

CHAPTER 1: MONSTER LORE



ULO HAS ENCOUNTERED MANY MONSTERS in his day, few as odious or as ornery as the ones described herein. This chapter takes several iconic D&D monsters and provides additional information about their origins, their dispositions and behaviors, and their lairs—above and beyond what is written in the *Monster Manual*. To give every monster such grand treatment would require too many pages to count, so we winnowed down the list to nine groups of creatures that have a lot going for them and tend to get used often in D&D campaigns:

Beholders	Goblinoids	Mind flayers
Giants	Hags	Orcs
Gnolls	Kobolds	Yuan-ti

If you plunder this chapter for ideas and maps the next time you create an adventure or a villain, then this material has served its purpose. We hope that, as you explore each monster section, you'll come up with new ways to challenge and entertain your players, as well as find new things that you can borrow for your own D&D campaign. Let each entry spark your imagination!

You might be wondering why certain monsters were chosen above others. Where are dragons and githyanki? What, no fiends or undead? We hope to tackle other monsters in other products over time. Until then, mind the kobolds hiding under the stairs, and beware of hags bearing strange gifts.

BEHOLDERS: BAD DREAMS COME TRUE

To those who would seek to conquer beholders or merely understand them, nearly everything about their quarry is unfathomable. These bizarre creatures are possessed of alien intelligence, inhuman forms of perception, and the ability to shape reality through force of will—or even by their mere presence. Inside the comfortable confines of its subterranean lair, a beholder is nearly unassailable thanks to the combination of its peerless intellect and the brutal effects of its eye rays.

Some of the behaviors and motivations that beholders exhibit are analogous to those of humans and other intelligent creatures. The difference is one of degree. For instance, where a prideful, confident human might be

THINK YE WEAVE CUNNING SCHEMES AND
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AND POSITIONS? BEHOLDERS CHANGE, REFINE,
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ALL THE TIME. TO THE AVERAGE BEHOLDER, HUMAN
INTRIGUES ARE THE FUMBLINGS OF BABIES.

— ELMINSTER



cowed by a serious threat, the arrogance of a beholder knows no such bounds: it believes that it is superior to every other creature, even including other beholders. A human chess player becomes a master by honing the ability to look several moves ahead during a game—which is still no match for what a beholder can accomplish with its superior intelligence and awareness.

The mind of a beholder is powerful and versatile enough that it can envision literally any possibility, and it prepares accordingly, making it virtually impossible for any invaders to catch it unawares. This way of thinking could be interpreted as a form of paranoia—and if so, it would be the most extreme form imaginable. While a human tyrant might be rightfully paranoid about unperceived threats, a beholder is paranoid even though it perceives everything, because that attitude is the natural companion to eternal vigilance.

Beholders are among the few creatures that can shape reality in their vicinity. In addition, beholders don't truly sleep when they rest. Instead, a beholder's mind remains semiconscious even as it dreams. As a result, on rare occasions when a beholder dreams of another beholder, the dream-reality becomes warped and takes on physical form, becoming another actual beholder. To call this process reproduction would be inaccurate, because in most cases the old and new beholders fight to the death—a fact for which the rest of the world is thankful.

INHUMAN INTELLECT

A beholder sees in all directions. It is always looking for concealed attackers. Even when it sleeps, its smaller eyes remain open, scanning its lair for threats. If a human acted this way, the constant vigilance and lack of truly peaceful rest would lead to a dangerous level of psychosis, but a beholder's mind accepts this attitude as normal and necessary—it is always alert to the possibility of assassination or betrayal by unknown threats that stand ready to pounce on the beholder the instant it lets its guard down.

Complementing this ever-present, passive paranoia is the beholder's genius-level intelligence. Where another creature would ignore the occurrence of two seemingly unrelated events as merely coincidental, a beholder imagines multiple ways they could be related, finding or fabricating a pattern out of supposed or actual randomness. By thinking of all these possibilities—however implausible they might be—and extrapolating its own actions in response, a beholder is truly prepared for any situation and has a strategy to counteract it.

A beholder has plans on top of plans, even for the least likely circumstances. It doesn't matter if invading

adventurers arrive at its lair with summoned angel allies or enslaved demons, by breaking through the floor, by teleporting or riding dinosaurs, or girded with layers of magical defenses and armed with advanced weapons. In any case, the beholder's reaction is calculated, because it has thought about what it and its minions must do in response to every situation.

DESPOTIC PERSPECTIVE

A beholder believes it is superior to all other entities. Unintelligent foes are regarded as food or pets. An intelligent creature is seen as food or a potential minion. A beholder's true rivals are other beholders, for only another beholder has the intellect, power, and magic to threaten another of its kind.

Most of a beholder's mental activity is devoted to unearthing plots against itself (real or imaginary), planning attacks against known rivals, and preparing its defenses against all possible threats. It considers itself the center of the world, in a narcissistic way; of course the clan of duergar moving into its territory is because a rival is trying to oust it, of course the gang of adventurers in its lair were sent to kill it by a cowardly rival, and so on, because it is the perfect example of beholderness and all other creatures are jealous.

A beholder's arrogance is a prominent aspect of its personality. Although it isn't inclined to brag of its superiority, especially in combat, it is dismissive of its opponents' efforts and insulting of their abilities and failures. An exceptional challenger can earn a measure of respect—enough that the beholder might be merciful and pacify the creature with a charm ray or a sleep ray instead of killing it outright. Of course, this mercy has a purpose; the defeated opponent is interrogated, subjugated, and offered a role in the beholder's retinue once its will is broken. A beholder might consider a group of skilled adventurers to be a valuable prize and use its abilities to capture them all for this purpose, giving them the opportunity to serve as guards, spies, or assassins against a rival. Refusal means, at best, servitude as a charmed minion, and at worst, disintegration.

BIRTH OF A BEHOLDER

Beholders can produce others of their own kind, but the process has nothing to do with biology and everything to do with psychology.

When a beholder sleeps, its body goes briefly dormant but its mind never stops working. The creature is fully aware, even though to an outside observer it might appear oblivious of its surroundings. Sometimes a beholder's dreams are dominated by images of itself or of other beholders (which might or might not actually exist). On extremely rare occasions when a beholder dreams of another beholder, the act creates a warp in reality—from which a new, fully formed beholder springs forth unbidden, seemingly having appeared out of thin air in a nearby space. This "offspring" might be a duplicate of the beholder that dreamed it into existence, or it could take the form of a different variety of beholder, such as a death kiss or a gazer (see "Beholder-Kin"). It might also be a truly unique creature, such as could be spawned

When beholders dream of beholders, that's
when the real trouble starts.

