



Illithid (Mind Flayer)

Medium sized Aberration

HP:

Hit Dice: 8d8+8 (44hp)

Initiative: +6 (+2 Dex, +4 Imp. initiative)

Speed: 30 ft;

AC: 15; (+0 size, +2 Dex, +3 Natural)

Attacks: 4 Tentacles +8 **melee**, or +8/+3 **ranged**;

Damage: Tentacle 1d4+1 or by weapon

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Mind Blast, Psionics, Improved Grab, extract

Special Qualities: PR 25 (or SR), Telepathy

Saves: Fort +3, Ref +4, Will +9;

Abilities: Str 12 (+1), Dex 14 (+2), Con 12 (+1), Int 19 (+4), Wis 17 (+3), Cha 17 (+3);

Skills: Bluff +8, Concentration +12, Hide +8, Intimidate +10, Knowledge (any two) +9, Listen +10, Move Silently +7, spot +10

Feats: Alertness, Combat Casting, Dodge, Improved Initiative, Weapon Finesse (tentacle);



Climate/Terrain: Any (Prefer Underground)

Organization: Solitary, pair, inquisition (3-5), or cult (3-5 plus 6-10 Shou'kkar)

Challenge Rating: 8

Treasure: Double Standard

Alignment: Usually lawful evil

Advancement: By character class

Illithids (also called Mind Flayers) are so insidious, diabolical, and powerful that all denizens of space fear them. They bend others to their will and shatter enemy's minds.

An illithid is a strange creature, standing some 6 feet tall, that is humanoid only in the most general terms. Its flesh is rubbery and mauve, glistening with chill slime. The creature's head looks rather like a four tentacled octopus, made all the more horrible by a pair of bloated, white eyes. Its mouth, a revolting thing like a lampreys maw, constantly drips an oily slime when it is not siphoning out the brains of living prey.

In addition to being highly intelligent, wholly evil, and terribly sadistic, mind flayers are utterly self-serving. If an encounter turns against the creature, it flees at once, caring nothing for the fate of its companions and servitors. Illithid speak Undercommon, but prefer to communicate telepathically.

Combat:

Illithid like to fight from a distance, using their psionic abilities, particularly their *mind blast*. If pressed into melee combat, an Illithid lashes its enemies with the tentacles ringing its mouth.

Mind Blast (Sp): This attack is a cone 60 feet long. Anyone caught in this cone must succeed at a Will save (DC 17) or be stunned for 3d4 rounds. Illithids often hunt using this power and then drag off one or two of their stunned victims to feed upon.

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Psionics (Sp): At will – *astral projection, charm monster, detect thoughts, levitate, plane shift, and suggestion*. These abilities are as the psionics (pr spells) cast by an 8th-level Psion (or sorcerer), save DC 13 + power level (or spell level).

Psionic Attack/Defence Modes (Sp): At Will – *Mind Thrust, Psychic Crush, Mind Blast/ Empty Mind, Mental Barrier, Tower of Iron Will*.

Improved Grab (Ex): To use this ability, the Illithid must hit a Small to Large creature with its tentacle attack. If it gets a hold, it attaches the tentacle to the opponent's head. An Illithid can grab Huge or larger creature, but only if it can somehow reach the foe's head. After a successful grab, the Illithid can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or Escape Artist check, but the Illithid gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponents turn.

Extract (Ex): An Illithid that begins its turn with all four tentacles attached and successfully maintains its hold automatically extracts the opponent's brain, instantly killing that creature.

Telepathy (Su): Illithid can communicate telepathically with any creature within 100 feet that has a language.

Illithid Society:

Illithid congregate in domed cities, shielded from the sun of their home system. The centre of each community is its Elder-brain, a pool of briny fluid that contains the brains of the cities dead Illithid.

Although they constantly vie for power, Illithids are quite willing to work together. A small group of these creatures known as an inquisition, often forms to root out some dark and terrible secret. In many ways, an Illithid inquisition is not unlike a party of adventurers, with each member contributing its own skills and knowledge to the group. When a task is too great for an inquisition to handle, Illithids generally form a cult. A pair of Illithids commands the group, each struggling for supremacy. Exactly why no individual assumes leadership of a cult is unknown.

The Heart of Illithid space is their home system Stygia a system with seven planets, most barren and barely able to sustain life. All the systems planets revolving around a dying sun, which provides little light to the outlying planets now. The whole of the Illithid civilisation is known as the Illithid Unity, a collective society with each Elder Brain that communicate with each other acting as a larger racial consciousness.

The Illithid have conquered many worlds, enslaving them to their purpose, serving as a labour force but more often as a food source, the Illithid also prey on many species using them for slaves. They are very cunning about this though, and do not hit any target for slaving purposes they cannot handle, and are careful to leave no trace or witnesses to their activities, of course it is well known in shadowy circles that slaves can be bought from the Illithid, but proving it is another matter entirely, and none dare cross the Illithid as those that do often end up their next meal.

