Play It as It Flays

A Dungeons and Dragons Fifth Edition Adventure

In this adventure you will be taking on the role of a crew of Illithids (better known as **Mind Flayers**): sinister beings from another place, unnatural creatures of unspeakable evil, and one of the most feared and despised species in the known universe.

Characteristics

Illithids regard themselves as creatures of pure intellect, the most advanced species in the universe and thus the one most fit to rule over it. They claim dominion over all lesser beings (read: all beings), and have a rich history of conquest and subjugation.

An Illithid's body is its least favorite part of itself; tall, slender, and humanoid in general body configuration. Their skin is hairless, moist, and rubbery, ranging in color from pale green to mauve, and their heads feature four long, prehensile tentacles surrounding a pinching jaw specialized in cracking open the skulls of other sapient creatures and eating their brains.

Culture

Illithid society is monolithic and strictly hierarchical, and is better understood as a hive mind. Each member of an Illithid colony shares their consciousness with every other member, and their thoughts and actions are controlled by their colony's Elder Brain. Each Elder Brain is a repository for the species' memories, and acts as a hub in their vast telepathic network.

Due to the nature of their interconnected minds, Illithids have perfect recall of anything that has ever happened to every Illithid that has ever existed, as well as any other creatures brought into the colony as Thralls. As a result, they have little use for written or spoken language, as the sum of all Illithid experience is instantly available at all times.

History

Illithid history is long and frightening, but the exact origin of their species is murky even to themselves. They worship no gods, but do consider themselves the descendants of a supreme being: a disembodied mind of infinite size and infinite intelligence, the pinnacle of universal knowledge. It is theorized that this being's presence in extraplanar space is what allows the Illithid telepathic network to function, as no scientific explanation can be found.

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Strength (11)		Inspiration
+0	+3	**Proficiency Bonus**

Saving Throws

+0	Strength
+1	Dexterity
+1	Constitution
+7	Intelligence
+6	Wisdom
+6	Charisma

Dexterity (12)
+1

Constitution (12)
+1

Intelligence (19)
+4

Wisdom (17)
+3

Charisma (17)
+3

Skills

+1	Acrobatics (dex)
+3	Animal Handling (wis)
+7	Arcana (int)
+0	Athletics (str)
+6	Deception (cha)
+4	History (int)
+6	Insight (wis)
+3	Intimidation (cha)
+4	Investigation (int)
+3	Medicine (wis)
+4	Nature (int)
+6	Perception (wis)
+3	Performance (cha)
+6	Persuasion (cha)
+4	Religion (int)
+1	Sleight of Hand (dex)
+4	Stealth (dex)
+3	Survival (wis)

AC	Initiative	Speed
15	+1	30 ft

Hit Point Maximum	71
Current Hit Points	
Temporary Hit Points	
Hit Dice	13

Attack	Hit/DC	Damage
Tentacles (5 ft.)	+7	**2d10+ 4** (psychic)
Eat Brain (5 ft.)	+7	**10d10** (piercing)
Psionic Harvester (5 ft.)	+7	**2d10+4** (piercing)
Harvest Brain (5 ft.)	+7	**10d10** (piercing)
Gluon Scrambler (40/120 ft.)	+4	**3d6** (force)
Mind Blast (60 ft.)	DC 15	**4d8+ 4** (psychic)

Magic Resistance.
The Illithid has advantage on saving throws against spells and other magical effects.

Innate Spellcasting.
The Illithid's innate spellcasting ability is Intelligence (spell save DC 15, +7 to hit with spell attacks). It can innately cast the following spells, requiring no material components:

At will: detect thoughts, levitate, telekinesis
1/day each: dominate monster

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Tentacles
Melee Weapon Attack: +7 to hit, reach 5 ft., one creature.
Hit: 2d10 + 4 psychic damage. If the target is Medium or smaller, it is grappled (escape DC 15) and must succeed on a DC 15 Intelligence saving throw or be stunned until this grapple ends.

