorious manifestation when it merges with the conglomerate mind. Illithids recognize that each individual must live a long, full life in order to garner experience, wisdom, and perspective—so as to add to the overall greatness contained within the elder brain.

Thus, a lawful illithid never ends its life earlier than its proscribed years merely to quicken its own joining with the elder brain. If an illithid were to do so, its fellow mind flayers would exclude it from the aggregate brain as punishment. However, undeniably distinct illithids—or those individual mind flayers that discover new and valuable psionic disciplines—may receive permission to merge early. Mind flayers deem this permission a great honor because they believe in the **Essential Fiction**. The **Essential Fiction** implies that “Life with the elder brain represents the highest form of being!” Illithids believe that their individual psyches survive in some sort of exalted, individuated fashion once their corporeal bodies die and their brain tissue merges with that of the elder brain.

In point of fact, the personality of each elder brain develops during its first few years as a sentient creature and is controlled by the original illithid minds forming

its nucleus. The elder brain subsumes additional personalities—only utilizing their skills, hard knowledge, and memories of significant events.

The possibility of individual illithids penetrating this lie is quite small, as elder brains will not divulge any information for fear of jeopardizing their supply of fresh gray matter. By the time individuals learn the truth, it is already too late; they have become a permanent portion of the elder brain.

### What is not illithid is thrall

Illithids never truly consider other races as equals. They may sometimes treat nonillithids as peers, but only if such treatment improves trade or other delicate negotiations. Every mind flayer instinctively knows that those creatures it pretends to treat with respect will serve even better as thralls or, at the very least, square meals.



Oh, most delicious morsel, perceive my appreciation of your unique gifts: Your brow—exquisite in its simple symmetry—is shapely, hinting at the delicacies contained therein. It is merely the wrapping, a fragile package concealing tangy treasure. Snuggled close, warm and

moist beneath pale bone, fatty coils of succulent gray meat quiver to be plucked, to be exposed for the the appreciation of all, before inevitable, ardent consumption. . . . Ah, that hits the spot.

—esperquote from an illithid engaged in taste-linked performance-eating.



## Dominion is life

Illithids know that only through the domination of others can they actualize their inner desires, needs, and future goals. A mind flayer cannot truly call itself an illithid until it passes the first rite of adulthood: the domination of a new slave (better translated as thrall).

The relationship between illithids and their thralls is quite intimate. In fact, illithids suffer when their thralls die from age, disease, or conflict. An illithid without a mind to control is missing an integral part of itself. Mind flayers in this situation seek to reestablish new retinues of thralls as quickly as possible—sometimes ignoring other goals in the process.

An illithid community views any individual unable to secure mental slaves as flawed. Usually, an illithid in such an untenable situation flees its community in shame. Bereft of the constant companionship offered by thralls, these poor mind flayers either die quietly or lose their faculties to loneliness.

## Dominion over all

The universe contains a myriad of potential thralls that live, grow, and build without any guidance whatsoever! Such an untidy state of affairs demands the mas-

tery of a superior race to restore order. After all, thralls require supervision, and only the illithid race can provide that service to others across the width and breadth of the multiverse. If illithids do not take up this important task, they deny their destiny!

Creatures questioning this interpretation of destiny must, according to the illithids, examine the biological facts: Illithids stand at the apex of the food chain, and all other races fall naturally beneath the feet of the true masters.

It is important to note that illithid communities quickly root out and kill any mind flayer that questions this maxim.

## Darken the light

Ah, the accursed sunlight, with its searing heat and sight-dissolving radiations! It is only through the wanton energy of such orbs that thrall races thrive and grow strong.

What need have illithids of such overbearing sources of illumination, sources whose very excess clouds vision and exposes moist skin to dryness? Better that indigenous species of each world subsist solely on the geothermic properties endemic to every planetary orb, as does the

illithid race. With the destruction of this unfair advantage, the thrall races would soon realize their own inferiority after competing against the illithids on an equal basis.

It behooves the illithid race, as a superior people, to *take matters into their own tentacles*. The multifarious orbs of sunlight which illuminate a million worlds must be extinguished. Put out the sun! Darken the light!

## Emotions

Illithids are organic beings that possess individual emotions. To a nonillithid, it may appear that mind flayers are emotionless beings bent only on the domination of other creatures. However, illithids feel anger when cheated of their goals, fear when faced with rebellious thralls, happiness after the delightful ingestion of a tasty brain, hatred for those who would deny the illithids their right to rule, disgust for those who would parley with thralls on an even basis, and sadness upon learning of the death of a compatriot far from the mental embrace of the elder brain.

The emotion illithids most often experience is frustration, as their racial goals of domination and mastery remain unrealized. Such a constant undertow of discontent subtly colors every other emotion, thought, and action. Thus, frustration remains one of the mind flayers' defining emotions.

## Concept of Time

The illithid concept of time is unlike that of most other races. To the illithid mind, only the Present matters. In fact, mind flayers perceive the past as a constantly fluctuating medium, an ever-shifting environment accessible only to an elder brain. Each community's elder brain sifts through the past for useful experiences that might have some bearing on present circumstances.

So ingrained is their disregard of the past that illithids do not possess recorded histories of their commu-

nities or empires. Complete reliance upon the eidetic qualities of the elder brain, as well as the lack of hard records, may contribute in part to this disregard of the past.

The concept of the "future" does not have the same root meaning for illithids as it does for other races, either. To the mind flayer, the future merely represents an as-yet-unrealized portion of the Present that will invariably transpire according to plans currently in motion. Perhaps this is another reason for illithid frustration.



# Society

Illithids exist within a structured, ordered society where every mind flayer has its place and purpose. There are no drifters, undeclared courses of study, charity cases, or noncontributing illithids. Individuals that find themselves in this situation do not long retain their hold on life.

The path to such order lies in community. Illithids live together in subterranean communities or wildspace habitats holding an illithid population ranging between 200 to 2,000 mind flayers. In addition, each illithid has, at minimum, two personal thralls, while the community itself possesses a thrall militia and general thrall pool—each of which normally contains a number of slaves equal to 10% of the total illithid population. Thus, the smallest illithid cities contain 640 or more individuals, and the largest populations can reach sizes in excess of 6,400 individuals. Rumors of larger cities—with more than 6,400 illithids—abound among sages.

## Lot of the Thrall

*Taking up the shears, Samantha carefully snips away her dark hair until she exposes her stubbled scalp. Replacing shears with a razor, she shaves away the offending bristles until her head is completely smooth. She fastidiously washes her bald pate with fragrant soaps and scented oil. As her illithid master prepares for its repast, Samantha bows her head into the feeding-stocks, a vacant smile on her pale lips and a tear of regret moistening her soft cheek.*

—Excerpted from a popular bardic story based on the true tale of Queen Samantha's final days in illithid captivity.

Nothing so terrifies the imagination as the thought of being captured by an illithid. Captive creatures not immediately utilized for nourishment face a terrible series of suborning psionic conditioning sessions designed to subjugate all thoughts of escape or rebellion and transform what was once an individual into a mostly willing thrall. Even after a slave reaches this state, it still faces the possibility of losing its brain at a moment's notice to the hungry whim of its illithid master.

When an illithid first captures a creature, it shaves and powders the hapless victim with a bug-killing dust (this is done on a regular basis thereafter) and checks it for communicable diseases (which could contaminate other slaves). In addition, an illithid captor brands a small tattoo on its captive's left forearm, raising a significant welt for easy tentacle identification; this

mark denotes the captive's future service to a preselected Creed (see below) or individual illithid. Sometimes, an illithid brands a captive possessing particularly important skills with psionic seals (see Chapter 7 for more details).

The racial make-up of an illithid community's slave population can vary widely depending upon location. Some illithid communities feature grimlock slaves, others use drow, surface-dwelling humanoids, kuo-toa, or derro. Generally speaking, illithids try to keep the racial mix of their thrall population limited to just one or two races, so as not to imperil their slave breeding programs.

Thralls do all of the menial work and physical tasks in an illithid community. They serve as work crews on community projects, bearers and accountants for illithid merchants, and personal lackeys to individual illithids. Thralls also fill out the ranks of an illithid population's military arm, defending the community against outside aggression and serving as the agents of destruction and slaughter when illithids make a bid for mastery of an additional territory.

Illithids, ever conscious of resource management, do not let the bodies of those thralls upon which they have fed go to waste; after all, living thralls require sustenance as well.

## Inter-illithid Relationships

Even though lawful and usually only encountered in a community of their fellows, illithids are highly individualistic and competitive—harboring an unseemly aversion towards the pooling of their mental powers. It is unclear why illithids avoid such psionic disciplines as convergence and rapport. However, it is likely due to the illithids' belief that when an individual mind flayer dies, it receives status within the hierarchy of the combined elder mind commensurate to its accomplishments while an individuated being. Thus, feelings of competition between others of their own race are commonplace among illithids. Of course, competitive urges are not allowed to stand in the way of the greater good; where individual action fails, the lawful illithids utilize the binding rules of politics to unite them.

A combination of seniority, accomplishment, and psionic power determines standing among illithids. As an illithid advances in these areas, its standing rises among its own faction—and thus within the political structure of an illithid community.

However, an equality of attitude exists even among

illithids of different standings; these creatures do not demonstrate any outward sign of deferential behavior toward their superiors. Such behavior is only for thralls. Of course, within their hierarchical structure, illithids of lower standing must obey higher ranking members of the same faction or a commandment that comes down from the supreme illithid ruling body (see below).

## The Elder Concord

Illithids are ruled by the dictates of the Elder Concord. The Elder Concord has the power to set community goals, arrange for the execution of these goals, arbitrate disputes between illithids, and take care of all other details important to the ruling of a community. The Elder Concord consists of senior illithid representatives from each of the recognized factions (translated better as Creeds) that exist within the community.

In its role as shepherd of the community, an elder brain is privy to every decision made by the Elder Concord. In addition, it has the power to propose courses of action for debate, place tie-breaking votes, and, most importantly, veto courses of action with which it does not agree.

Every illithid community has an Elder Concord. When the goals of more than one illithid community overlap, the two or more ruling concords in question form a temporary body referred to as a Grand Elder Concord. This body oversees the execution of the pertinent objective. The Grand Elder Concord remains viable as long as its primary goal remains unrealized. Once it achieves its objective, it dissolves.

## Aedileators

Within its sphere of influence, the Elder Concord elects various illithid officials, called aedileators. Though not members of the Elder Concord, these officials report to that body and are responsible for running the day-to-day affairs of the community. Each particular aedileator has the power to draw excess thralls from the general thrall pool to accomplish its tasks. Individual aedileators are variously responsible for public order, repairing or building public works, and handling disputes between individual illithids—to name a just a few of their important roles.





## Quastors

The Elder Concord also elects officials, called quastors, that are responsible for a community's finances. Quastors hold and account for the funds available to an Elder Concord. Normally such funds stem from the dues each Creed must pay in order to remain a recognized faction. However, activities directed solely by the Elder Concord sometimes prove profitable as well. Specific Creeds also elect internal quastors to see to their individual finances.

One oft-recurring duty of a quastor involves the dispatchment of illithid merchants to various underdark communities (not necessarily confined only to other illithid communities). These merchants trade for specialized merchandise and rare materials. In fact, sages speculate that certain less-than-scrupulous thrall races engage in an illicit brain trade.



## Vigileators

Vigileators are those officers chosen by the Concord to direct the security of an illithid community. Illithid security forces normally consist of three bodies, each of which is responsible for a particular security concern: internal order, military offense and defense, and intelligence. A single vigilator heads each security branch.

Illithids elected to fill a particular official position must put aside any Creed affiliations for the good of the community as a whole. Any illithid demonstrating a Creed-based bias in the execution of its duties loses its position and standing within the community immediately. Of course, Creeds can legitimately attempt to influence an official's performance through its representative on the Elder Concord.

Generally speaking, elected officials are chosen from Creeds whose ideologies most closely resemble the thrust of the particular duties in question.

## Creeds

Unknown to most surface dwellers—or even other underdark denizens—illithids group themselves into factions, called Creeds. Membership in a Creed can be a very important thing for an individual illithid, as representatives from each faction make up an Elder Concord.

Illithids with strong opinions on a particular subject, or those mind flayers with specific philosophies, usually join one of the various Creeds available within a community—although it is by no means necessary that every illithid belong to an objectified group. In many cases, an illithid may hold beliefs that coincide with more than one Creed; however, most Creeds require their members to retain affiliation with one ideology.

An Elder Concord “recognizes” the various Creeds and suffers their existence—if they pay a periodic due to the ruling body. Each Creed pursues a particular agenda, or aligns itself with a distinctive philosophy, that it feels to be of special significance. Although in most cases the objectives of one Creed have absolutely nothing to do with the goals of another, there are cases where agendas compete. In fact, two or more Creeds may sometimes work at cross purposes.

The various Creeds each take a distinctive symbol identifying their core beliefs. This symbol is a variant of the four-level qualith used for the written language of the illithid (see page 56).

However, each symbol contains two additional levels, for a total of six lines. Perhaps such symbology came about as a result of ulitharid influence?

The following section details the more common illithid Creeds and identifies a few that exist at the fringe of illithid culture. All Creeds do not have a presence in every community. However, large and wealthy Creeds attempt to seed agents in many communities. Scholars have not as yet identified all of the illithid Creeds; additional Creeds exist other than those described here.



### The Creatives

The Creative Creed consists of illithids whose chief desire lies in the research and creation of novel psychic disciplines, psionic items, and new technology. Illithids joining this group believe that only through continual creation can the race as a whole advance and eventually master the universe. Of course, the personal thrill of research and discovery is the main stimulus that drives the majority of this Creed's members.

Under ideal circumstances, the Creative Creed maintains a primary research lab within its community where various members can congregate to pursue their private

and joint research. This facility also houses the successes (and failures) of past projects in sealed vaults.



### The Awaiters

The Awaiter Creed consists of illithids that eschew rapid scheming in favor of cohesive planning. Only after an Awaiter patiently calculates every possible factor does it put a proposed plan in motion.

In general, most Awaiters feel that their race is too rash. These illithids seek experiences in a multiverse of continual flux.

To hurried perception and understanding, the cosmos seems chaotic. Awaiters, however, believe that Law—the order that enforces all change—guides the chaos.

Illithids claiming the symbol of this Creed are usually impartial to other philosophies beyond that of calculated action, and they often find themselves elected by the Elder Concord to fill aedileator positions because of this trait. Awaiters are usually the impetus behind the most diabolical of illithid schemes.



### The Possessors

The Possessor Creed holds that wealth is the single most important element in achieving utter dominance. Simply put, great wealth equals great power. With enough wealth, an illithid can unbar any door, unearth any secret, and contract any service imaginable.

Upon obtaining sufficient resources, Possessors construct mighty vaults in which to store their cash reserves. These vaults are marvels of security; only the foolhardy would attempt to slip past their many guardians, traps, and psionic deadfalls. Generally, the Elder Concord leases a portion of a vault (in lieu of requiring periodic dues from the Possessor Creed) for the storage of their own reserve. The debate rages in every community as to whose reserves are larger—the Elder Concord's or the Possessor Creed's?

In addition to the vaults, Possessors often sponsor a group of ambitious illithid merchants that ventures forth into the underdark to engage other races in trade—even though these races are but thralls in waiting. In this way,



illithid merchants import many items normally unattainable within an illithid community due to lack of specialization (or failure to retain thralls that possess the requisite specialization or skill).

These merchants usually sell the imported products at the Bazaar—a profitable business venture also sponsored by the Possessor Creed. Of course, the Elder Concord allows the Possessors to sponsor the Bazaar for the trade it engenders. The ruling body turns a profit every time it sends out trade missions targeting specific rare materials essential to an entire illithid community.

It goes without saying that Possessors make ideal quastors, and it is often the case that other Creeds contract individual Possessors to serve in that capacity for their particular faction.



### The Tamers

The Tamer Creed believes that military might is the most important factor in the future mastery of the multiverse. Tamers seek to impose their will upon the world through martial force alone—forswearing diplomacy, tricks, or alliance. These illithids believe so strongly in the importance of military might that some members actually train in the warrior disciplines. Such warrior-trained illithids sacrifice some ability in the psionic arts; however, they believe that this sacrifice is more than paid back through the acquisition of tangible fighting ability. Tamers are often elected as vigileators, serving the entire community with their fanatic insistence on martial dominance.

Under ideal circumstances, the Tamer Creed maintains a martial facility where members meet to discuss the philosophy of warfare, to devise novel tactics, and to train fervently in the arts of war. Facilities that offer such training generally sport a small arena, where illithids can gain martial experience by fighting against slaves.

One of the most important duties relegated to the Tamer Creed is that of providing a sound defense against githyanki hunting parties and rakkma (githzerai hunting parties). These former thrall races continue to

nurse an undying hatred toward mind flayers, and they go so far as to organize illithid hunting forays. It lies in the best interest of each mind flayer community to remain ever vigilant against the possibility of an attack from one or both of these vengeful groups.

### The Thorough Biters

The Creed of the Thorough Biters gains its name from its peculiar credo: Life Is Biting Through. Thorough Biters believe that illithids can learn new concepts only through failure.

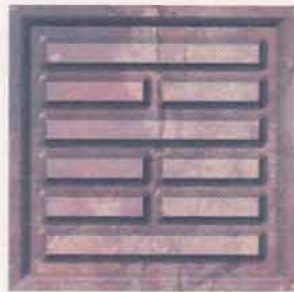
For a Biter, the multiverse is lawful. However, this order remains inscrutable to most beings, and it pulls the multiverse in unfathomable ways. When an illithid acts, it does so in accordance with the lawful macrocosm. Yet an illithid can never really know the entire consequences of its actions. Acknowledging this failure through the observation of an action's effects affords the observant illithid with an opportunity to learn. The next time the illithid in question encounters a similar problem, it will choose the proper course of action.

Members of the Creed of Thorough Biters, unlike most illithids, have a sense of humility—although they regard this sentiment simply as a vehicle for learning. Thorough Biters evidence the least amount of the racial “frustration” so common among illithids because of their unique perceptions about failure. The Elder Concord accords special attention to the opinions of this Creed, as their opinions are generally reasonable.

### The Nourishers

The Nourisher Creed believes that an illithid community's thrall population is its most precious resource. Nourishers treasure their thralls above all else and do not take for granted the many chores that thralls undertake for the improvement of the illithid race. Of course, all illithids recognize the importance of thralls; the Nourisher Creed merely seeks to promote the significance of the thrall in contrast to all the other special interests and Creeds on which other illithids attach their hopes.

Nourishers often maintain the facility that houses the general thrall pool; this Creed's devotion to the thralls seems most suited to such duties.





## The Abysmal

The Abysmal Creed feels that the terror and disgust all other races feel toward the illithids serves as an ideal tool for the promotion of illithid policy. This faction proposes that illithids consciously promote this perception at all times. If other races sufficiently fear the illithid threat, they are more likely to give way to illithid dominance—accepting the fact of their thralldom once and for all.

The Abysmals draw strong dissent for their opinions among other illithids, although from time to time the viewpoint of this Creed wins through. Certain illithid enterprises are colored with the Abysmal's core philosophy: Perform an action in a way that generates as much horror as possible in all nonillithids affected by the enterprise.



## The Influencers

The Influencer Creed concerns itself with the unearthing of secrets and the swaying of opinions through indirect methods. According to an Influencer, riches, psionic power, and military might avail nought in the absence of exact information regarding a specific goal.