The Illithid build hidden installations where they re-supply and store slaves for transportation in Astralspace, and their vessels are capable of moving into Astral space.

The Illithid Navy consists of three major vessel types The awesome Dreadnought, the powerful Nautiloid and the sleek fast striking Boreworm. All are grown vessels and move under an unknown means of propulsion.

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Shou'kkar (Pronounced *Sh-oww-car*)

Medium sized Aberration

HP:

Hit Dice: 4d8+8 (27hp)

Initiative: +6 (Dex, Imp Init)

Speed: 30 ft (20ft due to armor);

AC: 26; (+0 size, +2 Dex, +4 Natural, +10 shock Armor)

Attacks: 2 Slams +7, Bite +5 **melee**, or +5 **ranged**;

Damage: Slam 1d3+4, Bite 2d4+2 or by weapon

Face/Reach: 5 ft. by 5 ft./5 ft.

Special Attacks: Mind Blast, Cranial Bite

Special Qualities: Psionics, Power Resistance

Saves: Fort +3, Ref +3, Will +5;

Abilities: Str 18 (+4), Dex 14 (+2), Con 15 (+2),

Int 16 (+3), Wis 12 (+1), Cha 12 (+1);

Skills: Disable Device +6, Freefall +6, Hide +7, Intimidate +6, Listen +7, Move Silently +7, Pilot +6, Spot +7; (includes Alertness bonuses)

Feats: Power Attack, Point, Improved Initiative, Alertness, Multi-attack, Technical Proficiency;



Climate/Terrain: Any land, prefer underground

Organization: Solitary, Pair, Inquisition (3-5), Cult (10-20)

Challenge Rating: 4

Treasure: Double standard

Alignment: Usually Lawful Evil

Advancement: By Character Class

Shou'kkar (Pronounced *Sh-oww-car*) are a something of an enigma, having appeared only recently on the scene, they are sadistic, brutal killers who appear to relish causing pain and anguish. They have powerful mental abilities that make them even more formidable. What is not known about the Shou'kkar is that they are in fact Illithids, or more accurately were. In recent years the Illithids have recently begun genetically re-sequencing their own young, creating themselves a warrior class effectively whose physical powers can supplement their mental powers, which as a result have become some what reduced, the creation of the Shou'kkar by the Illithid and their connection to them remains a secret so far, with the whole Dragon Empire believing them to be a new and dangerous predatory race. The Shou'kkar kill for purpose or pleasure, it is all the same to them by their very design, even their eating method has changed they no longer need to feed on brains for sustenance, any protein matter will do, but the Shou'kkar like to kill their prey by biting into their heads and eating their brains while the victim is still alive.

The Shou'kkar can speak common, which they do in a weezy and hissy fashion, having lost the ability to use Telepathy. All Shou'kkar have Darkvision 60 feet.

Shou'kkar are evil looking muscular humanoids around 7 feet tall, and weighing about 225lb, they have lanky sinewy limbs with blue white skin, their veins and muscles are well defined beneath this seemingly thin skin, their skin is however very tough and resilient. The Shou'kkar's genetic manipulation has left them looking very dissimilar to unaltered Illithids, they have the same basic

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shape, but no longer have facial tentacles, other than two atrophied ones which are not really usable anymore, in their place the Shou'kkar have a mouth full of long razor sharp teeth.

The Shou'kkar in combat, enjoy the hunt, stalking their prey relentlessly even prolonging the actual killing all in an effort to increase their foes fear, which in turn excites them further. Where the option presents itself a Shou'kkar warrior will kill his victims slowly enjoying their pain and anguish, but they can be just as equally fast and deadly as needs be.

Combat:

The Shou'kkar are brutal and sadistic creatures, who delight in pain and suffering..

Power Resistance (Ex): The Shou'kkar have power resistance at a level of 10+1 per character level.

Psionics (Sp): At Will – *Detect Thoughts, Detect Psionics, Combat Prescience* and *Dimension Slide* as an 8th level Psion.

Attack/Defense Modes (Sp): At Will – *Mind Thrust, Psychic Crush/Empty Mind, Mental Barrier.*

Mind Blast (Sp): The Shou'kkar can emit a 30 feet long cone, anyone caught in this cone, must succeed at a Will save (DC15) or be Stunned for 2d3 rounds.

Cranial Bite (Ex): Shou'kkar can if they first successfully grapple and pin an opponent bite for double damage, biting deeply into the targets cranium, this also does 1d2 temporary intelligence damage, if they reduce the targets intelligence to zero they are dead, having eaten their brains.

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