—Volo

only from the twisted imagination of a beholder, with a set of magical abilities unlike that of its parent. In most cases, the process yields one of the three principal forms of the beholder: a solitary beholder, a hive, or a death tyrant.

SOLITARY BEHOLDERS

Most of the beholders in the world live apart from others of their kind, and they like it that way. When a solitary beholder dreams another beholder into existence, the creatures' basic nature often means that the first thing they do is try to destroy one another. A solitary beholder lairs within a cave system or a ruined structure, either one of its own making or a place the creature took over after killing or driving off the beholder that gave it birth.

A solitary beholder gathers (or inherits) inferior creatures that it uses as minions. These creatures help defend the lair and also serve as shock troops if the beholder vacates its lair to prey on the inhabitants of the surrounding area. Often, it plunders its neighbors' homes for knowledge and treasure. After the beholder secures the spoils it desires from its enemies, it allows its minions to divide the remaining booty.

EYE TYRANTS

An eye tyrant is a solitary beholder that has suppressed its xenophobia and paranoia and chooses to live as the leader or ruler of a community or an organization that includes other creatures. This doesn't mean that the eye tyrant likes, respects, or understands the creatures it chooses to associate with, but it does distinguish between individuals of other races and communicates with them on a regular basis. An eye tyrant is still ruthless at eliminating threats to itself, whether from another beholder or some other powerful creature—it just doesn't have an insane fear that any creature not under its direct control is working for an enemy. Most known beholders who choose to interact with humanoid society in any way are eye tyrants. For an example of an eye tyrant that leads an organization of humanoids, see the section on the Xanathar Guild.

BEHOLDER HIVES

In exceedingly rare cases, a beholder might experience a dream in which it sees itself in a mirror, or encounters several copies of itself, or imagines a sensation akin to what humanoids call multiple personalities. At such a time, the beholder's dream-birthing creates a beholder hive—a group of "newborns" that are identical to its own shape but smaller.

When the dreamer awakens, it treats the newborns as extensions of its own self in other bodies, and therefore isn't consumed with an urge to kill them. This united group of identical beholders doesn't truly have a hive intelligence, but their personalities and goals are so similar that they can predict and assume each others'



behavior, much as especially close human siblings can. The original beholder is usually the dominant one and takes a leadership role. A hive consists of three to ten beholders, plus whatever minions they control.

DEATH TYRANTS

As a beholder ages, it spends more and more time worrying about its mortality. The dreams of such a death-fearing beholder might reach into strange corners of reality and imagine circumstances in which the creature can live on after death. When the beholder awakens, it finds itself transformed into a death tyrant. It now exists in a state of undeath—yet its fear of being killed remains unabated.

A death tyrant's paranoia about its enemies tends to be related to how it fears it will be destroyed, and its plans take that fear into account. For example, a death tyrant who imagined it would eventually be slain by frost giants might relocate its lair to the inside of a volcano, send its minions to hunt down all frost giants within 100 miles, or take some other drastic measure to ensure that the fear never becomes reality.

BEHOLDER-KIN

The lesser creatures known as beholder-kin bear a superficial resemblance to true beholders in that each has a floating spherical body with eyes. That's where the similarity ends.

Chapter 3 of this book introduces several new types of beholder-kin. A **death kiss** is usually the result of a nightmare about blood, such as what a beholder might experience after an encounter with a vampire or after being severely wounded in battle. **Gazers** are "born" out of a poisoned or ill beholder's feverish dreams, in which its sense of perspective and scale is warped. A **spectator** (see the *Monster Manual*) is a kind of lesser beholder summoned from another plane of existence to watch

over something, such as a treasure hoard. A **gauth** hails from the same plane as spectators, or one that overlaps it enough that they can take advantage of a flawed attempt to summon a spectator. Although true beholders can be found on a spectator's or gauth's home plane, the creatures' actual place of origin is unknown (whether another plane, a world beyond the stars, or some stranger location), and spectators and gauths aren't believed to originate from dreams as other beholders do.

PHYSICAL CHARACTERISTICS

As a byproduct of their unique method of propagation, beholders in one part of the world tend to look similar, with variations becoming more pronounced the farther one travels from that area. Even a slight variation in the shape of an eyestalk or the texture of its skin is enough for one beholder to consider another a flawed abomination, which should be destroyed.

Use the following tables to produce a variety of different appearances for beholders.

BEHOLDER BODY DIAMETER

2d6	Body Diameter
2	4 feet
3–4	4½ feet
5–9	5 feet
10–11	5½ feet
12	6 feet

BEHOLDER SKIN COLOR

d12	Skin Color
1	Brown
2	Brown-yellow
3	Gray
4	Green
5–7	Pinkish
8–9	Purple-blue
10–11	Mottled (roll twice, ignoring results above 10)
12	Shaded (roll twice, ignoring results above 10)

BEHOLDER SKIN TEXTURE

d10	Skin Texture	d10	Skin Texture
1–2	Pebbled	7–8	Smooth
3	Pitted	9	Warty
4–5	Plated	10	Wrinkled
6	Scaled		

BEHOLDER EYE COLOR

d10	Eye Color	d10	Eye Color
1	Red	6	Violet
2	Orange	7	Pink
3	Yellow	8	Brown
4	Green	9	Black
5	Blue	10	Metallic (roll d6 for color)

BEHOLDER IRIS SHAPE

d20	Iris Shape	d20	Iris Shape
1–4	Circle	11–14	Slit
5	Crescent	15	Square
6	Hourglass	16	String-of-pearls
7	Irregular	17–18	Triangle
8	Keyhole	19	Wave
9–10	Oval	20	Double iris (roll twice, ignoring results of 20)

BEHOLDER EYE SIZE

2d6	Eye Size
2	50 percent normal
3–4	75 percent normal
5–9	Normal
10–11	125 percent normal
12	150 percent normal

Roll once for the central eye and once for all the smaller eyes.