Such information gathering goes hand-in-hand with the creation of a web of influence which best channels the direction of an enemy's response to perceived threat. Many a thrall city has fallen due to insufficient preparation in the face of an illithid threat; the lack of preventative measures in these cases falls solely at the feet of Influencer agents.

Influencers often lead vigilante intelligence gathering operations. Influencers normally maintain a small complex where Creed members train in the arts of infiltration and spying.



## The Darkeners

The Darkener Creed embodies the illithid race's hatred of sunlight (as illustrated under "Beliefs" above). Illithids know that their bodies are best suited to cool darkness and revealing shadow. Thrall races would crumble before the illithid presence if the advantage accorded to them by universal whim were extinguished.

Darkeners are a prominent Creed in almost every illithid community. Members maintain a central facility where they—as well as some members of the Creative Creed—labor long and hard upon various schemes that might some day provide a viable method to achieve their dark ends. In addition, Darkeners often employ Influencers to search among thrall races for any means of extinguishing suns.

Unfortunately for them, Darkeners are generally unsuccessful in their efforts to put out the light. Suns are vast, burning balls of volatile energy; simple psionic abilities (or magical spells) do not have the sheer power to affect such embedded structures of the cosmos. Still, Darkeners continue their age-long research into extinguishing natural sources of sunlight.

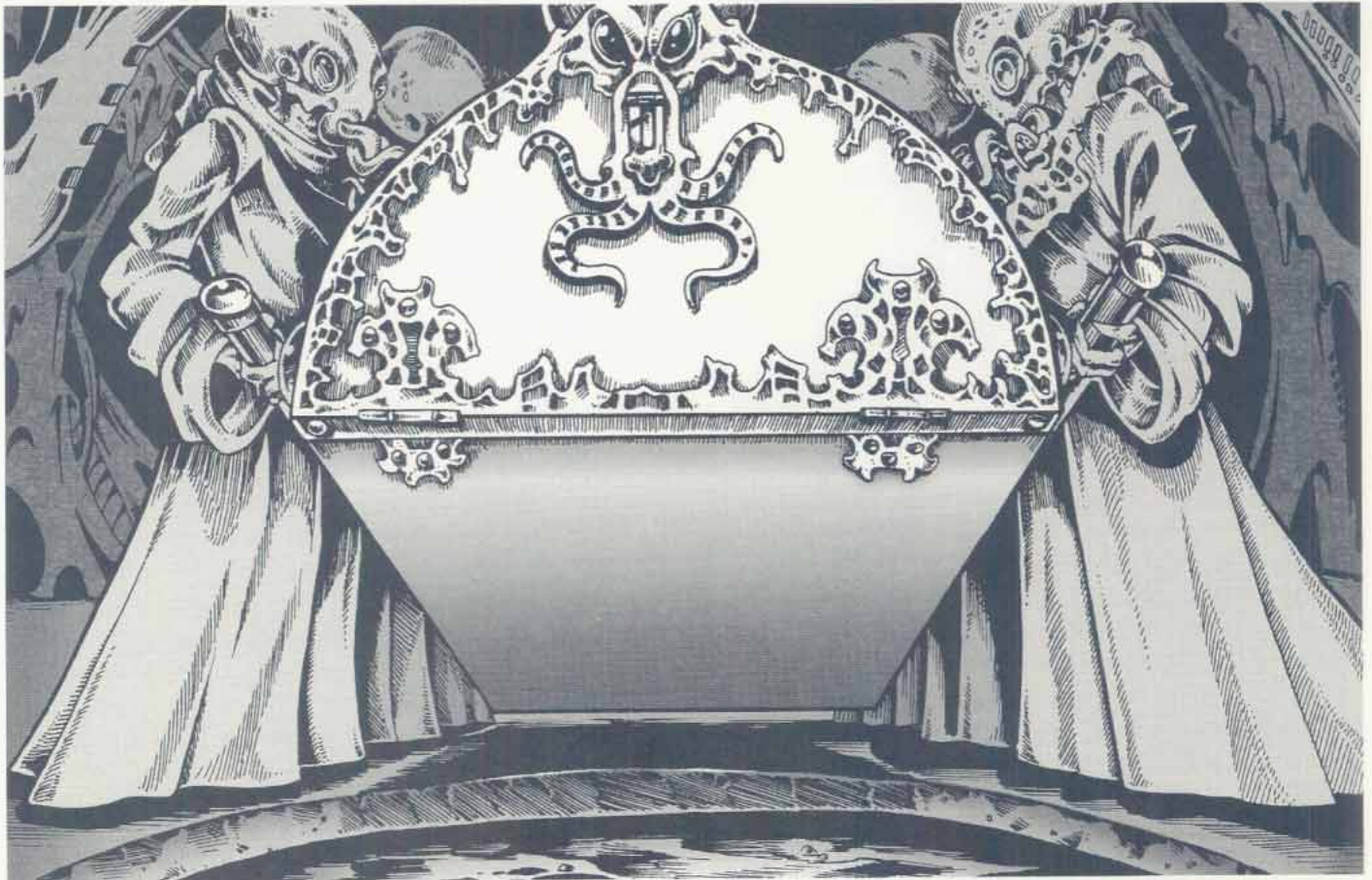


## The Gatherers

The Gatherer Creed constantly ruminates on why the illithid race splits its efforts so widely between so many communities. They ask, "Wouldn't our purposes be better served if we consolidated our

strength, gathered together our far-flung communities, and amassed such power as would cause all other thrall races to acknowledge us as the one and true master race?" Gatherers feel that disparate communities splinter illithid power in almost every area—including psionic research, military might, and regional domination.

Unlike many other Creeds, the Gatherer Creed is a single organization, even between communities. In this way, vocal proponents of community fusion can coordinate their efforts among various Elder Concorde. To date, the Gatherers have made little progress. It should be noted, however, that in almost every case, the Gatherer Creed has organized the meeting of a Grand Elder Concord.



## The Arisers

The Ariser Creed believes that mind flayers should push their domination upward to the surface world—despite the hindrance of sunlight. Arisers think that by limiting themselves to just half of the entire world (the subterranean half), illithids are effectively resigning themselves from ever holding complete world dominance. These mind flayers feel that waiting for the Darkeners to extinguish the sun will delay an illithid attack until it is too late. Worse, they may never evolve such a method—in which case the illithid race will never realize its destiny.

Arisers spend a large portion of their time developing equipment that allows illithids to move in as unhindered a manner as possible while in full daylight. They also plan domed communities, illithid surface colonies protected from the raging light of the sun.



## The Venerators

Venerators are illithids that directly revere and represent the interests of Ilsensine. In fact, these Creed members function as priests and acolytes of Ilsensine. Most mind flayers are content to develop personal

psionic might and look forward to integration with the elder brain at their death. The Venerators, however, give their lives to Ilsensine and reap the benefits of service to the Tentacled Lord (see Chapter 4: History and Theology for more details).

The Venerator Creed makes a point to spread its membership to as many different communities as possible for the “Glory of Ilsensine!” However, there are certainly some communities where illithids cannot channel a spell from the illithid deity.

Those communities “blessed” by the Venerator Creed’s presence possess temples dedicated to Ilsensine. Here the faithful can offer up their reverence to the self-proclaimed god of the illithids.

## Illithid Social Customs

Like any other creatures, illithids engage in a variety of practices and customs unique to their own mind set. Other races may cringe at the illithid way of life, but to a mind flayer, its community life is rich and rewarding.

## Coming of Age

Following ceremorphosis, an illithid possesses the size and bearing of an adult; however, its mental development is far from complete. A young illithid’s mind is not as blank as that of a newborn thrall. The psionic web provided by the elder brain and other illithids of the community educates the mind of a young illithid while its body finishes transforming. Still, there are certain things that only experience can teach. The two most important are the domination of a thrall and the consumption of a brain; usually, the two go hand in hand.

A young illithid must consume a brain within one month of its ceremorphosis or risk starvation. When the time draws near, the hungry illithid is brought to a balcony overlooking the general thrall pool maintained by the Nourisher Creed. With the encouragement and support of its peers—and at least one overseeing adult illithid—the youngster selects a likely thrall and psionically commands it to ascend to the balcony. When the thrall reaches the balcony, the young illithid gobbles its first feast. When the grisly scene plays out, the youngster officially comes of age; it can legitimately make its own way in illithid society.

## Joining the Elder Brain

Illithids do not speak of dying, but of Commencement. An illithid does not face oblivion or some spiritual communion with its deity after death. Rather, it experiences union with the elder brain, a state of existence where its mind and abilities will last for all time—or so each illithid believes. Thus, the death of a fellow illithid is not a time of sorrow, but a time of celebration and envy.

When an illithid dies far from its home, its fellows immediately extract its brain and preserve it against further decay by applying some briny fluid from the pool of the elder brain. Because this is such an important facet in the Commencement of an illithid, all mind flayers traveling abroad carry vials of this fluid for such occasions. The return of an illithid’s preserved cerebral matter to its community is always a prime goal of illithids carrying such a burden.

When an illithid dies within its community (or after a preserved brain returns from abroad), the creatures hold a short ceremony at the edge of their elder brain’s pool. The deceased’s peers congregate to watch the elder brain’s decision to accept or deny the new gray matter



into itself. If the elder brain accepts the now-deceased mind, it mentally welcomes the new addition with loving endearment. The brain of the deceased then descends into the pool via telekinesis.

Once deposited, a pseudopod of the elder brain itself engulfs and absorbs the free-floating gray matter. The living illithids then mentally hail their elder brain, wherein all one day hope to reside, and leave the chamber to celebrate the successful union through a variety of illithid entertainments.

## Entertainment

Entertainment of various sorts occurs often in illithid culture—although mostly at their thralls' expense.

### Dominance Tournaments

Most scholars know that illithids enjoy pitting their thralls against each other in gladiatorial arenas; the truth of the matter, however, is subtler. While it is true that thralls compete against each other in mortal combat, each combatant is actually under the complete psionic control of an illithid competitor (or a member of the Tamer Creed just beginning to train in martial arts). Illithid competitors "ride" their favored thrall champi-

ons in a manner analogous to the way surface-dwelling jockeys ride their horses. In dominance tournaments, however, illithid competitors face off against each other suspended on stone platforms high above the actual field of battle. Each competitor is linked to its champion so that taste, touch, feel, and other thrall sensations are immediately available to the illithid controller. The dominated thralls fight to the death under the complete control of their illithid "riders."

Large audiences of noncompeting illithids view the spectacle through special psionically attuned crystals strategically placed around the arena. These spectators wager on the success of favored illithid competitors.

### Performance Eating

One of the most popular entertainments in illithid culture is performance eating, a psionic pastime where taste-linked audience illithids share in the artistic consumption of a thrall's brain. Each performance eater is a gourmet—an illithid (usually a Nourisher) specially trained to exact the most delightful prelude to the meal, and then to evoke every pleasing environmental factor and tasty nuance during the actual consumption of a thrall's brain. Such performances usually occur in small auditoriums set aside especially for performance eating.



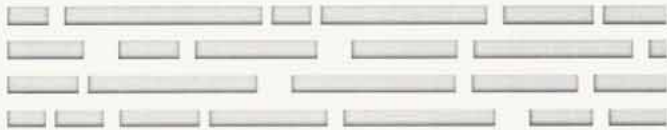


## Nonpsionic Communication

Illithids far surpass most other races in their ability to communicate mind to mind. Still, they are hyper-intelligent beings, creatures that realize the advantages of other forms of communication.

### Qualith

Putting their prodigious minds to work, the illithids devised a system of writing based on texture and touch. This writing, called qualith, attempts to capture the essence of the immersive telepathic contact normally used for communication. The qualith utilizes four levels of logic simultaneously: four striated lines, each alternately solid or broken, along which illithids run their tentacles in order to perceive meaning. Thus, a typical line of illithid text carved into a rock wall or punched into stiff parchment could look like the following:



Nonillithids find this language fiendishly hard to understand. Only those creatures employing a tentacle or appendage on each of the four lines have any chance to grasp its full meaning, as each line of the “text” modifies the meaning of the other lines. Thus, the complete meaning only materializes in the gestalt presented by all four lines together.

Rumors exist of rogue mind flayer communities that experiment with magic and spells—a thoroughly detestable and unnatural event by the lights of the illithid majority. Such communities have supposedly developed qualith into a simpler, less rigorous, true written language in order to investigate the mechanics of spell memorization and casting.

### Illithid Sign Language

This medium, developed by the Tamer Creed to stymie psionic eavesdropping from rakkma and other illithid foes, utilizes a highly complex form of sign language. This language engages all four of an illithid’s tentacles. While not as rigorous as the engraved form of qualith or as far-reaching as psionic telepathy, illithid sign language has the advantage of being undetectable by eavesdropping or psionic bugging; even those creatures viewing it are unlikely to interpret the meanings of four rapidly signing tentacles.

## Illithid Names

Illithid names are more complex than those of creatures using only one-dimensional sounds to communicate and to convey concepts. The very nature of psionic telepathy allows true telepaths (such as illithids) to garner far more from a simple name. To nonillithids, an illithid name impinges upon only the portion of the brain used to assign meaning to such things.

Thus, an illithid name may seem no more complex than the name of any individual from a foreign culture. Names such as Drukt, Sard, Sult, Aurangaul, Ralayn, and S’venchen do not sound exceptionally different from Branwen, Jon, or Marta. Of course, the psionic referencing of a mind flayer’s name conveys a multitude of additional information to an illithid—including age, status, Creed, and psionic ability.

Even though elder brains are conglomerate minds, they do possess personalities of their own. In fact, many elder brains take names when they first form. These names may be some derivation of the prime minds that make up their core personalities. However, elder brains often take enigmatic names that suggest feelings, events, or even states of mind. In an economical manner, illithid communities take their name from their elder brain.

## Outcasts

Illithids almost never leave their communities permanently—whether voluntary or not. Sometimes, however, an illithid may grossly violate the tenets of its own species or even its Creed. In such cases, the community or Creed brands it a traitor. Generally, these traitors are executed immediately, but some do manage to escape.

Running away from the community and the elder brain is not something an illithid in its right mind would ever do, death sentence or not. Therefore, fleeing illithids are probably deviants and may have strong desires to learn magic.

Strangely enough, mind flayers denied the possibility of later communion with the elder brain usually end up worshipping Ilsensine—probably in hopes of finding an eventual home for their outcast spirits. However, it is equally likely that illithids in such straits will seek out the secret of immortality first through magic alone, but finally through magical preservation of their bodies. These creatures become blasphemous monsters, completely at odds with all that normal illithid culture holds as true and right. Illithids call these foul creatures illithilichs or alhoons.



## Illithids and Undead

Illithids are masters of the mental sphere; therefore, all creatures that walk on, below, and between the worlds are subject to the wiles, whims, and dictates of the masters. All creatures, that is, except the undead.

Undead—those creatures whose spirits have fled for higher (or lower) realms—are “mindless” and do not impinge at all upon the mental plane. However, the foul power of necromancy allows their bodies to act with dark purpose, echoing failed endeavors and cheating death by substituting animation for vitality. Both lesser and greater undead share the same terrible trait: They are invisible to illithid mental perception and immune to illithid mental domination.

As if to add insult to injury, undead do not radiate infrared heat like every other animate creature. Rather, they mirror the temperature of their surroundings like

chameleons, thus rendering themselves nigh undetectable to the infravision capabilities of illithids. Only by reflected infra-light, can illithids notice these creatures. Unfortunately, illithids can only spot undead under these conditions at a distance of 20 feet—when it is too late for appropriate action.

It is true that most races fear and loathe undead, but such fear is nothing compared to what an illithid feels when confronted with these damnable creatures. So used to the mastery of others with a thought, illithids tremble when they encounter unassailable minds. Unfortunately for mind flayers, undead are utterly and completely immune to psionic manipulation by their very nature. To an illithid’s way of viewing things, it appears as if undead were created long, long ago just to thwart illithid dominance. It is unlikely that such a belief has any validity, but regardless of the truth, undead are

everpresent threats to all living creatures—particularly illithids.

The report of undead in the vicinity of an illithid community has a unifying affect on all illithids threatened by the news. These creatures shelve agendas and temporarily settle disputes while they hatch plans to eradicate the threat as quickly as illithidly possible. Eradication is usually accomplished through the use of a hardened group of loyal (conditioned) thralls—creatures better able to deal with the psychological trauma of facing a mindless creature.

## Illithids and Githyanki

Besides an encounter with undead, there is little that illithids fear. That is not to say that these creatures have

no enemies. However, illithids see this as a natural function of a universe filled with ignorant thralls that do not know any better than to snap at the hand of their eventual masters.

Perhaps no other creatures demonstrate this better than the githyanki and the githzerai. As noted in Chapter 4: History and Theology, these distinct humanoid races were once unified under illithid control. In a fashion still not completely understood by illithids even today, the gith threw off the yoke of illithid control and attained independence. Unfortunately, thousands of years later, both races continue to harbor ill feelings towards their former mentors.



## Illithid Hunting Parties

Illithid hunting parties are usually led by a 7th-level githyanki "knight" (note special powers) carrying a *silver sword*, a spellcasting githyanki "warlock" of 5th level, and nine 3rd-level githyanki warriors. There is a 35% chance that one or two (1d2) red dragons accompany such a group.

**Githyanki knight (7th-level fighter):** AC -3; MV 12; hp 70; THAC0 13; #AT 3/2; Dmg 1d10+1 (+1 two-handed sword); SA psionics, paladin-like abilities; SD paladin-like abilities; SZ M (6' tall); ML Elite (14); Int Genius (17); AL CE; XP 7,000.

**Notes:** Githyanki knights have all of the powers and abilities of a human paladin—except these powers are turned toward evil. They can also *plane shift* at will.

SA—*command undead*, *detect good*, *cause disease* (once per week), *protection from good*, and *cause wounds* (2hp/level once per day).

SD—Immune to disease, +2 bonus on all saving throws.

**Psionics Summary:** #AT 1, MTHAC0 12; MAC 7; Lv 7; PSPs 1d100+150; **Psionic Attacks** All; **Psionic Defenses** All; **Psionic Disciplines** levitation, body equilibrium, probability travel, teleport, domination, awe, and ESP.

**Githyanki warlock (5th-level mage):** AC 8; MV 12; hp 40; THAC0 19; #AT 1; Dmg 1d6 (staff); SA psionics, cast spells as 5th-level mage; SZ M (6' tall); ML Elite (14); Int Genius (17); AL CE; XP 2,000.

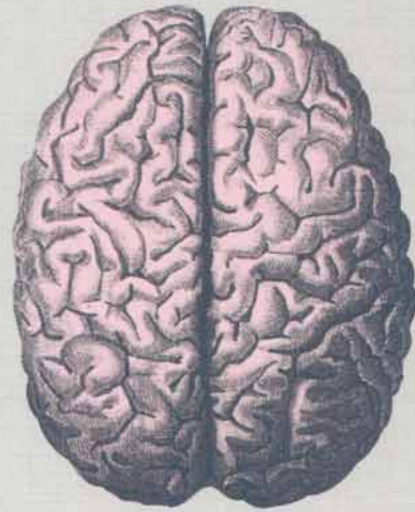
**Notes:** Githyanki warlocks can plane shift at will.

**Psionics Summary:** #AT 1, MTHAC0 14; MAC 9; Lv 5; PSPs 1d100+150; **Psionic Attacks** All; **Psionic Defenses** All; **Psionic Disciplines** body equilibrium, probability travel, teleport, and ESP.

**Githyanki warrior (3rd-level fighter):** AC 0; MV 12; hp 30; THAC0 18; #AT 1; Dmg 1d10 (two-handed sword); SA psionics; SZ M (6' tall); ML Ave (9); Int Exceptional (15); AL CE; XP 975.

