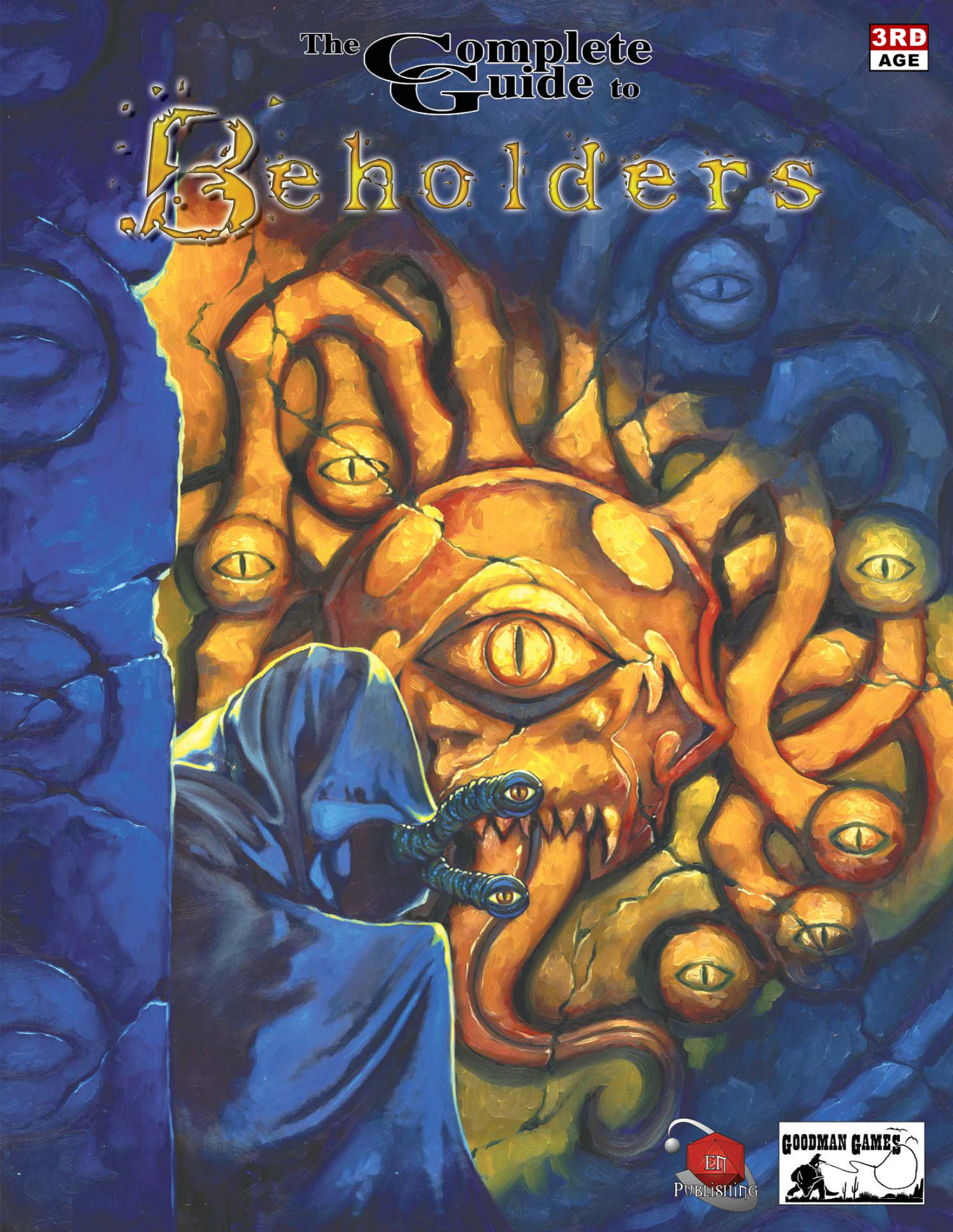


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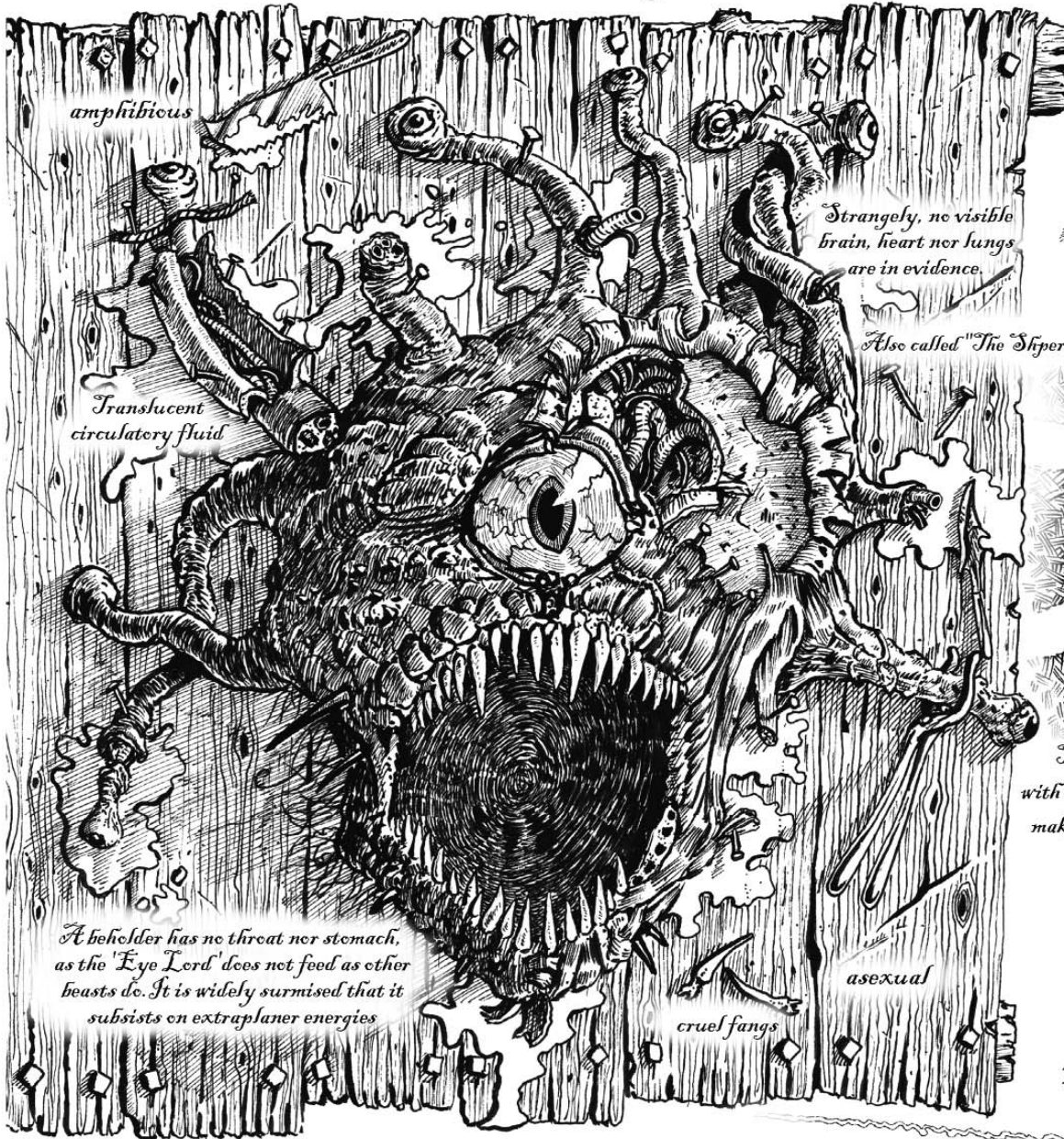


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# The Anatomy of the Beholder



