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THE SIEGE OF DURGAM'S FOLLY

by Mike Mearls

A Fantasy Adventure for 4 to 6 characters of
5th to 8th Level.



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THE SIEGE OF DURGAM'S FOLLY

Credits

Written by:

Mike Mearls

Developers:

Clark Peterson and Bill Webb

Editor:

Jeanée Ledoux

Art Director:

Richard Thomas

Layout and Typesetting:

Mike Chaney

Interior Art:

Brian LeBlanc

Front Cover Art:

Brian LeBlanc

Cartography:

Conan Venus

Front & Back Cover Design:

Mike Chaney

Playtesters:

Nate Edel, Josh Graubart, Tom Mueller, Jeremy Segal

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Product Update Password for *The Siege of Durgam's Folly*: Theodocious

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Introduction

The Siege of Durgam's Folly is an adventure for 4 to 6 characters of 5th to 8th level. Smaller parties or parties with fewer combat-oriented characters should either rely on diplomacy and stealth or be closer to 8th level to be successful. The DM should tailor the number of ogres at the fort to fit the required challenge level for the players.

Adventure Background

Durgam's Folly has long stood guard on the frontier between civilized lands and the chaotic wilderness. Originally founded ages ago by the famous military captain Durgam Volmsmer, the fortress was disdained by many who said it would never stand, that it would quickly succumb to the evil creatures of the surrounding wilds. Though the fortress was a constant target of orc and goblin attacks, with each successive victory the forces of man drove the encroaching humanoids farther and farther into the wilderness. It is now said that Durgam's Folly is unconquerable, proof against any external threat.

Unfortunately while the fort has repulsed all attackers, it is not, as its guardians recently found out, immune to internal treachery.

Theodocius the Forger is a powerful wizard, known for his unmatched skill in creating and devising new magical items. Not only is his workmanship unparalleled, but his ingenious application of magical principles in creating new items has earned him an important position in the royal court, that of chief artificer. Theodocius has been charged by the king to devise innovative magical defenses for the kingdom. To this end, Theodocius set up a magical workshop at Durgam's Folly, both to escape the prying eyes of the kingdom's rivals and to work in an environment where he could gain a firsthand glimpse into the workings and needs of the king's army.

Soon after arriving at Durgam's Folly, Theodocius hit upon a brilliant scheme. While golems are powerful, the cost and work needed to build them make fielding the constructs in an army prohibitive. Instead, Theodocius went to work on building a new type of golem, the clockwork colony. This magical construct is made up of a horde of tiny golems. Individually, these golems are hardly more powerful than a bug. When working together, however, the golems can combine to form powerful fighting units. Furthermore, the golems are adaptable, capable of modifying their colony unit to react and adjust to changing conditions. Each clockwork colony is guided by a single communal intelligence centered on a brain gear that receives orders from a human master and directs the colony accordingly.

Theodocius's creation was a success. Unfortunately, it proved too successful. Soon after the wizard created his first clockwork colony, the brain gear achieved self-awareness. Following up on the military doctrine and tactical guidelines dictated to it, the colony overwhelmed the fort's garrison while it slept, taking many soldiers prisoner, including Theodocius. The colony has claimed the fortress as its lair, and even now the brain gear has dispatched scouts to reconnoiter the surrounding countryside and select the next target for an attack.

Little did Theodocius know that deep within the crypts beneath Durgam's Folly there lurked an ancient evil. Years ago, the original builders of Durgam's Folly chose the fort's site because of the ruined structure that stood there, giving them a head start on construction and providing them with at least some fortification to rely on as they worked to raise the fort. The builders never suspected that the ruins were once a temple dedicated to dark and blasphemous gods. As Theodocius used his magic to expand the cellars where he pursued his research beneath the fort, he eventually opened up a passage to the long-sealed inner sanctum of the dark temple. It was at this time that the brain gear, influenced by the sudden influx of dark magic, achieved sentience.

The brain gear now claims Theodocius as its thrall. The wizard has been forced into servitude, working to develop and build new clockwork creations to serve the brain gear's limitless ambition. The fort's commanders have also been subjected to the brain gear's gruesome experiments, leaving them hollow shells that now also serve the awakened machine. The surviving members of the garrison, imprisoned by the brain gear's clockwork followers, are kept around as possible slave laborers or test subjects for some of the brain gear's more insidious inventions. Not content to merely sit back and let the situation develop, the brain gear used its mystic powers to contact a cunning ogre mage, Grimulak. At the brain gear's prodding, the ogre mage rallied the ogres who inhabit the wilderness around Durgam's Folly to his banner. The brain gear has learned from Theodocius that a supply caravan is due back at the fort any day now. The brain gear feels somewhat vulnerable to attack and sees the ogres as a temporary, though useful, ally. Once the brain gear, with the help of Theodocius, has constructed a legion of powerful clockwork creations, it plans to aggressively carve a realm for itself out of the surrounding region.

The brain gear is not driven by simple greed or lust for power. As noted above, it gained sentience due to the influence of a dark power long hidden beneath Durgam's Folly. While the brain gear is not aware of it, a major part of its personality is influenced by the long-forgotten dark cult that ruled the region around the fort many years ago. The brain gear is an unwitting servant of the dark lord of the undead—Orcus. The demon lord finds the current situation somewhat intriguing. Should the brain gear enjoy any level of success, Orcus plans on contacting the construct and turning it to his cause. To this end, Orcus has dispatched some minor demonic entities to watch over and aid the brain gear. To Orcus's amusement and his minions' dismay, the brain gear reacted to the sudden appearance of demons within the fort with an aggressive attack against them. The battle left many of the brain gear's clockworks destroyed. Its defenses weakened, the brain gear's position is currently somewhat precarious. While the ogres under the command of Grimulak now man the fort against any intruders, the brain gear puts little faith in them. It originally wanted them only as test subjects, viewing them as far too unreliable to ever be trustworthy and useful minions. The brain gear, after so easily overwhelming the fort garrison, feels it has little to fear from the weak and pathetic humans who could stand against it and thus does not feel the need to fortify its defense.

before delving into further work to create more powerful clockworks.

Into this situation walk the characters. Hired to guard a small caravan carrying important material components for Theodocius's work, they find Durgam's Folly occupied by a hostile alien force, its human defenders dead or imprisoned. The characters must penetrate the fortress's defenses, disrupt the ogre horde, battle the clockwork colony and find and destroy the brain gear.

Notes for the DM

The Siege of Durgam's Folly is divided into three acts. In the first act, the characters travel across the wilderness to Durgam's Folly, guarding a shipment of expensive and rare spell components for the master wizard Theodocius. This section of the adventure requires the characters to practice diplomacy in winning the trust of their fellow caravan guards and, in a glimpse of things to come, thrusts them into the role of military commanders who must use tactical planning to overcome a motivated and intelligent enemy.

The second part of the adventure covers the characters' arrival at Durgam's Folly, which they find under the control of a band of barbaric ogres. Using stealth and superior tactics, the characters must infiltrate the fortress and overwhelm the ogres before they can mount a successful defense. If the characters attempt a frontal assault, they may find the ogres too strong to defeat.

In the final act, the characters learn that the brain gear, a self-aware magical construct, is behind the toppling of the fort and the rise of the ogre horde. The characters must descend into the cellars and dungeons beneath the fort and destroy the brain gear once and for all. The brain gear, as its name indicates, is a cunning foe that sets a series of deadly traps, fearsome guardians, and other obstacles in front of the characters. Once the characters overcome these obstacles, they must journey into the ancient temple's inner sanctum and destroy the dark creatures that Theodocius accidentally awakened. Only then can they destroy the brain gear and the threat it poses to civilization.

This adventure requires the characters to tackle a wide variety of roleplaying challenges. Sound tactical thinking, careful negotiating, alert roleplaying and clever problem solving are all necessary to carry the day. Remember that the villains presented in this adventure are brilliant minds who used their intelligence, not their sword arms, to assume their positions of power. Don't sell them short and play them as unthinking or stupid brutes. If you see the chance to improvise a cunning plan on their behalf, go for it.

Adapting the Adventure

As described within the adventure, Durgam's Folly stands at the edge of civilization within an unnamed mountain range. The kingdom that the fort guards is not named either. These details were intentionally left vague to make inserting this module into your campaign much easier. You should be able to radically change the setting and nature of the fort without requiring too much modification to the plot, as most of the action takes place within or beneath the fort. The journey to the fort requires some modification if you

move Durgam's Folly to a desert, an arctic, or some other exotic locale. The critical trait that you should preserve in placing Durgam's Folly in your game world is the fort's isolation from civilization. The brain gear's mutiny should occur in relative secrecy, allowing it to plan its next moves over the course of a few weeks and leaving it well prepared to deal with the characters. If Durgam's Folly stands very close to a city or along a major trade route, chances are that someone discovers something amiss before the PCs arrive. Be prepared to offer up an explanation for this if you want to drop Durgam's Folly along a heavily traveled road or in a populous region.

Adventure Hooks

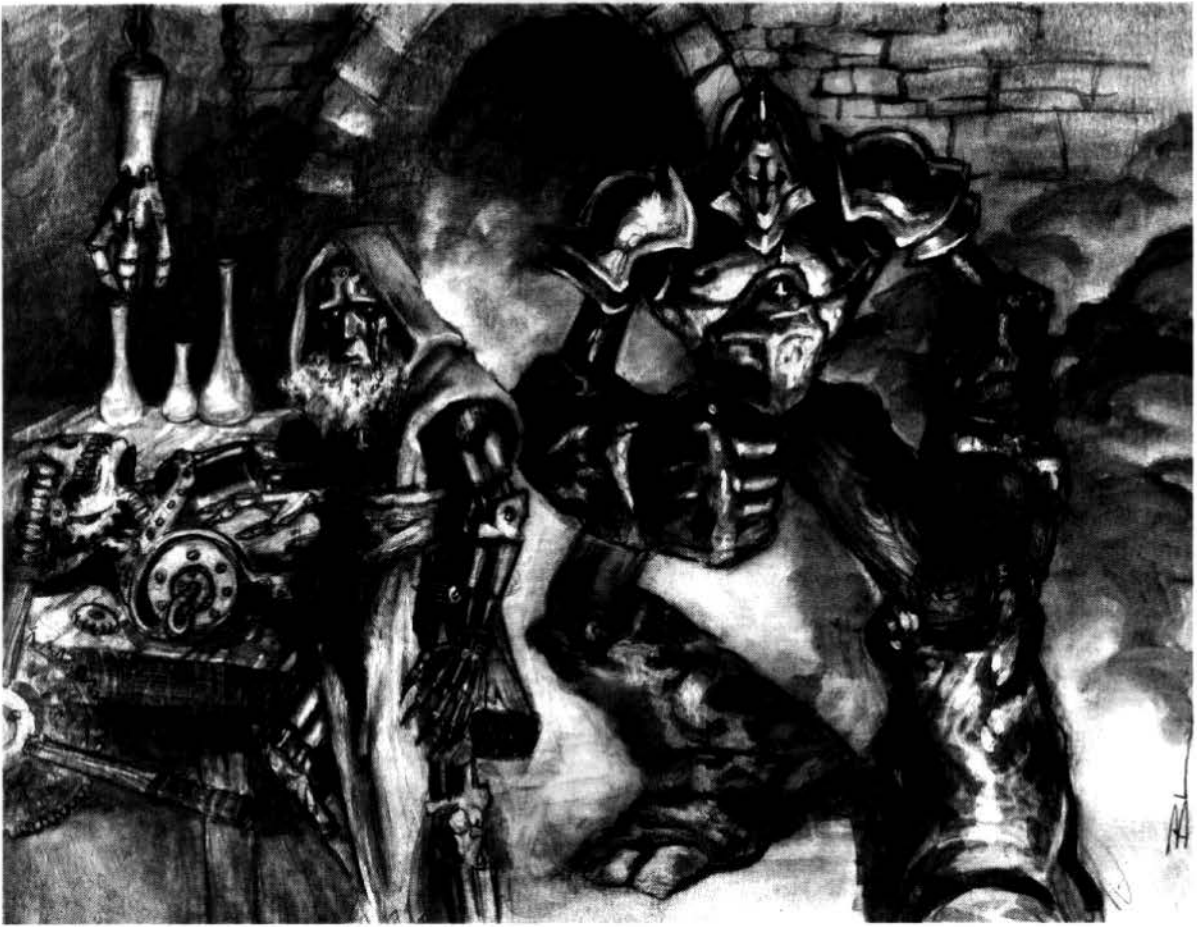
There are several ways that you can involve a group of players in the adventure. The introduction assumes that the party travels to Durgam's Folly with a caravan bearing tools and supplies for Theodocius. The easiest plot hooks involve the characters' hiring on to escort the caravan. However, this is sometimes easier said than done. Ideally, if the characters do not journey with the caravan to Durgam's Folly, you can still work with various creatures into the adventure, as they help provide clues about the current situation at the fort and help build a sense of dread and isolation in the players.