BEHOLDER EYESTALK TEXTURE

d6	Eyestalk Texture
1–2	Smooth
3–4	Ridged (earthworm)
5–6	Segmented (insectile)

BEHOLDER EYESTALK SHAPE

d4	Eyestalk Shape
1	Thick and short
2	Thin and short
3	Thick and long
4	Thin and long

BEHOLDER MOUTH SHAPE AND SIZE

d6	Mouth Shape and Size
1	Small/narrow
2–5	Normal
6	Large/wide

BEHOLDER TEETH SHAPE

d10	Teeth Shape
1–4	Thick and pointed
5–6	Humanlike
7	Humanlike, fanged (vampiric)
8–9	Thin and needle-like
10	Double row (roll again, ignoring results of 10)

ROLEPLAYING A BEHOLDER

A beholder constantly fears for its safety, is wary of any creature that isn't one of its minions, and is aggressive in dealing with perceived threats. It might react favorably toward creatures that humble themselves before it and present themselves as inferiors, but is easily provoked to attack creatures that brag about their accom-

plishments or claim to be mighty. Such creatures are seen as threats or fools, and are dealt with mercilessly.

Each beholder thinks it is the epitome of its race, and therefore all other beholders are inferior to it—even though, at the same time, it considers other beholders to be its greatest rivals. A beholder might be willing to cooperate with adventurers who have news about another beholder's lair or activities, and might be nonhostile toward adventurers who praise it for being a perfect example of a beholder.

The tables that follow present possibilities for personal characteristics that you can use to make a beholder distinctive.

BEHOLDER PERSONALITY TRAITS

d8 Personality Trait

- 1 I enjoy lording my superiority over others.
- 2 Cold, emotionless logic is the way I defeat my foes.
- 3 I determine if a creature is worth keeping alive within the first minute of speaking to it.
- 4 I frequently dream of [a particular creature] and am certain it is trying to manipulate me.
- 5 I pretend to be insane so my enemies underestimate me.
- 6 I am weary of frequent interruptions.
- 7 Assassination attempts are the only events that quell my feelings of loneliness.
- 8 I sometimes fear that I am a flawed abomination.

BEHOLDER IDEALS

d6 Ideal

- 1 **Greed.** My trophies are proof of my success. (Evil)
- 2 **Community.** My hierarchy of minions keeps me safe. (Lawful)
- 3 **Intolerance.** All other beholders are imperfect and must be destroyed. (Evil)
- 4 **Stability.** I must maintain the current balance of power in the region. (Lawful)
- 5 **Perfection.** Although I am perfect as I am, I can strive to be even better. (Neutral)
- 6 **Power.** I will be secure when I rule over all. (Evil)

BEHOLDER BONDS

d6 Bond

- 1 My followers are all spying on me, and I seek motivated, powerful allies to destroy them.
- 2 I miss the kinship of my identical twin, who disappeared years ago.
- 3 I must recover an artifact that was stolen from me.
- 4 I have foreseen the moment of my death and know what will kill me. I hope to curry favor with my slayer to forestall my end.
- 5 I was lucky to escape my enemy, and I worry that I might be discovered again before I am ready.
- 6 I scheme endlessly to recover an ancient tome that contains the secret of creating perfect, obedient clones of myself.

UNTIL YE'VE COME TO KNOW A BEHOLDER—NOT AN EASY THING TO DO, I'LL GRANT—YE DON'T KNOW TRUE PARANOIA.

—ELMINSTER

BEHOLDER FLAWS

d6 Flaw

- 1 I usually ignore advice from my minions.
- 2 I enjoy taunting rivals with hints of my plans.
- 3 I am very quick to take offense.
- 4 I frequently have terrifying dreams.
- 5 I often take out my frustrations on my minions.
- 6 I sometimes forget that others don't have access to all of my knowledge.

BEHOLDER NAMES

A beholder picks its own name, piecing together sounds and syllables that have significance and meaning to it.

BEHOLDER NAMES

d20	Name	d20	Name
1	Barixis	11	Orox
2	Chelm	12	Qualnus
3	Derukoskai	13	Ralakor
4	Eddalx	14	Selthdrych
5	Famax	15	Sokhalsh
6	Irv	16	Thimnoll
7	Jantroph	17	Velxer
8	Khoa	18	Xeo
9	Lanuhsh	19	Zalshox
10	Nagish	20	Zirlarq

BATTLE TACTICS

A beholder analyzes its opponents, makes note of armor, weapons, and tactics, and adjusts its strategy to eliminate the most dangerous threats as quickly as possible. Although a beholder's specific actions will vary with each encounter, the creature's behavior is largely governed by the tactics discussed below.

STAY OUT OF RANGE AND SIGHT

A beholder's natural ability to fly is essential to many of its defenses and habits. Portions of its lair—especially the remote part where it sleeps—usually aren't reachable on foot, which makes it harder for its minions to take over the lair, and forces intruders to find ways to overcome steep vertical climbs.

Also, a beholder's natural levitation means it doesn't risk activating any floor-based traps, and therefore it is likely to use such defenses to protect its inner sanctum, allowing it to roam freely through the area while hostiles must dodge or overcome multiple obstacles.

Unless its opponents are concealed by fog, invisibility, or some other magic, a beholder can lurk in the dark



and shoot any creature it can see within the range of its darkvision. A dark room with a 120-foot ceiling allows it to use this tactic, requiring opponents to create light at a distance in order to return fire with any accuracy.

Even intruders who don't need light to see have to contend with the beholder's superior senses—the monster can see its opponents before 60-foot darkvision sees it.

USE ANTIMAGIC FREELY

Although a beholder can't use its rays on targets inside the area of its antimagic cone, the ability of its central eye is incredibly effective in combat—instantly crippling enemy spellcasters, revealing the exact location of anyone using *blur* or *invisibility*, and causing opponents using magical flight to plummet to the ground. The cone is wide enough that the beholder can usually redirect it toward any particular creature trying to escape the area, keeping that target locked down until the monster has killed all the enemies outside the cone.

A beholder can use its telekinesis ray in conjunction with its antimagic cone to lift a heavy object above the cone and drop it onto an opponent inside the cone; gravity finishes the job, even though the cone negates the beholder's telekinetic control.

The ability to temporarily suspend magical effects is useful to a beholder for determining if a minion has been charmed or compelled to act against its master; the creature might change its behavior when inside the cone, or it might remember or be able to speak of things it was compelled to forget or keep secret.