*amphibious*

*Translucent  
circulatory fluid*

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

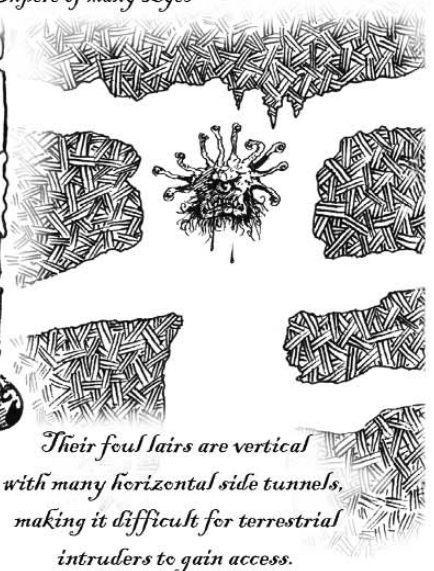
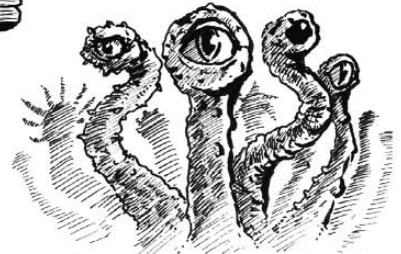
*Also called "The Sphere of many Eyes"*

