

adventurers) think kobolds are stupid as well as weak; they've seen or heard of a lone kobold trying to hold off a group of armed attackers and attribute the act either to idiocy or the creature's ridiculously inflated idea of its prospects for success. The truth is that the lone kobold—persuaded into this role by its peers—is just hoping to slow down the invaders long enough to give the rest of the tribe time to prepare a lethal trap, an ambush, or a quick getaway.

The tribe's leader is usually the oldest and smartest kobold; the other kobolds respect the old one's ability to survive so long, and they assume the leader will use that knowledge to help the tribe survive. In some cases, the best lesson a kobold leader can teach is "I don't have to be faster than the bear. I just have to be faster than you."

MIND FLAYERS: SCOURGE OF WORLDS

Mind flayers, also known as illithids, are horrific, alien humanoids that lurk deep within the Underdark. Masters of psionic energy, they use their mental powers to dominate other creatures. The fortunate among their victims are slain, their brains devoured. The unlucky ones have their psyches warped, leaving them as mindless slaves with little hope of being rescued.

A CULTURE OF FUGITIVES

Despite all their unique and overwhelming abilities, the mind flayers are a race on the edge of extinction.

Thousands of years ago, the illithids were the dominant power of the Inner Planes. From their astral domains, they launched flying vessels called nautiloids, able to cross between planes, so that they could harvest intelligent humanoids from hundreds of worlds.

The mind flayers relied on a slave race, the gith, to provide physical labor and sustenance when other sources of food grew thin. Eventually, the gith revolted. Whether the mind flayers became decadent or the gith discovered a weakness, none can say. What is known is that after centuries of domination, the mind flayer empire collapsed in less than a year. The gith rose up, slaughtered their masters, and destroyed almost all traces of the illithids' astral domains.

Only the mind flayers that had infiltrated the worlds of the Material Plane survived, and their safety was short-lived. Both the githzerai and the githyanki, two factions that arose from the victorious gith, sent hunting parties to root out and slaughter the remaining mind flayers.

To this day, isolated clutches of mind flayers remain in hiding, seeking ways to recapture their former glory but hampered by their paranoia of being discovered and destroyed by their enemies.

LOST COLONIES

Speculation persists concerning mind flayer realms yet adrift in the Astral Plane. Though no one has discovered such a place, it is beyond dispute that an empire as vast as the illithids' built great cities and other edifices. Most sages, however, believe that the gith tore apart every last bit of mind flayer artifice, ensuring that no evidence remained of the mind flayers' reign.

VARIANT: MIND FLAYER PSION

Mind flayers sometimes devote themselves to deeper study of psionic power, and many excel at using their innate psionic energy to duplicate the casting of spells. A mind flayer psion has the same statistics as a **mind flayer** (as presented in the *Monster Manual*), except that its challenge rating is 8 (3,900 XP) and it has the following trait:

Innate Spellcasting (Psionics). The mind flayer is a 10th-level spellcaster. Its innate spellcasting ability is Intelligence (spell save DC 15; +7 to hit with spell attacks). It can innately cast the following spells, requiring no components:

At will: *guidance, mage hand, vicious mockery, true strike*

1st level (4 slots): *charm person, command, comprehend languages, sanctuary*

2nd level (3 slots): *crown of madness, phantasmal force, see invisibility*

3rd level (3 slots): *clairvoyance, fear, meld into stone*

4th level (3 slots): *confusion, stone shape*

5th level (2 slots): *scrying, telekinesis*

A few skeptics suggest that the entire narrative of the gith victory rings false. How could a slave race overpower the mind flayers? Where are the signs of this great struggle? Perhaps the gith didn't actually win. Perhaps, instead, the mind flayers moved themselves and their works into the future to avoid being overrun. That theory would explain the mind flayers' disappearance and the absence of any ruins from their empire.

Few folk take such talk seriously, yet no one can be sure exactly what the illithids are and are not capable of.

THE IMPORTANCE OF BRAINS

Because of their dietary needs and their otherworldly biology, mind flayers must remain within hunting distance of intelligent humanoids, even if doing so makes them vulnerable to attack from their enemies. They use the brains of such creatures as food, of course, but they also need sentient humanoids to propagate.

FOOD FOR THOUGHT

When a mind flayer devours a brain, it acquires stray memories from its victim and shares them with the other members of its colony. Mind flayers also receive a degree of sustenance from the physical substance of a brain, but subsist primarily on the psionic energy that they extract from it in its final moments of activity.

Through some quirk of the illithids' parasitic nature, the cultural sophistication of a mind flayer depends upon what sorts of brains are in its diet. For example, members of a colony that feed on grimlocks are no less intelligent than a colony that feeds on elves, but the former will pay almost no attention to crafting clothes to wear, and the latter will dress in elaborate robes. This phenomenon extends to all displays of culture, from modes of architecture to the decorations that adorn illithid funerary brain jars.

ONE MIND FLAYER SEES YE, AND THEY ALL SEE.

ONE MIND. ONE NASTY, SUSPICIOUS MIND.