Eat Brain
Melee Weapon Attack: +7 to hit, reach 5 ft., one incapacitated humanoid grappled by the Illithid.

Hit: 10d10 piercing damage. If this damage reduces the target to 0 hit points, the Illithid kills the target by extracting and devouring its brain.

After the brain is eaten by the Illithid, it and every member of the collective gains a crude understanding of the target's memories, language, and skills.

Psionic Harvester
Melee Weapon Attack: +7 to hit, reach 5 ft., one creature.
Hit: 2d10 + 4 piercing damage. If the target is Medium or smaller, it is grappled (escape DC 15) and must succeed on a DC 15 Intelligence saving throw or be stunned until this grapple ends.

Harvest Brain
Melee Weapon Attack: +7 to hit, reach 5 ft., one incapacitated humanoid grappled by the Illithid.

Hit: 10d10 piercing damage. If this damage reduces the target to 0 hit points, the Illithid kills the target by extracting its brain.

The psionic harvester stores the energy from the creature's brain in a fuel cell, which can then be transferred to the Nautiloid and used to power the ship's onboard systems. The energy output of a creature's brain is 5 energy units, plus or minus the creature's Intelligence modifier.

Gluon Scrambler
Ranged Weapon Attack: +4 to hit, range 40/120 ft., one target.
Hit: 3d6 force damage.

Mind Blast (Recharge 5—6)
The Illithid magically emits psychic energy in a 60-foot cone. Each creature in that area must succeed on a DC 15 Intelligence saving throw or take 4d8 + 4 psychic damage and be stunned for 1 minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Senses darkvision 120 ft.
passive Perception 16
Languages Deep Speech, Undercommon, telepathy 120 ft.

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Create Thrall (3/day).
The Illithid targets one stunned, grappled, or unconscious creature within 60 ft. for induction into the hive mind as a Thrall.

The target must make a DC 15 Intelligence saving throw. On a successful save, the target resists the mental assault and both the Illithid and target take 3d6 psychic damage. On a failure, the target's will is suppressed and their thoughts, senses, and memories are assimilated into the collective.
- The minds of creatures that can't be charmed, Undead creatures, and any creature without a conventional brain (most Plants, Elementals, and Constructs for example) are immune to the process.
- Creatures with Magic Resistance or Immunity have advantage on the saving throw.

Dominate Thrall.
Once the process is complete, the target loses consciousness and reawakens as a Thrall, under the complete control of the Illithid hive mind (within a range of ten miles, on the same plane of existence).

The creature retains its Hit Dice, hit points, racial traits, and all of its ability scores except for Intelligence, Wisdom, and Charisma, which become 1 (-5).
- Every member of the collective can see, hear, taste, smell and feel through all of the Thrall's senses as if they were their own, and speak through it in the Thrall's own language.
- Every member of the collective can telepathically communicate with the Thrall, and give it commands as a bonus action on their turns.
- The Thrall cannot complete tasks on its own (speech, reading, attacks, etc) without direct instruction by an Illithid in the collective.
- When not directly controlled by an Illithid, the Thrall will wait in a motionless resting state until another command is issued.
- The Thrall still requires food and water, and will suffer the effects of starvation if not instructed to eat and drink.

Once per day, the creature can repeat its saving throw against this effect. If it succeeds on its saving throw, the effect ends. The effect can also be ended by Greater Restoration, Heal, or Wish.

Once the Thrall is freed from the collective, the creature will fully regain its agency and personality within a few hours. However, the psychological scars will last a lifetime.

The Nautiloid

A Nautiloid is a biomechanical starship favored by space-faring Mind Flayers. Originally a species of giant mollusk, the Nautiloid was transformed by careful genetic engineering and fused with Illithid technologies to create a sturdy and adaptable craft. This particular ship is a light research and reconnaissance vessel, bred for stealth and speed, and equipped with a minimum of comforts and conveniences.