**Notes:** Githyanki warriors can plane shift at will.

**Psionics Summary:** #AT 1, MTHAC0 14; MAC 9; Lv 3; PSPs 1d100+150; **Psionic Attacks** All; **Psionic Defenses** All; **Psionic Disciplines** probability travel, and ESP.



## Mind Rip

(telepathic devotion)

MAC: 2      PSP Cost: 25/4

Range: 30 yds.      Area of Effect: Individual

When a githzerai successfully employs mind rip against an opened nonpsionic mind, a ravaging claw of mental energy temporarily rips away 1d4 points of the victim's Intelligence. Creatures affected by this ability regain lost Intelligence points at a rate of 1 point per hour. However, targets drained to 0 Intelligence die immediately as their brain and body shut down.

When a githzerai successfully employs mind rip against a psionic target whose PSP pool has been exhausted through mental conflict, a savage talon of mental energy *permanently* rips one psionic ability from the target. The DM should randomly choose the affected ability.

When an integral portion of a being's mind—such as a psionic ability—is messily ripped out without regard for precision or technique, the victim experiences a certain amount of pain. Thus, a creature losing a psionic ability also suffers 3d6 points of damage as searing, mental flames wash across the back of its head.

Githzerai that successfully use mind rip to claw away a psionic ability from another creature must refrain from using it again for at least 24 full hours, lest they lose control of the mental energies required for such an invasive attack. Such loss of control indicates a 65% chance that the githzerai will permanently lose one of its own psionic abilities.

Githyanki, under the command of their foul lich queen, constantly form groups of illithid hunters that seek to scour the planes free of illithid influence. Apparently, every githyanki warrior must serve time in an illithid hunting party for personal training. In this way, githyanki warriors claim some of the same experiences as their forebearers who warred against the mind flayers for their freedom. These hunting parties possess an incredible knowledge of illithid tactics, habits, and powers. They are also aware of the capabilities of mind flayer thralls.

Despite the earlier noted illithid nonchalance, illithids truly fear these hunters, and they take extra precautions to conceal and protect themselves. The information given in "Illithid Hunting Parties" reflects an average githyanki hunting party.

## Illithids and Githzerai

Githyanki are not alone in their perpetual quest for vengeance against the illithid race; the githzerai also experience a burning rage yet to be quenched in illithid blood. Like githyanki, githzerai organize themselves into bands whose only purpose is to slay illithids. They call these bands *rakkma*, or hunting parties.

The githzerai have developed a very deadly psionic science specifically for use against mind flayers. Based on their own ancient encounter with an enigmatic being known only as *Khulgar the Mind Ripper*, the githzerai affectionately call this psionic ability the *mind rip*.



# An Illithid Community

*The tunnel walls press close, slick with humidity. Bas-relief on the walls, ceiling, and floor suggest cozing swells of gray matter—ganglionic tendrils, and tentacles. Small alcoves containing wading pools filled with a languid, brine-smelling fluid branch off the main passage at irregular intervals. A four-line striation runs along both walls at approximately head-level, enigmatic in its regularity, but somehow suggesting terrible secrets to the flinching eye.*

*—from the journals of  
S. Wakeman.*

Whether illithids are world bound or range widely in the depths of wildspace, they retain a racial preference for communities protectively built deep below the surface of a world or asteroidal body. Thus, these creatures maintain a certain conformity of architecture between their communities.

## Abstemious

The text below details a typical illithid community shepherded by the elder brain Abstemious. While illithid communities vary according to the world upon which they reside—and upon the extant Creeds making up the Elder Concord—many of the features described below are almost universal among mind flayer cities. The community of Abstemious exists deep in the bowels of the underdark, fairly distant from immediate threat of other subterranean races. However, a colony of derro

lives close enough for the occasional skirmish. Abstemious contains about 200 illithids and approximately 500 thralls—bringing the total population to around 700 individuals. Unless noted otherwise, game statistics for illithids and their minions can be found in Chapter 8.

The outer facade of the community houses the thrall population, while deeper areas contain the bulk of the illithid population. These deeper areas have an outer and inner ring. The outer ring connects to the thrall caverns. However, there is no physical connection between the outer and inner ring; the inner ring is accessible only through the psionic (or magical) twisting of space-time. The edge of the inner ring contains the bulk of the illithid community and is dominated by an axial plaza (communities larger than Abstemious might boast several axial plazas). The rest of the inner ring houses areas of extreme importance to all illithids—including the pool of the elder brain.

All areas are numbered consecutively from **area 1** to **21**. However, the three separate maps included in this chapter show various levels of detail.

## Chapter 6

The Abstemious cross-section map illustrates the connection between the two detail maps: The Outer Ring map and the Inner Ring map.

### 1. Entrance Cavern

At least two winding underdark passages open into this gargantuan fissure created through natural geologic process. The ceiling is home to hundreds of damp stalactites that continually drip condensation to the floor below. The cavern's floor holds a large village of grimlock thralls—although illithid control is not immediately evident to the casual eye. In spite of the vigilance of the grimlocks housed in guard towers (**area 2**), the psionic awareness exerted by the elder brain usually notes the presence of approaching intruders. Abstemious detects all unshielded minds within the entrance cavern and down each approaching underdark passage, to a distance of 300 yards.

# Abstemious Cross-section



## 2. Guard Towers

Two 30-foot-high guard towers cover each of the underdark passages that opens into the entrance cavern. At the behest of their illithid masters, grimlock thralls built these rough towers from stone blocks mined from the floor of the cavern itself.

Each guard tower has a crenelated platform at its top and two lower stories. Four grimlock sentries constantly stand upon the platform of each tower, vigilant against foreign intrusion (guard duty follows rotation among all billeted within the tower). In addition, 12 other grimlocks stand watch on the lower storeys of each tower. If

intruders cannot legitimately account for their presence, the sentries sound a gong loud enough to alert every grimlock in the cavern.

The chambers are bare of all but personal weapons, provisions, and moss cots.

### 3. Grimlock Village

This cavern is home to a large population of grimlock thralls. Crude domes, rough buildings (enough to house approximately 200 grimlocks), and all the accoutrements of a sizeable subterranean village appear in the cavern. The village consists of a hunting lodge, a nursery, several huts (housing 2–5 grimlocks each), a spring, large tracts of soil set aside for the production of edible moss and fungi, and a specially lined pen containing a small herd of gohlbrorn livestock (see Chapter 9 for more information on gohlbrorn). In addition, a stonemason, a leatherworker, a parchment maker, and a crude blacksmith exist within the village. A small rock quarry completes the set up of this sophisticated grimlock community.

Discriminating observers may note the apparent lack of a central authority. This is, of course, due to the fact that the grimlocks are not masters of their own fate. The

illithid have thoroughly conditioned the grimlocks living in this cavern to accept their servitude willingly. In fact, the thralls no longer require constant psychic domination; however, four illithid overseers do keep an eye on the grimlock “village” (see area 4).

The grimlocks living here serve as a first line of defense in the event that invaders attack the illithid community. In addition, these grimlocks function as skirmishers during periods of illithid aggression. Many of the thralls here often serve in the illithid community below, but return periodically to the cavern to feed and rest.

### 4. Inlet

This stone structure is crude but large. It seems benign from the exterior, but in fact it always holds four illithid overseers (wearing the symbol of the Nourisher Creed). The overseers stand duty shifts of six hours; they keep tabs on the activities of the grimlock village and pass warnings on to the elder brain in the event of a physical attack that somehow eludes the elder brain’s psionic surveillance.

This building also contains a secret chamber in its center; a small passage located in the floor of the cham-





ber leads toward the outer ring of the true illithid community. The door to this secret chamber is 10 feet high and 20 feet broad, allowing a large force to sally forth in case of an emergency. When closed, the door is difficult to detect, requiring a normal find secret doors roll. The rough tunnel beyond is also 10 feet high and 20 feet broad; it descends steeply toward area 5.

## 5. Checkpoint

Stout iron doors inset with narrow viewing grills guard either side of this large, artificial chamber. Within the chamber, a contingent of twenty 4HD grimlocks under the control of four standard illithids monitor the area. In the event of an attack, the mind flayers send mental communication to the elder brain; the elder brain, in turn, warns the entire community. Meanwhile, additional forces in area 10 mobilize and respond within five rounds.

The Tamer Creed also maintains its facility in association with this checkpoint (see area 9), as shown in the Outer Ring map.

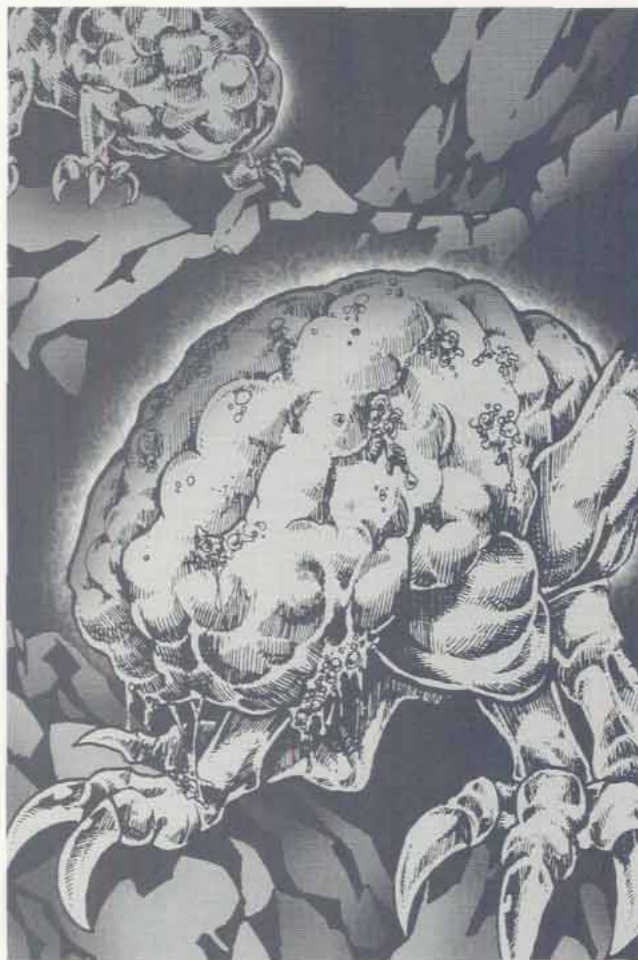
## 6. "Watchdogs"

This natural-looking cavern contains a small spring, hanging growths of dark fungus, and five intellect devourers hidden back amidst the fungus. These creatures feed on the ubiquitous empathic fungus, but they also supplement their diets with an occasional yummy brain.

The intellect devourers will not attack illithids, creatures escorted by illithids, or grimlocks. The intellect devourer watchdogs consider all other creatures fair game.

**Intellect Devourers (5):** AC 4; MV 15; HD 6+6; hp 30 (average); THAC0 13; #AT 4; Dmg 1-4 (x4) (claw x4); SA psionic abilities; SD +3 or better weapon to hit; SZ M (6' long); ML Fanatic (17); Int Very (11); AL CE; XP 6,000.

**Notes:** SA—The intellect devourer can attack physically



and psionically in the same round.

**SD**—The creature constantly emanates a psionic field (at no PSP cost) that renders it immune to normal and magical fire; this field also reduces its damage from electricity to 1 hit point per die of damage rolled. In addition, it is immune to weapons of less than +3 enchantment. Weapons of greater enchantment only inflict 1 point of damage per successful strike. Finally, a death spell is only 25% likely to succeed, but a *power word: kill* remains effective.

**SW**—A *protection from evil* spell keeps the intellect devourer at bay; bright lights and fires drive these creatures away.

**Psionics Summary:** #AT 1, MTHAC0 12; MAC 7; Lv 8; PSPs 200; **Psionic Attacks** ego whip (EW), id insinuation (II); **Psionic Defenses** intellect fortress (IF), mental barrier (MB), mind blank (MBk), thought shield (TS); **Psionic Disciplines** ectoplasmic form, body equilibrium, chameleon power, expansion, reduction, astral projection, domination, mindlink, aversion, and telepathic projection.

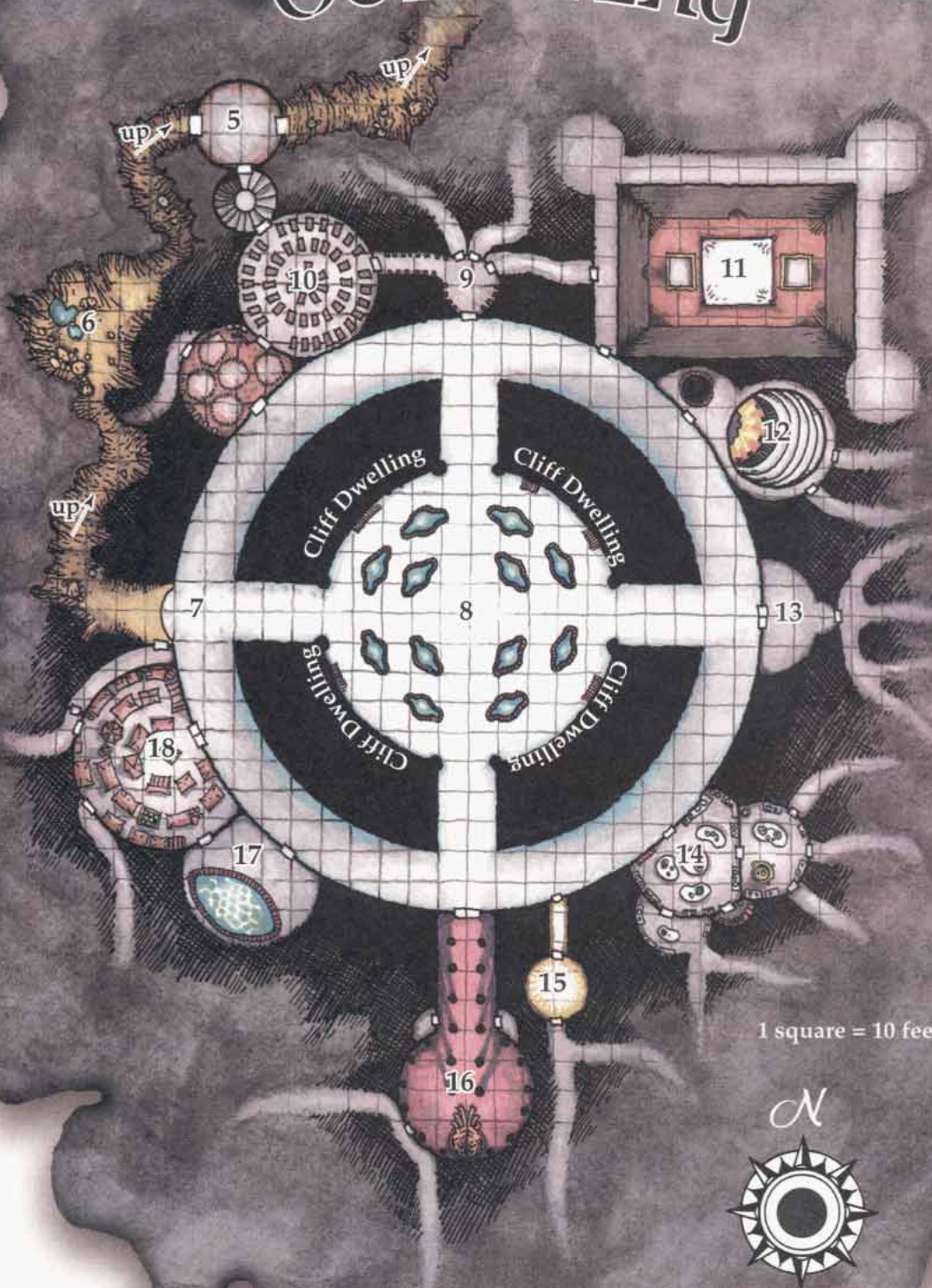
## 7. Outer Ring

The outer ring is shown on both the Abstemious Crossection map and in greater detail on the Outer Ring map. The corridor composing the outer ring is 20 feet wide and 20 feet tall; it completely encompasses the axial plaza and the illithids' private dwellings. It connects to those areas via four large passages.

As described in Wakeman's journal entries, this wide passage is humid and heavily carved with motifs not unlike those of exposed neural connections. Superimposed over the decorative carvings on the outer wall runs a continuous line of illithid qualith. The writing, unintelligible to non-illithids, gives precise directions to the various locations and facilities accessible on the Outer Ring.

Every Creed maintains its facility off the Outer Ring. Besides Creed facilities, the

# Outer Ring



6

1 square = 10 feet



various offices of elected officials (aedileators, vigileators, etc.) connect to the ring. The most important of these areas have their own numbered entry.

## 8. Axial Plaza

The central, or axial, plaza is a wide, high spherical chamber constituting the prime area of social congregation for the illithid population. The floor of the plaza holds a series of wide, shallow basins, where a lounging mind flayer might rest in comfort after long hours spent working in various capacities. Each basin has at least two or three eating-stocks overlooking it, so that hungry illithids need not stir from their pool in order to dine on gray matter.

Normally, 20–40 standard illithids can be found taking their ease and filling up on brain tissue in this chamber. Ten to twenty grimlock thralls also attend every need of their recumbent masters—while the unlucky ones find their heads in a stock.

The inward curving spherical walls and ceiling of the plaza hold dense evidence of cliff-dwelling architecture—the private domiciles of most of the illithid community. The community here is small enough to afford almost every illithid a dwelling with a balcony or window that opens onto the plaza. Very young mind flayers, however, inhabit those dwellings without a view of the plaza. The illithids can expand these dwelling as the needs of their community grow. See page 72 for a description of a standard illithid domicile.

Four large equidistant avenues lead off the central plaza. Each avenue contains a highly sculpted archway that shows groups of thralls working at various tasks for their illithid overlords. Each of these accessways leads directly to the Outer Ring and the facilities housed there. Hanging on a crystal chain from the plaza's ceiling is a 20-foot-diameter sphere of polished obsidian. This obsidian sphere does not give off light in the visible spectrum, but rather radiates strongly in the infrared spectrum—bathing the entire plaza in a warm glow visible to an illithid's perception.



## 9. Tamer Facility

The Tamers maintain a complex of chambers connected by locked iron doors. Members of this Creed oversee the combatants in the main Arena (area 11), watch over the thrall shock troops in area 10, keep armories filled with arms suited for both thralls and illithids, and maintain a private arena where illithids physically engage each other in duels and martial challenges.

Normally, up to 10 illithid Tamers work within the entire complex. Many of these individuals wear illithid-customized exoskeletons and tentacle-extensions (see Chapter 7: Illithid Technology). Ten to twenty 4HD thrall warriors also spend time here—often serving as sparring partners to these military-minded mind flayers.

## 10. Thrall Troops

This facility houses those utterly subjugated thralls that have received military indoctrination by Tamer illithids. These troops generally lay at ease on moss mattresses, but they always respond to an alert.