You might choose to have the characters present for the initial attack by the brain gear. In this case, you have to wing most of the details yourself, but the included description of the fort, the ogres and the brain gear should give you enough material to work from without requiring too much improvisation. This option works best if you decide to use Durgam's Folly as a base of operations for several adventures in your campaign. The characters could journey there, meet Theodocius, engage in a few expeditions to the wilds around the fort and then deal with the menace posed by the brain gear.

The following adventure hooks are provided to give you a reasonable explanation why the characters have chosen to journey to Durgam's Folly. If you are planning out a campaign, the hooks will give you some ideas on how to work this adventure into your story without disrupting the flow of your game or causing an abrupt shift from one story line to another.

The characters are hired by the local government for the princely sum of 2000 gp each to guard a simple merchant caravan. The characters' contact explains that the caravan bears some rare and valuable alchemical mixtures that must arrive safely at the fort. Thus, experts such as the PCs are needed to ensure the shipment's safety.

Theodocius, eager to field test his new creations, contacts the characters with a business proposition. He wishes for an adventuring band to take a few of his creations on an expedition to a nearby dungeon in hopes of testing his creations in a combat situation. He wishes to meet the characters at Durgam's Folly and offers to pay them 500 gp each just for showing up to hear his plan. Luckily for the characters, a supply caravan is leaving for Durgam's Folly the same day they are. Theodocius dares not mention his works in the letter for fear of attracting spies, but he does hint that the PCs will have a chance to render a great service to those in power, people who are sure to remember the characters' deeds in the future.



A rival of Theodocius hires the characters to journey to Durgam's Folly, observe the master artificer at work and report back all they learn. The PCs' patron arranges for the characters to journey to the fort under the guise of caravan guards hired to escort the latest shipment of the fort's supplies.

The characters discover a magical item or need advice concerning some arcane matter. They consult several sages but learn that only Theodocius the Forger, who is currently living at Durgam's Folly, has the knowledge they seek. A caravan is forming to head for the fort, and if the characters are willing the caravan master is more than happy to hire them on as guards.

While journeying across the wilderness, the characters come across a caravan under attack by a large band of ogres. Many

of the caravan guards are dead, and the ogres are preparing to launch an assault that should destroy the last of the caravan's defenders. If the characters step into the fray, they easily drive away the ogres. As it turns out, this is a caravan bound for Durgam's Folly. Its surviving members beg the characters to accompany them to the fort.

A PC ranger or druid receives word from his woodland allies that a great horde of ogres is gathering to assault Durgam's Folly. The characters must journey to the fort and warn the garrison. According to the PC's contact, lately guard patrols from the fort have ceased to marshal out into the wilderness, allowing humanoids and bandits to operate without opposition.

Act I: The Journey to Durgam's Folly

This portion of the adventure assumes that the characters have elected to journey with a caravan to Durgam's Folly. However, should the characters elect to make the journey on their own, or you decide to use some other method to bring the characters to the fort, each encounter in this section includes adaptation notes for situations that do not involve the caravan.

The Caravan

The group heading to Durgam's Folly is led by Trina, a wizard and apprentice to Theodocius. She commands twenty guards, two sergeants named Thevik and Uli and eight wagons, each of which is pulled by two horses. Unfortunately for Trina, she hasn't had the time or money to hire any more guards. The warriors with the caravan are all members of the Durgam's Folly garrison, and while the fort commander, Captain Evrik, was ordered to provide maximum support to Theodocius, neither he nor the wizard was willing to strip the garrison to guard the caravan.

Trina is quite the pessimist, and she managed to convince Theodocius to set aside 800 gp for her to hire additional swordsmen to help watch over the caravan. But

sadly, she has no money to offer prospective warriors up front, leaving her with no mercenaries willing to enter her service. Should the characters approach her with an offer to help guard the caravan, she gladly accepts, promising them 800 gp once they arrive at the fort.

Caravan Personnel

Trina, as noted above, is an ardent pessimist. She assumes that what can go wrong will go wrong and is not afraid to let others know she feels that way. However, unlike many pessimists Trina takes an active role in preparing for the misfortunes that she sees as inevitable. A relentless planner and organizer, she attacks the task of leading the caravan with an almost fanatical abandon. She takes the role of a military field commander, happily inserting herself above the soldiers and often micromanaging the details of guarding the caravan. Theodocius set her to this task partly to get the girl out of his hair, yet he also knew that she of all his apprentices has the attention to detail and keen mind for planning to successfully complete the task. Trina expects the characters to toe the line and obey her orders, but she is by no means a tyrant or fool. While she may dog them with



questions about the watch rotation they just arranged, grill them on their tactical experience and pester them into delivering regular and detailed reports on the status and morale of the guards, she above all else wants the caravan journey to go as smoothly as possible. She's more than willing to listen to someone else's plan, but her analytical mind and keen attention to detail drive her to question and debate any ideas thoroughly.

Trina stands 5'5" tall, with long, flowing brown hair streaked with gray despite the fact that she's only 25. Her face is plain and often marked with a deep scowl or look of deep thought. She prefers simple traveling clothes to robes or other impractical clothing. She speaks in direct terms, disdaining flowery speech or tact in favor of efficiency. Her raven familiar, Croaker, often perches on her shoulder. Croaker is most definitely his master's familiar, echoing her pessimism tenfold and reinforcing it with his often sarcastic attitude.

Thevik and Uli are both veterans in the Durgam's Folly garrison. Thevik is in her mid-thirties, with short, close-cropped blonde hair and a wiry, 6'1" frame. Her stern and businesslike manner instantly won Trina's respect. However, the guards deeply respect her, as she worked her way up from buck private to sergeant through hard work, grit and determination. Thevik expects the best from her men, and her fair manner and natural toughness go a long way toward getting it from them.

Uli is a large man, bordering on obese. He has dark, curly hair and sports four days' worth of stubble on his face. Unlike Thevik, Uli is looked down on as a bully and braggart by the guards. While a skilled warrior, he relies on shouted threats to push the men into action. Uli is also a bit of a chauvinist and often chafes under the command of both Trina (who is unworthy to command in his eyes, since she isn't a soldier) and Thevik (whom he is jealous of both for her success and the respect the men show her).

The guards are all professional soldiers who work hard to obey orders to the best of their ability. They were chosen for this task precisely for their skill and dedication and look at this extended duty away from their base as a chance to prove themselves capable soldiers.

The Journey to Durgam's Folly

The trip to the fort takes three days for the caravan wagons, as the fort is roughly 55 miles away from the frontier. The caravan leaves at sunrise and spends three days and nights on the road, arriving at the fort at late morning of the fourth day. Optionally, you could easily extend this journey if you wish to start the adventure somewhere farther within the heartland of civilization. Trina was sent to gather supplies and tools for Theodocious, after all, and such an errand may require her to journey to a large city to fill her master's request. Feel free to fill out the journey with extra encounters. The encounters outlined below assume that the party has passed beyond the frontier and is within three days of Durgam's Folly. If the characters travel at a faster or slower pace than the average 16 miles per day for a wagon, adjust the timing and/or location of the encounters accordingly.

Unless the characters convince her otherwise, Trina stations the guards in columns along the caravan's flank.

One guard drives each wagon, while the rest of the guards ride on horses. If the characters do not have horses, Trina arranges for riding horses for any who need them. At night, Trina breaks the guards into three watches of seven, seven and six guards each. Uli sits up with the first watch, Trevik with the middle one and Trina with the last one. Trina insists that the characters each take a watch, ideally spreading themselves out across the three watches. She arranges the wagons in a rough circle, with the horses and sleeping guardsmen in the middle and those on watch walking the perimeter.

Trina, female human Wiz4: CR 4; Medium-size humanoid (5 ft. 5 in. tall); HD 4d4+7; hp 18; Init +5; Spd 30 ft.; AC 14; Atk +2 melee (1d6, staff), +4 ranged (1d8, light crossbow); SA Spells; AL NG; SV Fort +2, Ref +3, Will +4; Str 10, Dex 15, Con 13, Int 16, Wis 10, Cha 11.

Skills: Alchemy +10, Concentration +8, Craft (leatherworking) +10, Knowledge (arcana) +10, Knowledge (engineering) +10, Spellcraft +10.

Feats: Craft Wondrous Item, Improved Initiative, Scribe Scroll, Toughness.

Possessions: Staff, light crossbow, 10 bolts, *amulet of natural armor* +2, *scroll of 3 arcane spells* (caster level 4, *magic missile*, *flaming sphere*, *whispering wind*).

Arcane Spells (4/4/3): 0—detect magic, mending, read magic, resistance; 1st—identify, shield, sleep, unseen servant; 2nd—minor image, protection from arrows, scare.

Croaker the Raven: CR 1/6; Tiny Animal (2 ft. long); HD 1/4d8; hp 1; Init +2; Spd 10 ft., fly 40 ft. (average); AC 16; Atk +4 melee (1d2-5, claws); Face 2.5 ft. by 2.5 ft.; Reach 0 ft.; SQ Speaks common; AL N; SV Fort +2, Ref +4, Will +2; Str 1, Dex 15, Con 10, Int 7, Wis 14, Cha 6.

Skills: Listen +6, Spot +6.

Feats: Weapon Finesse (claws).

Thevik and Uli, male and female human War2s: CR 1; M Humanoid (6 ft. tall); HD 2d8+2; hp 12, 10; Init +0; Spd 20 ft.; AC 17; Atk +4 melee (1d8+1 longsword), +3 melee (longspear, 1d8+1), +2 ranged (1d8, light crossbow); AL LN; SV Fort +4, Ref +0, Will +0; Str 13, Dex 11, Con 12, Int 11, Wis 11, Cha 10.

Skills: Climb +6, Handle Animal +5, Ride +5.

Feats: Point Blank Shot, Weapon Focus (longsword).

Possessions: Longsword, large wooden shield, chainmail armor, longspear, light crossbow, 20 bolts, dagger.