—ELMINSTER





CEREMORPHOSIS

Mind flayers don't reproduce in the traditional sense. Instead, they lay eggs from which hatch tadpole-like creatures that are used to make more of their kind through a process called ceremorphosis. First, a captured humanoid is rendered docile by a blast of psionic power. A newly hatched tadpole is inserted into the victim's cranium, usually through a nostril or ear canal. The tadpole grows as it devours the humanoid's brain, attaching to the victim's brain stem and becoming its new brain. Over the course of a week, the humanoid body changes form, and a new mind flayer comes into being. The emergent mind flayer often retains a few dim memories from its previous form, but these vague recollections seldom have any bearing on its new life as a brain-eating monster.

THE ELDER BRAIN

Mind flayers use telepathy to communicate with each other and with other creatures. Among their own kind, they form a network of minds. Each mind flayer is an individual node of the network, taking on specific tasks, sharing information, and so on. At the center of this network is the elder brain. The elder brain is the most powerful member of a mind flayer colony. Just as mind flayers treat thralls made from captured humanoids, an elder brain expects perfect obedience from the illithids that dwell in its colony.

If a single mind flayer in a colony sees or hears something, the elder brain and the rest of the illithids in the colony learn of it immediately. The colony relies on a collective memory, composed from the knowledge, experi-

ences, and skills of all of its members and stored within the elder brain.

In some ways, a mind flayer colony is like a great library of lore stored within its members' minds, with the elder brain as its librarian. Each individual illithid represents a category or subsection within the library. One mind flayer might specialize in biology, while another is an expert in defending the colony. Given that an individual mind flayer has a near-genius intellect, the extent of its knowledge is equivalent to the highest levels of scholarship attainable by humans.

There are limits to a colony's reach. An illithid can be part of its colony's network of minds only while it is within five miles of the elder brain. Beyond that distance, it is on its own. Mind flayers that venture away from the colony do so only under strict orders from the elder brain. Although such missions risk attracting unwanted attention, they can yield a treasure trove of knowledge and insights to be shared throughout the entire colony when a roaming mind flayer returns.

It is convenient for humanoids to understand a mind flayer colony by thinking of it as a single individual—the elder brain—directing a number of subservient, remote minds, which are the individual mind flayers. Perhaps at one time each mind flayer was independent, but now the elder brain is the only true power. The illithids know that their continued survival and their eventual return to power are possible only through perfect coordination and absolute obedience to the elder brain.

An elder brain is arrogant, scheming, and power hungry, yet quick to flee or beg for mercy in the face of a powerful foe. It has no conception of joy, sympathy, or charity, but is well acquainted with fear, anger, and curiosity. It is an intellect utterly incapable of empathy or concern for creatures other than itself.

An elder brain has a perfect recollection of its race's history. Consequently, it views itself as both a refugee and a victim, forced into hiding by barbaric monsters. An elder brain also sees itself as a savior of the mind flayer race and a living memorial that preserves the memories of the mind flayers' prey. By its twisted logic, humanoids whose brains are devoured by the colony are rendered immortal, their memories preserved forever in the elder brain's labyrinthine mind.

When a mind flayer grows old, becomes infirm, or is grievously injured, the elder brain absorbs it—another form of immortality, as the mind flayer's mind dwells within the hive mind forever after.

See chapter 3 for more information on elder brains.

RENEGADE ILLITHIDS

Sometimes a mind flayer that's away from its colony breaks free from the elder brain. Perhaps it ran into a situation where its bonds of obedience were broken, or perhaps the colony was destroyed while it was away. In such a case, the mind flayer becomes free-willed for as long as it avoids contact with an elder brain.

A renegade illithid remains fearful of gith attacks, and likely sets about creating a sort of colony of its own, the better to remain undetected. It gathers minions, establishes a lair, and makes defense of its territory a top priority. Unlike colonial mind flayers, rogue illithids



develop a healthy respect for those not of their kind. They treat especially powerful creatures and individuals as equals, not adversaries, and seek to cooperate with them. A renegade mind flayer might become a trusted advisor or a powerful ally, so long as it is kept well fed. Any alliance it makes, however, collapses if the mind flayer falls under the sway of an elder brain once more.

ENEMIES EVERYWHERE

Elder brains seek stability and safety for their colonies, and a colony can remain in a relatively peaceful state for decades if it can evade discovery while it acquires food.

Two kinds of events can disrupt the tranquility of a colony: an invasion and the appearance of an ulitharid.

THE GITH NEVER REST

Githzerai and githyanki remember the mind flayers' enslavement of their ancestors. They dispatch hunting parties to the Material Plane to root out and slaughter illithids wherever they can find them. After centuries of hunting, they have grown very skilled at it. Every mind flayer colony is constantly on the alert for an incursion of gith, even if it has never had to fight them off before.

Underdark predators, adventurers, and other kinds of formidable creatures are just as much of a threat to a colony. Although the mind flayers and their elder brain are incredibly powerful, they aren't invincible: highly accomplished heroes, drow raiding parties, rampant demons, and other hazards of the Underdark can decimate a colony even if they don't succeed in destroying the elder brain.

RISE OF A ULITHARID

Rarely, the process of ceremorphosis yields an ulitharid, a more powerful mind flayer that isn't beholden to the elder brain's whims.