Because the cone suppresses ongoing magical effects, the beholder might create a secure area in its lair behind a permanent *wall of fire* or *wall of force*, make use of an existing magical hazard (such as a pool that transforms any creature that touches it), or an area with magical guardians (such as an old shrine with a demon bound to it) that it can bypass.

USE EYE RAYS TO BEST EFFECT

A beholder can fire multiple eye rays on its turn, and it might use all of them in succession on its most dangerous foe. Even a very tough fighter is going to have second thoughts after taking damage from a disintegration ray, an enervation ray, and a death ray.

A beholder can shift its targets after its first or second rays. For example, if a beholder intends to shoot charm, slowing, and sleep rays at a ranger, and the ranger succumbs to the charm, the beholder could use its remaining rays against other targets.

USE LEGENDARY ACTIONS

The beholder's ability to use legendary actions effectively doubles the number of times it can shoot rays in a round. Each legendary action a beholder takes gives it an opportunity to react to a change in circumstances, or to press an assault that it began on its turn. For instance, it might use its sleep ray as a legendary action against an enemy that has just been awakened. If no such opportunity presents itself, legendary actions are always useful for piling rays on the most dangerous foe.

USE TRAPS AND MINIONS

A beholder in its lair has access to so many resources that it can often vanquish invaders without directly confronting them. Devious and hidden traps are liable to be lurking around every corner, and might be blatantly obvious in some places, yet no less lethal. In similar fashion, a beholder might station some of its minions in a prime spot for an ambush, or it might send forth a bunch of its servants to overrun a group of enemies that have been weakened by traps and other hazards. Every beholder has minions, and can always acquire more, so the master of the lair doesn't hesitate to send its underlings into the fray.

OUTSIDE COMBAT

As described in the *Monster Manual*, a beholder's use of its eye rays in combat is random, governed by die rolls instead of by choice. This rule is an abstraction, designed to keep the beholder's opponents unsure of what rays will be coming next (and, not incidentally, to prevent the monster from using its most lethal eye rays at every opportunity). The rule also makes the creature easier to run.

In the safety of its lair, outside the view of any would-be enemies, a beholder can use any of its eye rays whenever it wants to. Many of them serve as tools.

ANTIMAGIC CONE

The magic-nullifying effect of a beholder's central eye has a number of possible uses outside combat, but if it's not needed, the beholder can turn it off by simply closing the eye.

NEGATIVE ENERGY CONE

Normally usable only by a death tyrant, negative energy prevents survivors of a battle from healing and animates any dead or dying creatures as zombies under the beholder's control. Because there is no limit to the number of zombies a death tyrant can animate and control, it can pack its lair so full of undead that there is little space for anyone to walk, creating a shambling barrier of cadaverous resistance against any invasion.

CHARM RAY

It is common for a beholder to charm a hostile monster, lure the creature to the beholder's lair, and confine it there so it can't escape under its own power. In this way, even monsters that can't be bribed or coerced can be useful to a beholder, making its lair a confusing zoo of hostile beasts.

Although each use of the charm effect lasts only an hour, repeated uses over time against the same target tend to wear down a creature's will, creating a docile servant.

PARALYZING RAY

Outside combat, the paralyzing ray is most often used to restrain a fleeing minion that it doesn't want to destroy outright.

A beholder always has several backup plans ready. When dealing with one, I have three plans of my own: run, hide, and distract. Rival adventurers are always a good distraction. Rival beholders are the best one.

—Volo

BEST OF ALL, IF YE CAN LEARN WHAT SCHEMES A BEHOLDER HOLDS DEAREST, THREATEN THOSE SCHEMES. ITS LURED ATTENTION WILL AT LEAST MAKE IT MOMENTARILY PREDICTABLE. AND, I FEAR, SUSPICIOUS OF THEE. YE COULD CHOOSE AN EASIER CAREER THAN ADVENTURING.

—ELMINSTER

FEAR RAY

A beholder uses its fear ray to psychologically torture and interrogate a prisoner until the creature loses the will to resist.

SLOWING RAY

A beholder might use its slowing ray on an uncooperative creature as a demonstration of sorts, threatening to follow it up with more severe consequences if the creature doesn't submit to the beholder's will.

DEATH RAY AND ENERVATION RAY

A beholder can fine-tune its death ray or enervation ray so that it can "zap" the smallest of targets and deal only a small amount of damage (though usually still enough to obliterate what it touches). For example, to guard against magical spying, a beholder might use either ray to eliminate all common vermin (bats, rats, spiders, and so on) from its lair.

TELEKINETIC RAY

In addition to functioning as the beholder's arms and hands for everyday tasks, the telekinetic ray is essential for building traps and other lair defenses, such as positioning the weights for a falling block trap. This ray allows a beholder to station its minions in parts of the lair that can otherwise be accessed only by climbing or flying, preventing the occupants from escaping. A beholder could also use its telekinetic ray to forcibly transport a creature immune to charm effects (such as a construct or some kinds of undead).

SLEEP RAY

When it parlays with other creatures, a beholder might use its sleep ray as a display of power, quickly disabling the leader and thereby persuading the rest of the group to mount no resistance. This tactic is useful primarily when the beholder intends to use the group for its own purposes, and keeping the leader alive is advantageous to those plans. This ray is also used to pacify potentially useful captives, perhaps in preparation for conditioning them with the charm or fear rays.



PETRIFICATION RAY

The most mundane function of the petrification ray is as a means of decorating a beholder's lair with statues. Beyond that, this ray has a multitude of uses. An unruly minion could be turned to stone, eliminating the creature as a threat and creating a permanent reminder of the price of disobeying the beholder. A beholder might use loosely scattered petrified creatures to create obstacles in an open chamber, or pack them tightly in a corridor to seal off an area, or use them as falling hazards instead of heavy blocks in order to engender fear and uncertainty among intruders.

DISINTEGRATION RAY

A beholder's disintegration ray is a useful tool for excavation. The beholder can also manipulate the ray with pinpoint control, enabling it to cut and shape objects as though it were wielding a fine chisel, drill holes too small for an arrow to pass through, carve masonry blocks out of raw stone, amputate limbs, or brand creatures with burn-like scars. This ray and the telekinetic ray are the basis for a beholder's ability to shape its lair to its very specific and exacting needs, whether sculpting rooms or fabricating traps.

VARIANT ABILITIES

When a beholder's dream-imagination runs wild, the result can be an offspring that has an unusual or unique set of abilities. Rather than the standard powers of a beholder's central eye and eyestalks, the creature has one or more variant abilities—guaranteed to surprise any enemies who thought they knew what they were getting themselves into.