The Elder Brain

The Elder Brain is fully integrated into the Nautiloid and manages all of the ship's functions; it is quite literally the ship's brain, as well as its captain. A crude electronic computer is also installed as a backup, but times would need to be very desperate to resort to using it.

The Engine

The Illithids' superior intellect and ruthless cannibalization of other intelligent species has allowed them to create machines capable of warping space and time and traveling at faster than light speeds through the prime material plane and beyond. Thrust is generated by a perpetual thermonuclear explosion trapped in a bubble of psionic energy and released in precisely calibrated atomic time farts.

Gargantuan vehicle

Creature Capacity 20 Medium creatures
Cargo Capacity A lot
Armor Class 17 (21 with Shield)
Hit Points 333 (damage threshold 10, 20 with Shield)
Speed 20 ft. (walking), 200 ft. (flight), ∞ ft. (hyperspace shunt)

Damage Resistances cold, fire, poison, psychic; bludgeoning, piercing, and slashing from nonmagical attacks
Condition Immunities Blinded, charmed, deafened, exhausted, frightened, paralyzed, poisoned, prone, stunned, unconscious

STR	DEX	CON	INT	WIS	CHA
22 (+6)	10 (+0)	18 (+4)	0	0	0

Magic Weapons. The Nautiloid's attacks are magical.

Big Boy. The Nautiloid can move through the space of any Large or smaller creature. When it does, the creature must succeed on a DC14 Dexterity saving throw or take 4d10 bludgeoning damage and be knocked prone.

Battle Stations (each requires 1 crew member to operate):

Helm. Fly and steer the Nautiloid.

Tactical Console. Engage shield, cloak, ambulator, or scanner.

Ballista. Ranged Weapon Attack: +6 to hit, range 120/480 ft., one target. Hit: 3d10 piercing damage.

Disintegrator (Recharge 5-6). If the target is a creature, it must succeed on a DC 16 Dexterity saving throw or take 10d8 force damage. If this damage reduces the creature to 0 hit points, its body becomes a pile of fine pink dust.

If the target is a Large or smaller nonmagical object or creation of magical force, it is disintegrated without a saving throw. If the target is a Huge or larger object or creation of magical force, this ray disintegrates a 10-foot cube of it.

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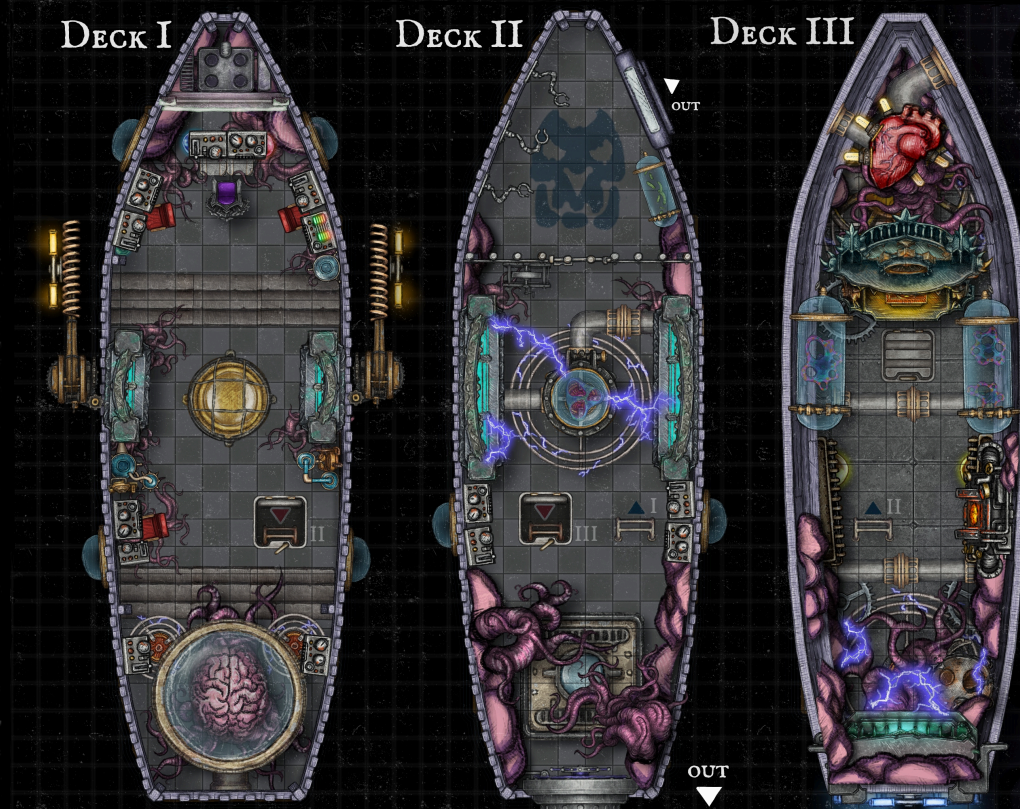
Psionic Energy