The appearance of an ulitharid causes a surge in the colony's collective intelligence, creativity, and strength. As the ulitharid gains power by devouring brains and honing its psionic abilities, the colony becomes more aggressive, seeking to gather more and more thralls.

Eventually, if the colony grows to sufficient size, the ulitharid strikes out on its own. Half the mind flayers and thralls in the colony undertake a great migration, seeking a new lair at least 100 miles away from the old one. Once the ulitharid finds a suitable spot, its followers construct a new lair while it transforms into an elder brain.

Although a creature as arrogant and ambitious as an elder brain might resent an ulitharid's rise, it understands that the mind flayers can't rebuild their shattered empire without expanding their reach. It might resent its new rival, but it can take comfort that soon enough the ulitharid will strike out on its own and the colony will return to normal.

THE GRAND DESIGN

The first priority of any mind flayer colony is to survive. The elder brain and its servants seek to remain hidden, typically deep within the earth, while harvesting enough intelligent humanoids to nourish themselves and allow for slow but steady growth.

Once a colony is secure, it focuses on the Grand Design—the mind flayers' plan to rebuild their lost empire. The illithids know that reclaiming their rightful place in the world is possible only after the githzerai and githyanki have been eliminated and the remaining humanoids have been turned into docile slaves. To that end, each colony conducts research into the nature of the world and the creatures that inhabit it. The mind flayers examine all facets of reality, seeking any knowledge that could give them the edge they need to confront, defeat, and subjugate their enemies.

Every colony investigates a wide variety of topics and phenomena. A few members might focus on straightforward projects such as developing new uses for psionic power or how to breed savage creatures to serve as foot soldiers. Others pursue more theoretical subjects. A mind flayer might study musical tones, for example, in hopes of finding a way to manipulate the emotions of humanoids. Another might research the food humanoids eat to see if their diet or agricultural practices can be exploited. No line of inquiry is too esoteric if it might provide the next step in enacting the Grand Design.

STRATEGIC PRINCIPLES

Since mind flayers need to settle near a source of food, they must determine how best to interact with the humanoids they intend to conquer. A colony usually adopts one of three approaches to dealing with its neighbors.

Control. A colony that desperately needs to increase its population concentrates on capturing humanoids to turn them into thralls and illithids. Operating individually or in small groups, its members use stealth and deception to infiltrate the humanoid community while keeping their presence secret. Lacking the numbers or the ability to overwhelm and dominate the entire population, a colony turns its research toward more effective ways to exert control, such as finding a way to amplify an elder brain's power to enable it to exert influence over a greater distance.

Destruction. Because mind flayers are physically weak, they can't rely on simple combat to stand up against their enemies. If a colony finds itself in circumstances where it can be outwardly aggressive, its members likely focus their research on ways to cause mass casualties with minimal risk to themselves, such as plagues or methods to bring about famine and other natural disasters. A mind flayer colony using this strategy collects and feeds on humanoids mainly to use the knowledge they gain to understand their victims' strengths and weaknesses, with the ultimate goal of finding a way to dispense with all of them at once.

Subversion. As a compromise between control and destruction, a colony might attempt to seize control of a few key elements of a humanoid community, and then mix in a few, calculated destructive acts to send the humanoids into an inexorable decline. If the illithids can engineer the collapse of a society's central authority, such as by inciting years of famine while driving the local nobility to bouts of madness through psionic assaults, they can create widespread unrest that the

colony can use to its advantage. The mind flayers can become more expansion-minded, confident that any response from the humanoids will be too scattered to threaten them.

SPECIAL GOALS

Many of the esoteric research topics pursued by a colony reflect the ambitions and priorities of the elder brain that controls it. Each one has particular ideas about how best to contribute to the ultimate success of the Grand Design, including these possibilities:

- The discovery and destruction of all githyanki crèches
- Collecting creatures and instigating insanity in them to create new flavors of thought
- Fostering a school of wizardry to attract intelligent minds for the colony to feed upon
- Rediscovering the secrets of nautiloid manufacture to take to the sky
- Drawing a surface city into the Underdark so as to have a population of ready victims

ROLEPLAYING A MIND FLAYER

Mind flayers are inhuman monsters that typically exist as part of a collective colony mind. Yet illithids aren't drones to an elder brain. Each has a brilliant mind, personality, and motivations of its own.

MIND FLAYER PERSONALITY TRAITS

d8 Personality Trait

- 1 I never let pass an opportunity to show my contempt for lesser beings.
- 2 I like to flavor my meals by engendering positive emotions in my victims before feeding on them.
- 3 So as not to taint my thoughts, I avoid telepathically communicating with lesser beings when possible.
- 4 I never eat unless the victim is conscious and aware.
- 5 I'm very picky. I feed only on the brains of a specific kind of humanoid.
- 6 I'm curious about how other races live and how their societies function.
- 7 I find battle stimulating.
- 8 I'm curious about the limits of other creatures' intelligence and devise situations to test them.