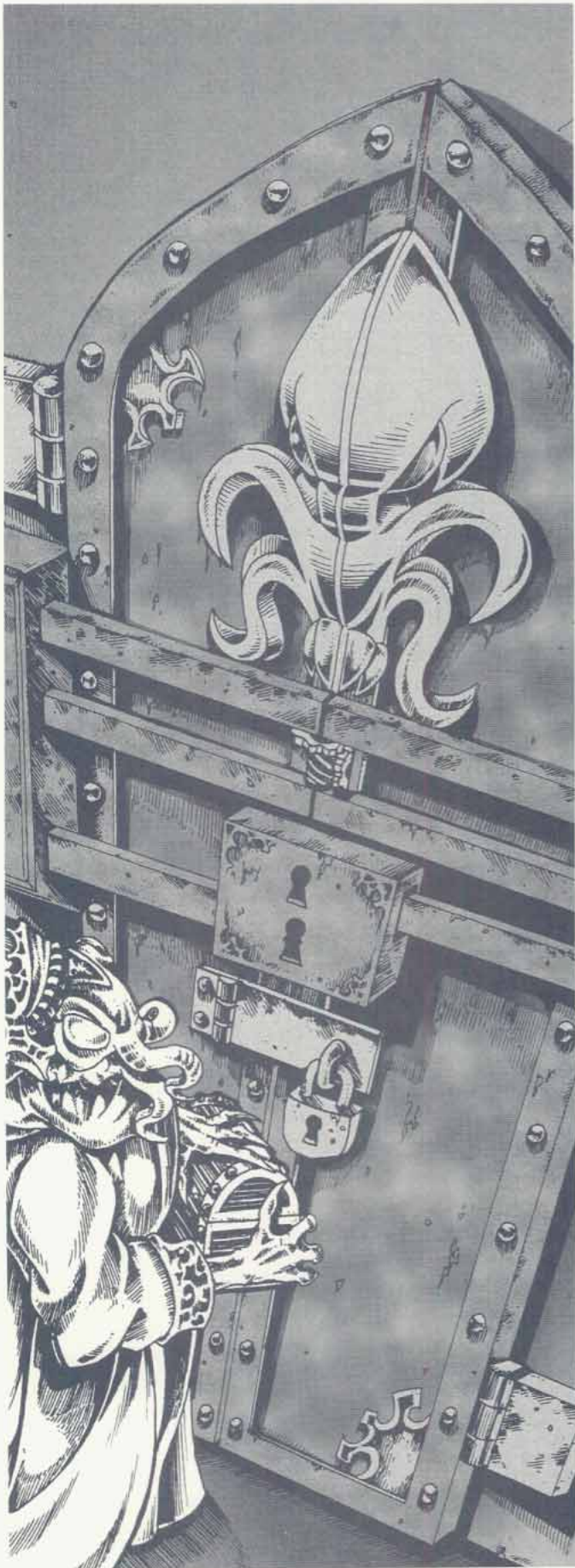
Under normal circumstances, thirty-five 4HD grimlocks serve as Abstemious' thrall troops. A particularly fierce ulitharid named Susk directly commands the thralls in the event of a conflict. This ulitharid has mastered the art of simultaneously attacking with all of its tentacles and a physical weapon. Susk possesses the statistics of a standard ulitharid, and he wears an exoskeleton suit and tentacle extensions. Susk also wields a two-handed psychic sword in melee (see Chapter 7: Illithid Technology for descriptions of these items). To its credit, Susk has routed more than one marauding band of rakkma githzerai.

## 11. Arena

The arena sponsors various competitions and dominance tournaments (see "Entertainment" on page 54). It contains many features similar to the gladiatorial arenas;



*D. Martin*  
1990



however, illithid arenas differ in that they do not provide physical seating for spectators. Instead, four wall-mounted (15 feet high and one to a wall) crystal orbs provide interested illithid viewers the opportunity to watch the spectacle telepresently. The orbs psionically relay visual and audio information to within 1 mile of the arena. Interested gladiatorial enthusiasts need only “tune in” psionically to catch a dual between their favorite competitors.

In the case of dominance tournaments, the competitor is most likely an illithid. The current favorite in Abstemious is an undefeated “rider” called Mrenden. This gladiator is a standard illithid of the Nourisher Creed. Though incredibly ferocious, the illithid champion wears a colorful red jumpsuit during its competitions.

## 12. Nourisher Headquarters

The nourishers run this cavern complex, where they supervise the general thrall pool and host performance-eating events in a small theater. Performance eating, despite its name, serves a real purpose in the illithid community. Just because illithids only need to eat a single sentient brain in a month, doesn’t mean they don’t crave many more. By sitting in on a taste-linked eating performance, illithids vicariously enjoy a full meal without the need to bloat themselves or undercut thrall resources.

The general thrall pool exists at the bottom of a 40-foot-deep shaft with glass-smooth walls. Brasker, the pit overseer, deposits and removes thralls from their filthy warrens via telekinetic powers. Brasker possesses the statistics of a standard illithid and has an exceptionally strong telekinetic ability. The illithid also keeps the thralls supplied with minimum amounts of water and food. Thankfully, the food is plentiful, if raw—though new captives are often too squeamish to eat what remains after an illithid has extracted its own nourishment.

The general thrall pool contains the newest captives yet to be eaten, fully conditioned, or assigned some other task. As such, captives here are usually not grimlocks; they represent the illithid’s latest acquisitions and may come from a variety of different races—including surface dwellers. Because of the illithids’ policy of limiting their thrall populations to one race, nongrimlocks in the general thrall pool usually end up as dinner.

Currently the general pool consists of five drow warriors, two derro, one very dehydrated kuo-toa, and a foolish group of surface-dwelling adventurers. Only three heroes remain from that adventuring party: a 7th-level male elf ranger named Starvendel, an 8th-level female human warrior named Trish of Woodgard, and a

6th-level male dwarf cleric named Kurash of Dimbold Deep. Kurash, though sorely wounded, continually tries to rally the other captives to escape before it's "too late."

### 13. The Vaults

The Possessor Creed maintains many vaults, connected by winding catacomblike tunnels. Some of these vaults hold the wealth of individuals, some hold the wealth of other Creeds, and one even contains the treasury of the Elder Concord itself.

Illithids are lawful creatures. Thus, the security offered by these vaults does not protect the community's wealth against thieving illithids. Rather, the vaults guard Abstemious' treasures against the threat of thieving invaders.

The chamber that sits directly off the Outer Ring serves as a "public chamber," an area where nonaffiliated illithids can request access to their own personal vaults. There are 210 personal vaults within these caverns. Generally, no single vault—especially one leased by and individual illithid—contains items worth more than 5–20 (5d4) gp. However, each individual vault does have 1% chance of containing an item worth up to 100 gp. The real wealth appears in the vaults maintained for the other Creeds (1,000–6,000 gp value), the vault assigned to the discretionary funds of the Elder Concord (10,000 gp value), and the Possessors' own specially protected vault (14,000 gp value).

Each vault has a poison-trapped lock, while the occasional spiked pit-trap opens upon any creature that breaks into the vault tunnels. Two to eight illithids affiliated with the Tamer Creed also stand guard, and a brood of three intellect devourers (see **area 6** for statistics) constantly patrol the passages separating each vault.

### 14. Halls of Creation

Creatives are usually charged with the responsibility of innovation, and Creed members enjoy expounding upon the potential found in the alchemical/psionic frontier. The fervor of these illithids has its

outlet in the many rooms, chambers, and labs making up the Halls of Creation.

Up to 20 standard illithids (with two or three illithids and an equal number of technicians per lab) work steadily in the dozen or so



outer labs. Each lab consists of a chamber 25 feet on a side, illuminated by small infra-spheres set in the ceiling (similar to the stone hanging from the plaza, but much smaller). Wall shelves and a central island of smoothed, polished stone hold a variety of implements germane to either mechanical or psionic research. These implements include alembics, crucibles, coils of distillation, mortar and pestles, scales, tongs (both miniature and gargantuan), and a host of other less-identifiable items. Strange specimens—both living and dead—complex psionic symbols, multicolored flames, and noxious fumes are also fairly standard decor in these labs.

All the creativity expended here confers a base 15% chance that each lab contains a functional psionic item (choose an appropriate item described in Chapter 7). The outer labs are all open. However, this area houses a single inner lab, sealed to all but the senior members of the Creative Creed. The single restricted lab is set up much like the outer labs. Currently, Noheask (the eldest illithid Creative) uses this lab to investigate the significance of a recently acquired object called The Night Egg. Though unsure, Noheask thinks it may hail from another plane. At this time, the illithid has made little progress in discovering the artifact's real power(s)—if any.

## 15. Luminarium

The Ariser Creed uses these chambers to conduct their experiments without bothering those illithids uninterested in their aim of colonizing the surface world. To that end, many of the rooms associated with the Luminarium are bathed in blinding white light, so as to prepare enthusiastic Arisers for the environmental conditions of the surface world. Some of the chambers serve as simple meeting rooms, complete with wading pools. The Arisers use other chambers as feeding rooms and labs (built similarly to those in **area 14**).

At any one time, 11–20 Arisers (standard illithids) work in the Luminarium complex. All illithids in lit chambers possess glaregoggles and damp suits (see items of the same name under Chapter 7: Illithid Technology).

## 16. Ilsensine's Temple

The Venerators (priests) keep up a series of chambers that serve as Ilsensine's Temple. The initial chamber connected to the outer ring serves as the central area of worship, and its decor holds many features in common with other temples throughout the multiverse. Two rows of columns march south, each column resembling a coiled tentacle thrust up through the stone floor. All of the columned "tentacles," however, originate from the massive idol in the southern section of the chamber. The idol

itself looks like a gargantuan brain (symbolic of Ilsensine) whose many tentacles burrow into the hard stone floor—apparently reemerging as the aforementioned columns.

The associated chambers and cloister house the temple's 8 priests and 10 acolytes. The acolytes possess the statistics of standard illithids. The priests, however, are standard illithids with "priestly" abilities (see the Ilsensine section in Chapter 4: History and Theology for more details). Each priest is between 1st and 6th level.

Ohlcaig\*, the head priest of the temple functions as a 9th-level priest. It is a vocal member of the Elder Concord, inevitably attempting to leverage any decision in a way that most benefits the interests of Ilsensine. Thus, Abstemious, the elder brain, often votes directly against Ohlcaig's positions.

\*Ohlcaig's spell selection (4/4/3/2/1): 1st—*detect magic, detect poison, darkness* (x2); 2nd—*hold person* (x2), *augury, find traps*; 3rd—*locate object, speak with dead, continual darkness*; 4th—*free action, imbue with spell ability*; 5th—*commune*.

## 17. Spring

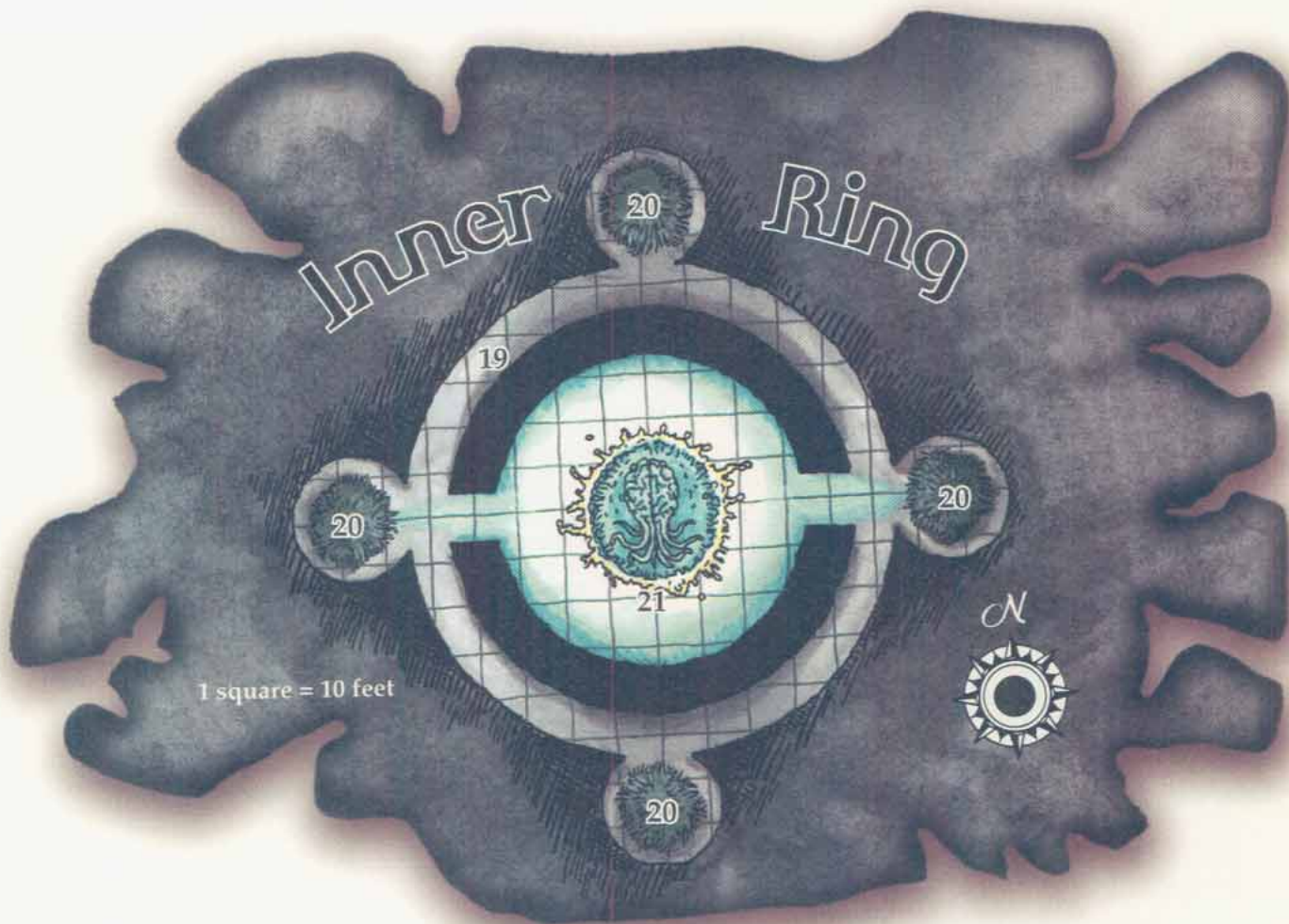
Although illithids subsist on the fatty gray matter harvested from sentient creatures, their peculiar diet does not render them immune to the biological need for water. The spring near Abstemious has not faltered in its upwelling in the last 200 years.

In this chamber, a large tiled basin retains a portion of the spring's upwelling, serving as a reservoir in the event of dire need and allowing easy access for many thirsty illithids. Two grimlock thralls work tirelessly in this chamber, cleaning the water in the basin with special cloth filters and keeping the growth of water organisms at bay.

## 18. Bazaar

When Possessor merchants return from dangerous trade missions, they sell their inventory to their fellow illithids here in the bazaar. While those illithids servings as traders do find it financially rewarding, they must return a significant percentage of any profits to the Possessor Creed.

An illithid can find a wide assortment of items in the bazaar—though the selection changes on a weekly basis. Furnishings, clothing, tools, and other such mundane items not fashioned by the grimlock population of the "surface" village (**area 3**) are the usual hottest sellers, as the illithid community itself does not produce those items. On average, 11–20 illithid shoppers and 2–8 illithid merchants frequent the bazaar at any hour.



## 19. Inner Ring

The Inner Ring—an area completely encased in stone—lies 100 feet below the level of the axial plaza’s floor. Physical (nonpsionic or nonmagical) travel between the outer and inner ring is an impossibility. Only those capable of sliding past the stone through extraordinary measures (such as probability travel and teleport), or those brought along by illithids can ever hope to access the secret chamber at the core of the inner ring. Those arriving by such means generally materialize in the ring portion of this level, as it is highly disrespectful for a visitor to appear directly within the elder brain’s chamber.

Like the circular throughway of the outer ring, this passage is steamy and resembles exposed brain tissue. A continuous line of illithid qualith is superimposed over the disturbing bas-relief, recording the name of every illithid that merged with the elder brain after death.

## 20. Birthing Pods

As described in Chapter 2: Life Cycle and Variations, illithids are born through ceremorphosis. Once an illithid tadpole successfully merges with a form donor (see area 21), other illithids drag the quivering, flailing

body into one of the birthing pods so that it can complete its transformation from humanoid to illithid in relative privacy. Each birthing pod sports thick moss and smells strongly of cinnamon and garlic.

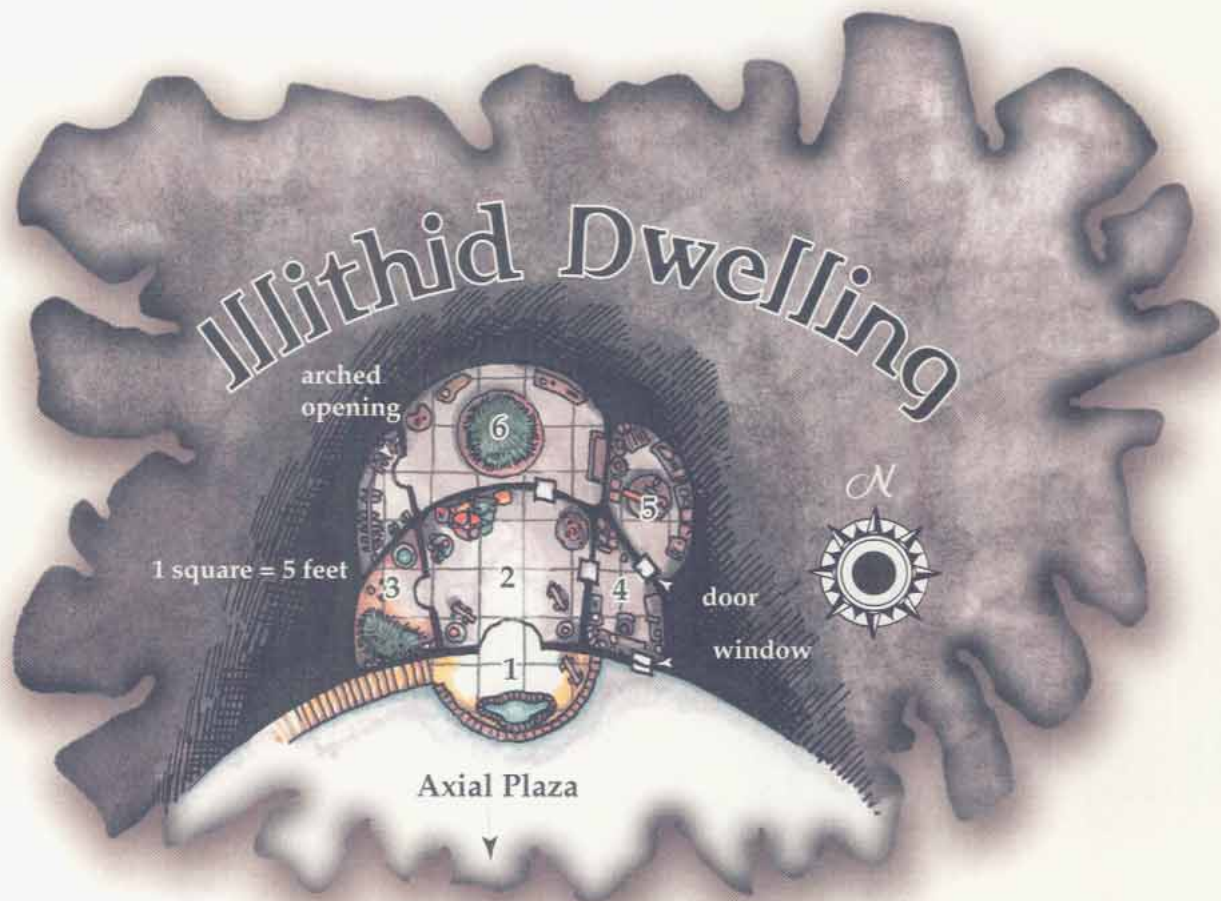
There is a 35% chance that 1–4 (1d4) ceremorphing youngsters occupy a particular birthing pod. These morphing bodies are in various states of transition. Some of the convulsing bodies look completely normal, but the bulk of them have sprouted tentacles or are even closer to awakening. Any chamber that contains growing illithids also contains at least one standard illithid assigned to nursemaid the youngsters through their birthing.