The Nautiloid's primary fuel source is psionic energy, measured in "PU". When the Elder Brain and engine reactors are operational, they complete a feedback loop which provides more than enough psionic energy to propel the ship through time and space and power all of is onboard systems. If the main power supply is offline, the ship's auxiliary battery can store up to 500PU for emergencies.

If necessary, psionic energy can also be extracted from intelligent creatures.
(see: **Psionic Harvester**)
- Every living creature has a baseline level of 5PU, plus or minus their Intelligence modifier.
  - For example, an Allosaurus contains 1PU (5-4), and a Beholder contains 8PU (5+3).
- The minds of Undead creatures, and any creature without a conventional brain (most Plants, Constructs, and Elementals, for example) are incompatible and cannot be harvested for fuel.

The Nautiloid's functions include:

Ship Function	Effect	PU Cost
Shield	A shield of force surrounds the Nautiloid, adding +4 to its AC and increasing the damage threshold to 20.	1 per round
Cloak	With the cloak operational, it gains the effect of the Invisible condition. Similarly to the Invisibility spell, if the Nautiloid uses its action to attack or use another ship function, it will become visible until the start of its next turn.	1 per round
Ambulator	The ship uses its tentacles and landing gear to crawl along the ground. The ship's walking speed is 20 ft. per round.	1 per 120ft
Scan	When the ship is fully operational, the onboard scanners have a range of millions of miles. In its current state, it is limited to two. The scanner functions more or less the same as the handheld variety; scanning for intelligent life, magical energy, temporal disturbances, and electromagnetic activity.	1 per scan
Ballista	Ranged Weapon Attack: +6 to hit, range 120/480 ft., one target. Hit: 3d10 piercing damage.	n/a
Disintegrator Recharge 4-6	If the target is a creature, it must succeed on a DC 16 Dexterity saving throw or take 10d8 force damage. If this damage reduces the creature to 0 hit points, its body becomes a pile of fine pink dust. If the target is a Large or smaller nonmagical object or creation of magical force, it is disintegrated without a saving throw. If the target is a Huge or larger object or creation of magical force, this ray disintegrates a 10-foot cube of it.	1 per attack
Janitron (your robot friend)	Janitron is a robot whose primary function is light maintenance work, but can be called into service for repairs, defense, and other duties.	1 per day
Recombinator	(see below)	

The Recombinator

Fed with the proper raw materials, the onboard Nuclear Recombinator can craft tools, replacement parts, and all manner of useful objects. Through a mix of nuclear fission and alchemical magicks, the device can transmute any nonmagical solid matter into any other solid matter, including chemical compounds and complex machines.

When matter is inserted into the unit, the Recombinator disintegrates the matter into a slurry of loose subatomic particles, which can be stored indefinitely in the unit's extra-dimensional goop jug. This slurry is measured in "**RU**", a unit which represents the transmutational potential of the input materials.