MIND FLAYER IDEALS

d6 Ideal

- 1 **Knowledge.** All information is of value. (Neutral)
- 2 **Obedience.** Nothing is more important than following orders. (Lawful)
- 3 **Selfishness.** I do my best work when motivated by my own self-interest. (Chaotic)
- 4 **Truth.** Truth is the foundation of knowledge, so I never lie. (Lawful)
- 5 **Superiority.** Nothing can be gained from the study of lesser beings. (Neutral)
- 6 **Domination.** All others should submit to my control. (Evil)

MIND FLAYER BONDS

d6 Bond

- 1 I think the elder brain is wrong about something, and I want to convince it.
- 2 I have a secret I wish to keep even from other mind flayers.
- 3 The more the colony grows, the more powerful we all become.
- 4 Nothing is more important than rebuilding our lost empire.
- 5 Persistence of my colony is the greatest good.
- 6 I have important research that must be protected at all costs.

MIND FLAYER FLAWS

d6 Flaw

- 1 I am oblivious to the emotions expressed by others.
- 2 I believe my minions will always do precisely as I intend.
- 3 I never assume others understand and always explain everything.
- 4 I have a memory that isn't mine. I'm obsess about it.
- 5 It is inconceivable that another creature could out-smart me.
- 6 I sometimes confuse others' thoughts with my own.

MIND FLAYER NAMES

Among mind flayers, thoughts aren't communicated in language per se, but are instead transmitted telepathically as concepts and associations, which other humanoid interpret in their own language.

Telepathic communication with a mind flayer is frequently accompanied by a mental static that "sounds" to the receiver like an underlying sussuration peppered with guttural clicks. The intensity of this static increases when a mind flayer refers to itself, because with the saying of its name, the illithid is communicating far more information about itself than other humanoids can comprehend. The syllables that make up mind flayer names as expressed in other languages are thus weak approximations of the sound that others hear in their minds when illithids refer to themselves.

An illithid might adopt a name that is easier for minions and allies to speak or that makes it seem more fearsome to enemies, but each begins its life with a thought-name such as the examples in the Mind Flayer Names table, which are suitable for any campaign.

MIND FLAYER NAMES

d12 Name

- 1 Aurangaul
- 2 Cephalosk
- 3 Drukt
- 4 Drusiss
- 5 Lugribosk
- 6 Quoor

d12 Name

- 7 Ralayan
- 8 Sardsult
- 9 S'venchen
- 10 Tharcereli
- 11 Tobulux
- 12 Zellix

SPEECH

The physiology of mind flayers doesn't leave them well equipped for typical humanoid speech, and most use telepathy exclusively. At times, however, they find it necessary to speak, such as when casting a divine spell, voicing the command word of a magic item, or communicating with multiple creatures at once. A mind flayer accomplishes such vocal feats by forcing one of its tentacles down its own throat and curling the tip to act as a tongue. The process is uncomfortable to the mind flayer, can be disquieting for other creatures to witness, and results in a sound that is often harrowing to the ear. Despite the difficulty, some mind flayers make a study of spoken communication and manage consistently intelligible (if not melodious) speech.

QUALITH


The "writing" of mind flayers, known as Qualith, isn't as simple as a set of symbols representing sounds or ideas. An inscription in Qualith captures the thoughts of its creator and psionically transmits the thoughts to a mind flayer who later reads the inscription by touching it with its tentacles. Mind flayers write in Qualith by psionically imprinting their messages on nonmagical, nonliving material they grasp or caress with their tentacles. The imprinting causes imperceptible surface changes to the object, and abrasion or degradation of the material can cause the inscription to fade and fail.

An expression in Qualith is made up of four-line stanzas packed into interlocking blocks, creating complex patterns that are indecipherable by other creatures. Someone that touches a Qualith inscription, however, can receive fragmentary insight into the multilayered thoughts contained within it. A non-illithid that wants to understand a Qualith inscription can make an Intelligence check (DC based on the complexity of the contained thoughts) to try to derive some of the inscription's meaning. Multiple successful attempts might uncover different aspects about the illithid author, its intended meaning, and its intended audience. A failed attempt results in a crushing headache and, in extreme cases, madness. A *comprehend languages* spell provides understanding of the inscription roughly equivalent to what a mind flayer would get from it.

MIND FLAYER THRALLS

Mind flayers never truly ally with any creatures. They either attempt to seize control of a population by subverting its leaders, or they use psionics to dominate a humanoid and turn it into a thrall.

Illithids sometimes infiltrate an Underdark tribe of humanoids and use their superstitions and traditions as tools to make them useful followers. A mind flayer might use its psionic ability to send visions to a humanoid shaman, causing it to proclaim the mind flayers as emissaries of the gods. With that ruse in place, the "gods" then dictate strict rules that cause some members of the tribe to be branded as heretics, to provide the pretense for occasionally seizing a humanoid and devouring its brain. After the colony depletes and demoralizes the popula-



I wonder what a mind
flayer's brain tastes like.
—Volo

VOLO, YE ARE THE FOOL OF FOOLS. ILLITHID BRAINS ARE
POISONOUS, AND DRIVE HUMANS INSANE WITH A FLOOD OF
MEMORIES AT EVERY BITE. ER, ASK ME NOT HOW I KNOW THIS.
—ELMINSTER

tion sufficiently, the illithids might move in en masse and attempt to turn the remaining followers into thralls.

The process of transforming a creature into a thrall requires the entire colony's energy and attention, making it no small matter. Although it takes only one mind flayer to perform the process, any illithid not directly involved in the process is required to donate its psionic power to the effort while otherwise remaining inactive.