This section provides several alternative spell effects for a beholder's eye. Each of these effects is designed to be of the same power level as the one it replaces, en-

abling you to create a custom beholder without altering the monster's challenge rating. As another option, you can switch any of the damaging eye rays in the *Monster Manual* to an effect with a different damage type, such as replacing the enervation ray with a combustion ray that deals fire damage instead of necrotic damage.

Unless otherwise indicated, an alternative ability has the same range as the eye ray it is replacing, and it affects only one creature per use (even if the ability is based on a spell that normally affects an area or multiple targets). The saving throw for an alternative ability uses the same DC and the same ability score as the spell the eye ray is based on.

Antimagic Cone: *mirage arcane*, *power word stun* (affecting the weakest non-stunned target in the cone each round)

Charm Ray: *banishment* (1 minute), *confusion* (1 minute)

Death Ray: *circle of death* (10-foot-radius sphere; 4d6 necrotic damage to all creatures in the area), *feeblemind*

Disintegration Ray: *chain lightning* (primary target takes 6d8 lightning damage; two secondary targets within 30 feet of the primary target take 3d8 lightning damage each), *eyebite* (sickened effect; 1 minute)

Enervation Ray: *create undead* (usable regardless of the time of day), *polymorph* (1 minute)

Fear Ray: *gaseous form* (self or willing creature only), *moonbeam*

Paralyzing Ray: *modify memory*, *silence* (1 minute)

Petrification Ray: *Otto's irresistible dance* (1 minute), *wall of ice* (1 minute; one 10-foot-square panel)

Sleep Ray: *blindness/deafness*, *misty step* (self or willing creature only)

Slowing Ray: *bestow curse* (1 minute), *sleet storm* (one 10-foot-cube)

Telekinesis Ray: *geas* (1 hour), *wall of force* (1 minute; one 10-foot-square panel)

BEHOLDER LAIRS

The lair of a beholder is a reflection of the creature's mind-set—designed to anticipate, and thwart, any plan that would-be invaders might devise. Each of its chambers is isolated, accessible from only one or two other areas, giving the beholder control over the route that enemies must take to reach the sanctum where the owner of the place lies in wait.

A beholder usually creates its lair in an area of natural caves, shaping the chambers with its disintegration ray. Most of the entryways and passages that it fashions to connect one chamber with another are too narrow to admit creatures larger than itself (particularly in the innermost chambers). If any large openings between adjacent caves exist naturally, the beholder constricts or seals off such openings, either by employing slave labor or by collapsing the tunnel itself.

Regardless of its overall configuration, every beholder's lair is oriented to take full advantage of the creature's flight ability. Adjoining chambers are connected by vertical or steeply sloped tunnels that the beholder carves out of the surrounding stone, each passage barely large enough to admit the beholder's body. Enemies that are too big to traverse these smooth-walled tunnels will find it difficult to move deep into the lair and virtually impossible to confront the beholder in its sanctum.

Minions and other creatures under a beholder's control generally have their own living spaces in the lair. Because a beholder's minions are typically not able to fly, many of these chambers are connected to others by staircases or gently sloping ramps in addition to the tunnels, so the beholder can easily move its minions around as the need arises.

Common rooms found in a beholder's lair are described in the sections that follow.

CENTRAL GALLERY

The main living area that the beholder uses is filled with objects that the creature enjoys looking at, such as art, statues, and its latest spoils of victory. The floor is uneven and difficult for intruders to navigate. Minions usually guard the entrances to this chamber.

ESCAPE TUNNELS

A lair has several escape tunnels, each closed off inside the lair by a large boulder or a mortared stone wall. Most of these routes are blocked on both ends, preventing creatures from easily entering the lair through anywhere but the main entrance. The beholder, of course, can disintegrate these barriers to gain access to the tunnel. As with the tunnels between chambers, escape tunnels are usually a steep climb or nearly vertical to make it difficult for non-flying creatures to follow. A tunnel bends every 50 to 100 feet to prevent attackers from shooting at the beholder while it flees, but giving the monster opportunities to attack when its enemies come into view. Many escape tunnels have falling block traps or weak ceilings supported by a single pillar, which the beholder can disintegrate after it passes that point to deter pursuit.

EYES IN THE SKY

Because a beholder's paranoia knows no limits, it often designs its lair to include secret passageways that are used for reconnaissance or surprise attacks. (These features aren't shown on the accompanying map, but can be located anywhere you see fit.) A typical arrangement is a network of tunnels running above the main chambers of the lair, each wide enough for the beholder to fly through. Fist-sized holes in the floors of these tunnels open into the rooms below, allowing the beholder to spy on creatures in its lair and perhaps target them with eye rays. (Opponents can shoot back, but the holes function like arrow slits and provide three-quarters cover to the beholder.)

MINION CHAMBERS

The lair has rooms set aside for the beholder's minions, where those creatures live, cook, eat, and sleep.

PRISON

A beholder often sets aside a chamber to hold captives that it chooses not to kill. The simplest kind of prison, easy enough for a beholder to create, typically consists of 20-foot-deep holes disintegrated into the floor, sometimes covered with a wood or metal grating. A prisoner is stripped of weapons and magic items, thrown into one of the holes, and guarded by minions at all times.

SANCTUM

The beholder's private chamber is usually at the highest elevation inside the lair and accessible only through a long vertical tunnel. Here, the beholder rests and plots. The room typically contains a nest of sand or cloth bedding and the beholder's favorite pieces of sculpture.

VESTIBULE

Beyond the lair entrance lies the vestibule. Rather than being sculpted with tools or eye rays, the entrance and the vestibule are left in their natural form to mislead intruders who might be expecting an artificially created structure. The floor of the vestibule is usually 15 feet or more lower than the entrance corridor, and the chamber is often inhabited by shriekers, which act as an early warning system.

TRAPS

A room not dedicated to some other purpose could be festooned with a variety of traps. In addition to traps that are meant to catch ground-based creatures, a beholder creates or positions certain traps so that they're effective against flying intruders.