Material	RU per kg	Examples
Liquids, gasses, plasma	0/kg	n/a
Wood and vegetables	.5/kg	Wooden tool: 10kg: 5 RU Rowboat: 46kg: 23 RU Wagon: 800kg: 400 RU Pine Tree: 1000kg: 500 RU Wooden house: 100,000kg: 50,000 RU
Creatures and meat	3/kg	Bird: 0.5kg: 1.5 RU Trout: 2kg: 6 RU Dog: 30kg: 90 RU Human: 50kg: 300 RU Horse: 500kg: 1500 RU Cow: 1000kg: 3000 RU
Stone	5/kg	Cubic foot of stone: 15kg: 75 RU Cubic foot of soil: 11kg/2: 28 RU * Single brick: 2kg: 10 RU Brick house: 12,000kg: 60,000 RU *Soil is slightly less than 50% "mineral" by volume, the rest being gas, water, and organic materials.
Metal	20/kg	50GP: 0.5kg: 10 RU Sword: 1 kg: 20 RU Warhammer: 2kg: 40 RU Shield: 4kg: 80 RU Chain mail: 7kg: 140 RU Plate armor: 20kg: 400 RU

Creating an object with the Recombinator requires a supply of RU and psionic energy. Exactly how much is dependent on the object's size, atomic composition, and complexity. For example: A 50kg slab of steel will take fewer resources to create than a functioning steel automaton of the same size.

Limitations

- Due to the peculiarities of the fabrication process, matter can only be recombinated once.
  - If an object created by a Recombinator (for instance, nearly everything on the Nautiloid) is fed through the system a second time, the object is annihilated and converted into helium gas.
- The intake chamber can hold one cubic meter at a time; anything larger than that must be broken down before it can be fed through the device.
- The recombinator cannot create magic items, and magic items inserted into the intake chamber will be harmlessly ejected.
  - Note: the device can create components that, when combined, will have a magical effect.
- The recombinator can create flesh but it cannot create life.

Community Outreach

Harvesting raw materials for the Recombinator is no work for a superior intellect such as yourself. The best way to dominate an unfamiliar environment is by first dominating its local inhabitants.

Eat Brains
Find an intelligent creature and eat its brain. Brains not only nourish an Illithid's physical body, but also provide a glimpse into the creature's memories, knowledge, and emotional state.

The typical emotional state of a creature having their brains eaten is "fear".

Create Thralls
Inducting a member of another species into the collective is a more dangerous process, but the benefits outweigh the risks. If an Illithid successfully breaks another creature's will, a mental link is established which allows the colony access to the creature's memories, control over its actions, and awareness through its senses. Thralls can be used for all manner of useful tasks, such as manual labor, infiltration, defense, and more.
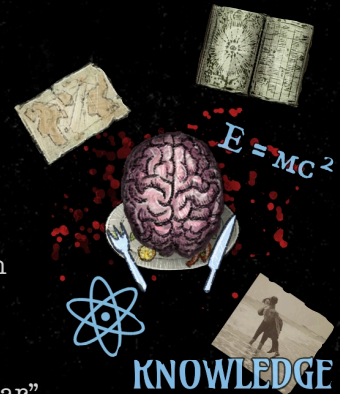
"I am a threat!" + = "I am you! ♥"

Stay Cautious!
The number one cause of death on any field mission: **overconfidence**.
The inferior races are wily and likely to resist your benevolent leadership.
Always assume the worst, and remember your **ABCs**:

Aim for the head
That's where brains usually are.

Buddy up
The only thing better than one buddy is more than one buddy.

Cull the weak
If injury or mental defect turns a member of your colony into a liability, do what needs to be done. Mercy is the domain of the foolish.

Equipment

Illithid expeditionary teams have several tools at their disposal as they seek out new worlds to conquer.

