

BEHOLDER-KIN, Overseer

Large Aberration

Hit Dice: 14d8+42 (105 hp)

Initiative: +2 (Dex)

Speed: 5 ft

AC: 18 (−1 size, +2 Dex, +7 natural)

Attacks: Eye rays +11 ranged touch; or 8 slams +14 melee

Damage: Slam 1d6+4

Face/Reach: 10 ft by 10 ft/10 ft

Special Attacks: Eye rays

Special Qualities: All-around vision, SR 18

Saves: Fort +7, Ref +6, Will +12

Abilities: Str 19, Dex 15, Con 16, Int 20, Wis 16, Cha 16

Skills: Hide +10, Knowledge (arcana) +17, Listen +17, Search +21, Spot +21

Feats: Alertness, Improved Initiative, Improved Unarmed Attack, Iron Will, Multidexterity, Multiweapon Fighting, Power Attack, Weapon Focus (limb)

Climate/Terrain: Any land and underground

Organization: Solitary

Challenge Rating: 10

Treasure: Standard

Alignment: Always lawful evil

Advancement: 15–28 HD (Huge); 29–42 HD (Gargantuan)

An overseer is second only to a hive mother in the hierarchy of beholder races. An overseer's duties include the organization of world forces and the cataloging and analysis of information.

Overseers resemble fleshy trees. They have 13 limbs, each of which ends in a bud that conceals an eye; one of these limbs forms the top spine. Three yammering mouths surround this spine. There are also eight thorny, vine-like limbs that are used to grasp tools and to act as a physical defense. Overseers sit on root-like bases that can inch along when movement is required. They cannot levitate.

Overseers do not wear clothes, but rather they grow a strange furry fungus on their trunk. This fungus changes colors as the overseer's desire, commonly appearing as a mottled green, gray, and brown.

Overseers are very protective of their health and always have one or two beholder guards and at least a half dozen directors protecting their welfare.

COMBAT

An overseer may use any physical weapons or item in each of its eight limbs. It may also use them to slap or whip an opponent. Its favored method of attack is to use one of its thirteen eye rays.

Eye Rays (Su): Each of the thirteen small eyes can produce a magical ray once a round, even when the overseer is attacking physically or moving at full speed. The creature can easily aim all its eyes in any direction.

Each eye's effect resembles a spell cast by a 14th-level sorcerer but follows the rules for a ray (see *Aiming a spell*, page 148 in the *Player's Handbook*). All rays have a range of 150 feet and a save DC of 20.

Chain Lightning: Primary bolt deals 14d6 points of damage, with up to 14 secondary arcs dealing 7d6 points each (Reflex half).

Cone of Cold: This works like the spell, dealing 14d6 points of damage (Reflex half).

Dispel Magic: This ray functions as the spell of the same name, except that it affects one creature.

Dominate Monster: This works as the spell of the same name (Will negates).

Emotion: This functions as the spell of the same name (Will negates).

Hold Monster: This functions as the spell. A creature that fails a Will save will be held for 14 rounds.

Major Creation: The overseer can create an item of up to 14 cubic feet. This functions as the spell of the same name.

Mass Charm: The targets must succeed at a Will save or be affected as though by the spell.

Mass Suggestion: The targets must succeed at a Will save or be affected as though by the spell.

Spell Immunity: This ray functions as the spell of the same name (Will negates).

Spell Turning: This ray functions as the spell of the same name.

Telekinesis: The overseer can move objects or creatures that weigh up to 350 pounds, as though with a *telekinesis* spell. Creatures can resist the effects with a successful Will save.

Temporal Stasis: This ray functions as the spell of the same name.

All-Around Vision (Ex): Overseers are exceptionally alert and circumspect. Their many eyes give them a +4 racial bonus to Spot and Search checks, and they can't be flanked.