Note: Though they are vastly different in physical appearance, Thevik and Uli have identical statistics for purposes of this adventure.

Caravan guards (20), male human War1: CR 1/2; M Humanoid (6 ft. tall); HD 1d8; hp 4; Init +0; Spd 20 ft.; AC 16; Atk +3 melee (1d8+1, longsword), +2 melee (1d8+1, longspear), +1 ranged (1d8, light crossbow); AL LN; SV Fort +2, Ref +0, Will +0; Str 13, Dex 10, Con 11, Int 10, Wis 11, Cha 10.

Skills: Climb +5, Handle Animal +4, Ride +4.

Feats: Point Blank Shot, Weapon Focus (longsword).

Possessions: Longsword, large wooden shield, scalemail armor, longspear, light crossbow, 20 bolts, dagger.



Encounter I: The Ruins of Hansonburg (EL1)

Ahead stands the small village of Hansonburg. The village is a welcome sight on the dull road, as it holds the promise of a freshly made bed, hot food and a mug of fine ale. The caravan guards brighten visibly as word spreads up and down the line of wagons that the town is in sight. As the PCs draw closer, the promise of comfort turns to one of tension and fear. No lights shine in the windows of the village's buildings, and none walk amongst the settlements. Surely at this time of day the inn at the center of the tiny settlement would be alive with activity. But as the PCs draw nearer, the stark silence surrounding the settlement grows more ominous.

Hansonburg is a tiny thorp roughly halfway between Durgam's Folly and the last major outpost of civilization. The caravan, if it proceeds at a normal rate, arrives there at sundown.

Two nights ago, a group of ogres led by the ogre mage Grimulak silently crept up on Hansonburg and murdered every last one of its inhabitants. Using his invisibility and change self abilities, Grimulak easily disposed of the guards before leading the ogres into town. Under the ogre mage's

iron-fisted command, the ogres methodically moved from house to house, killing the inhabitants in their sleep and quickly running down and killing those who tried to escape.

Searching the town turns up little of note. The attackers obviously met with little struggle, as there are few signs of conflict. Characters with the Track feat (DC 16) may note a large number of ogre tracks heading into the town from the south and leaving to the north. While the tracks are often confusing in many places where they crisscross repeatedly as the ogres moved through the town, it is obvious that the creatures surrounded the town and systematically eliminated Hansonburg's inhabitants. A search of the houses and inn reveals that no foodstuff or drink remains in any building, and all of the buildings are in extreme disarray, as if they were thoroughly searched and looted. Grimulak led the ogres here to raid the settlement for supplies, hoping to stockpile enough food and other necessities to let his horde survive for some time without hunting. In addition, the ogre mage could strike knowing that the garrison at Durgam's Folly is out of commission, allowing him to attack without fear of reprisal.

The ogres are long since gone, as they continued on their journey to assemble with the other tribes soon after completing their foul deeds here. No bodies remain—the ogres carried them off to stock their larders. Emphasize the eerie silence and sharp contrast between the once vibrant community and its now empty shell. From the outside, the buildings are largely undamaged, and few signs of conflict are readily apparent to the casual observer. Most of the houses' doors hang open, though, and inside the houses are many signs of violence: blood-stained sheets and beds, ransacked

ACT I-THE JOURNEY INTO DURGAM'S FOLLY

rooms, signs of forced entry and even a few places where a quick, pitched fight may have taken place. If asked, the caravan guards admit that Hansonburg's militia was composed primarily of farmers barely trained in the use of a sword who alternated taking night watches. Being so close to Durgam's Folly, the town depended on it for its defense. The guards assume that a patrol from the fort must have been through the town recently, though a successful Track check (as described above) does not reveal any horse tracks or signs of human footprints coming from or heading to the fort.

The caravan guards are particularly hard hit by the ruins of the town, as many of them had at least a passing acquaintance with the villagers. Trina is severely unnerved by the ruins and urges the caravan to move forward and away from the town. She insists on doubling the guard at night and demands that anyone who does not need to rest to prepare spells get by on only 4 hours of sleep at night. Somewhat sheltered as an apprentice, she turns to the characters for advice on what may have been behind the raid and what she can do to ensure the caravan's safety. The atmosphere surrounding the caravan becomes much tenser. Uli takes his fear and worries out on his men, verbally abusing them and loudly boasting that he'll personally lead a patrol to track down whoever was responsible for the attack. He volunteers to take the point duty. Thevik takes care to keep a close eye on her men and, if possible, makes a point of speaking to the characters and Trina about the situation. She knows that ogres, trolls, giants and orcs have been active in the area in the past but has never seen anything quite so bold as an attack on a settlement. Attacks on small groups of travelers or caravans are not uncommon, but the last full-scale attack on a settlement took place over 20 years ago.

Encounter 2: Ogres (EL 2)

This encounter takes place at noon the day after the characters leave Hansonburg. Read or paraphrase the following, depending on how the caravan guards are arranged and where the characters ride relative to the wagons and the other guards. The description assumes that Uli is at the head of the caravan, riding point with a few other soldiers.

After yesterday's gruesome discovery, a black cloud has descended upon the entire caravan. The guards cast wary glances at the trees beside the road, ready for an assault to strike at any moment. What was once a simple, almost leisurely journey has become an ordeal heavy with unease and fear. The tension of the journey is shattered by shouts from up ahead. A guard under Uli's command at the front of the caravan gallops toward you, shouting that Uli has tracked down an ogre responsible for the sacking of Hansonburg.

An ogre who had taken part in the raid is indeed on the road up ahead. During the attack, he and a few of his comrades hid in the woods nearby several kegs of ale they looted from the village. Two nights ago, they returned for their stash and immediately began to indulge in it. This particular ogre, Graulg, overindulged to an incredible degree

even for an ogre and spent the past two nights sleeping in a ditch. If the characters rush up to the front of the caravan, they discover Uli and five of the guards with crossbows trained on the thing. The ogre sits on the side of the road, cradling his head and moaning piteously. Unless the characters intercede, Uli and the guards kill him with a volley of crossbow bolts. The sergeant has his crossbow pointed against the ogre's throat. Consider his attack a coup de grace action.

Graulg the Inebriated Ogre: CR 2; SZ L Giant (9 ft. tall); HD 4d8+8; hp 26; Init -1; Spd 30 ft.; AC 16; Atk +8 melee (2d6+7, huge greatclub) or +1 ranged (2d6+5, huge long spear); Reach 10 ft.; AL CE; SV Fort +6, Ref +0, Will +1; Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

Skills: Climb +4, Listen +2, Spot +2.

Feats: Weapon Focus (greatclub).

If the characters attempt to convince Uli to spare the ogre's life, they must make a Diplomacy check (DC 20) to sway him. Uli is consumed with bloodlust, eager to avenge the destruction of Hansonburg, as are the guards. The characters face a decidedly uphill battle in talking the guard sergeant down from his rage. If the characters appeal to his sense of pity or justice, increase by 5 the DC to convince him. Uli considers the ogre less than human and wants only to show it the same mercy it showed the people of Hansonburg. On the other hand, if the characters tell Uli that they wish only to question the thing to bring its comrades to justice, decrease the DC by 5. Optionally, you may forgo rolling and rely solely on roleplay to determine the result of the encounter. Trina and Thevik both are torn by their desire for revenge and the need to learn more information, but they are much easier to convince (Diplomacy DC 10) if presented with reasonable explanations of why the ogre should live. If Thevik sides with the characters, the guards begin to waver, but Uli's attitude does not change. While Trina should be able to order Uli to stand down, her doing so only angers the sergeant and increases by 5 the DC of all Diplomacy checks involving Uli.

If Uli spares the ogre, the characters can learn the following pieces of information from him (in addition to the information provided about him above). The ogre is still very inebriated and speaks in slow, slurred and choppy common:

The ogres have taken control of Durgam's Folly. A few of the tribes are there now, and Graulg and a few other ogres went there to join up with the horde. (True—ever opportunistic, no ogre wants to miss out on the chance for loot should the horde decide to launch a raid on civilized lands.)

A powerful ogre with magical powers leads the horde. This ogre ordered the raid on Hansonburg. (Partially true—the brain gear suggested the raid, primarily because once word spread that the fort was controlled by ogres, some opportunistic band of evil humanoids would raid the village. The brain gear figured it might as well be the ogres.)

The ogre mage often spends time in the tunnels beneath the fort, speaking with those he calls the ones below. These creatures are allies of the ogre mage that he has bound with his magic. (False—the ogre mage takes orders from the brain gear, but he cannot afford to let the rank-and-file ogres know that or he'll lose face.)

Life has been great at the castle. By day, the ogres train in fighting under the cruel sign, but at night they

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carouse, drain the fort's stock of ale and food and enjoy their conquest. (True.)

The ogre mage is blessed by the gods. He can turn invisible and make himself look like other creatures. (True—he often demonstrates his powers to awe new recruits.)

If asked about other ogres in the area, Graulg claims that they're all at the fort. That's what the ogre thinks. In truth, many ogres are still journeying to the fort to rally beneath Grimulak's (the ogre mage) banner. The ogre is still inebriated but recovers his wits after 8 more hours of sleep. If penned up in a wagon, he tries his hardest to escape, preferring to flee into the wilderness than to rejoin his comrades at the fort in shame.

Trina visibly blanches when she receives word that the fort has fallen. She assumes that foreign spies or some evil power received word of Theodocius's work and moved to capture the wizard and his creations. She insists that the caravan continue its journey. She does agree to send a courier back to civilization with word that the fort has fallen, but she refuses to waste time in turning the entire caravan around and heading back to civilization. While she does not disclose the nature of Theodocius's work, she insists that the characters and the rest of the caravan must get to the fort as soon as possible. The guards do know something about magical experiments taking place at the fort, and if pressed they admit to the PCs that this may be the reason behind Trina's desire to keep moving to the fort.

If the characters volunteer to ride ahead of the rest of the caravan, modify the remaining encounters. The ogre

ambush in encounter 5 assumes that the characters are with the rest of the caravan. If they are not, reduce the number of ogres to 6. The roc in encounter 3 does not attack the characters, as it thinks its prey is hidden in a wagon, but it more than likely destroys the caravan if it lacks the characters' protection.

Encounter 3: Death from Above (EL 9)

This encounter takes place during the night of the second day of travel.

The night is cool and clear. A gentle breeze rustles the trees and runs through your hair, helping to dispel the weariness of the past few days and ease the guards' troubled looks. Above you, the stars twinkle like diamonds spread across black velvet. Suddenly, your view of the night sky is disrupted. You blink your eyes for a moment. Did the stars just disappear for the briefest second? A thunderous, roaring cry in the sky and the flapping of tremendous wings echoes through the night. The stars didn't disappear—some monstrous creature just flew above you.

Using its power to cast a *dream* spell, the brain gear has convinced a **roc** that nests in the nearby mountains that wagons passing along the road to the fort are weighed down with tasty delicacies and fresh food. Eager for an easy meal, the roc has regularly swooped over the road, looking for the



food promised it in its dreams. Unfortunately for the characters, it thinks it just found it.

The guards react with temporary panic. The characters must make a Charisma check (DC 15) to bring the guards into line. Each round, a character may make a Charisma check as a standard action. Success means that five guards have fought off their panic and can fight the roc. Trina, Thevik and Uli may all make Charisma checks to rally the guards. The roc first attempts to snatch and throw a wagon. Once it sees that the wagons are empty of food, it attacks mercilessly, fleeing only when reduced to less than 50 hit points. The roc targets human-sized targets indiscriminately, snatching up guards, characters or whoever is the easiest target. Characters who take cover under the trees are not subject to attacks from the roc. If the entire caravan moves under cover, the roc circles the area for two minutes before flying off in search of easier pickings.