A thrall-to-be is first rendered docile through psionic means. Using a low-power version of its Mind Blast ability, the mind flayer bombards the victim with energy that washes through its synapses like acid, clearing away its former personality and leaving it a partially empty shell. This step takes 24 hours. Over the next 48 hours, the illithids rebuild the victim's memories and personality, and the victim gains the skills and talents it needs to perform its intended function.

The process that creates a thrall changes almost everything about the victim. The creature retains its Hit Dice, hit points, racial traits (but not proficiencies granted by race), and all of its ability scores except for Intelligence. After the first stage of the process, the creature's Intelligence is halved; when the second stage is over, its Intelligence score increases by 1d6.

To complete the process, the thrall receives a new set of proficiencies, a new alignment, and a new personality. Some colonies have learned how to salvage a victim's psionic abilities during the process or how to implant psionic powers into their thralls. Also, some colonies know how to leave a victim's persona intact while infusing it with a fanatical loyalty to the colony's elder brain as well as telepathic power that allows the victim to communicate with its new masters as if it were a mind flayer. This sort of thrall makes a perfect spy, since most would never suspect its true nature.

A thrall can be restored to its former self through a combination of spells and ministrations. The thrall must have *regeneration*, *heal*, and *greater restoration* cast on it once per day for three consecutive days. The victim is restored to normal when the final round of spells is cast.

Mind flayers vastly prefer to use humanoid thralls, since they have a good balance of physical attributes and proper anatomy. Animals, in contrast, require a lot of direct oversight and lack the ability to use tools to help maintain the colony. Among the variety of humanoids available to the illithids, they have some preferences and tendencies.

DUERGAR

Mind flayers have hated duergar ever since the gray dwarves revolted against them, but consider their brains a delicacy. Duergar serve as a constant reminder to the illithids that any creatures that serve them must be kept dimwitted and easily controlled. The clever duergar threw off the long-ago attempt by the mind flayers to rule them and have been enemies of the illithids ever since.

GRIMLOCKS

The first grimlocks were descended from humans corrupted by mind flayers in ancient times, and today these sightless humanoids are among the illithids' preferred servants. Grimlocks are easily cowed by mind flayers, because their culture still centers on worship of and subservience to the illithids. Strong but dimwitted, they lack the initiative and the cunning to rebel as long as they are provided with food, shelter, and the opportunity to pillage and slay. Also, the grimlocks' inability to see gives their brains an exotic flavor that mind flayers love.

KUO-TOA

Illithids once used kuo-toa as slaves extensively, since they proved quite easy to control. In time, though, repeated exposure to the mind flayers' psionic intrusions drove the kuo-toa mad. Nowadays, kuo-toa don't make for good thralls because their insanity makes them difficult to control. Mind flayers consider kuo-toa brains a great treat, but they prefer to eat them raw, unsullied by psionic alteration. Thus, they tend to eat kuo-toa soon after capturing them, rather than attempting to keep them penned up or docile.

QUAGGOTHS

Mind flayers find that the quaggoths' innate, though rarely manifested, talent for psionics makes them excellent thralls. When possible, they manipulate a tribe's thonot (a psionic shaman) into pledging allegiance to a colony. Quaggoths are naturally strong and quick, making them ideal shock troops without any additional modifications. The quaggoths' chaotic tendencies eventually motivate most colonies to convert them into thralls or food, rather than relying on the quaggoth thonot to keep them under control.

HUMANOIDS

Only the most desperate colonies bother using goblins, kobolds, gnomes, and other small humanoids for anything except food. Small humanoids do make a good food source because they tend to gather in large groups, and their fear and despair in the face of a mind flayer incursion make their brains tasty to the illithid palate. They are also relatively easy for larger, stronger humanoid thralls to control. Small humanoids are only rarely transformed into thralls or otherwise kept under firm control.

Almost any humanoid creature can end up as a thrall, and mind flayers sometimes work with whatever victims fall into their grasp. Aside from the exceptions discussed above, they tend to see orcs, bugbears, humans, and other similar humanoids as largely interchangeable. Their brains all have a similar taste, and their utility as thralls is roughly equal.

MIND FLAYER MONSTERS

Mind flayers hardly ever use non-humanoid creatures as thralls or develop other relationships with them. Most of them are either too big and strong to keep penned up for long or too limited in intellect to complete anything but the simplest tasks. In general, non-humanoids found in the company of mind flayers are those that the illithids have created or bred for specific purposes. A few types of these creatures warrant special mention.

INTELLECT DEVOURERS

Almost every mind flayer colony creates intellect devourers and seeds the areas around its lair with a few to keep watch, slay intruders, and lure fresh victims to their doom.

MINDWITNESSES

A mindwitness represents an exception to the typical mind flayer pattern of reproduction. If a colony succeeds in capturing and subduing a beholder, it can use a tadpole to convert the creature into a bizarre hybrid known as a mindwitness. A mindwitness is a sort of psychic hub, able to collect and amplify the illithids' psionic power.

See chapter 3 of this book for more information on mindwitnesses.