## 21. Pool of the Elder Brain

Here lies the alpha and the omega of the illithid community: a 30-foot-diameter pool filled with briny fluid. The edges of the pool are coated in a white, lumpy goo—the remnant of hatched illithid spawn—while hundreds of tadpoles swim sinuously through the fluid. Looming darkly, and submerged submerged in the pool’s center, lies the elder brain itself.

In every way, this chamber is the both the physical and spiritual center of the illithid community. When the





Elder Concord is in conclave, it meets around the edges of the elder brain's pool. When an illithid spawns, the hatching occurs along the pool's side. When a tadpole is introduced to a form-donor, it begins the process at the pool's edge. Finally, when an illithid's life is over, its fellow mind flayers commit its psyche to the elder brain in this room.

Illithids visiting this chamber reign in their esper-talk, keep tentacle oscillation to a minimum, and actively refrain from smearing any of their bodily mucous on the floor or walls. Even the members of the Elder Concord, during their weekly meetings, restrain themselves in the physical presence of the elder brain.

Such is its presence that even nonpsionic minds can sense the elder brain's brooding, powerful presence—although most nonpsionic minds brought to this chamber serve as form donors for the next generation of mind flayers.

## A Typical Mind Flayer Dwelling

In those communities possessing central gathering chambers—such as the axial plaza of Abstemious—illithids build their dwellings side by side, and above and below each other. These dwellings often follow the perimeter of the plaza, whether the perimeter is flat, cir-

cular, or even spherical, so that every illithid's dwelling looks out over a central space. This subterranean architecture resembles a cliff dwelling to the untrained eye. Illithids, however, perceive such buildings as communal areas.

The dwelling described below belongs to Geddeil, a standard illithid claiming membership in the Abysmal Creed. Geddeil is only 10 years past its ceremorphosis but already has good standing among other members of its Creed. Thus, its dwelling is only two levels above the axial plaza, and its balcony is quite wide.

### 1. Balcony

Hanging 20 feet above the plaza is a large stone balcony jutting out from the spherical side wall. A narrow stair connects the balcony to one below it, and then to the plaza's floor. Above, below, and to either side of the balcony, windows, stairs, and ladders protrude from the stone wall, forming a two-dimensional community wrapped around the spherical plaza.

Geddeil has placed a portable stone pool at the lip of the balcony, allowing the mind flayer to relax comfortably in its own domicile. For convenience, the balcony possesses a feeding-stock, but it is currently pushed against the far railing away from the steps.

## 2. Sitting Room

This large chamber serves as the living, dining, and recreation rooms for Geddeil. It contains various throw pillows (filled with spongy, dry moss), artistic sculptures (best appreciated by tentacle touch), resonance stones (small crystals embedded with pleasant emotions; see Chapter 7: Illithid Technology for more information), several feeding-stocks (in case guests show up for dinner), and a large musical instrument, called a bone-thriven.

While in its dwelling, Geddeil works on a couple of different pet projects. Happily, its hobbies coincide with the stated aim of the Abyssal Creed. Geddeil also spends many hours a day composing discordant music on its instrument; this music unsettles and horrifies any humanoid creatures that listen to it.

When not composing, Geddeil gives in to gluttony, eating far more than a single brain per month. Geddeil justifies this resource drain by claiming that it aids the mind flayer's own exploration of the effects of horror on thralls. Its obesity, combined with its sickening pallor and the accumulated debris of past meals caught in its clothing and upon its tentacles, has a certain demoralizing effect on nonillithids. So far, the Abyssal Creed con-

tinues to pay the extra expense associated with Geddeil's "experiments."

## 3. Thrall Quarters

Every illithid has at least one personal thrall that rarely leaves its side. Personal thralls open doors, pick up items of interest to its master, clear paths along busy thoroughways, compliment their illithid owners on a regular basis, and generally accomplish menial tasks. In many cases, once an illithid finds a personal thrall that agrees with it, the mind flayer goes out of its way to avoid eating the thrall's brain in a bout of hunger or anger. Some thralls have lived out their entire lives as the personal servants of a single mind flayer.

Personal thralls live in their masters' dwellings; their quarters provide for their basic needs and wants, containing moss mattresses, bundles of dried rations hanging low from the ceiling, and basins of drinking water. Geddeil's personal thrall, a grimlock male named Ogham, is also allowed to store a few changes of clothes in this chamber, as well as a few small trinkets (shiny rocks) and toys (very crude dolls) to keep him happy during his "off" hours.



## 4. Study

This chamber resembles the office of an eccentric surface-dwelling sage. A clutter of cultural artifacts from various thrall races cover shelves, a desk, and even the floor. For example, an elven wall sconce hangs over a dwarven battlemask, bracketed on one side by a human-crafted decorative clay pot and on the other by a gnomish toolsuit.

Geddeil has collected these items in order to make an honest attempt to understand their cultural significance. The creature feels that if it can truly understand the mindset of the various thrall races, it will be that much more successful in devising means of promoting cultural terror and fear. It's all in a day's work for Geddeil.

Geddeil's desk is a simple stone platform. Below it sit several sheaves of stiff blank parchment. A striator (a psionic pen used to imprint parchment with qualith; see Chapter 7: Illithid Technology) lies on the desk along with several sheets of qualith-imprinted parchment. The parchment pieces rest beneath a black, egg-shaped paperweight; the paperweight is actually a resonance stone imprinted with pure horror. Any creature touching the stone must make a saving throw vs. spell or suffer effects similar to a *fear* spell for 3d6 rounds. The written records beneath the "paperweight" have Geddeil's notes recorded upon them. These notes include such observations as "humans fear the dark," "dwarves fear deep water," "elves fear moral compromise," and "halflings fear starvation."

## 5. Storage

This locked chamber holds the fruit of some of Geddeil's past projects—not all of which were completely successful. Piled against the walls and upon a central stone table lie jumbles of odds and ends. These piles include stuffed grouse, dried limes, metal shavings in a steel chest, a bone horn that sounds with a weak and plaintive blast, a water pipe half filled with formic acid (4d10 points of damage if spilled or swallowed), candle-

**Bonethriven:** A massive assembly of tubes carved of discarded thrall bones surrounding a resonating chamber. Illithids proficient in this instrument can produce a wide range of sounds by blowing through the mouthpiece while opening and closing the 12 different stops with both fingers and tentacles. A master thrivenist (a player of the bonethriven) can elicit sounds of such horrible intensity that humans and demihumans must check morale each round they hear the instrument played. Victims failing a single check suffer a -1 to all die rolls while the "music" continues.

lamps carved to resemble illithid heads (the light shines from the illithids' eyes and mouths), a dish of hard candy shaped like miniature human hands, a petrified human foot, and dozens of other items.

## 6. Sleep Chamber

The fact that illithids require sleep is the best argument that currently exists for the supposition that illithids originated from a planet with periodic sunshine. Why else would illithids develop sleep patterns that so closely resemble the sleeping habits of surface-dwelling creatures?

Geddeil's sleep chamber is a 10-foot-diameter mass of thick, damp, cushioning moss bounded by a small stone step in the center of the room. Various small stands and shelves in the room contain odd knickknacks that appeal to Geddeil's sense of decor: ghastly shells collected from a nameless subterranean sea, humanoid tooth sculptures, a collection of silver bells, and an infra-painting. The painting shows (to those able to distinguish wavelengths in the infrared) a landscape of foaming chaos through which a shard of floating earth is visible. At the base of the painting, a line of qualith reads, "*Beyond the Pale: A Resonance Island.*" The painting is a memento of Geddeil's travels.

An open archway in the chamber leads to Geddeil's walk-in closet. The closet contains several dozen robes, boots, gloves, and other illithid clothing accessories. Most of the clothing is imprinted with the raised sigil of Geddeil's Creed association. Hidden in the inner lining of a robe at the very back of the closet is a contraband *wand of magic missiles* (56 charges remaining) that Geddeil secretly keeps in disobedience of Abstemious' ordinance. Geddeil keeps the wand out of a secret fascination with magic, a fascination that the mind flayer has only just begun to explore.

## Engendering New Communities

Illithids continually desire to expand their sphere of influence and control, and so it is necessary for them to send colonists out to engender completely new colonies of mind flayers. When the time is ripe (usually after conquering the indigenous peoples of a particular territory), the Elder Concord chooses a group of young to colonize the new territory. Usually, this group consists of 11–20 standard illithids.

The colonists are each allowed three thralls, chosen from among those most conditioned to obey the illithids' commands. If possible, colonists bring along thralls that possess specialized knowledge of mining, construction, smithing, and other arts the illithids deem too menial to



learn. Once assembled, the colonizing caravan, drawn on the back of subjugated underdark beasts, heads out to make its fortune.

As might be expected, mind flayer colonies are far more crude than their communities. These colonies may continue to exist in far more generic states—possibly containing architectural elements of the areas' former inhabitants.

For instance, the construction of a facade village of conditioned thralls is a luxury available only to real communities. Instead, most of the thralls are kept together in a central slave pit or similar fortified enclosure. Colonizing illithids must “rough it,” possibly for as many as two or three generations, until a new elder brain can form from the minds of the oldest colonists. Before the genesis of a community elder brain, the colonists are at their most vulnerable.

Illithids in new colonies rarely have the time or inclination to splinter into the Creeds so common in more established communities. The day-to-day concerns of an

entire colony's survival are significant enough without adding additional areas of potential friction. Colonists also take a much more active role in patrolling the edges of their territory, overseeing the construction efforts of their thralls, developing trade with new races, and maintaining ties with the parent illithid community.

The parent community continues to support the efforts of a fledgling colony up until the time when that colony's elder brain successfully forms. Once a new brain takes over the colony, the parent community “washes its tentacles” of responsibility—consigning the colony to success or failure on its own strengths and weaknesses. In this way, the ever-expanding illithid influence is not negatively impacted if one or two colonies fail to prosper; the larger communities each remain independent entities whose fortunes are tied to nothing but the force of their own assembled intellect and psionic eminence.

# Illithid Technology

*Illithids are crafty, no doubt about that! I don't suppose many give them credit for their inventions—especially in light of the way illithids use these items. The flayer philosophy is reminiscent of the human adage: "Build a better mousetrap and you'll catch more mice." Now, if you substitute the word mouse for the word supper, you'll catch the implication just fine.*

*—A statement taken from Gazpar, current owner of Wake-man's Subterranean Exotics.*

Given the illithids' intelligence (some go so far as to label them geniuses), it probably doesn't come as a surprise that they have produced a wide variety of technological marvels over the years. What is most interesting, however, is the illithid penchant for building psionically empowered devices.

While certainly not the only interest of illithid engineers, psionically empowered devices are the illithids' answer to the magically enchanted tools often utilized by thrall races. What illithids lack in spell components, they more than make up for in their ability to produce vast quantities of psi-active mucous from glands within their own skin!

Many hours of illithid research revealed a method by which the mind flayers could incorporate excess psi-

active mucous into newly forged inanimate objects, devices, and even weapons. This method included means of imprinting such devices with "psionic circuitry" of sorts, wherein a psychic impulse could be stored and later activated by specific mental stimuli of a sentient user. Once activated, a device fulfills its psychic potential according to the instructions stored in its inert psionic pathways—usually powering itself from the brain wave activity of the user itself.

## Psionic Item Menu\*

- | d12 | Psionic Item        |
|-----|---------------------|
| 01  | Brainmate           |
| 02  | Cephalometer        |
| 03  | Dampsuits           |
| 04  | Exoskeleton         |
| 05  | Glaregoggles        |
| 06  | Psionic Seals       |
| 07  | Psychic Reservoirs  |
| 08  | Psychic Sword       |
| 09  | Resonance Stones    |
| 10  | Striator            |
| 11  | Tentacle Extensions |
| 12  | Voice Box           |

\*Common illithids have a 30% chance to roll once on the table, notable illithids automatically roll twice on the table, and ulitharids roll three times on the table.

## Unique Psionic Item Menu\*\*

- | d4 | Psionic Item                        |
|----|-------------------------------------|
| 01 | Elder Brain Transceiver             |
| 02 | Ghost Anchor                        |
| 03 | Hazard                              |
| 04 | Series Spelljamming Helms/Nautiloid |

\*\*These items are unlikely to appear randomly, but are listed on the table for completeness' sake.

# Psionic Item Distribution

Illithids do not normally possess multiple psionic items. In fact, the common illithid is lucky to possess even one psionic item. Illithids of uncommon mien, persuasion, and power tend to possess at least one psionic item, and more likely two or three. The **Psionic Item Menu** table is useful for determining any unique psionic items possessed by mind flayers. The **Unique Psionic Item Menu** table lists other new illithid technological developments, but segregates them from more common items.

## Psionic Item Descriptions

Many of the items described below were fashioned by the hands of some member of the Creative Creed. Once a device is created, it is usually far easier to reproduce the item by following the mental directions stored away in the cells of the elder brain.

Of course, illithids create nonpsionic items as well. Several of these devices appear interspaced with those of purely psionic manufacture.

### Brainmate

When illithids travel far from their community, they are out of touch with the elder brain. To creatures used to the constant susurrations of the elder brain's thought, knowledge, and perception, the loss of contact with the elder brain can be quite unsettling. Companies that travel for long periods of time outside the reach of an elder brain can rely on a transceiver (see below). Illithids belonging to less-ambitious forays are often forced to stiffen their tentacles and bear the brunt of contact loss—unless they are one of the fortunate few to own a brainmate.

The brainmate appears as a 5-inch-diameter globe of translucent material, in which can be seen a miniature disembodied brain suspended in a languid, heavy fluid. Illithids often wear this globe on a chain around their neck while in use, or else they safely store it away within a well-cushioned chest.

The brainmate is a result of one of the very few illithid forays into biomancy; illithids normally prefer to base their technology on distilled mucous essence and inanimate materials, but they made an exception in this case. A brainmate is simply a small bud from an elder brain,

Items that specifically call for the intelligence of an observer/wielder to activate—or items that incorporate psionic circuitry—do not function for golems, undead, or any other animate creatures that do not possess true minds. In addition, creatures below Average Intelligence cannot use these items, unless otherwise noted.

surrounded by excess illithid mucous.

The brainmate retains some sentience (an Intelligence of around 9)—though it was not created to analyze and evaluate problems. Rather, the brainmate carries large portions of important specialized memory for use by an illithid separated from the elder brain itself. Thus, a brainmate cannot make correlations. It simply contains a portion of an elder brain's skills and knowledge, which are then at the

beck and call of the brainmate's owner. Usually, a brainmate's areas of expertise fall into two or three subjects. A brainmate can also make a record of its environment through the perceptions of its owner. Thus, when an illithid returns its brainmate to the elder brain, the brainmate uploads this recorded information for the further edification of the central elder brain.

If a brainmate were to fall into the hands of a nonillithid, it is entirely possible that it would telepathically answer questions put to it—just as it did for its illithid creators. After all, a disembodied brain often leads a solitary existence. In game terms, the information contained within a brainmate is equal to that of a sage; each individual brainmate rolls three times on **Table 61: Fields of Study** in the *DUNGEON MASTER™ Guide*. Questions put to the brainmate in these three areas are generally answerable, unless too specific. Also, a brainmate never forgets anything it senses through its owners, so it can make a great memory prod if necessary. However, a captured brainmate is still unable to conjecture independently, or correlate information in order to solve a puzzle or deduce an answer.

### Cephalometer

The cephalometer is a metallic, psionically empowered device that directly measures the head sizes of thralls via two inwardly curved projections connected at one end; an illithid can open and close this end to varying widths in order to encompass a head and find its size. In addition, this device measures the innate psionic potential of the head in question, as well as the chemical balance of a host of neurotransmitters and cranial hormones important to illithid nutrition. The readings appear on a small blank panel on one arm of the cephalometer, using the distinctive striated lines of qualith while the head remains in the calipers. Once the calipers are removed from the head, the striations subside back into the panel, leaving it blank once more.



## Dampsuits

Designed by the Ariser Creed for illithid activity in dry, sunlit areas, the dampsuit is a marvel of mind flayer ingenuity. Composed of slick black leather, the suit fits perfectly over the illithid form. It even includes a skull cap that pulls down over an illithid's head, yet leaves room for its tentacles to protrude normally or furl comfortably up within a tentacle pouch. While seamless on its exterior, the dampsuit contains several interior layers that work in conjunction with natural illithid skin mucous, storing and preserving life-giving moisture. While the integrity of the suit is maintained, frozen tundras and sweltering deserts are equally tractable by the protected illithid. Furthermore, an illithid does not need to drink while suited. Illithids wearing dampsuits and glaregoggles operate almost normally on the surface of a world—although the dampsuit does require at least 1 pint of water per week to recharge its reservoir. Additionally, an illithid (or other humanoid creature) receives -1 to its AC while wearing a dampsuit. However, too many slashes and cuts in the armor eventually destroy its integrity, rendering the suit useless. Generally, dampsuits must make item saving throws (as leather) against specific attack types each time their wearers suffer damage from an attack. For example, a dampsuit saves vs. Crushing Blow when hit by weapons, Electricity when hit by a lightning bolt, and so on. Once a dampsuit fails its item saving throw five times, it becomes useless.

## Exoskeleton

Based on the technology used in the creation of a dampsuit, the exoskeleton is almost identical to that protective device. Unlike the dampsuit, however, the exoskeleton does



not offer any protection against drying. Rather, reinforced metallic plates and braces interwoven between the suit's layers offer enhanced protection to the exoskeleton's wearer—giving the user a more structured, carapaced look, as well as an Armor Class of 1.

In addition to providing enhanced protection, embedded psionic circuitry within the exoskeleton enhances the wearer's Strength and Dexterity when fueled by PSPs. The Strength and Dexterity enhancement equals  $\frac{1}{2}$  the number of PSPs channeled into the suit on a round-by-round basis—although neither the wearer's Strength nor its Dexterity can increase above 20 at any time, regardless of the number of PSPs placed into the suit.

For example, Susk the tamer, wearing its exoskeleton, has a Strength of 12 and a Dexterity of 10. At the beginning of the melee round, Susk channels 14 PSPs into the exoskeleton for Strength and 14 PSPs for Dexterity, adding a total of 7 points to each stat (giving him a 19 Strength and a 17 Dexterity) for 1 round of combat. If Susk wishes to continue operating with heightened statistics, it must continue to channel PSPs into the exoskeleton each and every round.

The exoskeleton can absorb up to a maximum of 200 PSPs in a twenty-four-hour period. Once it surpasses this level, its psionic circuitry shuts down for twenty-four hours in order to recover; no ability boosts are possible until this refractory period has elapsed.

## Glaregoggles

Glaregoggles appear as a pair of tight-fitting black lenses complete with side shields; illithids use leather straps to secure these items snugly around their heads. The lenses filter visible light (light emitted by candles, torches, lanterns, or



the sun), translating frequency and wavelength downward such that only infrared light escapes from the lenses' opposite side. Glaregoggles allow any creature normally possessing infravision to see normally in direct sunlight. However, infravision ranges are not in any way extended by glaregoggles. Additionally, glaregoggles do not allow infrared vision in regions where there is an absence of visible light; a creature with infravision would need to remove the goggles in such circumstances in order to see normally with its infravision.