Psionic Harvester

The Psionic Harvester is a bulky handheld device used to extract psionic energy from living brains. The business end of the device is a ring of webbed pincers designed to grapple and hold a target (preferably by its head). Once the target is grappled, an assembly of saws and drills penetrate through the target's skull and suck out its brain. As the brain passes through the device, the psionic energy is extracted and excess organic material is discarded through an ejection port on the side. The process is very messy.

The energy from the creature's brain is then stored in an internal fuel cell, which can then be transferred to the Nautiloid and used to power the ship's onboard systems. Each fuel cell has a capacity of 100PU.
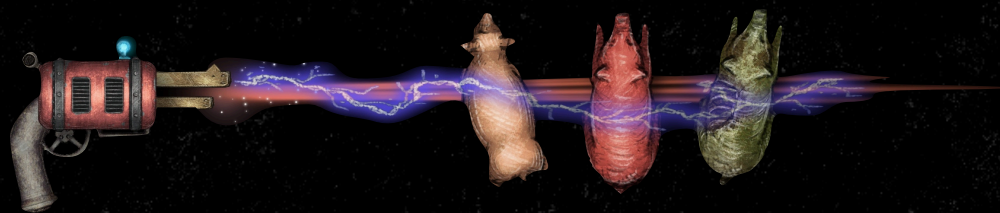
ENERGY

Environment Suit

The environment suit can be useful when exploring unknown and hostile planets. The suit is hermetically sealed, provides up to 24 hours of breathable air on a charge, grants immunity to airborne and contact-based poisons and pathogens, and resistance to radiant and fire damage.

However, the wearer of the suit suffers disadvantage on all stealth checks and dexterity saving throws, and cannot use the Tentacle or Eat Brain actions (as their tentacles and mouth are sealed away inside the helmet). Also, if the wearer of the suit takes any piercing or slashing damage, the suit's airtight seal will be punctured and loses its protection against airborne threats until the suit is repaired.

Brain Detector

This handheld scanner has an effective range of one half mile and provides the direction and approximate distance of any intelligent creatures (INT 4 or above), magical energy, temporal disturbances, and electromagnetic activity in the area. It also provides a readout of atmosphere composition and temperature.

Gluon Scrambler

The standard sidearm for Mind Flayer expeditionary missions. The pistol fires a beam of energy that disrupts the strong nuclear force holding the target's atoms together. If this damage reduces the target to 0 hit points, it is disintegrated into a pile of hydrogen-rich slime.

Rapid Unscheduled Descent

You have one round to engage emergency systems before the Nautiloid hits the planet's surface. Each system that is successfully engaged contributes to a bonus modifier which will be added to the final ability check as the crew brings the ship down for a landing. The higher the modifier, the better.

- Each task takes one action and requires a successful Intelligence check to complete.
- On a success, the system is engaged and the crew adds the modifier to their total bonus.
- On a failure, the system catastrophically fails, the crew receives no bonus, and the creature making the check takes the damage specified on the table below.
- The more difficult the task, the higher the bonus, but the higher the potential damage.
- The final total will also represent the PU energy pool left over once the ship lands.