NEOTHELIDS

These horrors, hated by mind flayers, sometimes come into being when those ignorant of mind flayer lore destroy a colony. A neothelid arises when a tadpole pool is left untended. The tadpoles turn against each other, and the survivor grows to immense size. Comparable to purple worms, these behemoths devour everything in their path.

See chapter 3 of this book for more information on neothelids.

MIND FLAYER LAIRS

In the lair of a mind flayer colony, the safety and security of its residents is all-important. As a result, illithid lairs are always well hidden and well defended, almost always underground, and within easy reach of humanoids and their succulent brains.

No two lairs are the same, as the resident elder brain drives the form and function of each one. The lair shown in the accompanying map is typical and includes many elements found in every colony's stronghold.

The illithids, with their ability to levitate, design major portions of their lairs so as to make movement as difficult as possible for ordinary two-legged creatures. In such locations, thralls must climb or use ropes to move from place to place.

BRAIN CHAMBER

Mind flayers sometimes preserve extracted brains in a magical liquid. Still fully alive, they are kept in the brain chamber. The mind flayers use these brains to advance the study of how psionics affects their enemies. They also enjoy the babble of confused, horrified thoughts that emanates from these sources, and sometimes sit here in quiet, comfortable contemplation. Brains that



prove boring or dull are eventually consumed, while the most interesting ones are added to the brain library.

BRAIN LIBRARY

Extracted brains that are exceptional in some way are kept in the colony's brain library. Here, the mind flayers continue their examinations at a much greater depth.

CLEANSING CHAMBERS

Freshly captured victims are processed in the cleansing chambers. Their gear is removed and either destroyed or kept if it is of interest, their hair is shaved to prevent parasites, and any sickly ones are disposed of.

COMMON ROOM

The lair's common room serves as a gathering spot for the colony's thralls. As they complete tasks, they come here to rest, eat, and wait for new orders. Any mind flayer in need of assistance can visit this room to obtain the needed muscle power. In the event of an attack, the thralls gather here to arm themselves and ready for battle.

ELDER BRAIN RESTING POOL

Usually centrally located, the lair's resting pool is where the elder brain holds court in its brine pool, protected by a nearly impenetrable layer of a glass-like substance that blocks all attacks except for psionic abilities. The elder brain relaxes here, and often assembles the colony members to engage in debates on philosophy and the nature of the planes. This particular colony's elder brain is something of a bully, and has been known to destroy illithids that outwit it in discussions.

GUARDROOMS

Chambers on the perimeter of the lair are continually staffed by heavily armed thralls, constructs, and other watchers. The inhabitants of these rooms attack strangers on sight and sound an alarm. Any entrance to a lair is always hidden by a secret door, an illusion, or some other barrier.

ILLITHID QUARTERS

Each member of the colony claims a single room or a small series of chambers at its own and uses the space to conduct its personal research. One illithid's quarters might contain musical instruments and thralls with melodious voices; another might have cages of specimens that teem with a variety of diseases the mind flayers are studying.

LIBRARY (AND DISSECTION CHAMBER)

The library in a mind flayer lair isn't a collection of books, but an array of still-living organs kept in the same fluid that enables them to keep brains alive. The mind flayers study the organs to refine their experiments. Failed experiments from the transformation chamber eventually are brought here to be dissected so that their organs can be added to the library's contents.

PRISON

The results of failed experiments from the transformation chamber are dumped into cages and cells in the

prison, to prevent them from getting underfoot elsewhere in the lair. They are eventually processed in the nearby library.

TADPOLE CHAMBERS

The elder brain dictates that populations of tadpoles be kept in smaller pools under guard, away from the brine pool. Should the brine pool be destroyed in an attack, these tadpoles stand a better chance of survival.

TRANSFORMATION CHAMBER

The transformation chamber contains a number of small cells. The subjects of promising experiments are kept here, bombarded with psionic energy in an effort to warp their physical development. Most creatures that undergo this process are turned into twisted, crippled wretches, but a few emerge stronger and tougher than before.

NAUTILOIDS

Mind flayers employ bizarre flying ships called nautiloids. Able to move through the Astral Plane, nautiloids can also transport mind flayers between the various worlds of the Material Plane.

A nautiloid looks like an enormous conch shell fitted with an exterior deck and a large mass of rubbery tentacles. Ages ago, when the mind flayers could fly through the worlds of the Material Plane without resistance, they used the nautiloid's tentacles to scour the surface for interesting creatures to take back home for study or a feasting.

The most notable feature of a nautiloid is its ability to move directly from one world to another in the Material Plane. Normally, travelers must venture to Sigil, a city in the Outer Planes, and find a doorway leading to the specific world they seek. But mind flayers can use nautiloids to move between worlds without going through Sigil. By this means, they have been able to spread themselves out into almost every corner of the multiverse.

Nowadays, a nautiloid is an incredibly rare sight. A colony in possession of one takes great care to keep it hidden, taking to the sky only out of necessity. Word of a nautiloid seen soaring through the air travels quickly in almost every world and is likely to attract the attention of vengeful githyanki and githzerai. A gith hunting party counts a nautiloid as the greatest prize it can claim, above even an elder brain.

The illithids have lost the secret of manufacturing nautiloids, meaning that the loss of any vessel brings them one step closer to remaining trapped on the Material Plane.