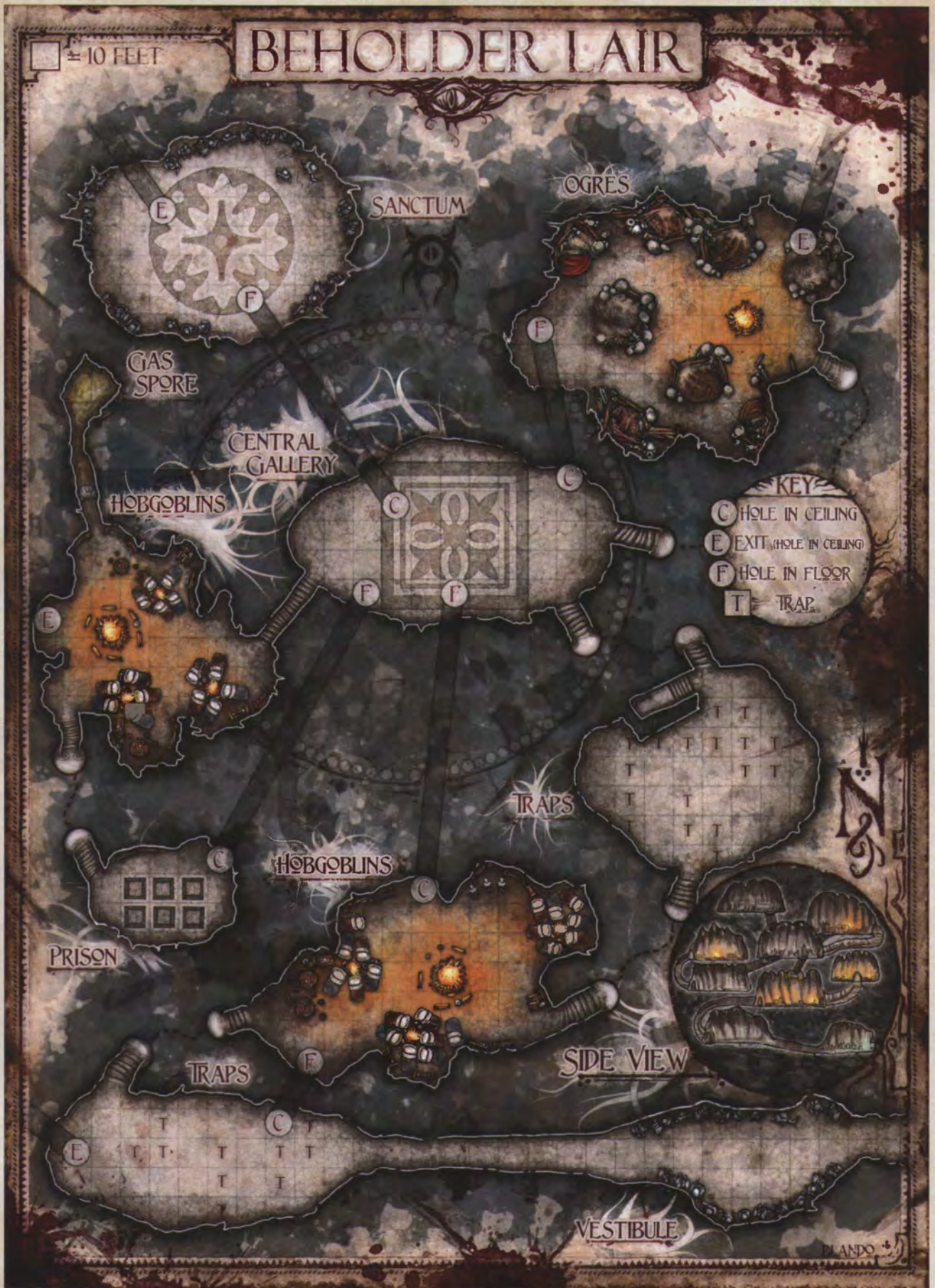
Practically any kind of trap could be a feature of a beholder's lair. A few possibilities are described here.

Covered Pit. Simple yet effective, a covered pit trap is a hole covered with a false floor and perhaps concealed by a sprinkling of dirt or gravel. The pit might be empty, be filled with mud (causing anything trapped in it to eventually drown), or have spikes at the bottom.

Door Trap. In a seldom-used cavern with a high ceiling, a beholder might erect a wall that doesn't reach the ceiling and build a trapped door into it. The beholder can fly over the trap, while intruders are forced to deal with the door or waste time trying to climb over the

BEHOLDER LAIR

± 10 FEET



KEY

- C HOLE IN CEILING
- E EXIT (HOLE IN CEILING)
- F HOLE IN FLOOR
- T TRAP



BLANDO

wall. A typical simple door trap is a pivoting spiked arm that swings downward to impale an intruder when the door is opened.

Ceiling Trap. In addition to making use of classic “gravity traps” such as the collapsing roof, the falling net, and the rolling sphere, a beholder can use its disintegration ray to blast a hole in the ceiling above its enemies, opening up a previously prepared chamber filled with mud, water, sand, garbage, green slime, petrified enemies, poison gas, swarms of centipedes, zombies, or any other sort of hazardous material or creatures.

Gas Spores. One form of gas spore trap is nothing more than a small room or section of tunnel that contains one or more hovering gas spores. The passage leading to it is sealed off or constricted to prevent the fungus creatures from drifting into inhabited areas. Medium or smaller intruders can easily move through the passage but might have little warning about what lies ahead, especially if the passage has sharp turns that make it likely that the gas spore isn’t seen until the last moment. A beholder might use its telekinesis ray to forcibly push a gas spore into an opponent, making the gas spore explode.

Obstacle Course. If its lair includes a long, narrow chamber with an uneven floor and multiple terraces, a beholder might turn this area into a killing ground. The floors count as difficult terrain, and the terraces mean that in some places climbing or jumping down is required to make progress. These areas are often seeded with perils both stationary and mobile. The beholder and its minions can bypass the area by means of secret doors at either end. Some obstacle courses feature low walls to slow enemies even further or a portcullis to trap them in one section of the chamber.

Oil Sprayer. The main element of an oil sprayer trap is a large tank, filled with oil, embedded into the top of a column or located in a space above the trapped room. When the trap is triggered, a valve in the bottom of the tank opens, and oil spews into the room, making the floor slick and igniting if any open flames are present.