## Psionic Seals

Illithids with access to the Imprint Psionic Circuitry mental discipline (see Chapter 3 for more details) can inscribe psionic seals upon inanimate objects, portable objects, or upon living creatures (similar to tattoos). Although psi-sensitive individuals may see these psionic seals, they may not immediately understand their significance.

In essence, a psionic seal is a small bit of psionic circuitry incorporated into an object (or being) that was not originally designed to possess it. Thus, psionic seals are external to the object—although the object acts as an anchor to the seal.



## Possible Effects of Personal Psionic Seal

d10	Effect
01	Heals 2d10 hit points 1×/24 hours
02	Immune to one physical attack every 24 hours
03	Allow wearer to transfer up to ½ of its PSPs to another illithid with similar seal
04	Reflect 1 spell (that's already breached magic resistance) back on caster 1×/week
05	Wearer gains immunity to normal fires
06	Hastens wearer to 2× normal actions for 3 rounds 1×/twenty-four-hour period
07	Allows wearer to pierce one illusion every 24 hours
08	Seal acts as a skeleton key to normal locks 1×/24 hours
09	Wearer can resist 1 poisoning attempt per week
10	Wearer can sense the presence of undead in a 360-foot radius 1×/24 hours

A variety of effects can be imprinted into a psionic seal, depending upon its complexity. A list of standard placements and effects for psionic seals appears on page 85. However, the list is by no means exhaustive.

Psionic seals can appear upon doors, passages, or other places, acting as guards against random intrusion. If a creature passing through a sealed area does not speak the proper deactivation code, the psionic seal subjects the interloper to 10d6 hit points of psionically generated pain (¼ damage on a successful saving throw vs. death magic). Generally speaking, immobile seals of this sort function five times per day. After a twenty-four-hour refractory period elapses, the psionic seal is once again fully recharged and able to repel intruders.

Psionic seals can be placed on mobile objects—such as the page of a book or the outside of a trunk or satchel. Generally speaking, such seals psionically lock the item from naturally opening. Only the proper command word (or thought) temporarily disengages the seal so that a book or container can be successfully opened. Note that such seals can also appear on doors, acting much like the *wizard lock* spell.

Finally, an illithid can imprint a psionic seal upon the flesh of a living being as a tattoo. Sometimes, mind flayers brand such seals into thralls, allowing the illithids to know the location, health, and mental state of any imprinted slaves. Thralls branded in this way are also easily identifiable to other illithids as being of special importance, as the use of a psionic seal on a thrall is a great investiture of time.



Alternately, illithids might imprint a psionic seal upon another of their kind. In these cases, the psionic circuitry inherent to the seal generally possesses some stored beneficial power upon which the branded illithid can call upon once per day. These powers often resemble normal psionic abilities germane to illithids. However, when activated from a psionic seal, such powers do not drain any PSPs from the illithid using the seal. The table below gives a few additional examples of the benefits provided by a psionic seal branded to another creature. Note that an individual can wear only two or three tattoos at a single time before the subdermal extent of the psionic circuitry inherent in each seal threatens to cross and short circuit.

### Psychic Reservoir

This item appears as a small, malleable goblet of illithid mucous bound in a clear membrane that hangs from a neck chain. Illithids can store up to a maximum of 50 PSPs within each reservoir, which they can then use at their discretion. Any time the reservoir's PSP total drops below 50 PSPs, the item can be recharged. Recharging a psychic reservoir requires one hour's worth of concentration and the application of personal psionic points—one third of which are actually stored within the pouch. For example, an illithid might channel 60 PSPs to the reservoir over an hour's period, but only 20 of those PSPs remain in the item at the end of that hour.

### Psychic Sword

Developed by the combat-obsessed Tamer Creed, the illithid psychic sword is based to some extent on the *silver sword* of their githyanki enemies. While a *silver sword* has magical components, an illithid psychic sword gains its power from embedded psionic circuitry that visibly glows throughout the blade when held by a sentient being; the blade remains dark and inert while unused.

Illithids generally construct psychic longswords—though they do fashion other types of psychic weapons. Like their magically enchanted counterparts, psionic weapons possess attack and damage bonuses; these bonuses function for all intents and purposes like magical bonuses. However, a weapon's psychic bonus depends upon the wielder's Intelligence score, varying in accordance with the strength of the wielder's mind as shown on the Illithid Psychic Sword table below. Wielders of higher Intelligence can also catalyze cumulative effects embedded in the psionic circuitry of the blade. It is likely that different blades have different impulses

## Illithid Psychic Sword

Wielder's INT	Attack/Damage Bonus	Psionic Ability
03-12	-/-	None
13-14	+1/-	None
15-16	+2/+1	Non-detection*
17-18	+3/+2	Body equilibrium**
19+	+3/+3	Ignore Enchantment***

\*Wielder is undetectable by spells or items using magical divination and is equally protected against psionic detection (such as that used by an elder brain). Effect only catalyzed while blade is drawn.

\*\*As the psionic devotion of the same name. Effect only catalyzed while blade is drawn.

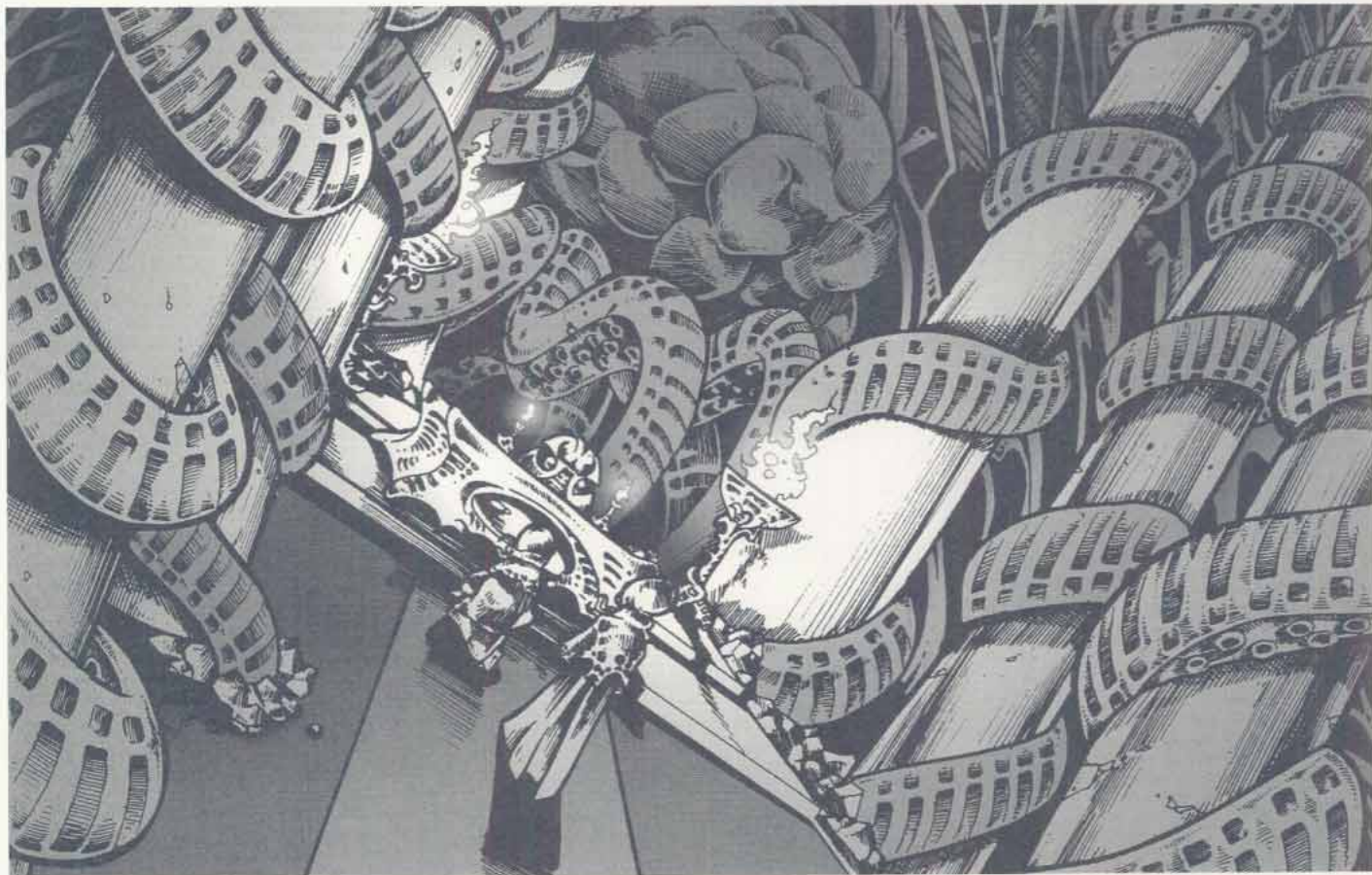
\*\*\*Against magically protected foes, each swing of the psychic sword has a 50% chance to ignore magical "pluses" of protection offered by such items as magical armor, bracers, or rings of protection.

coded into their psionic circuitry; however, the table below gives an example of a generic psychic sword.

## Resonance Stones

Appearing as egg-sized chunks of polished crystal or gemstone, resonance stones are each psionically imprinted with an emotion. In most cases, the emotion imprinted is radiated to any sentient mind that enters within 20 feet of the stone. Often, an illithid will place a resonance stone as a bit of psychological decoration within a room; such a stone can radiate a broad range of feelings, including satisfaction, elation, anticipation, or satiation. Those within the emotive perimeter of the stone can only feel an emotion that they have previously felt themselves. Often, such emotions are associated with a particular illithid's dwelling in much the same way as a familiar, distinctive smell might be associated with the home of a surface dweller.

Sometimes, illithids set resonance stones to radiate darker, more powerful moods. These stones are often touch activated, and illithids use them defensively. Anyone within 20 feet of an activated stone must make a successful saving throw vs. spell or bear the brunt of the emotional power carried by the stone. Possible emotions set in defensive resonance stones include fear, disgust, exhaustion, or apathy. Victims of the stone's power are unable to perform any actions while they are in the area of effect; they are simply overwhelmed by the strength of the emotion exuded by the stone.



## Striator

This device is a small implement that at first glance appears like a pen or quill. Closer inspection, however, reveals that the item possesses four small metallic extensions at one end. The striator remains inert until grasped. In the hands of a sentient being, thoughts are translated directly to the pen tips, which in turn psionically raise a four-level striation upon stiff parchment or paper as the striator is moved across the page from left to right. Even if the being using the striator cannot read illithid touch script, the striator still unerringly translates the thoughts of the wielder into four-level logic readable by most illithids.

## Tentacle Extensions

While unattached, tentacle extensions (grouped in arrangements of four or six) appear as damp cables 3 feet in length; these extensions often have razor sharp blades attached to one end. When an illithid physically places the blunt end of an extension to its tentacle tip and spends 5 PSPs, it psionically causes the device to energize and graft to the end of the illithid's tentacle. Once grafted, the tentacle extension acts in many ways like the wearer's natural tentacles, albeit with an additional 3 feet of length. A small duct within the extension also conveys an illithid's natural flesh-dissolving enzyme to the bladed extension tip.

A tentacle extension grants its wielder a +2 attack bonus (for tentacle strikes only). In addition, an illithid utilizing such a device inflicts a total of 1d4+4 points of damage with each successful hit, and it can still withdraw a victim's brain if four tentacles gain a foothold on the foe's cranium. Tentacle extensions remain active as long as their wearers spend 5 PSPs every turn. However, illithids cannot wear tentacle extensions for more than two hours at a time before debilitating fatigue

sets in. Once a mind flayer removes an extension, it cannot activate that particular device for another 12 hours.

## Voice Box

This psionically empowered device translates its wearer's telepathic speech into audible words of a preselected language. Each voice box appears as a small, flattened block of dull metal, usually hung upon a chain or pendant. The small box normally contains one line of qualith identifying a single language (it could be drowish, common, elvish, etc.); illithids key the preselected language into the voice box during the fashioning of this item.

To use the voice box, an illithid wears it on a belt or around its neck and toggles the box with a mental command. From that point on, the item audibly verbalizes any mental speech directed at it; this "translation" occurs at an average decibel level in the box's preselected language. An illithid can mentally change the volume of the voice box with another separate command or temporarily deactivate it with a third mental command. The voice box can speak quite loudly, but not so loudly as to cause damage to listeners in an enclosed area.

## Unique Psionic Items

The following is a listing of rare psionic items used in some Illithid communities.

### Elder Brain Transceiver

When a large group of illithids know that they must operate autonomously (without contact with the elder brain of their community) for long periods of time, they often construct a transceiver that boosts their telepathic range in order to maintain contact with the elder brain.

Elder brain transceivers are large and nonmobile, so they are built



only when out-of-touch illithids know ahead of time that their base of operations is unlikely to shift in the future. The transceiver has a large egg-shaped main component, which stands on end to a height of at least 8 feet. The egg is hollow; anyone wishing to enter the device can do so through a portal on the side (or bottom, in some cases). Extending from the egg, tentacle-like cables provide a base for the device before finally trailing off into the sides of eight small wading pools (one tentacle-cable per pool) that surround the object. The egg and its tentacle-cables seem almost alive in their crusted, organic appearance. However, the transceiver is not a living creature.

To operate the device, a single mind flayer occupies the hollow egg, while eight other illithids enter each wading pool and concentrate their telepathic ability up through the appendages and into the egg. The illithid inside the egg then channels the combined and amplified energies of the other mind flayers and sets up rapport with its own elder brain.

### **Ghost Anchor (Unique Item)**

Using portions of the technology necessary to fashion a psychic blade, a long-dead illithid constructed a psychic spear possessed of special powers that have yet to be duplicated successfully. In time, the psychic spear gained the appellation “Ghost Anchor” due to its particular capacities.

Ghost Anchor is a throwing spear and appears as a long shaft of transparent iron (called nephelium by the duergar) that slowly tapers to a razor-sharp spearhead. The blunt end of the spear trails a 75-foot length of strong, silvery cord, which is amazingly strong despite its thin diameter.

Against normal creatures, Ghost Anchor acts like an average spear—though it does make item saving throws on the steel column with a +4 bonus. It is against ethereal creatures that Ghost Anchor is most efficacious. The wielder of Ghost Anchor is able to see all ethereal creatures within 60 feet while grasping the haft of the glasslike weapon. The wielder can attack visualized ethereal creatures with Ghost Anchor by casting the spear. Such attacks are made against the ethereal creature with a +3 bonus, and all appropriate missile attack bonuses due to the high Dexterity of the caster are also incorporated into the attack roll.

A successful attack inflicts 1d10+3 hit points of damage upon the ethereal creature. More importantly, though, Ghost Anchor pierces and hooks the target much like a harpoon. The creature so entangled has one

chance to break away (with a successful bend bars/lift gates roll) else Ghost Anchor remains attached. While the psionic-spear remains in place, it neutralizes all spell-like powers, spells, or psionic abilities of the pierced target.

The wielder now has two options: Tie off the silvery cord to an inanimate present location, or grasp the cord fully and pull the ethereal object—thereby anchoring the ethereal creature to the Prime Material Plane. Once this occurs, Ghost Anchor loses its attachment upon the formerly ethereal creature. However, the hapless creature suffers severe disorientation, and it cannot use any mental or magical powers for a full 10 rounds. In addition, a disoriented creature cannot travel back to the Ethereal Plane during this time. Once an ethereal creature (such as a ghost) is brought into the solid world, it is often much easier to deal with using mundane methods.

### **Hazard (Unique Item)**

Hazard is the name given to a one-of-a-kind psychic sword that possesses a few special characteristics. The weapon is a longsword and has all the abilities native to a standard psychic sword—including full empowerment to wielders with Very High or better Intelligence—as well as the following abilities that function no matter the wielder’s Intelligence score.

**Luck:** Once every twenty-four-hour-period of time, the user can call upon the psychic power of Hazard to manipulate chance and fate. The wielder can reroll a failed saving throw, attack roll, or ability check (including such skills as open doors, bend bars/lift gates, hide in shadows, etc.) and substitute the better of the two rolls. However, the wielder cannot sidestep the universal balance sheets so easily. Before the creature can again make use of this power (twenty-four hours later), it must reroll an important saving throw, attack roll, or ability check (chosen by the DM) and use the poorest of the two rolls. Note that the luck conferred by Hazard need not be related to the use of the psychic sword itself.

**Unerring Strike:** Once during a creature’s possession of Hazard, it can choose to succeed at a saving throw, attack roll, or ability check automatically without recourse to a roll. Once this power is used, Hazard remains in the wielder’s possession for a maximum of 3 additional rounds, after which it vanishes to seek a new owner in the multiverse. Usually, Hazard psychoports itself to prime worlds where creatures may easily find it. Sometimes, though, it psychoports within crypts or dragon hoards, where it languishes for ages before finally being recovered through “luck.” No power has yet proven sufficient to prevent Hazard from divorcing itself from a wielder once that wielder has called upon the Unerring Strike power.

## Nautiloids

Illithid spelljamming vessels, also called nautiloids, carry a cargo of up to 35 tons. Such ships normally boast crews of at least 35 illithids, 2–5 of which must occupy the series helm to provide motive force for the craft. A nautiloid is approximately 180 feet long and has the appearance of a massive snail's shell, from which protrudes a tapering bundle of tentacle-like spars that serves as a ram.

The coiled shell of the nautiloid (see diagram below) provides the comfort of enclosed spaces while at the same time providing protection against direct sunlight. However, the ship is not completely sealed against its outer environment. A film of pressurized, heated, and breathable atmosphere coats the ship. This atmospheric film allows illithid thralls (and illithids protected against possible sunglare) to move freely from interior to exterior as their duties dictate.

Normally, only space-based illithid communities have docking facilities and shipyards for nautiloids. In some cases, however, world-bound communities close to the surface may maintain a docking facility (accessible through long subterranean tunnels) at the tip of a particularly large mountain. A community in contact with spelljamming illithids is sure to contain a host of strange

and unique features brought from cross-world trade (not to mention cross-world piracy—the nautiloid's ram is not just for decoration).

## Series Spelljamming Helms

Some communities of illithids are not bound to subterranean depths; rather, these creatures inhabit the dark spaces between worlds. Such mind flayers generally view world-bound illithid communities as rustic, but necessary to further illithid plans. Some world-bound illithids, on the other hand, view their world-hopping relations as rash creatures, ungoverned by practical considerations.

Whatever the truth, the ability to travel between worlds is imparted by a series spelljamming helm (the term spelljamming is an archaic reference to magical versions of the illithid series helm). These devices appear as a series of linked seats with recesses for head, arms, legs, and feet. Series helms are solidly attached to a large vessel capable of carrying an illithid crew and cargo. When illithids occupy every seat in a series helm, the creatures' combined psychic power is drawn out by the device, amplified, and precisely directed so as to provide enough motive power for the vessel to rise up in the air and exit the atmospheric envelope of a planet!



# Mind Flayer

## Quick Stat Reference

The key to victory is  
preparation and research!  
—Calan, a missing  
illithid hunter.

The following chapter contains a summary of important information about illithids and other creatures that figure prominently in illithid society.

### Standard Illithids

**Illithid:** AC 5; MV 12, Sw 12; HD 8+4; THACO 11; #AT 4; Dmg 2 (see Chapter 1); SA psionic powers; SD infravision; SW -10% to all hear noise checks; MR 90%; SZ M (6' tall); ML Champion (15); Int Genius (17-18); AL LE; XP 7,000.