Roc (1): CR 9; SZ G Beast (60 ft. long); HD 18d10+126; hp 225; Init +2; Spd 20 ft., fly 80 ft. (average); AC 14; Atk +21 melee (2d6+12 [x2], claws), +16 melee (2d8+6, bite); Face/Reach 20 ft. x 40 ft./10 ft.; SA snatch; AL N; SV Fort +18, Ref +13, Will +7; Str 34, Dex 15, Con 24, Int 2, Wis 13, Cha 11.

Skills: Listen +4, Spot +4.

SA—Snatch (Ex): The roc can grapple with a creature whose size is between small and huge, inclusive, as a free action without provoking an attack of opportunity. If the roc achieves a hold, it can fly off with its victim and automatically make a bite attack, though it cannot use its claw attacks. It can drop a creature as a free action or spend a standard action to fling it aside. A flung creature travels 90 ft. and takes 9d6 damage. The creature suffers either falling damage or damage from being flung, whichever is greater.

Encounter 4: Eyes in the Night (EL 2)

This encounter takes place during the early evening of the third day of travel, as the characters come within 10 miles of the fort.

Though the guards have been silent for many hours, their strained looks and downcast manner speak volumes of how trying this journey has been. The forest around you is quiet, save for the occasional bird call ahead of you. The woods grow even thicker and crowd closer to the road.

The brain gear, using its overseer clockworks, has dispatched many scouting parties to watch the roads leading to Durgam's Folly. In the woods ahead, 4 clockwork scouts and a clockwork overseer lie hidden in the trees. The scouts are disguised to look like house cats. They lurk amongst the tree trunks, keeping a careful eye out for any passersby. The overseer hides farther back from the scouts, roughly 60 feet from the road. If the characters specifically scan the trees looking for any threat, allow them to make a Spot check opposed by the scout's Hide check. The scouts receive a +11 modifier to their check (+8 size, +3 Dex). If spotted, the scouts flee back in the direction of the overseer. Remember that the scouts become inactive if they lose contact with the brain gear, which occurs should they move more than 100

feet away from the overseer or if the overseer is destroyed. If necessary, the overseer receives +5 to any Hide checks (+4 size, +1 Dex). If the characters discover the scouts and attack them, there is a 10% chance per round that the brain gear contacts the overseer and learns of the characters. If the PCs destroy the overseer before this happens, then the brain gear learns nothing more than its minion has been destroyed. Obviously, if the characters do not discover the scouts, the brain gear learns about the approaching caravan.

The clockwork scouts are disguised with the skins from a few cats that the fort garrison kept as pets. It's possible that if a member of the caravan crew spots the scouts first, he or she may mistake them for the fort's cats run astray. If Trina is confronted with the remains of a clockwork, she discloses the nature of Theodocius's work to the characters and admits that she believes attackers have struck the fort to claim the wizard's inventions for themselves. She emphasizes that the caravan needs to make it to the fort as soon as possible and hopefully capture the thieves before they can make off with the clockworks. She is also quite afraid for Theodocius and wants nothing unpleasant to happen to her master.

Clockwork overseer (1): CR 1/2; SZ S Construct (clockwork) (3 ft. tall); HD 2d10; hp 11; Init +1; Spd 40 ft.; AC 16; Atk +3 melee (1d4+1, slam); SQ construct, independent clockwork; AL N; SV Fort +0, Ref +1, Will +1; Str 13, Dex 12, Con -, Int -, Wis 12, Cha 10.

Clockwork scout (4): CR 1/2; SZ T Construct (clockwork) (2 ft. long); HD 1d10; hp 5; Init +3; Spd 40 ft.; AC 19; Atk -2 melee (1d4-2, slam); SQ animal appearance, construct; AL N; SV Fort +0, Ref +3, Will +1; Str 6, Dex 17, Con -, Int -, Wis 12, Cha 10.

Note: See the Monster Appendix for more information on Clockworks.

Encounter 5: Ambush (EL 10)

This encounter takes place after midnight of the third day. Depending on how encounter 4 progressed, the characters may encounter either a prepared band of 16 ogres sent to intercept the caravan or a small group dispatched to investigate the sudden disappearance of the overseer and its scouts.

In either case, the ogres march down the road, relying on four ogres sent ahead to scout the way. If the caravan is camped out on or near the road, the ogres move to surround it and attack. Any guards on watch must make a Listen check against the ogres' Move Silently skill to detect their approach. If the caravan makes camp on the side of the road, make a Spot check for each of the four ogre scouts. The base DC for this check is 10, modified according to any precautions the characters make. If they light no fires and spend time camouflaging the wagons, increase the DC by 5. If they take no precautions, decrease it by 5. Of course, if the caravan is camped in plain view, the ogres spot it.

Ogres (16): CR 2; SZ L Giant (9 ft. tall); HD 4d8+8; hp 26; Init -1; Spd 30 ft.; AC 16; Atk +8 melee (2d6+7, huge greatclub) or +1 ranged (2d6+5, huge long spear); Reach 10 ft.; AL CE; SV Fort +6, Ref +0, Will +1; Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

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Skills: Climb +4, Listen +2, Spot +2.

Feats: Weapon Focus (greatclub).

Tactics: While not the smartest humanoid monsters, ogres do possess a natural cunning. Once they discover the caravan, their response depends on the level of activity surrounding it. If the caravan guards or the PCs spot them and sound an alarm, the ogres rush ahead to attack, hoping to catch the caravan before it can prepare a defense.

If the ogres approach the caravan unnoticed, they attack in two waves. The ogres split into two groups of eight ogres each. The first group stealthily approaches the caravan before attacking, hoping to surprise the guards and quickly overwhelm them. The second group stations itself on the opposite side of the caravan, hoping to catch any guards who try to flee from the attacking ogres. Once the guards join the first group of ogres in battle, the second group charges in to catch the defenders from behind and crush them.

Note: While the encounter level for this battle seems quite high, be sure to account for the presence of the guards, the sergeants and Trina, all of whom help the PCs against the ogres. As a rule of thumb, only count ogres personally fought by the characters toward the EL for this battle.

The ogres accept any surrender and gladly lead the characters back to the fort as their captives. Otherwise, the ogres fight until fewer than six of them remain. At that point, they break for the forest. Any surviving ogres flee the area. They'd much rather flee to the countryside than report their failure to Grimulak. If Graulg is with the caravan as a prisoner, the ogres pay him no mind. Should any of the attacking ogres be taken captive, they know little more than Graulg. Refer to Encounter 2 for a summary of the information the characters can learn.

If the clockwork scouts and overseer from encounter 4 survived, they observe the battle and report back to the brain gear. Make a note of this, as it may have an effect on encounters at the fort.

Encounter 6: Arrival at the Fort (EL 0)

As the PCs reach the fort, read the following:

Ahead of you stands your destination, Durgam's Folly. The proud structure stands atop a bare hill, a steep slope helping to protect it from any ground attacks. The road winds out of the woods, across 500 feet of open ground, and heads up a narrow escarpment to the fort's front gate. From here, the fort looks unmanned. Nothing moves along the walls, and no sentinels stand before the gate, which is open. A tattered banner flies from the battlements. It hangs limp before catching in a sudden breeze, revealing its symbol as a clawed, green hand crushing a human skull.

Durgam's Folly now stands beneath the rule of the ogre mage Grimulak—the green hand crushing a human skull is his device. The first part of the adventure ends here. Now the characters must endeavor to infiltrate the fort and overthrow the foul ogres who have claimed it.

Act II: The Taking of Durgam's Folly

Durgam's Folly has withstood many assaults during its long and storied history. For many years the fort has stood on the borderlands between the savage, monster infested wilds and the bucolic civilized lands of man. Were it staffed with resolute, brave and well-trained warriors, the characters would not stand much of a chance of infiltrating its defenses. Luckily for the PCs, the ogres that now rule the fort are lazy, easily distracted and somewhat dense. While Grimulak initially ruled the overthrown fort with an iron fist, his control over the ogres has slowly diminished. The chaotic ogres are already chafed under the controlling, lawful evil ogre mage. With the long days that have passed since their initial attack, the ogres have grown restless. At first, they trained in fighting during the day, as few of them ventured out under the sun before joining the horde, and Grimulak wanted them ready to fight under all conditions. The ogres hated this training, though, and more than a few deserted. To keep the rest of the horde together, Grimulak has since given the ogres full access to the ale and wine they captured with the fort. Both the ogre mage and the brain gear are well aware that when the alcohol disappears, the ogres' loyalty will disappear with it.

Given this state of affairs, the fort is poorly defended. Grimulak depends on the brain gear's scouts to alert him of any approaching attackers, as outlined in the encounters on the road to the fort. Grimulak is also in a bit of a precarious situation with the ogres. They know nothing of the brain gear, and if they knew that Grimulak was actually taking orders from something more powerful than he, they might revolt. The truth of the matter is that the brain gear wants to experiment on the ogres and eventually integrate them into its forces. Thus, while it promised Grimulak great treasure and loot if he gathered a horde of ogres, the brain gear is really interested only in gathering more test subjects. The brain gear counseled Grimulak to let the ogres run wild so that they remain in the fort long enough for the brain gear to devise an efficient method to convert them into more usable forms. A few of the ogres that supposedly deserted were dragged down to the dungeons beneath the fort and used as test subjects.

General Notes

The doors throughout the fort are thick, cut from stout wood and reinforced with iron bands.

Iron Reinforced Wooden Interior Fort Doors: Hardness 5; hp 20; Break (DC 23). If locked, they are Open Lock (DC 20).

The entire fort shows signs of abuse at the hands of the ogres. The place is filthy: half-rotten food, discarded ale kegs and other garbage litter the place.

Unlike the typical dungeon, the fort is not described with monsters assigned to each location. Instead, the following paragraphs describe the interior of the fort, and

the tactics section gives details on how the ogres react to different actions the party may take. In addition, enough information is provided on the ogres' morale and Grimulak's personality for you to improvise should the players pursue some unforeseen course of action (as they almost invariably do at least once per gaming session!).

Keyed Encounter Areas

The following locations within the fort are keyed to the locations marked on the fort map:

1. Outer Structure

The fort's outer walls are 5 feet thick structures made of stone and stand 15 feet high. Climbing the walls is difficult (DC 25) but not impossible. The only entrance to the fort, a large, wooden gate, stands open as the characters approach it. The ogres have long since given up on defending the gate. The fort itself stands atop a short, flat hill that sharply rises 30 feet. A narrow trail, just wide enough for wagons to navigate single file, snakes in front of the fort, slowly rising up to the gate. The trees and brush in a 500 foot radius around the fort have been cleared out, giving its defenders a clear view of an approaching threat.

2. Gatehouse

The gatehouse stands directly above the main gate. The two doors heading into it lead to staircases that spiral up to a long, wide chamber. This room has arrow slits overlooking the approach to the front gate and murder holes in its floor that allow archers to rain arrows and burning oil down on those making their way through the gate. Ladders from this room lead up to the battlements atop the gatehouse.

3. Courtyard

The grass that once covered this courtyard has long since been trampled to plain dirt by the footfalls of countless soldiers, warhorses and other defenders of the fort.