TROPHY GALLERY

A beholder that has amassed many trophies might set aside an area in its lair dedicated to their display. A trophy gallery is often a long chamber decorated with mementos taken from creatures the beholder has slain. Niches and pedestals hold smaller objects, while larger objects are suspended from the ceiling or left freestanding in the room. To prevent minions from handling or trying to steal trophies, the more favored and valuable items are kept on high shelves, accessible to the flying beholder but out of reach of anyone on the ground.

LEAVING THE LAIR

A beholder goes to a lot of trouble to make its lair as safe and comfortable as it possibly can, and so it rarely ventures outside. A typical beholder would primarily be concerned with securing the area in a 1-mile radius around its lair (corresponding to the area of the beholder’s regional effects), but could range even farther if the need arises. It might leave home to confront or forestall the advance of creatures that it sees as threats, or to

capture a new pack of minions, or to go after a particularly enticing trophy.

When a beholder goes on the offensive against a threat outside its lair, it plans ahead and makes use of all of its advantages. For example, if it decides a newly settled human village nearby is a threat, it and its minions will set up camp nearby and scout the area (usually by flying high overhead at night using darkvision) for one or two days. Once the layout and guard movements are known, the beholder sends its minions to attack or draw out defenders while it flies high overhead and uses its eye rays to subdue the village, targeting leaders and other formidable foes before significant resistance can be mounted.

One of these raids usually lasts less than an hour, after which the beholder withdraws its forces, leaving the terrified survivors to wonder when the next attack will occur. Unless they flee, the beholder and its forces return night after night, each time eliminating key defenders, and ultimately breaking the morale of the survivors, at which point the beholder’s minions can capture anyone or anything worth keeping and raze the settlement.

TREASURE

A beholder carefully scrutinizes all the treasure in its lair and divides the booty into five groups: tools, gifts, hazards, trophies, and clutter.

A **tool** is any treasure that the beholder can use as personal gear. A beholder’s body can’t use many kinds of humanoid-type magic items because it doesn’t have the body parts to wear them; for example, it can’t use gloves or boots because it doesn’t have hands or feet. But a beholder could wear magic rings on its eyestalks or affix a magic cloak to its back, and the items function as they would if used by a humanoid.

At your discretion, a beholder might be able to use magic items that must be held to activate, such as wands; the beholder is assumed to be using its telekinesis eye ray to move and point the item in the same way that a humanoid would use its hand. A beholder can’t attune to items that require attunement by a spellcaster or a member of a certain class.

A **gift** is a treasure the beholder can’t use itself but that would be useful to a minion, such as magic gloves, boots, armor, or an item it can’t attune itself to. Usually a beholder gives gifts to make a minion more powerful and better at its job, which typically involves guarding the beholder’s lair. Sometimes it uses gifts as rewards and incentives for exceptional minions; although it prefers to rule by coercion and fear, it understands that better results can sometimes be achieved by rewarding positive behavior instead of punishing negative behavior.

A **hazard** can be put to use in an offensive, defensive, or utilitarian capacity. Beholders are skilled at repurposing cursed or dangerous items as elements of traps or obstacles in its lair, especially if such an item emits an ongoing effect that it can suppress as needed with its antimagic cone.

A **trophy** is a treasure that a beholder cherishes as evidence of its power, or serves as a remembrance of victory over its enemies, or evokes another sort of positive reaction from it. The preserved corpse of a rival be-

holder (or any parts it can recover from a battle) would certainly be a prized trophy, as would be the skull of a defeated dragon, the clothing of a famous adventurer the beholder killed, or art objects that are pleasing to its alien senses. A beholder usually has the location of all its trophies memorized and immediately senses if something is missing or out of place.

Clutter is treasure that has intrinsic value, but isn't immediately useful to the beholder or its minions. This category includes currency, gems, jewelry, and magic items that nobody in the lair can use or use well. These items are stored somewhere in the lair until they're disposed of—sometimes by distributing them among the minions as gifts, other times by disintegration.

A beholder's personality greatly influences how it categorizes its treasures. A braggart beholder might use a slain enemy's magic battleaxe as a trophy, but a manipulative beholder might give that axe as a gift to a lieutenant in order to encourage competition between its upper ranks. An inventive beholder might use an *ever-smoking bottle* to obscure dozens of pit traps in a room, but a more militaristic one might not have a use for it and treat it as clutter. Circumstances might change the role of a piece of treasure—a *staff of the python* used to prop up a stone block trap might be given as a gift if the beholder acquires a minion who can attune the item.

MINIONS AND PETS

Beholders often make use of minions. Establishing control over these creatures usually involves the use of its eye rays, but eventually the minions come to understand that the beholder can kill them whenever it wants and it is in their best interest to stop resisting and just obey the beholder's orders.

Minions build walls in the beholder's lair, distribute food to other residents, and carve out new living spaces for themselves and other minions—tasks that the beholder considers beneath its personal attention. Some even worship the beholder as an angry, capricious deity.

Three tables—Beholder Lesser Minions, Beholder Greater Minions, and Beholder Pets—make it easy to stock a beholder's lair with such creatures.

LESSER MINIONS

If a beholder's retinue were likened to an army, the grunts would be represented by its lesser minions, intelligent creatures that can talk and usually live in large groups. They handle menial tasks for the beholder such as hunting, scouting, and guarding the lair.

GREATER MINIONS

A beholder's greater minions are formidable opponents. In the lair, they might be stationed where they can catch intruders in an ambush, or they could be a last line of defense against foes that threaten the inner sanctum.

PETS

A beholder often has one or more pets in its lair, mainly because (for whatever reason) it enjoys the company of such creatures. Pets are usually of low intelligence and are kept around because of their combat abilities, entertainment value, or trophy status.

BEHOLDER LESSER MINIONS

d100 Lesser Minions*

01–04	10d10 + 50 bandits and 3d6 bandit captains
05–08	10d6 bugbears and 1d3 bugbear chiefs
09–12	10d10 cultists and 4d6 cult fanatics
13–14	10d6 duergar
15–22	10d10 + 50 goblins and 3d4 goblin bosses
23–25	10d10 + 50 grimlocks
26–35	10d10 hobgoblins and 2d4 hobgoblin captains
36–43	10d10 + 50 kobolds, 2d4 kobold inventors,** and 2d6 kobold scale sorcerers**
44–48	10d10 + 50 lizardfolk
49–56	10d10 orcs and 1d6 orc war chiefs
57–59	6d6 quaggoths
60–65	10d10 + 50 troglodytes
66–00	Roll twice, ignoring results above 65

* For death tyrant lairs, use this table, but replace approximately half of its humanoid minions with zombies.