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

*cruel fangs*

*asexual*

*A great variety of eyestocks  
can be encountered*



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

*Up to three eyes can  
be directed at each target*

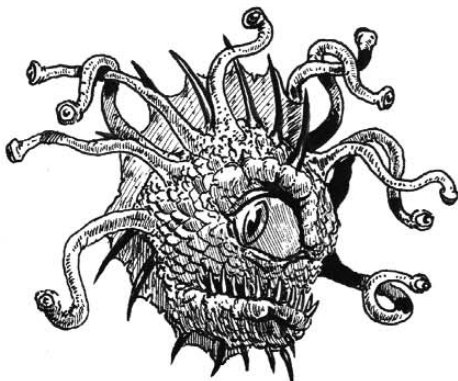
*Range 150'*

*360°  
vision*

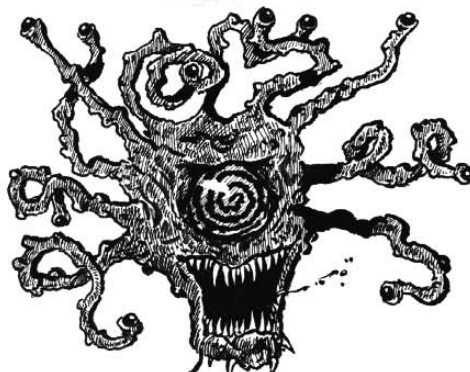
*Anti-magic cone from main eye, range 150'*



## *a few Variants*



*Dominion of the Consuming Eye*



*Dominion of the Enigma*



*Dominion of the First Eye*

# The Complete Guide to

# Beholders

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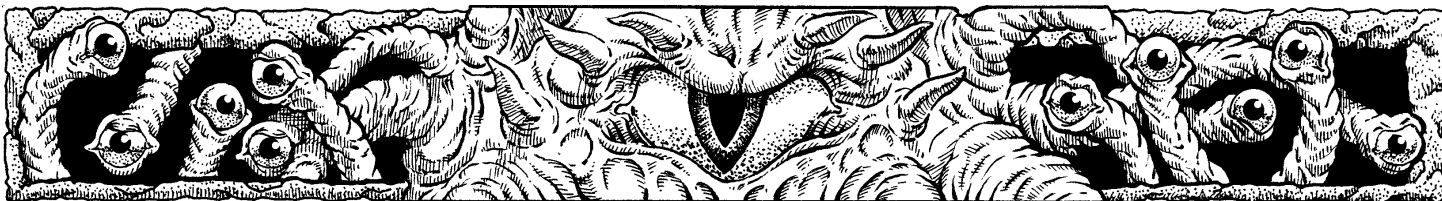
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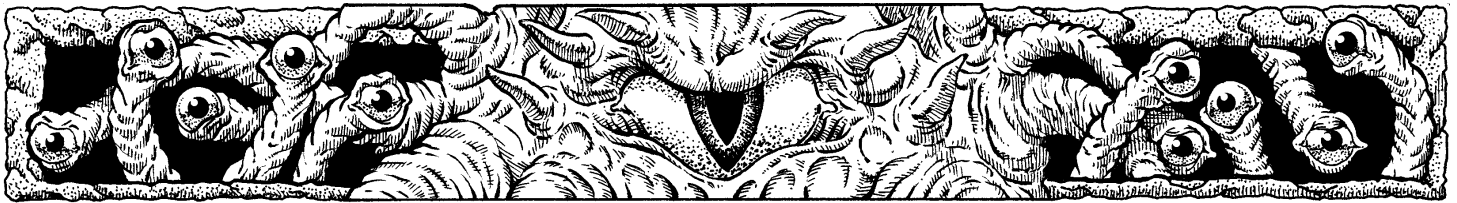
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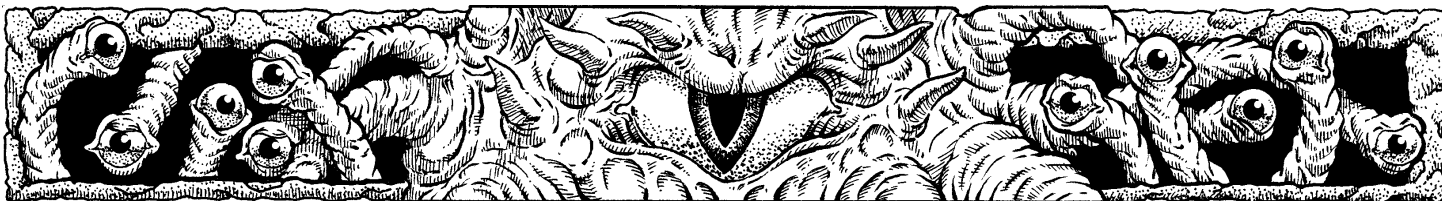


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*Expansions:* Look for the article “Tools for the Tyrant Hunter” in EN World Player’s Journal #2, and the “Abbey Inn” scenario in the Free Materials section at [www.goodman-games.com](http://www.goodman-games.com)!





## Introduction

*I closed my eyes and waited to die.*

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

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

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

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

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

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

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

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

The book is divided into nine chapters:

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

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

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

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

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

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

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

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

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

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