The ogres lounge outside here during the day if this adventure takes place during the summer, spring or fall, basking in the sun, wrestling each other for fun and sport or practicing their combat skills.

4. Guard Tower

Each of the towers at the fort's corner stands 30 feet tall and has three floors. The first floor is given over to storage, with weapons, armor and shields neatly stacked on shelves; arranged in racks or hanging from wall pegs. The ogres have ransacked each of these storage areas, leaving them chaotic messes, but many usable pieces of equipment

remain. 2d6 suits of leather armor, 1d6 suits of scalemail, 2d4 large wooden shields and 2d4 each of longswords, light crossbows, longspears and daggers can be found here. Assume the maximum number possible of each type is indeed present, but the difference between the diced results and the maximum represents equipment damaged or destroyed by the ogres.

The second floor, accessible by a staircase from the first, is a barracks. 20 bunk beds, each flanked by a pair of chests, are neatly arranged along the perimeter of the room. Many of the beds show signs of violence—bloodied sheets, torn feather mattresses—as most of the garrison was overwhelmed in its sleep when the brain gear struck. A long table and several chairs are set in the middle of the room. The ogres have dragged the bedding from the barracks for their own use, but most of the furniture is intact. The stairs from the first floor continue up to the third floor.

The third floor has doors that allow access to the battlements and has arrow slits set into the walls that face areas outside the fort. Quivers of crossbow bolts hang from walls near the slits, 2d4 in total, each holding 20 bolts. The stairs from the second floor continue up to the roof.

A catapult and ammunition stands atop each tower. While the ogres long since fired off the ammunition to help pass the time, the catapults are all still in working order.

5. Guard Tower

This structure is identical in all respects to the building described in area 4.

6. Guard House

This squat, windowless structure is made of the same stone used to build the outer wall. Its door hangs open, revealing a room lined with individual jail cells, all of which currently stand open.

Grimulak holds the keys, and should any characters fall captive to the ogres, they are imprisoned here. In the center of the room is a trapdoor that leads down to the dungeon level detailed in Act III. Unlike the prison cells, the trapdoor is kept shut and is securely locked. Picking the lock is more difficult than its shabby looks indicate, as the dungeon below was used to house truly dangerous monsters and criminals with magical abilities. Grimulak holds the key to the trapdoor and often goes below to consult with the brain gear.

Locked Trapdoor: Hardness 5, hp 20; Break (DC 23); Open Lock (DC 25).

7. Theodocious's Quarters

This wooden structure looks somewhat out of place within the fort, as it appears to be a small home that someone rather recently constructed here. The building was once whitewashed, but dirt and filth now cover it. Three windows are set into the building, all of which have been smashed.

This was the private residence of Theodocious, who rested here when not working in the dungeons below. The entry room was a sitting room, where he entertained

visitors and often held discussions with his apprentices. The larger of the two inner rooms was his study, while the small room was his bedroom. The building has been completely emptied of all furniture and other items. Other than the broken windows, the ogres have inflicted no damage to the building. The brain gear ordered this place stripped clean soon after it seized power, as it was eager to learn as much as possible about the process Theodocious used to create it and did not want to leave any evidence undiscovered. The ogres find this place somewhat creepy, and per the brain gear's suggestion, Grimulak has ordered them to stay away from it.

8. Chapel

This long, stone building is obviously a chapel. Stained-glass windows, all of which have been smashed, dominated the interior side of the building. Above the large, wooden double doors is a holy symbol, the (neutral good or chaotic good) god of war.

The interior of the chapel withstood some of the worst abuse meted out by the invading ogre horde. The altar was toppled over, the pews smashed or flipped on their sides. Any character who directly helps restore the altar receives a blessing from the gods in the form of a +1 bonus on his next saving throw. Pushing the altar back to its proper position requires a Strength check (DC 20).

9. Guard Tower

This tower is much like the tower described at area 4, with one important difference. The guards taken captive when the brain gear conquered the fort are kept locked in the first floor of this tower. The staircase to the second floor is barricaded with beds and other furniture piled within it by the ogres. The fourteen prisoners are kept chained in irons. If rescued, they offer the following information and otherwise help the characters in anyway possible, fighting to the death to reclaim the fort. Their stats are identical to the caravan guards from Act I, though they are unarmed and at 1d4 hp each due to mistreatment from their captivity.

The guards know:

- Theodocious was working on some sort of golemlike creatures that ran loose and conquered the fort. The creatures struck without warning, and many of the guards were overwhelmed in their sleep.
- Soon after that battle, the ogres arrived and took over the fort.
- Originally, over thirty guards were kept here, but the ogres regularly come by to drag away a captive, usually choosing someone when they bring the prisoners food and water.
- The guards have no information about the dungeons beneath the fort, as Theodocious allowed no one to enter them without his express permission.

10. Storage

This long but narrow stone building has seen better days. Its wide, double doors have been torn down, leaving

its interior exposed to the elements. Bales of hay, crates and boxes are scattered about inside of it, as if some powerfully strong toddler rampaged about, tossing everything around in a fit of anger.

The truth behind the state of disarray in this storage building is much simpler. The ogres simply ransacked the place looking for more ale and wine. Having found none, they simply ignored the rest of the items here. There is plenty of food, primarily iron rations. A well stands near the entrance, the pulley, rope and bucket used to draw water still intact. In addition, horse feed and other supplies were kept here by the garrison. Any character can find any piece of standard, nonmagical equipment worth 5 gp or less with a successful Search (DC 15) check.

11. Storage

Built much like the building next to it, this structure lacks the damage and vandalism committed against its twin. Its doors stand shut, bound with a chain locked against intruders.

Grimulak has ordered the ogres to avoid this building, even going so far as to kill one who refused to heed his orders. This storage building holds lumber, nails, bricks, rope and other materials that Theodocius used in creating the clockworks. Thus, the brain gear ordered Grimulak to leave it untouched. Neatly stacked piles of lumber, copper and iron ingots arranged in neat piles, and boxes of nails, carpentry tools and metalsmithing implements stand in stark contrast to the disarray of the rest of the fort.

12. Guard Tower

This structure is identical in all details to the building described in area 4.

13. Smithy

The stone structure before you has a large chimney and no windows. The doors leading into it stand open. Within, you can see a forge and bellows. This most likely was the fort's smithy.

As with most of the fort, the ogres long ago ransacked this building for usable items. Interestingly, the smith's tools are all missing. The brain gear ordered Grimulak to haul them all down into the dungeons for its own use in developing its mechanical minions.

14. Stable

This long, red painted wooden structure has barn doors set into its north and south sides. Windows, all of which have been smashed, dot the side of the building.

This is the fort's stable. There are enough stalls within to house 20 horses. All of the stalls are now empty, as most of the fort's horses either departed with the caravan or were devoured by the ogres. The floor is covered with hay, and saddles and stirrups for five horses hang from the doors to five of the stalls.

15. Inner Keep

This large, stone structure is built quite low to the ground, standing barely 10 feet tall. The few windows set into the structure, primarily at its southern end, make the building look more like a prison than the headquarters for a small field army. Iron bars set deep within the walls block the windows. The doors into the building are of the same stout, iron-banded build as the other buildings here. However, these doors are all intact.

Iron Window Bars: Hardness of 10; hp 25; Break (DC 24).

All three doors into this building are normally kept locked. The ogres have a simple pass code for entrance: three rapid knocks followed by two heavy knocks spaced two seconds apart. However, the ogre guards at area 20 have grown lazy and left the entrance to that room unlocked and unbarred after growing annoyed with constantly opening the door for their comrades. If the characters attempt to enter through a window, they probably have to break the iron bars installed there.

16. Fest Hall

This 40 foot by 40 foot square room is dominated by three large tables arranged parallel to each other and surrounded with stools and chairs. A fireplace set in the middle of the western wall provides a dim, shadowy glow by which you can see smashed ale kegs piled in the southwest corner and two tapped kegs standing on the middle long table. The entire place smells as if a large number of wild animals have been sleeping here. The filthy furs and blankets spread across the room in small piles confirm that the ogres have used this room as a barracks.

Before the fort fell, this room was used as a dining room, fest hall and meeting chamber. Currently, the ogres spend the vast majority of their time in here drinking ale, eating and waiting for something interesting to happen. Searching through the furs scattered about the floor reveals a total of 1500 gp hidden amongst the furs in small sacks and belt pouches.

17. Storage Room

This plain stone room looks as if it once held many kegs of ale, judging by the patterns of dust on the floor and walls. Four kegs still stand clustered in the southeast corner of the room.

This room was used as a storage area. The ogres have gone through most of the supplies that were once kept here.

18. Kitchen

A large fireplace on the western wall dominates this room. A black iron cooking pot lies in front of the fireplace, knocked on its side. What looks like soup or stew still drips from the pot, adding to the wet mess of vegetables, meat and dirt that covers the floor. Wooden tables are set along the northern and southern walls, and cooking implements such as knives, forks and pots are scattered haphazardly across them.

Anyone fighting in this room sustains a -1 penalty to all attacks, as the wet floor is quite slick, leading to unsteady and dangerous footing. Treat any cooking implements used in combat as daggers.

19. Pantry

Upon opening the door to this room, you are immediately assaulted by the stench of rotting meat. A second later, a swarm of house flies buzzes past and around you. You see within what once was a pantry but has now become a foul pit of rotting food. Putrid meat hangs from the ceiling, and jars of spices, sauces and other condiments are smashed open, their contents now covering the floor.

The ogres found the cured meat from the garrison's latest hunt not to their liking and left it in here to rot. This room is now infested with cockroaches and flies, and the odor is nearly unbearable, though not bad enough to impose any penalties to characters moving through here. The ogres care little for the mess and don't even notice it as they move from room to room.

20. Servants' Quarters

This room looks as if it was once a barracks or personal quarters. The four bunk beds in here have been smashed into pieces, the bedding from all of them piled into the southwestern corner. The room has a rank, feral odor to it, as if some large animal has been sleeping in here.

A few ogres, unhappy about the cramped accommodations in room 16, have moved here to sleep. As noted above, the door from this room to the courtyard is not kept locked. Searching through the mess here turns up 200 gp in coins.

21. Office

The room before you looks as if it once served as the office for an important figure, perhaps the commander of this garrison. The head of a great, majestic moose is mounted on the wall just above the northern door, and a long, wooden desk is set near the eastern wall. Four plush chairs, their cushions torn open and the stuffing scattered about the room, stand before the desk. A once rich-looking carpet, now stained with blood, ale and vomit, covers the floor here.

This was indeed once the office of Captain Evrik, the commanding officer of the Durgam's Folly garrison. The desk has four drawers, all of which have been emptied. A thorough search turns up nothing here, as the brain gear carefully gathered everything in this room, believing that the items may give some insight into human military planning, soon after it seized control of the fort.

22. Sitting Room

A soft, red carpet covers the floor of this room, while a silver chandelier set with small candles casts a bright light. Six chairs are arranged in a circle here, with two short tables set between them and a pair of ottomans set before two of the chairs. Unlike the rest of this place, this room seems somewhat undisturbed.

Grimulak took a liking to this room and wishes to use it in the future when conferring with whomever else the brain gear recruits for its plans. Thus, he ordered the ogres to stay clear of it.

23. Captain's Bedroom

This large, elegantly appointed bedroom stands in sharp contrast to the ruin and abuse apparent throughout the fort. A large, canopied bed dominates the northeastern corner of the room, while a small writing table stands in the southwest corner. An armoire and a long, standing mirror are against the western wall. The floor here is covered with a soft, blue carpet.