** See chapter 3 of this book for statistics.

BEHOLDER GREATER MINIONS

d100 Greater Minions*

01–03	2d4 barlguras
04–10	1d12 ettins
11–20	1d2 fire giants, 1d3 frost giants, 2d4 hill giants, or 1d6 stone giants (as appropriate to the terrain)
21–25	3d6 hook horrors
26–32	3d6 manticores
33–40	3d6 minotaurs
41–55	6d6 ogres
56–70	2d4 trolls
71–75	3d6 wights
76–00	Roll twice, ignoring results above 75

* For death tyrant lairs, use this table, but replace approximately half of its living minions with ogre zombies.

BEHOLDER PETS

d100 Pets

01–10	1d3 basilisks
11–13	1d3 beholder zombies
14–22	1d4 chimeras
23–26	1d4 flesh golems
27–29	3d6 gazers*
30–37	3d6 hell hounds
38–41	2d6 nothics
42–53	2d4 otyughs
54–66	2d4 ropers
67–75	1d6 wyverns
76–00	Roll twice, ignoring results above 75

* See chapter 3 of this book for statistics.

THE XANATHAR GUILD

The Xanathar Guild is a thieves' and slavers' guild operating underneath the city of Waterdeep in the Forgotten Realms setting. The guildmaster is a beholder—the latest in a series of such creatures. Like its predecessors,

the beholder uses “the Xanathar” as a title rather than its personal name (which is Zushaxx). The guild has been in operation for nearly two hundred years, with a different beholder taking over every few decades.

PARANOID MEGALOMANIA

The Xanathar, like its forerunners, is an eye tyrant—a type of beholder that chooses to live among other creatures in a position of superiority over them. Its paranoia is kept under control most of the time, and it turns its strange mind to the pursuit of organized crime in Undermountain and Waterdeep. The Xanathar believes its intelligence and magic make it uniquely suited for this—even more so than its slain predecessor—and it uses its abilities to ruthlessly enforce its will on as much political and criminal territory as possible.

The Xanathar’s bond is its lair, an elaborate cavern complex created by its predecessors, carved out between the twisting sewers of Waterdeep. It almost never leaves its home, for at the center of this world it is the master of all it sees and safe from outside threats. The expansive lair is well stocked with the exotic pleasures it craves, such as scented oils for bathing, fragrant incense, and fine foods prepared by skilled chefs. It surrounds itself with evidence of its wealth and success, eating off gold plates, drinking from diamond-encrusted chalices, decorating its sleeping area with marvelous tapestries, and adorning itself and its sanctum with powerful magic items.

Its fear of conspiracies is merely dormant, though, not absent. From time to time it is gripped by overwhelming concerns about assassination plots, revenge-seekers, and other schemes against it. When these thoughts bubble to the surface, the Xanathar might crack down on its lieutenants, interpreting their mistakes as disobedience, their failures as deliberate attempts to undermine its power, and their successes as challenges to its superiority. The beholder’s ire might manifest as abruptly as a disintegration ray or as slowly as an angry glare and increasing scrutiny over the next few weeks.

The Xanathar is ambitious and wants to expand its power by making alliances, but it is constantly wary of betrayal. The only allies it considers relatively safe are individuals that it (or its predecessor) has worked with for years, and most of these are creatures it has no reason to fear because they aren’t a physical threat to it or the guild. It is hesitant to form alliances with other powerful groups, and is likely to break off ties with a new ally if it senses even a hint of betrayal or difficulty. If an organization is useful but significantly weaker than the guild, the Xanathar is likely to absorb its members and resources into its guild (either immediately or gradually) so it can keep an eye on threats from within that group.

Like all beholders, the Xanathar craves information. It is aware of the great library at Candlekeep and the lore stored there, and one of its main objectives is to get an agent into the place that can start sending copies of that information back to the Xanathar for review. The Xanathar’s ultimate goal is to control the entire region under Waterdeep (both Undermountain and Skullport), giving it as much political clout as all the Lords of Waterdeep combined.

BEHOLDERS RULE TERRITORIES AND TRY TO MANIPULATE THE WIDER WORLD FROM THEM. FOR ADVENTURERS, THE TRICK IS LEARNING WHERE A GIVEN BEHOLDER BELIEVES ITS TERRITORY’S BOUNDARIES ARE.

—ELMINSTER

It's easy. You just have to think like a beholder. According to Elminster, they all think of themselves as the center of the world. Well, I know I am.

—Volo

DIVISION OF LABOR

Thanks to its superior intelligence and its unique way of thinking, the Xanathar is able to efficiently supervise and direct the efforts of many creatures at the same time. It holds sway over a dozen specialized lieutenants. Each lieutenant is responsible for operating one of the aspects of guild business, including assassination, blackmail, extortion, mercenaries, slavery, smuggling, spying, and thievery (of these operations, slavery and thievery are the largest). When one needs to be replaced, the best candidates are those who appreciate the benefits of strict organization (and thus are lawful evil or at worst neutral evil) and who have a high tolerance for their boss’s sometimes erratic behavior.

Each lieutenant is allowed to manage its part of the guild operation as desired. Some use a direct, hands-on approach, and some establish a chain of command that establishes a clear hierarchy from the top to the lowest underling. As long as a lieutenant’s operation runs smoothly, the Xanathar doesn’t object to methods or micromanage day-to-day activity.

When a human megalomaniac rises to power in an evil organization, that individual is always at risk of being killed or replaced by a power-hungry rival. When such a group is led by a beholder rather than a human, the tyrant has incredible staying power against challengers. Not only are its opponents unsure of the best way to kill it, but it can quickly retaliate with lethal force against multiple enemies at the same time, and it literally sleeps with its eyes open. The only real threat to the Xanathar’s rule is another beholder, which speaks to the reason why the Xanathar Guild has been led by a succession of beholders instead of by various humanoid or inhuman creatures. Lieutenants who have their own ambitions, who might come to oppose the tyrant or fear for their safety, are much more likely to flee (or “retire”) than to confront the beholder. The petrified heads of several traitorous lieutenants decorate the Xanathar’s lair as testimony to how it deals with challengers.

In addition to its lieutenants, the Xanathar has many minions with specific jobs. These underlings don’t have as much clout as the lieutenants do, but they do hold key roles in its guild and have some degree of influence