OFFENSIVE AND DEFENSIVE USES

A colony that has access to a nautiloid uses it as a weapon only in rare circumstances, perhaps as part of the final phase of a plan to subvert, destroy, or control an enemy. Nautiloids move quietly and are almost impossible to detect in the darkness. A sudden strike, with the ship disgorging mind flayers and thralls to finish the assault after it lands, can reduce an enemy settlement to ruins in a single night.



GUARDROOM

ILLITHID QUARTERS

COMMON ROOM

CLEANSING CHAMBERS

ELDER BRAIN CHAMBER

BRAIN LIBRARY

RESTING POOL

TRANSFORMATION CHAMBER

PRISON

TADPOLE CHAMBERS

LIBRARY/DISSECTION CHAMBER

ESCAPE SHAFT

GUARDROOM

UNDERCAVERN

50 FEET

BLANDO

MIND FLAYER COLONY

SHIPS THAT SAIL BETWEEN THE STARS? NEXT YE
WILL SPIN TALES OF A TALKING HIPPOPOTAMUS
THAT WALKS ON TWO LEGS AND CARRIES A BOW.
I ASKED YE TO RESEARCH FACTS ABOUT OTHER
WORLDS, NOT SPEND A WEEK IN AN OPIUM DEN.

—ELMINSTER

Most colonies that possess a nautiloid save it for use as an emergency escape vehicle. If pressed by attackers, the surviving illithids and the elder brain move into the vessel and immediately shift to another world, leaving the attackers in their wake.

MOBILE LAIRS

A few nautiloids are large enough to hold an entire colony, serving as a mobile lair. A colony that uses a nautiloid in this way is much more aggressive than other colonies, since it can effectively carry out hit-and-run attacks and can vacate an area that has been depleted of victims.

These immense vessels invariably have protections that enable them to survive in extreme environments. As such, the illithids typically locate their lair on a mountaintop, beneath the surface of the ocean, or at the upper levels of the atmosphere—places where raids by their enemies are almost impossible.

MIND FLAYER MAGIC

From their perspective as masters of psionic energy, mind flayers view magic as a wild, unpredictable, and primitive source of power. After all, anything that simple humanoids can learn to use must be ineffectual compared to what illithids are capable of.

ARCANE MAGIC

Mind flayers consider arcane magic to be an abomination, a twisted cousin of psionic power that will be erased from the multiverse when the illithids' empire rises again. Some sages speculate that this attitude arose among the mind flayers because magic played an important role in the rebellion of the gith.

In any case, a few renegade mind flayers do pursue arcane magic. Using some of the items or spells they discover, they can shield their minds as they aspire to break free of the elder brain's control.

Eventually, a mind flayer thus separated from the hive turns to the path of lichdom. Just as the elder brain offers immortality to its faithful illithids, so does becoming a lich ensure life everlasting. The feeling of freedom that comes from this change is liberating, but the specter of death forever after colors the mind flayer's actions. An undead mind flayer is hated and hunted by other illithids, but many are powerful enough to stand on their own against attackers.

See the alhoon entry in chapter 3 of this book for more information on undead mind flayers.

FUNERARY BRAIN JARS

When a mind flayer dies, other mind flayers try to salvage the dead illithid's brain and bring it to the colony's brine pool for the elder brain to consume. For this purpose, mind flayers craft funerary brain jars made of stone. Every jar is made for an individual, inscribed with Qualith and artwork that relate the mind flayer's accomplishments. Often a mind flayer's funerary brain jar is created long before the illithid's death and updated as the years pass, with the jar serving as a diary of sorts for the one whose brain will eventually fill it. After it is filled with brine, a funerary brain jar can preserve a brain without spoiling for 1d4 + 10 days.

DIVINE MAGIC

Illithids acknowledge the existence of divine entities, but it is unusual for any but a deviant mind flayer to actively worship such a power. Since they are capable of planar travel, illithids don't view the afterlife and the Outer Planes in the mythic way that most other races do. Illithids don't believe they possess souls whose eternal fate is governed by the gods. Instead, when a mind flayer's brain is returned to the elder brain to be consumed, the creature's intelligence lives on. Only if an illithid's brain isn't retrieved after death would its consciousness be cast into oblivion.

Two divine entities have long been associated with mind flayers by the scholars of other races. These aren't deities, but rather manifestations of ideal psionic and philosophical mental states that mind flayers revere. Illithids occasionally meditate on these ideals while performing physical movements meant to help them achieve the proper attitude—actions that have often been misinterpreted by observers as worship.

Maanzecorian. The entity/concept called Maanzecorian embodies a complete comprehension of knowledge. It is a state wherein memories, thoughts, and aptitudes are dredged up from one's mind not one at a time as needed, but are all laid bare and brought to the fore at once. The perfect memories exhibited by aboleths have long fascinated mind flayers that emulate Maanzecorian, leading to frequent conflict between the two races.

Ilsensine. Ilsensine is a broader philosophical ideal than Maanzecorian, leading many sages to assume it must be the more important or more powerful of the two "gods." Ilsensine represents not just mastery of one's own mind but a psionic union between oneself and the realm of universal knowledge. Different elder brains have different interpretations of what this state consists of and how to achieve it. Elder brains and illithids that devote themselves to Ilsensine sometimes pursue ways to dominate gods of knowledge or even aspire to supplant those gods on the way to attaining the state of full incorporation into the universal consciousness.