Grimulak has claimed this chamber as his own. With his somewhat more civilized sensibilities, unlike the ogres he chose not to destroy the furniture and relieve himself on the floor to make this place feel more like home.

A large journal with a worn, leather cover sits on the writing table beside a quill and an inkpot. This is Grimulak's journal. If the characters spend 10 minutes skimming through it, they learn of the ogre mage's background. He describes how a voice came to him in his dreams, showing him how to sneak into the fort and make his way to the dungeons below. There he met a great beast of steel and magic, which commanded him to gather a horde of ogres and take control of Durgam's Folly once its defenders were dead. The journal notes that Grimulak hopes to gain more power and authority as "the voice" (as he refers to the brain gear) gathers more followers and power. He also notes that the ogres have grown lazy and bored lately and that the past few times he went below to confer with the voice, it told him only to stay the course and wait for further orders.

Treasure: Tucked beneath the bed is a plain wooden chest that is both locked and trapped. Within are four emeralds worth 250 gp each and the following potions: four *cure light wounds*, *Speak with animals*, *bull's strength* and *water breathing*. Grimulak carries the key to the chest and uses the potions if the need arises.

Locked and Trapped Wooden Chest: 1 in. thick; Hardness 5; hp 10; Break (DC 18); Open Lock (DC 20).

Poison Needle Trap: CR 2; no attack roll necessary if not disabled or on failed Open Lock check (poison, 1d4 Con/2d4 Con), Fortitude save (DC 15) resists; Search (DC 20); Disable Device (DC 15).

If the chest is forcibly opened (by smashing and so on), the trap is bypassed, but the *potions* are shattered.

24. Executive Officer's Study

This small room is dominated by a large wooden desk set against the southern wall. A weapons rack set against the northern wall holds two longswords and a longsword. The desk drawers hang open, empty of anything.

Much like the captain's study, this place was ransacked by the brain gear's clockworks looking for anything useful to the brain gear as it formulates its plans.

25. Executive Officer's Room

A bed sits against the southern wall of this room, its sheets and mattress torn and bloody. Blood stains the floor here, and a broken longsword lies on the floor beside the bed.

Much like the rest of the garrison, the executive officer was surprised and killed while sleeping, though not without putting up a fight, as his sword indicates. The blade is notched in several places, as if someone swung it against something extraordinarily hard, such as a stone wall. The resident of this room died fighting against the brain gear's stone golem.

26. Chaplain's Study

This room has been thoroughly ransacked and vandalized. A bent and twisted holy symbol to the war god hangs on the northern wall. Beneath it is the smashed and charred wreckage of a wooden desk. The ceiling here is stained black from smoke, and ashes coat the entire room.

The ogres, in a drunken stupor, decided to burn the contents of this room and room 27 to keep themselves amused. Nothing of value survived the fire.

27. Chaplain's Study

From the looks of this room, someone set off a destructive spell in here or hit it with flaming oil. The furniture—a bed, an armoire and a small table—is little more than charred rubble. The ceiling is black from soot and smoke, while the walls are streaked with black stains from a fire.

As in room 26, the ogres decided to start a blaze in this room a few days ago to help alleviate their boredom.

The Occupants of the Fort

Currently, 30 ogres and Grimulak the ogre mage occupy the fort. The ogres spend the vast majority of their time drinking and carousing in area 16. To many of them, the occupation of the fort has become little more than an ale-soaked holiday. Grimulak claimed rooms 22 and 23 as his own. He finds the ogres somewhat repugnant and spends most of his time either in his room dreaming up schemes to place himself atop the brain gear's chain of command or in the dungeons beneath the fort consulting with the clockworks that dwell there.

By day, 25 of the ogres sleep in area 16, and another 5 sleep in area 20. Grimulak spends his days in the dungeons below the fort, usually in area 2 (see Act III for details on the dungeons). At night, the ogres are much more active. About 15 of them spend their time in area 16, drinking ale, eating food looted from area 10 and entertaining themselves with arm wrestling, smashing furniture or telling stories. Five more stand watch in room 20, but these fellows usually keep a steady stream of ale coming from room 16 and pay the door little mind. Another 5 usually remain in room 17, discussing amongst themselves plans for the future of the fort and lording over the remaining stock of ale. Five ogres patrol the courtyard, making regular, 10 minute circuits around the fort, while another five man the gatehouse. Grimulak is either in room 16 with his troops or by himself in room 22 (50% in each).

Grimulak the Ogre Mage: CR 8; SZ L Giant (10 ft. tall); HD 5d8+15; hp 37; Init +4; Spd 30 ft., fly 40 ft. (good); AC 18; Atk +7 melee (2d8+7, huge greatsword) or +2 ranged (2d6, huge longbow); Reach 10 ft.; SA spell-like abilities; SQ regeneration (2), spell resistance (18); AL LE; SV Fort +7, Ref +1, Will +3; Str 21, Dex 10, Con 17, Int 14, Wis 14, Cha 17.

Skills: Concentration +6, Listen +5, Spellcraft +4, Spot +5. **Feats:** Improved Initiative.

SA—Spell-like Abilities (Sp): At will—darkness and invisibility; 1/day—charm person, cone of cold, gaseous form, polymorph self and sleep. *Used as spells cast by a 9th-level sorcerer (save DC 13 + spell level).*

SQ—Flight (Su): Can cease or resume flight as a free action. An ogre mage in gaseous form can fly at its normal speed with perfect maneuverability.

SQ—Regeneration (Ex): Takes normal damage from fire and acid.

Possessions: Greatsword, longbow, key to chest in room 23, bag of holding containing 3000 gp in coins, jewelry and objets d'art.

Ogres (30): CR 2; SZ L Giant (9 ft. tall); HD 4d8+8; hp 26; Init -1; Spd 30 ft.; AC 16; Atk +8 melee (2d6+7, huge greatclub) or +1 ranged (2d6+5, huge longspear); Reach 10 ft.; AL CE; SV Fort +6, Ref +0, Will +1; Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

Skills: Climb +4, Listen +2, Spot +2.

Feats: Weapon Focus (greatclub).

Tactics: In the event of an attack, the ogres' response is haphazard at best. No ogre wishes to appear weak by running for help to his fellows, thus unless the ogres overhear the sound of battle, they more than likely do not notice anything amiss. Whenever a fight breaks out, make a listen check for each nearby group of ogres. The base DC for this Listen check is 5 for ogres in room 16 (since they are being quite noisy) and 0 for other encounter areas. Modify this DC by +5 if the sound must go through a door to reach the ogres, by +15 if it must go through a wall and by +1 for every 10 feet between the ogres and the battle. To speed things up, make a roll for one of every five ogres in an area. Assume that the other ogres are simply not paying attention and are too wrapped up in drinking or talking. However, make an individual check for each ogre patrolling area 3 and each ogre on watch in area 2, as these fellows are on duty and more alert.

The ogres tend to charge forward in waves when confronted with an attacker. However, if Grimulak is alerted to a battle, the ogres attack with much more cunning. The ogre mage's favorite ruse is to split the ogres into two groups, sending them to intercept intruders from two different directions. If a fight erupts in the courtyard, he may send half of the ogres out of the door at room 16 to the courtyard and the other half through room 18 in hopes of catching the attackers between two groups of warriors.

If confronted with a surprise attack, he orders the ogres to follow him out of the fort, hoping that his enemy thinks the ogres have broken and fled. Soon after, he rallies the ogres and leads them on a counterattack against the fort.

If Grimulak has advance warning of an attack, he uses his invisibility power to scout the fort and orders his ogres to



scatter into small bands and search the fort. If possible, he uses *polymorph self* to change himself into a human child. He tells the characters that he was taken prisoner during the attack of Hansonburg, escaped once he was brought here, hid in a warehouse at area 10 and has managed to avoid the ogres ever since. Once the PCs let their guard down or they run into a group of ogres, Grimulak waits for an opportune moment to unleash his *cone of cold*. If he can get a character alone for a moment, he attempts to use *charm person* on him. If badly pressed, he uses his ability to fly and/or *gaseous form* to escape the fort and flee the region.

The ogres have been quite bored lately, and they eagerly engage the characters in battle. Once ten or fewer ogres remain, they break and attempt to flee the fort.

Attacking or Infiltrating the Fort

Trina and the caravan guards can provide the characters with a rough sketch map of the fort. While they can accompany the characters, Trina points out that a stealthy assault by a few well-armed warriors stands a much better chance against a horde of ogres that managed to conquer the entire fort. If the PCs plan on scouting out the fort, returning and then creating a plan that includes her and the guards, she readily agrees. Under no circumstance does she allow her entire command to enter the fort without thorough reconnaissance.

If Grimulak is taken alive, he tells the characters whatever they want to know to avoid losing his life. He

readily agrees to any bargain that results in his going free. He can give the characters information on areas 1 and 2 of the first dungeon level (described in Act III) and also tells them of how the brain gear first contacted him and how he came to serve it. If asked about the raid on Hansonburg, he denies all knowledge of the attack, blaming the bloodthirsty ogres for launching the raid on their own initiative. Of course, the ogre mage helped plan and launch the attack. He's simply smart enough to know that the characters will be much less lenient with him if they thought he helped wipe out the village. If the situation seems desperate, he offers the party his *bag of holding* (bag 2) and all of the treasure within it: 2000 gp in coins, a silver coffer inlaid with gems worth 1000 gp, a gold necklace set with a small red ruby worth 750 gp and a jade figurine of a small dragon worth 250 gp. Grimulak carries the *bag* with him at all times.

Character Plans

Below are some ideas on common PC plans and how to handle them:

Divide and Conquer: The PCs may use illusions or other tricks to turn the ogres against one another. Careful observation reveals that tempers are running high amongst the ogres and they seek any chance to come to blows with each other. An ogre must make a Will save (DC 10) to avoid attacking another ogre if given reason to do so, such as a crude insult or a perceived attack. Illusions such as *ghost sound* and *minor image* can prove very handy for distracting the bored and often inebriated ogres.

Wait Them Out: Morale is quite low amongst the ogres, and every day 1d4 of them desert the fort. If the characters remain in hiding and wait long enough, they can face a much weaker foe. However, there is a cumulative 10% chance per day that the brain gear creates a new flesh golem and a cumulative 2% chance that it creates a new iron one. Assign these creatures to defend the brain gear at area 21 of the dungeon level.

Poison the Ale or Food: The ogres drink exclusively from the ale kept in rooms 16 and 17, plus they gather their food from area 10. Poisoning these supplies is an effective way to spread a venom to all the ogres. In addition, if the food or ale runs out, half the ogres leave the fort each day until none remains, at which point even Grimulak leaves the fort.

Recruit the Captives: The soldiers kept prisoner in area 9 are eager to avenge themselves against the ogres. Use the stats for the caravan guards for them, though they lack weapons and armor. Note, however, that due to starvation and mistreatment, each has only 1d3 hp remaining unless he is healed.

Aftermath

Once the ogres are driven from the fort, the characters may wish to fortify the place to ensure its security. Trina gladly takes command of this duty. The captives, if rescued

by the PCs, relate the tale of the fort's fall, confirming Trina's worst fears: Theodocius's experiments have somehow run wild. She insists that the characters head down into the dungeons beneath the fort, save Theodocius and anyone else trapped down there and destroy the wizard's work before it can do anymore harm.