**Psionics Summary:** #AT 1, MTHACO 10; MAC 5; Lv 10; **PSPs** 1d100+250; **Psionic Attacks** ego whip (EW), id insinuation (II), mind blast (MB); **Psionic Defenses** All; **Psionic Disciplines** control body, levitation, body equilibrium, probability travel, teleport, astral projection, domination, awe, ESP, post-hypnotic suggestion\*, and intrusive taste link\*.

\* Indicates a unique illithid psionic ability detailed in Chapter 3.

### Arcane Illithids

Arcane illithids concentrate their faculties to produce spell-like powers. The abilities of arcane illithids (as opposed to psionic mind flayers) are subject to the disruptive effects of *dispel magic* and similar spells, whereas psionic powers may remain unaffected by such magic—at the DM's option. Note that an arcane illithid's mind blast is not a spell-like ability; it is more akin to a dragon's breath weapon.

Dungeon Masters can easily substitute the spell-like powers listed under the arcane illithids entry for the psionic abilities of any standard illithid or illithid-kin when running a nonpsionic adventure or campaign.

**Arcane Illithid:** AC 5; MV 12, Sw 12; HD 8+4; THACO 11; #AT 4; Dmg 2 (see Tentacles under Anatomy in Chapter 1); SA *mind blast, suggestion, charm person, charm monster, ESP, levitate, astral projection, and plane shift*; SD infravision; SW -10% to all hear noise checks; MR 90%; SZ M (6' tall); ML Champion (15); Int Genius (17-18); AL LE; XP 9,000.

**Notes:** SA—Arcane illithids can use their powers once per round at the 7th level of ability. An arcane illithid's *mind blast* affects a cone-shaped area 60 feet long, 5 feet wide at its base, and 20 feet wide at its far end. All creatures within the cone must make a saving throw vs. wands or be stunned and unable to act for 3d4 rounds.

### Ulitharid

The ulitharid (noble mind flayer) possesses stronger tentacles than a normal illithid. Thus, an ulitharid only needs to secure three tentacles on its victim to draw out the hapless creature's brain. In the event of melee, each tentacle inflicts 1d4 points of damage on a successful attack. When at least one of the ulitharid's tentacles holds a victim, each succeeding tentacle receives a cumulative +1 bonus to its attack rolls (to a maximum of +5 for the sixth tentacle attack).

Ulitharid's possess the same complement of psionic abilities as their illithid kin; however, they possess a 100 PSP bonus to their PSP pool above the illithid norm (see Chapter 3: Psionic Abilities and Limitations for more details).

**Ulitharid:** AC 3; MV 12, Sw 14; HD 11+8; THACO 9; #AT 6; Dmg 1d4 (by tentacle); SA psionic powers; SD infravision; SW -10% to all hear noise checks; MR 95%; SZ L (7' 6" tall); ML Champion (16); Int Supra-genius (19-20); AL LE; XP 11,000.

**Psionics Summary:** #AT 1, MTHACO 10; MAC 5; Lv 10; **PSPs** 1d100+350; **Psionic Attacks** ego whip (EW), id insinuation (II), mind blast (MB); **Psionic Defenses** All; **Psionic Disciplines** As per standard illithids.

# Alhoons

Alhoons (illithilichs) can withdraw and dine upon the brain of creatures after the fashion of their living relatives—although brute undead strength replaces the action of flesh-dissolving enzymes. Even though cephalophagy isn't necessary to sustain alhoons, they continue to eat brains because they sometimes receive glimpses of their victims' thoughts (25%) while dining. These thought glimpses are random unless an alhoon concentrates on a topic, in which case the thoughts are closely related to the chosen topic. Note illithilichs have a 10% chance to absorb a spell from a caster's devoured brain. They can then transcribe these spells into their spellbooks.

Alhoons normally cast spells as 9th-level mages (Spells: 4/3/3/2/1). However, they cannot cast spells in the same round in which they psionically or physically attack.

**Alhoon:** AC 5; MV 12; HD 8+4; THACO 11; #AT 4; Dmg 1d4; SA psionic powers, spells; SD infravision, immunities, unturnable; SW sunlight, subject to spells that affect undead—excepting those detailed under Special Defenses below; MR 90% SZ M (6' tall); ML Fanatic (17–18); Int Genius (17–18); AL LE; XP 9,000.

**Notes:** SD—Alhoons are immune to poison, disease, *sleep*, *hold*, and *charm*-related magic; they also remain unharmed by holy water, *protection from evil*, sunlight, cold-wrought iron, and silver weapons.

**Psionics Summary:** See standard illithid.

# Illithid Vampires

Vampiric mind flayers possess the abilities and powers of both vampires and illithids. Although of animal intelligence, illithid vampires retain the use of their mind blast psionic attack; they use this power to stun their prey before charging into melee.

Each of an illithid vampire's four tentacles can attack in one round, inflicting 1d6+4 points of damage per successful strike and draining two life energy levels per tentacle from the victim. Every round a tentacle retains its grasp upon a victim, the crea-



ture automatically loses the appropriate number of life energy levels.

Whenever an illithid vampire drains life energy, it heals 2d8 points of damage—in addition to its automatic ability to regenerate 3 hit points per round. This regenerative ability is so effective that even reducing a vampiric mind flayer's body to ashes does not destroy the creature. The only way to ensure destruction is to separate the ashes into portions and seal each portion away from the others. If these separated piles of ash ever reunite, the illithid vampire will soon reform to spread its terror.

On the flip side, vampiric illithids cannot charm enemies or use any other standard vampiric ability. Clerics and paladins of sufficient level can turn these creatures—although they suffer a –6 penalty to their attempts. In addition, holy water burns vampiric illithids for 1d6+1 hit points of damage, and they cannot regenerate hit points lost in this way (they can, however, heal this damage naturally or through life energy draining). Finally, sunlight burns illithid vampires in the same way as holy water.

Vampiric mind flayers require gray matter as well as blood to remain active, and they use methods similar to their living relatives to extract brains—although brute undead strength replaces the action of flesh-dissolving enzymes.

**Illithid Vampire:** AC 1; MV 12; HD 8+4; THACO 11 (9 with undead strength); #AT 4; Dmg 1d6+4; SA infravision, regeneration, psionic

mind blast; SD immune to non-magical weapons, poison, disease, *sleep*, *hold*, and *charm*-related magic, unharmed by sunlight, cold-wrought iron and silver weapons; SW sunlight, holy symbols, holy water; MR 90%; SZ M (6' tall); ML Fanatic (17–18); Int Genius (17–18); AL LE; XP 9,000.

## Chapter 8

**Notes:** SD—Vampiric illithids regenerate 3 hit points per round.

SW—Holy water and sunlight burns these creatures for 1d6+1 hit points.

**Psionics Summary:** Mind blast only, as standard illithid



## Brain Golem

Elder brains sometimes bud one to three brain golems. Once they serve their purpose, each brain golem returns to the elder brain.

**Brain Golem:** AC 3; MV 6; HD 12; 60 hp; THACO 9; #AT 1; Dmg 2d12; SA psionic mind blast; SD spell immunities, +2 or better weapons to hit; MR 70%; SZ L (8' tall, 5' wide); ML Fearless (20); Int Low (5–7); AL LE; XP 10,000.

**Notes:** Brain golems always strike at wizards first, and they have an innate ability to target the weakest character in a group.

SA—The golem's mind blast affects everyone within 60 feet; affected creatures must make a saving throw vs. spell or suffer 2d8 points of damage and become stunned for 1d10 rounds. Those who make their saving throw suffer only 1d8 points of damage and lose their initiative in the next round.

SD—Brain golems are immune to poison and all mind-influencing spells (such as charms and illusions). They are also immune to death magic.

**Psionics Summary:** Mind blast once per turn; 100 PSPs.

**Players Option:** #AT 1; MTHACO 10; MAC 5

## Grimlocks

Grimlocks have been subtly altered by centuries of subterranean living: Their skin is thick, gray, and sometimes scaly; their hair is filthy and unkempt; their nails are strong and clawlike; their eyes are blank orbs (grimlocks are totally blind). A grimlock's sense of hearing and smell somewhat compensate for their loss of sight. They can distinguish objects and creatures within 20 feet just as well as if they were able to see—though they are still immune to spells that affect vision. Continuous loud noise reduces their field of perception by 10 feet.

**Grimlocks (20–200):** AC 5; MV 12; HD 2; THACO 19; #AT 1; Dmg 1d6 or by weapon; SD +1 on surprise rolls, make all saving throws as 6th-level fighters, immune to vision-affecting spells; SW noise reduces vision and impedes combat ability; SZ M (5½'-to 6' tall); ML Steady (11); Int Average (8–10); AL NE; XP 175.

**Notes:** For every 10 grimlocks encountered, a 3 HD leader with an AC of 4 will be present; grimlock groups with over 40 members take orders from a champion of 4 HD and AC 3.

SW—Continuous loud noise reduces grimlock vision to 10 feet and causes them to fight with a –2 penalty to their attack rolls.

## Cranium Rats

A cranium rat resembles a normal rat, except for the small bulge of exposed brain tissue upon the crown of its head. Individually, cranium rats are simple vermin, but in packs these creatures possess a group mind, with every five rats contributing 1 point of Intelligence and 10 PSPs (that is, a pack of 10 rats has a single mind with an Intelligence of 2 and 20 PSPs). The following table gives the psionic abilities gained through the presence of increasing numbers of cranium rats (magical equivalents appear below for those DMs not running a psionic campaign). Cranium rats gain the benefits listed in only one of the two columns.

### Cranium Rat Psionics

INT	Psionic Ability	(Wizard Spells)
1–6	None	None
7	1 devotion	1 spell level*
8	2 devotions	2 spell levels
9	mind blast**	mind blast***
	1/3 rounds	1/3 rounds
10	3 devotions	3 spell levels
11	4 devotions	4 spell levels
12	mind blast**	mind blast***
	1/2 rounds	1/2 rounds
13	5 devotions	5 spell levels
14	6 devotions	6 spell levels
15	mind blast**	mind blast***
	every round	every round
16	Immune to gases	Same
17	Immune to cold	Same
18	10% magic resistance	Same
19	40% magic resistance	Same
20	70% magic resistance	Same

\* Cranium rats can cast spells daily. For example, a pack with an Intelligence of 10 can use either one 3rd-, one 2nd-, and one 1st-level spell, or three 1st-level spells per day.

\*\* See the psionic description of this power as detailed in Chapter 3.

\*\*\* Use the arcane illithid's mind blast ability.

Rat packs also confer heightened defenses to their individual members. When calculating damage from area-affecting spells, treat the Hit Dice of a pack as a pool (an 8 HD fireball cast at a pack of 30 rats destroys 8 rats if the pack fails its saving throw, and only 4 if the pack makes its saving throw). In addition, cranium rats save as if they were creatures of as many Hit Dice as their pack's Intelligence (a rat whose pack has an Intelligence of 8 saves as an 8 HD creature).

Certain stories tie cranium rats to a hidden master. Those with the eyes to see report an astrally pulsing

green vein that ties every cranium rat to Ilsensine. Apparently, cranium rats serve the illithid deity as its eyes and ears on a thousand planes.

**Cranium Rat (2d10):** AC 6; MV 15; HD 1; THACO 19; #AT 1; Dmg 1d4; SA packs form group minds, psionics; SD packs save as if of HD equal to Intelligence of pack, resistant to mental attacks; MR varies; SZ T (6" long); ML Unsteady (7); Int varies; AL NE; XP 65 each.

**Notes:** Reduce the overall Intelligence (and thus the available powers) of each pack by 1 point every time a member of the pack dies.

**SD**—Rats whose packs have an Intelligence of 5 or higher are immune to sleep spells. Spells such as *suggestion* and *charm monster* only affect a single rat (though the rat still benefits from the pack's saving throw), as the rest of the pack quickly breaks its telepathic link to a controlled individual.

**Psionics Summary:** Varies

**Players Option:** #AT 1; MTHACO 10; MAC 5

## Lugribosk (Ilsensine's Proxy)

Ilsensine is far more apt to dispatch a proxy than an avatar when the deity stirs from its brooding dreams of domination. When Ilsensine does send a proxy to assist a particularly bold illithid plan of subjugation, that proxy is usually Lugribosk.

Lugribosk has two forms. Normally, it appears as an ulitharid (a 7-foot-tall, six-tentacled illithid).

In this form it takes the role of an important Creedmaster from a distant illithid city, arriving to consult on an important matter (use the statistics of a standard ulitharid while the proxy uses this incarnation).

When enraged or in battle, Lugribosk calls upon the power of its lord to grow and change to a more fearsome form; this change requires 1 turn to complete. In this form, its height reaches in excess of 30 feet, its tentacles grow at least as long, and the nails on its four-fingered hands and two-toed feet grow to menacing black claws. In addition, its eyes glow like beacon-fires, and its mauve skin leaves a suggestive trail of purple radiance in the air to mark its passage. Finally, the enlarged proxy's tentacles continue to secrete flesh-dissolving enzyme. However, the tentacles' extreme size renders them useless as implements of brain extraction. In fact, it would be better to describe these fearsome tentacles as acid-soaked battering rams.

**Lugribosk (changeling form):** AC 0; MV 24; HD 20+20; hp 160; THACO -1; #AT 8; 1d10+6x6/1d12x2 (6 tentacles/2 claws); SA psionic powers; SD infravision; SW -10% to all hear noise checks; MR 90%; SZ G (30' tall); ML Champion (15); Int Genius (18); AL LE; XP 16,000.

**Psionics Summary:** #AT 1; MTHACO 5; MAC 5; Lv 20; PSPs 550; **Psionic Attacks** ego whip (EW), id insinuation (II), mind blast (MB); **Psionic Defenses** All; **Psionic Disciplines** control body, levitation, body equilibrium, probability travel, teleport, astral projection, domination, awe, ESP, post-hypnotic suggestion, taste link\*, collapse time\*, crisis of breath\*, fatal attraction\*, and shards\*.

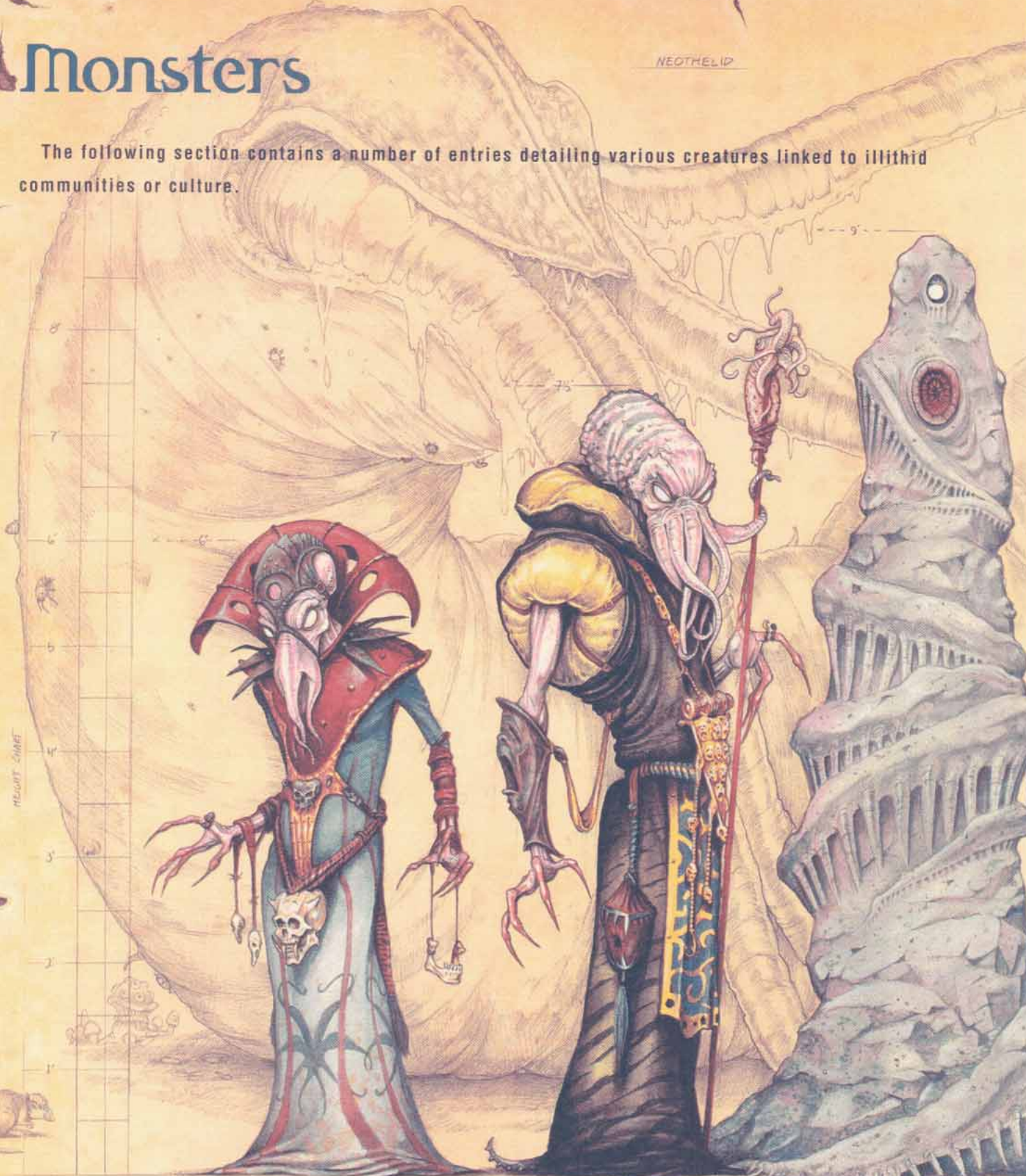
\* Indicates a unique illithid psionic ability detailed in Chapter 3.



# Monsters

NEOTHELID

The following section contains a number of entries detailing various creatures linked to illithid communities or culture.



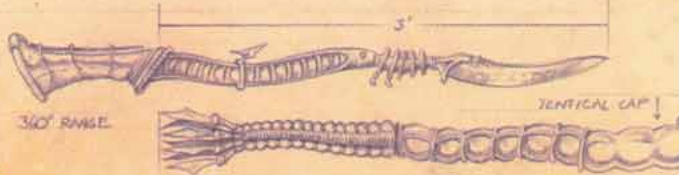
ILLITHID  
(MIND FLAYER)

ULITHARID

UROPHION



VERY RARE



300' RANGE

IDENTICAL CAP!

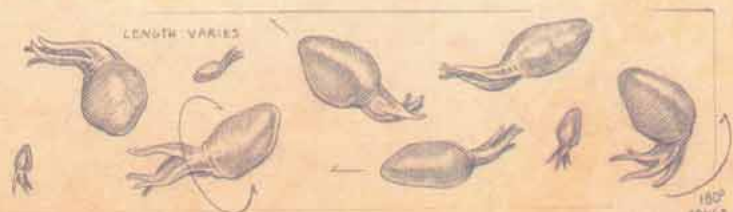
ON AVERAGE, THERE IS A 3" EXTENSION

NEOTHELID DEPICTED IS  
AT HALF SIZE.