Emergency Task	DC	Failure	Modifier
Engage Inertial Dampers (Deck 1) The Inertial Dampers are offline, and the ride is intolerably bumpy. The control console is currently on fire, but the gearbox is just behind it. You'll need to reach in and pull the manual override lever, but make sure you pull the right one; pull the wrong one and you might crunch your fingies.	11	1d8 Bludgeoning	+1
Engage Auxiliary Shields (Deck 1) Engaging the Auxiliary Shields will temporarily seal up the hull breaches on the lower decks and soften the blow as the ship hits the planet's atmosphere. However, the console is shooting a lot of sparks out of it; It's possible that the current will run through you rather than its intended destination.	11	1d8 Lightning	+1
Reverse Psychic Time Juice Polarity (Deck 2) The ship is currently warping forwards and backwards in time by one second at a rate of 5kHz. If you reverse the polarity of the psychic time juice carrier grid you can bring the ship back into phase with reality and it will be easier to steer. Your calculations will need to be precise, or you might phase yourself into a wall.	15	2d8 Force	+2
Drain Siphuncles (Deck 2) The brine pumping through the biomechanical steering conduits is is boiling hot and well above rated pressure tolerances. You can use the manual valve to release the pressure, but one false move and you'll drain hot brine directly into your face.	15	2d8 Fire	+2
Vent Plasma (Deck 3) The reactor core has hit supercriticality and the ship is accelerating out of control. Venting plasma from the conduits will stall the reaction and bring the ship back down to a manageable speed. The reactor must be stepped down very carefully or the housing will crack and vent radioactive plasma at you rather than into the vacuum of space.	19	3d8 Radiant	+3
Drop Emergency Brake (Deck 3) The emergency brake will slow or halt all of the ship's mechanical propulsion systems by quite literally throwing a big wrench into the works. However, if the big wrench is misaligned it will be thrown at you instead.	19	3d8 Bludgeoning	+3
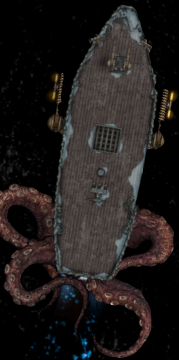
Piloting Check

The Nautiloid has just reached the upper levels of the planet's atmosphere. The outer hull is wreathed in flame, and the entire ship is breaking apart at the seams. A crash landing is inevitable, but you can still try to minimize the damage along the way. One of you will need to take the helm and pray that gods 1. exist and 2. approve of your actions.

Roll a d20 and add the modifier based on the combined total of your successful emergency repairs. The result will determine the extent of the damage. The Elder Brain will be offline and the ship will not be capable of flight until the damage is repaired:

Roll	Damaged component	RU	PU	Time
25+	Hull Plating	4000	8	120 min
25+	Quantum Baffler	3000	6	90 min
25+	Transverse Muon Carrier Grid	2500	5	75 min
25+	Inter Fluid Fill Valve	2500	5	75 min
23-24	Heat Exchanger	2500	5	75 min
21-22	Spacetime Bubbler	2500	5	75 min
20	White Hole Punch	2000	4	60 min
19	Psionic Spectrometer	2000	4	60 min
18	Enzyme Distributor	1500	3	45 min
17	Suction Line Tunnels	1500	3	45 min
16	Flexatallic Gaskets	1500	3	45 min
15	LOX Inlet Sphincter	1500	3	45 min
14	Imaginary Mass Field Reverser	1500	3	45 min
13	Trioxide Rebreather	1500	3	45 min
12	Quad Sequential Voltage Bus	1500	3	45 min
11	Dual Arbitrary Function Generator	1500	3	45 min
10	Sinusoidal Deplanarator	1500	3	45 min
9	Fission Transducer Matrix	1500	3	45 min
8	Multi-Dimensional Kinesthetic Input Port	1500	3	45 min
7	Resonant Cavity Magnetron	1500	3	45 min
6	Dingle arm	1500	3	45 min
5	Proton Feed System Dam	1000	2	30 min
4	Cruciform Baffle	1000	2	30 min
3	Annular Ring Grommets	1000	2	30 min
2	Gluon Foamer	1000	2	30 min
1	Spurving Bearings	1000	2	30 min

At this point, the adventure has just begun.

After the crew makes landfall and assesses the damage, they will need to explore their surroundings, deal with the locals, and contend with other threats along the way as they gather supplies and make repairs.

The players are in a unique position as far as Mind Flayers go. The colony's Elder Brain was knocked offline in the crash, so the Mind Flayers have lost access to their long-term memories, and their choices are now their own. Whether the Mind Flayers will stay true to their mind-flaying nature or walk their own path is up for the players to decide.

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