MIND FLAYER MAGIC ITEMS

Some mind flayer colonies have developed the ability to create or modify certain kinds of gear, imbuing them with psionic energy. Mind flayers craft magic items that only they or their thralls can use—a sensible security measure to keep enemies from turning the illithids' own creations against them.

MIND BLADE

Weapon (any sword), rare (requires attunement by a specific individual)

Mind flayers can turn any nonmagical sword into a *mind blade*. Only one creature can attune to it: either a specific mind flayer or one of its thralls. In the hands of any other creature, the *mind blade* functions as a normal sword of its kind. In the hands of its intended wielder, the *mind blade* is a magic weapon that deals an extra 2d6 psychic damage to any target it hits.

MIND CARAPACE ARMOR

Armor (any heavy armor), uncommon (requires attunement by a specific individual)

Any nonmagical suit of heavy armor can be turned by mind flayers into *mind carapace armor*. Only one creature can attune to it: either a specific mind flayer or one of its thralls. While worn by any other creature, the *mind carapace armor* functions as normal armor of its kind. To its intended wearer, the armor grants advantage on Intelligence, Wisdom, and Charisma saving throws and makes its wearer immune to the frightened condition.

MIND LASH

Weapon (whip), rare (requires attunement by a mind flayer)

In the hands of a creature other than a mind flayer, a *mind lash* functions as a normal whip. In the hands of an illithid, this magic weapon strips away a creature's will to survive as it also strips away flesh, dealing an extra 2d4 psychic damage to any target it hits. Any creature that takes psychic damage from the *mind lash* must also succeed on a DC 15 Wisdom saving throw or have disadvantage on Intelligence, Wisdom, and Charisma saving throws for 1 minute. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

SHIELD OF FAR SIGHT

Armor (shield), rare

A mind flayer skilled at crafting magic items creates a *shield of far sight* by harvesting an eye from an intelligent humanoid and magically implanting it on the outer surface of a nonmagical shield. The shield becomes a magic item once the eye is implanted, whereupon the mind flayer can give the shield to a thrall or hang it on a wall in its lair. As long as the shield is on the same plane of existence as its creator, the mind flayer can see through the shield's eye, which has darkvision out to a range of 60 feet. While peering through this magical eye, the mind flayer can use its Mind Blast action as though it were standing behind the shield.

If a *shield of far sight* is destroyed, the mind flayer that created it is blinded for 2d12 hours.

MIND FLAYER AUGMENTATIONS

Some mind flayer colonies augment their thralls with nonmagical gear to make them more effective as lair guardians and bodyguards. Two examples of mind flayer augmentations are presented here.

FLENSING CLAWS

Illithids don't always provide their thralls with normal weapons, such as swords and axes. Sometimes they improve the natural capabilities of thralls by giving them new anatomy. Flensing claws take the form of articulated digits that extend into long metal blades. The claws are knitted into the flesh and bones of a creature's arms and can't be removed without surgical amputation.

Each set of flensing claws is designed for a specific creature and can't be used by anyone else. A creature equipped with flensing claws can use its action to make one melee weapon attack with the claws. The claws deal slashing damage based on the creature's size: Small, 1d8; Medium, 1d10; Large, 1d12; or Huge, 2d8. The creature adds its proficiency bonus and Strength modifier to any attack roll made with the claws, and its Strength modifier to its damage roll when it hits a target with the claws. Tiny and Gargantuan creatures can't be fitted with flensing claws.

SURVIVAL MANTLE

This carapace-like augmentation encases portions of the wearer's shoulders, neck, and chest. A survival mantle is equivalent to a suit of nonmagical half plate armor and takes just as long to don or doff. It can't be worn with other kinds of armor.

A creature wearing a survival mantle can breathe normally in any environment (including a vacuum) and has advantage on saving throws against harmful gases (such as those created by a *cloudkill* spell, a *stinking cloud* spell, inhaled poisons, and the breath weapons of some dragons).

TREASURE

Mind flayers don't hoard coins, gemstones, jewelry, and other sorts of treasure. However, a colony obsessed with the study of biology would consider a new, alien specimen a great prize, especially a living creature. One concerned with improving its war machinery might seek out new gear, weapons, and armor it can use. A colony that collects gold coins or gemstones might do so not to become rich but to contaminate them with a psychic effect it wants to spread through the surface world.

Adventurers who are motivated by the prospect of vast wealth are best off avoiding mind flayer colonies. Although illithids are evil, and defeating them makes the world a safer place, they don't accumulate material wealth the way many other powerful creatures do. Because of their disdain for arcane and divine power, they discount most magic items as trivial baubles, unless they are useful to the colony for a particular reason. A mind flayer might ignore a bag of diamonds it is offered as a bribe, but might listen to a proposal if a bargaining creature offers it news of a new construction technique developed by the dwarves of a faraway kingdom.

Mind flayers know that humans, orcs, and other primitive creatures love shiny baubles and mysterious devices. They might use such objects they come across the way a rat catcher uses a lump of cheese—a lure to draw quarry into a trap.