BRAIN GOLEM

VAMPIRIC ILLITHID



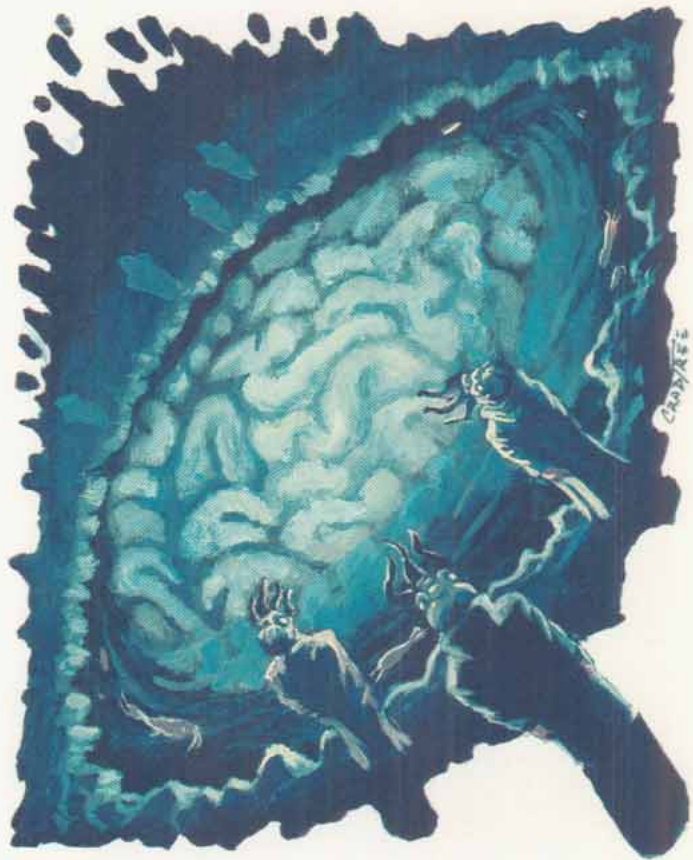
# Elder Brain

CLIMATE/TERRAIN:	Subterranean
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Psychic energy
INTELLIGENCE:	Supra-genius (20)
TREASURE:	Nil
ALIGNMENT:	Lawful evil
NO. APPEARING:	1
ARMOR CLASS:	10
MOVEMENT:	Nil
HIT DICE:	20
THACO:	Nil
NO. OF ATTACKS:	Nil
DAMAGE/ATTACK:	Nil
SPECIAL ATTACKS:	Bud brain golem, psionics
SPECIAL DEFENSES:	Nil
MAGIC RESISTANCE:	90%
SIZE:	H (10' diameter on prime)
MORALE:	Fearless (20)
XP VALUE:	13,000

The elder brain is a huge, fibrous mass of cognizant brain tissue covered with writhing feelers. A single elder brain floats within the depths of a briny pool found at the center of its illithid community. An elder brain's prodigious psychic abilities cause it to pulsate and glow like a windblown ember, charging its gray matter with vitality and purpose. This vitality allows it to remain active long after the bodily deaths of the individual mind flayers whose brains were harvested to engender it.

Elder brains sense the world via an innate telepathy with a radius of up to 5 miles (in the oldest specimens). Within this radius, an elder brain detects all non-psionically shielded sentient beings—even through solid rock. Within this same range, an elder brain can communicate with any creature through the use of its innate telepathy. It can also scry through the eyes of any willing (or psionically dominated) individual within its telepathic radius, although its worldview is biased towards the mental plane.

**Combat:** If given sufficient warning, an elder brain can bud and grow a brain golem; this golem functions as a physical extension of the elder brain itself. An elder brain can bud up to three brain golems, requiring one full hour of undivided attention to fully form each avatar. During the budding process (which costs 1d10 PSPs per HD of the brain golem formed), the elder brain



## Elder Brain Psionic Summary

This psionic summary indicates the minimum psionic ability of an elder brain.

### Psionics Summary:

Level	Dis/Sci/Dev	Att/Def	Score	PSPs
20	6/21/31	EW,II, MB/All	=Int	1d200+450

**Players Option:** #AT 2; MTHACO 7; MAC 0

**Clairisentience—Sciences:** clairaudience, clairvoyance;  
**Devotions:** all-round vision, know location.

**Psychokinesis—Sciences:** create object, molecular rearrangement, telekinesis; **Devotions:** ballistic attack, control body, control light, create sound, inertial barrier, levitation.

**Psychometabolism—Sciences:** complete healing, energy containment, metamorphosis; **Devotions:** body control, body equilibrium, suspend animation.

**Psychoportation—Sciences:** banishment, probability travel, teleport, teleport other; **Devotions:** astral projection, time shift, time/space anchor.

**Telepathy—Sciences:** domination, ejection, mass domination, mind blast, mindwipe, probe; **Devotions:** awe, ESP, false sensory input, id insinuation, mind thrust, post-hypnotic suggestion, taste link, psychic crush.

**Metapsionics—Sciences:** empower, psychic surgery, ultra-blast; **Devotions:** cannibalize, magnify, prolong, psionic inflation, psychic drain.

cannot exert any external psychic influence or ability beyond communication.

An elder brain only resorts to budding when its psionic abilities prove inadequate—an infrequent occurrence at best—as its psionic arsenals contain the combined psionic knowledge of possibly hundreds of contributing illithid minds. The elder brain can use its psionic abilities at twice normal range.

An aggressor able to withstand the psionic fury of an elder brain must still overcome a physical obstacle in order to engage in melee with the creature. Since an elder brain is approximately 10 feet in diameter and floats 10 feet below the surface of its pool (a 30-foot-wide by 30-foot-deep basin), attackers must first enter the creature's watery domain (incurring underwater combat modifiers) before engaging in melee. Normal missile attacks (fired from the surface into the water) will not reach the submerged elder brain—though most spell attacks function normally, provided the brain is within the caster's line of sight and the spell in question does not change effects when cast into water.

If death is imminent, an elder brain relinquishes its hold on the Prime Material Plane and withdraws completely into the Astral Plane, where the bulk of its mass resides. Once it transports itself in this way, an elder

brain loses its anchor to the prime and becomes trapped on the Astral Plane—a rogue creature without ties to its community. It is uncertain what becomes of a rogue elder brain; however, illithid communities that lose their elder brain swiftly fall apart.

**Habitat/Society:** The elder brain is the center of its illithid community, serving as an advisor and, most importantly, the living repository of the community's technology, history, and psionic expertise. It is the right and obligation of every illithid to merge with the elder brain after death—living in exalted mentality while guiding and shepherding its erstwhile community. While most illithids believe that their personality will survive the transition, individual egos are suborned to the gestalt consciousness suffusing the tissue mass.

**Ecology:** An elder brain preys upon the thousands of tadpoles that share its pool; it extracts the pre-sentient psionic complexus from each tadpole to fuel its own existence. Despite the gradual addition of tadpole life force and the mass of new illithid brains, the size of an elder brain never swells beyond a 10-foot-diameter. It shunts any excess mass directly into a psionically maintained node on the Astral Plane.



# Urophions

CLIMATE/TERRAIN:	Subterranean
FREQUENCY:	Rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Brains
INTELLIGENCE:	Genius (17-18)
TREASURE:	Nil
ALIGNMENT:	Lawful evil
NO. APPEARING:	1-3
ARMOR CLASS:	0
MOVEMENT:	3
HIT DICE:	12
THACO:	9
NO. OF ATTACKS:	6
DAMAGE/ATTACK:	3-6
SPECIAL ATTACKS:	Tendrils, psionics
SPECIAL DEFENSES:	Ignore lightning, ½ damage from cold
SPECIAL WEAKNESS:	-4 penalty to saves vs. fire
MAGIC RESISTANCE:	45%
SIZE:	L (9' tall)
MORALE:	Fearless (20)
XP VALUE:	9,000

From a distance, a urophion resembles a rocky outcropping 9 feet tall and 3 feet in diameter at its base, narrowing to 1 foot in diameter at its apex. Upon closer examination, an individual can see that the corded ridges of water-sculpted rock girding the outcropping are actually thick tentaclelike tendrils tightly clinging to the purplish-gray pillar.

When roused, the creature opens a single milky eye near its top and displays a horrible, circular maw that resembles a lamprey's mouth. In seconds, six extensive tendrils lose their camouflaged grip with thrashing fury; each of these tendrils is located equidistantly about the circular mouth.

Because a urophion actively adjusts its body temperature to that of its surroundings, it is almost undetectable by standard infravision. Adventurers with infravision still suffer the standard -4 attack roll modifier when battling this creature in darkness.

**Combat:** A urophion's body is malleable, and it has strong tendrils that allow it to stand upright. In this way, the creature can stand upright to resemble a stalagmite, lie prone to resemble a boulder, or even hang from the ceiling to resemble a stalactite. Thus, a urophion's opponents suffer a -2 penalty to surprise.

A urophion's initial attack is a psionic mind blast affecting a cone-shaped area 5 feet wide at its origin, 60 feet long, and 20 feet wide at its extreme end. If the creature succeeds with its psionic attack, it mobilizes all six of its tendrils (which can reach up to 50 feet), drawing out the stunned victim's brain and killing him in one round.

## Urophion Psionic Summary

### Psionics Summary:

Level	Dis/Sci/Dev	Att/Def	Score	PSPs
9	3/2/8	EW,II, MB/All	=Int	1d100+100

**Players Option:** #AT 1; MTHACO 11; MAC 5

**Psychokinesis—Devotions:** control body, levitation.

**Psychometabolism—Devotions:** body equilibrium.

**Telepathy—Sciences:** domination; **Devotions:** awe, ESP, post-hypnotic suggestion, taste link.



A urophion can also use its tendrils to melee at a distance, while its body remains shrouded in darkness. Each successful tendril attack inflicts 1d4+2 hit points of damage as it grasps the target; victims can remove a tendril with a successful bend bars/lift gates roll. When at least one tendril holds a victim, each succeeding tendril attack roll accrues a cumulative +1 bonus (to a maximum of +5 for the last attack). Once the urophion attaches four tendrils to the victim, it sufficiently immobilizes the target and draw out his brain in the next round. The creature immediately brings the dripping brain to its mouth and eats the morsel while the remaining tendrils continue to melee with the victim's companions.

Each urophion tendril is AC 0 and can withstand up to 6 hit points of damage from a single strike with an edged weapon. Note that damage from attacks directed solely at its tentacles affect only the urophion's total hit points.

A urophion's body and tentacles are quite tough. Both of these areas are immune to electrical attacks and suffer only half damage from cold-based attacks. Urophions do, however, suffer a -4 penalty to their saving throws vs. fire. Finally, urophions possess infravision akin to illithids.

A urophion also possesses other psionic powers, although they have not developed them to the degree of their illithid cousins.

**Habitat/Society:** An illithid creation (see "Ecology" below), the urophion possesses psionic abilities akin to the mind flayer, but its uncouth appearance and immobile form consign it to a second-class position. Thus, most urophions find themselves working as mere guards for most of their lives, protecting outlying regions under illithid control.

**Ecology:** Illithids sometimes attempt tadpole implantation in nonhumanoids to create flayer-kin with enhanced and novel abilities. A urophion is the result of such a hybrid between an illithid and subterranean roper.

# Neothelid

CLIMATE/TERRAIN:	Subterranean
FREQUENCY:	Very rare (possibly unique)
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Any
DIET:	Brains
INTELLIGENCE:	Genius (17–18)
TREASURE:	Nil
ALIGNMENT:	Lawful evil
NO. APPEARING:	1
ARMOR CLASS:	0
MOVEMENT:	9
HIT DICE:	16
THACO:	5
NO. OF ATTACKS:	1 (bite) or 4 (tentacles)
DAMAGE/ATTACK:	6d6 or 3d6 (×4)
SPECIAL ATTACKS:	Breath weapon, psionics
SPECIAL DEFENSES:	Nil
SPECIAL WEAKNESS:	Nil
MAGIC RESISTANCE:	45%
SIZE:	G (120' tall)
MORALE:	Fearless (20)
XP VALUE:	20,000

A slime-covered worm of dragonlike proportions, a neothelid leaves a poison trail of mucous in its wake. It brings its prey down with flesh-corroding exhalations that dissolve all but the fatty brain, an essential component of its diet. An adult reaches 10 feet in diameter, but its wormlike body grows longer throughout its existence—reaching lengths in excess of 120 feet.

Four 20-foot-long tentacles sprout from an adult's eyeless "face," thrashing around a circular maw large enough to swallow man-sized prey whole. Dangerous psionic talents round out what may be the underdark's most fearsome predator.

Its mauve coloration has caused some to mistake neothelids for purple worms at a distance; thankfully, both creatures are rare.

A neothelid senses its world via innate telepathy with a radius of 360 feet. Within this radius, the neothelid is aware of all non-psionically shielded sentient beings and can communicate with intelligent creatures via telepathy—even through solid rock.

**Combat:** When a neothelid corners its prey, it first resorts to its flesh-dissolving breath weapon. This weapon is not an acid, but rather an enzyme that liquefies most organic tissue. A neothelid can use its breath weapon twice per day, affecting a cone-shaped area 5 feet wide at its origin, 60 feet in length, and 20 feet wide at its extreme edge. Living creatures caught in the blast take 12d12+6 points of damage (successful saving throws vs. breath weapon reduce damage by half) as their flesh sloughs away. Any creature killed by the breath weapon completely melts, save for its clothing, possessions, and exposed brain.

## Neothelid Psionic Summary

### Psionics Summary:

Level	Dis/Sci/Dev	Att/Def	Score	PSPs
9	4/2/8	EW,II, MB/All	=Int	1d100+350

**Players Option:** #AT 1; MTHACO 11; MAC 5

**Psychokinesis—Devotions:** control body, telekinesis.

**Psychometabolism—Devotions:** body equilibrium.

**Psychoportive—Devotions:** dimension walk.

**Telepathy—Sciences:** domination; **Devotions:** awe, ESP, post-hypnotic suggestion, taste link.



Any prey that survives a breath weapon attack must face the neothelid's impressive physical arsenal. An attacking neothelid coils and strikes with its gargantuan body from sufficiently large subterranean caverns—much like a surface python. If its attack is successful, the creature bites for 6d6 points of damage or flails with its four 20-foot-long tentacles for 3d6 points of damage each. If a neothelid needs to, it will bring its psionic abilities to bear on its victims.

A neothelid's body glistens with poisonous mucous; a slime trail marks its passage. Those who come in contact with the mucous must make a successful saving throw vs. poison or face death in 1d10 turns (mind flayers are immune to this poison).

**Habitat/Society:** In the remarkably rare event that mind flayer tadpoles develop in the absence of illithid adults, a small number survive long enough on their own to develop into neothelids. These creatures indiscriminately hunt any illithids they may chance upon. Illithids, in turn, respond to the news of neothelid emergence with utter disgust, and they quickly organize hunting parties to exterminate the abominations.

**Ecology:** An illithid tadpole that fails to undergo ceremorphosis gradually grows into a neothelid—assuming it survives its first 100 years as a mindless slug eking out a living on subterranean vermin. Once a tadpole is powerful enough to be called a neothelid (triggered by the eating of its first sentient brain), it becomes a terrible danger, hunting all other living creatures (including illithids) with an insatiable, insane hunger.

Unlike some other large predators of the underdark, neothelids are unable to burrow through solid rock, forcing them to hunt naturally or previously delved tunnels and caverns. When a local subterranean ecosystem is exhausted, neothelids may move to "greener" tunnels via their psychoportive abilities.

The existence of the neothelids engenders a host of unanswered questions regarding the actual nature and true origin of illithids—a mystery even to the illithids themselves.



# Gohlbrorn

CLIMATE/TERRAIN:	Subterranean/Underdark
FREQUENCY:	Rare
ORGANIZATION:	Group
ACTIVITY CYCLE:	Any
DIET:	Carnivorous
INTELLIGENCE:	Average (8-10)
TREASURE:	Nil
ALIGNMENT:	Lawful Evil
NO. APPEARING:	3-6 (1d4+2)
ARMOR CLASS:	3
MOVEMENT:	9, Burrow 18
HIT DICE:	5
THACO:	15
NO. ATTACKS:	2 + Special
DAMAGE/ATTACK:	2d6/3d6 and special
SPECIAL ATTACKS:	Launch stones
SPECIAL DEFENSES:	Natural Coloration
MAGIC RESISTANCE:	Nil
SIZE:	M (5'-7' long, 5' high)
MORALE:	Elite (13-14)
XP VALUE:	975

The gohlbrorn, a relative of the fearsome bulette, hunts throughout the cavern complexes of the underdark. The gohlbrorn shares its cousin's bullet shape and thickly armored body, though it is considerably smaller and more intelligent than a bulette.

The creature's hindquarters range from dark blue to deep brown; its head, which takes up a considerable portion of its body, is a dark gray. The thick scales and plates of the gohlbrorn reflect the color of the surrounding stone and rock. This coloration allows it to blend in with its surroundings. It is indistinguishable from natural stone 45% of the time.

The gohlbrorn possesses an inner eyelid that filters all light brighter than candlelight. This nictitating lid protects the creature from the blinding effects of light spells and is an invaluable aid when it hunts close to the surface world.

Gohlbrorn have their own complicated language that sounds like distant rumbling to the untrained ear. It is not known whether these predators can reproduce the speech of other creatures; it is likely, however, that they can learn and understand other languages besides their own.

**Combat:** Gohlbrorn are extremely cunning fighters. A school of these predators often uses its natural coloring to observe its prey before attacking; gohlbrorn do not attack obviously powerful prey unless they believe the odds to be in their favor.

Whenever possible, they tunnel ahead of their intended victims and lie in ambush just below the surface of the cavern walls, ceilings, and floors.

When their prey reach the ambush site, the gohlbrorn spring out from their tunnels, forcing all opponents to suffer a  $\bar{n}3$  penalty on surprise rolls.

Gohlbrorn fight in a highly organized manner; they concentrate their attacks on spellcasters before engaging other enemies. Often, gohlbrorn utilize *ihit* and *ruri* tactics; they assault an opponent, then dive back into their tunnel, only to attack again from a different position.

Their favorite melee attack consists of a powerful claw, which inflicts 2-12 (2d6) points of damage, and a ferocious bite, which causes 3-18 (3d6) points of damage.

In addition to these awesome attacks, gohlbrorn can spew large rocks from their gullets. The missiles strike with tremendous force, inflicting 2-9 (1d8+1) points of damage. The creatures store these rocks as they burrow through the earth; each gohlbrorn has 2-8 (2d4) available stones.

A school of gohlbrorn rarely stands its ground in a losing battle; the school quickly flees if overwhelmed. These intelligent predators have long memories, however, and it is not uncommon to see them flee a battle, only to return with greater numbers.

**Habitat/Society:** Gohlbrorn wander throughout the almost limitless expanse of the underdark, though they prefer to hunt around large populations of easy prey (such as grimlocks, quaggoth, and the like). They fear the illithid, who often use gohlbrorn in their communities, and find the *svirfneblin*, and their illusions, far too bothersome to hunt.

Although gohlbrorn have highly structured hunting groups with the strongest acting as leader, they rarely set up permanent lairs. Mated pairs set up temporary lairs to shelter 1d6 eggs. The creatures defend their eggs to the death, although the parents abandon their hatchlings soon after the young emerge from their shells.

**Ecology:** Gohlbrorn are short-lived in comparison to other denizens of the underdark; they can actively hunt for about 20 years before age slows them down. Unlike many predators, however, gohlbrorn do not abandon

older members of the hunting school. In fact, the younger hunters often catch prey for those creatures too frail to hunt for themselves.

Gohlbrorn eat just about any sort of prey. Drow, however, seem to be a much-sought-after food.

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# the Illithiad

by **Bruce R. Cordell**

## Hungry Tendrils Stir in the Dark . . .

*"Something's back there!" he screamed.*

*I turned to look, and beheld the incarnation of my fear staring back.*

*A robed figure stood just out of the light, but I could see just enough to make out a misshapen head from which depended a writhing, coiling cluster of slick tentacles.*

*As I opened my mouth to give warning of the true enemy, I felt a scratch across the surface of my mind. . . .*

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