If pressed for information on what's down there, Trina knows little. As Theodocius's junior apprentice, she was not allowed to take part in his most secret works. Only Captain Evrik, Theodocius's elder apprentice Bellek and the master artificer himself were allowed in the dungeons. Trina can draw a map of the first level but knows nothing about the second dungeon level, which Theodocius kept secret even from his apprentices.

The guards eagerly volunteer to help the characters clear the dungeons, but Trina cautions against this, pointing out that the guards would be overmatched against anything down there, and given the cramped spaces, a large group of warriors would only hamper the characters' combat effectiveness. If the PCs insist on taking some of the guards down to the dungeon with them, subtract 50 xp from their total for each guard killed in the dungeon, and be sure to divide all xp awards with any guards who survive the dungeon. The penalty is included because as veteran adventurers, the PCs should know that some situations are far too dangerous for novice warriors to face.

Act III:

Beneath Durgam's Folly

Once the characters have eliminated Grimulak and his ogre minions, they are ready to take on their next challenge. The brain gear is the true threat behind the fall of Durgam's Folly. A wily strategist, it has devised a number of obstacles that those who invade its lair must overcome to meet and defeat it in battle. As noted in the introduction, Orcus has some interest in recovering the brain gear. One of that foul lord's minions is imprisoned within the dungeon beneath the fort and may prove to be a worthwhile, though untrustworthy, ally.

Emphasize the sense of claustrophobia in the dungeons. The corridors are narrow and the air is hot and moist. The environment here was designed for machines, not living creatures. Rooms 1 through 3 were built along with the rest of the fort by mundane means. Theodocious used *disintegrate* spells along with the help of summoned earth elementals to expand the dungeons. Thus, the first few rooms look hand constructed, while the remaining rooms have a smooth, shiny quality to them that suggests a supernatural origin. The doors throughout the complex are high quality and of superior construction. They have hardness 5, 20 hit points, and a break DC 23. The ceiling throughout the dungeon is 12 feet tall, unless otherwise noted.

The encounter areas described below have little interaction with one another. The brain gear's minions are mostly mindless automatons. While it directs them to some extent, it is often too busy to pay complete attention to their tasks. It fancies itself quite the skilled tactician and is completely confident that the defenses it devised are more than enough to thwart intruders.

If the characters spend a night away from the dungeon, particularly if they want to heal and regain spells, the brain gear is quite active while they are away. For every 8 hours they spend out of the dungeon, one out of every ten clockworks they previously destroyed is repaired and redeployed by the brain gear's minions. Place these monsters as you wish within the dungeon.

1. Meeting Room (EL6)

The stairway terminates in a 20 by 15 foot chamber with doors to the north and west. In the middle of this room is a plain wooden table with two chairs set across from one another. Both the table and chairs seem made for creatures a bit larger than humans. Arranged at the edge of the room are what look like humanoid-shaped statues fashioned from scrap metal, lumber and wagon wheels. With stiff, slow motions, the figures raise weapons that have been nailed to their crude limbs and move to attack.

This room is where the stone golem controlled by the brain gear and Grimulak meet to discuss strategy and the current status of the brain gear's plans. The clockwork warriors stationed here are under orders to attack any who enter.

Tactics: The clockworks fight very effectively as a team. Under the brain gear's direction, they swarm toward lightly armored wizards or sorcerers, as the brain gear is more than willing to lose a few foot soldiers to destroy a wizard. In addition, the brain gear is keenly aware that a spell like *fireball* can quickly and permanently destroy his minions.

Clockwork Warriors (6): CR 1; SZ M Construct (clockwork) (5 ft. tall); HD 3d10; hp 16; Init -2; Spd 20 ft.; AC 12; Atk +7 melee (1d6+5, slam); SQ construct, regeneration (3); AL N; SV Fort +1, Ref -1, Will +0; Str 20, Dex 6, Con -, Int -, Wis 8, Cha 10.

2. Organic Workshop

Before you is a sight straight from the Abyss. On a gore-soaked table are the dissected remains of a human male. His organs have been carefully set aside on a bench next to the table. Even more horrifying are the wood and metal contraptions that apparently have been inserted into his chest. The machines pump and shudder steadily. To your horror, the man raises his head and looks at you with glazed eyes.

This ghastly sight represents the latest experiment by the brain gear, an effort to create clockworks that look human but are actually under the brain gear's control. The poor fellow on the table is barely kept alive by the clockwork organs, though the agony has long since driven him insane. If any characters come close to him, the brain gear seizes control of him and he makes a pitiable attempt to lunge at the offenders. Though this attack is far too weak to threaten the characters, try to catch them off guard and startle them with it.

The brain gear normally takes control of a clockwork and uses it to carry out its experiments and work here.

Development: Several clockwork drones are perched beneath the table and on the ceiling. They attempt to shadow the characters and provide the brain gear with information on their plans and activities.

Clockwork Drones (8): CR 1/8; SZ T Construct (clockwork) (6 in. long); HD 1/2d10; hp 2; Init +4; Spd 20 ft., fly 60 ft. (perfect); AC 20; Atk -2 melee (1d3-2, slam); Face 2.5 ft. x 2.5 ft.; Reach 0 ft.; SQ construct; AL N; SV

ACT III: BENEATH DURGAM'S FOLLY

Fort +0, Ref +4, Will +2; Str 6, Dex 18, Con -, Int -, Wis 14, Cha 6.

3. Failed Experiment Storage Room (EL6)

If the last room was some sort of laboratory, this room must be either a storage room or waste disposal area. Neatly stacked before you are over two dozen human corpses, each of which is missing at least one part of its anatomy. One lacks an arm, the other its leg. One looks as if something carefully opened its skull and removed the brain. The floor here is covered with blood and gore.

The brain gear has spent some time perfecting the art of flesh golem creation, and these unfortunates are all that is left of some of its less successful efforts. A few of the corpses have been infected with the brain gear's latest creation, the clockwork parasites. When the characters file out of the room, the corpses tumble aside as six of their number, each missing some part of their anatomy other than an arm or leg, shamble after the characters, hoping to catch them from behind. Perhaps the head has been removed, or the chest cavity is open and empty. Remember, the clockworks are not undead, so turning attempts do not affect them.

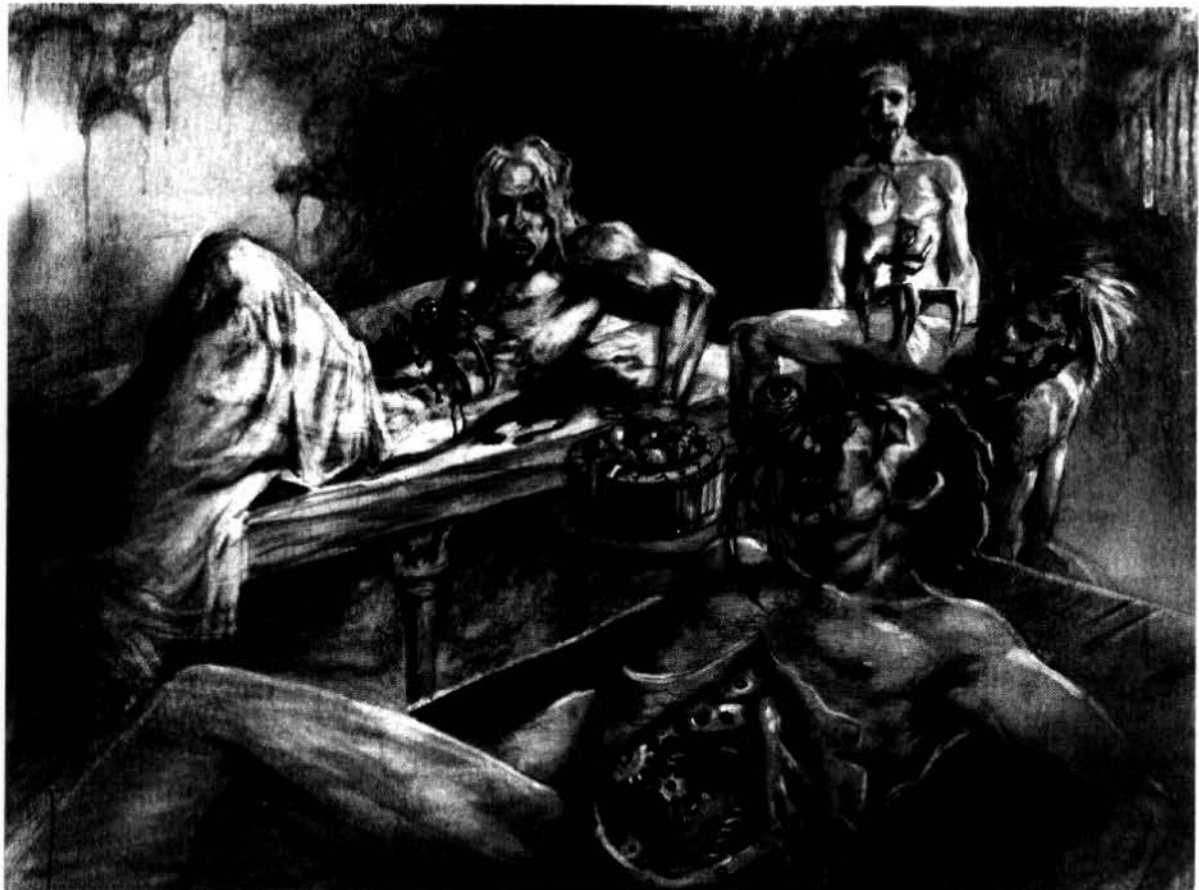
Clockwork Parasites (6): CR 1; SZ M Construct (clockwork) (6 ft. tall); HD 4d10; hp 22; Init -2; Spd 20 ft.; AC 16; Atk +2 melee (1d8+1, longsword); SQ construct, regeneration (1); AL N; SV Fort +0, Ref -2, Will -1; Str 12, Dex 6, Con -, Int -, Wis 8, Cha 8.

4. The Maze (EL7)

This encounter area is somewhat difficult to run. Be sure to read through the entire description before DMing it. Note that there is no read-aloud text for this area. Ideally, the PCs should have no idea that anything is amiss.

Theodocious struck on the idea that mobile walls could be of tremendous aid in redirecting and confusing invaders. Attackers would move down a corridor that seemed to lead to a passageway ahead only to have the walls shift and lead them elsewhere, while the passage behind them was suddenly blocked. He constructed this maze as a testing ground for this idea and planned on inviting a group of adventurers to test his creation. Now the brain gear controls it and uses it as an important part of its defensive plan. It has added a gelatinous cube that it lured here from the lower rooms to make this trap deadlier.

The maze as it appears on the map shows the starting position of the cube and the three mobile walls that Theodocious built. The mobile walls are built to be indistinguishable from the regular walls. Spotting them is rather difficult (DC 20), but anyone tapping along the walls for secret doors has an easier time detecting them (DC 10), as they simply sound different when vigorously



tapped, owing to their construction. The mobile walls are essentially walls mounted at an angle on wheels. The wall section is mounted on a cartlike contraption that attaches to the back of the wall. When the wall is set to block a corridor, the cart tilts forward, placing the wall while hiding the wheeled cart used to propel it. If discovered, the walls attack and fight to the death, slamming into the characters with great force.

Tactics: The cube starts in the square marked with a "C." The three animated walls start as the wall sections marked with "X." The brain gear coordinates their actions. The walls attempt to lure the characters into the western half of the maze. They then unleash the gelatinous cube and attempt to catch the characters in a dead end. Once the cube is destroyed, the walls move forward to attack. They attempt to catch one character from two sides at once.

Gelatinous Cube (1): CR 3; SZ H Ooze (10 ft. cube); HD 4d10+36; hp 58; Init -5; Spd 15 ft.; AC 3; Atk +1 melee (1d6+4 and 1d6 acid, slam); Face 10 ft. by 10 ft.; Reach 10 ft.; SA engulf, paralysis, acid; SQ blindsight, transparent, electricity immunity, ooze; AL N; SV Fort +5, Ref -4, Will -4; Str 10, Dex 1, Con 19, Int -, Wis 1, Cha 1.

Animated Walls (3): CR 3; SZ L Construct (10 ft. tall); HD 4d10; hp 22; Init +0; Spd 60 ft.; AC 14; Atk +5 melee (1d8+4, slam); SA trample; SQ construct; AL N; SV Fort +1, Ref +1, Will -4; Str 16, Dex 10, Con -, Int -, Wis 1, Cha 1.

SA—Trample (Ex): The animated walls may trample creatures of size small or shorter for their slam damage. Targets that do not make attacks of opportunity against the wall may make a Reflex save (DC 12) to take half damage.

5. Guard Chamber (EL 6)

The sound of metal scraping against stone echoes down the hallway from the chamber ahead. A great shadowy form moves into view, filling the corridor with its bulk. A crablike metallic automaton lumbers down the corridor toward you, brutal-looking battlefists poised menacingly before its bulk as it moves to attack. It is only as the thing moves closer that you notice the smaller pair of wood and metal, humanoid contraptions that shuffle along before it.

The brain gear ordered a combined unit of clockwork titans and clockwork warriors to hold this chamber against all intruders. They attack anyone who opens the door from room 4, south of this chamber.

Tactics: The two titans and three warriors assigned to this room work closely together to fight the characters. The warriors form the first rank of fighters, allowing the titans to rain attacks down on the characters while the warriors absorb (and regenerate) melee attacks. The warriors use the aid another action to make the titans' attacks more effective. Note, too, that should a warrior fall, it still

regenerates and may arise behind a character who stepped over a fallen warrior to engage a titan.

Clockwork Titans (2): CR 3; SZ L Construct (clockwork) (8 ft. tall); HD 7d10; hp 38; Init +0; Spd 30 ft.; AC 19; Atk +13 melee (2d6+8 [x2], slam); Reach 10 ft.; SQ construct; AL N; SV Fort +2, Ref +2, Will +0; Str 26, Dex 11, Con -, Int -, Wis 6, Cha 6.

Clockwork Warriors (3): CR 1; SZ M Construct (clockwork) (5 ft. tall); HD 3d10; hp 16; Init -2; Spd 20 ft.; AC 12; Atk +7 melee (1d6+5, slam); SQ construct, regeneration (3); AL N; SV Fort +1, Ref -1, Will +0; Str 20, Dex 6, Con -, Int -, Wis 8, Cha 10.

6. Holding Cell

The air before you is thick with a vaguely blue haze. You can feel great tension in the air, as if a thunderstorm were about to erupt in this room, battering it with lightning and drenching it with a torrential downpour. Through the mist, you can see a humanoid figure struggling fiercely, as if it is attempting to sunder a set of chains that hold it in place.

The creature trapped here is **Gorrush Kar, the half-fiend fighter/sorcerer**, a minor lieutenant in the dread demon's infernal legion. He is the last surviving member of the team sent by Orcus to investigate the brain gear. He appears as a 6'6" tall human with crimson skin, short pointed horns, and 8" long red fingernails. He wears only a black loincloth and is unarmed. The clockworks chained him here and the brain gear activated a series of powerful runes Theodocious had inscribed here that prevent Outsiders from using their natural magical abilities. Unlike most half-fiends, Gorrush has been granted the ability to gate back to Orcus's realm once per day. The chains that bind Gorrush are made of iron. They have a hardness of 10, 5 hp and a Break DC of 26.

Gorrush begs for his freedom in a low, rasping voice. He tends to draw out "s" sounds, much like a lizard hisses. While diabolical to the core, he knows when he is out-classed and is willing to work with the characters to gain his vengeance against the brain gear. The fiend tries to convince the characters to allow him to accompany them, telling them that he has special knowledge of the brain gear's weakness. In truth, he knows only that the brain gear is merely a magical intelligence encased in a copper box, rather than a clockwork or stone golem. (The brain gear commonly possesses the form of an unfinished stone golem. See encounter areas 14, 15 and 16 for more details.) Gorrush claims any number of things to sway the characters, including but not limited to claims that he has converted away from the cause of evil or that he is merely a victim of the brain gear, much like the characters.

If Gorrush accompanies the characters, he carefully watches them in battle. If they appear competent, he works with them to find the brain gear. He attempts to appear useful but keeps back from the fighting, unwilling to risk himself for

the characters. Once in combat against it, he waits for the PCs to engage the brain gear's stone golem before rushing forward, grabbing the brain gear's case and *gating* to Orcus's realm. If the characters destroy the brain gear, he attempts to flee the dungeon if the characters have turned against him. Otherwise, he waits for an opportune moment to steal as much of the characters' wealth as possible before slipping away into the wilderness.

Gorrush Kar, male outsider Ftr2/Sor2: CR 5; SZ M Outsider (6 ft. 6 in. tall); HD 2d10+2d4+4; hp 22; Init +3; Spd 30 ft.; AC 14 (+3 Dex, +1 natural); Atk +7 melee (1d8, battleaxe) or +6 melee (1d6+3, bite) or +6 melee (1d4+3, claw); SA spells, smite good (+4 damage), *darkness* (3/day), *desecrate* (1/day); SQ darkvision (60 ft.), immune to poison, acid, cold, electricity, and fire resistance (20), *gate* (1/day); AL CE; SV Fort +4, Ref +3, Will +3; Str 16, Dex 16, Con 13, Int 16, Wis 11, Cha 17.

Skills: Alchemy +7, Concentration +5, Hide +6, Jump +8, Knowledge (arcana) +7, Spellcraft +7.

Feats: Combat Casting, Expertise, Improved Disarm, Weapon Focus (battleaxe).

Arcane Spells (6/5): 0—detect magic, detect undead, ghost sound, resistance; 1st—burning hands, chill touch.

7. Storage Chamber

This room is stacked high with lumber, iron ingots, sacks of nails, rope and other supplies. A suit of chainmail hangs from a hook near the door, and a bronze battleaxe whose head has been modified to look like a leering demon's head, its elephantine ears serving as the double-bladed axe's cutting edges, leans against the wall.

The brain gear uses this room as a place to store raw materials necessary to construct new clockworks. The battleaxe belongs to Gorrush, and he claims it as his own if the fiend is with the party. If the characters make a thorough search of this room (Search DC 15) they find a locked (DC 20) wooden chest containing a suit of *elven chainmail* and three potions: *detect thoughts*, *glibness* and *lesser restoration*. Theodocius kept these valuables here, and with the brain gear's revolt they have been forgotten.

8. Workroom (EL 6)

The floor of this room is covered with sawdust, cast-off pieces of lumber and bent nails. Two long workbenches stand on the eastern and western walls. A humanoid-shaped wood and metal contraption draped with torn red robes stands before the eastern bench, carefully carving a piece of wood.

This clockwork creature was once Theodocius's apprentice **Bellek**. The brain gear removed his brain and



installed it within a clockwork. Observant characters can note that human blood drips down the clockwork's head and spreads across its frame and robes. Now a half-mad thrall of the clockwork, the apprentice lashes out at intruders with his remaining magic spells. As the apprentice attacks, three clockwork warriors shuffle through the door leading to area 9, moving to attack the characters and defend the apprentice.

Tactics: Bellek casts *blur* on himself first and then follows it up with *ray of enfeeblement* on the strongest-looking warrior. He saves *magic missile* and *acid arrow* for wizard types. The warriors attempt to protect Bellek at all costs.

Bellek the Apprentice, male clockwork human
Wiz5: CR 5; SZ M Construct (clockwork) (6 ft. tall); HD 5d10; hp 27; Init +5; Spd 20 ft.; AC 13; Atk +4 melee (1d4, dagger) or +3 ranged (1d8, light crossbow); SA spells; AL N; SV Fort +1, Ref +2, Will +4; Str 14, Dex 12, Con -, Int 12, Wis 11, Cha 8.

Skills: Craft (blacksmith) +9, Spellcraft +9.

Feats: Combat Casting, Improved Initiative.

Arcane Spells (4/4/2): 0—dancing lights, flare, light, resistance; 1st—*magic missile* (x2), *ray of enfeeblement*, *reduce*; 2nd—*acid arrow*, *blur*.

Possessions: Dagger, light crossbow, 20 bolts, ring of protection +2.

Clockwork Warriors (3): CR 1; SZ M Construct (clockwork) (5 ft. tall); HD 3d10; hp 16; Init -2; Spd 20 ft.; AC 17; Atk +7 melee (1d6+5, slam); SQ construct, regeneration (3); AL N; SV Fort +1, Ref -1, Will +0; Str 20, Dex 6, Con -, Int -, Wis 8, Cha 10.

9. Chamber of Theodocius the Forger (EL8)

The robe-clad clockwork is **Theodocius**, or what remains of him. Forced into servitude much like his apprentice Bellek, the archmage now seeks only death to

In this room, a clockwork contraption wearing gray robes and outfitted with what looks like a beard made of white cotton stands over a large, low-lying table. Lying on the table is the half-completed form of a clockwork warrior. The robe-clad clockwork looks up at you, seeming to almost sag visibly as it peers at you. From out of the shadows to the north strides a tall, sleek-looking construct. Its polished steel frame reflects your own image back at you.

release him from servitude. While incapable of speech, Theodocius attempts to make his wishes known as clearly as possible to the characters. Unfortunately for the party, his shield guardian does not let Theodocius go down without a fight. The brain gear embedded the guardian's amulet into the torso it crafted for Theodocius, dooming him to enjoy the protection of the shield guardian. Only if Theodocius is destroyed can the amulet be recovered.

If given a quill and parchment, Theodocius writes a note begging the characters to destroy him, offering to point them in the direction of a magical item that may help

them destroy the brain gear and giving them tactical advice. Hidden beneath Theodocius's robes are 2 bolts of *shattering* (see the Appendix) and a parchment that describes the brain gear's true nature and reveals the stone golem as little more than an empty vessel for its commands (see areas 14, 15 and 16 for details). Theodocius penned the note in hopes that someone powerful enough to defeat his shield guardian, and thus mighty enough to take on the brain gear, would someday come along to end his misery. Half-mad with pain and torn by grief at what his creation has become, the archmage seeks the peaceful oblivion of death. He considers the information he has on the brain gear a fair trade for his final destruction and refuses to divulge his items or gear to the characters before they destroy him. He mentions information to pique their interest but does not reveal that he carries the items on his person, telling the characters instead that he can pass it along to them when the shield guardian is destroyed.

Tactics: The shield guardian relentlessly attacks anyone who threatens Theodocius, ceasing its assaults only when the attackers have left the room. The thing refuses to let Theodocius out of its sight. The guardian does not currently have a spell stored within it.

Shield Guardian (1): CR 8; SZ L Construct (8 ft. tall); HD 15d10; hp 82; Init +0; Spd 30 ft.; AC 24; Atk +16/+11/+6 melee (1d8+9, slams); Reach 10 ft.; SA spell storing; SQ construct, fast healing (5), shield other (takes half damage dealt to master), guard (-2 deflection penalty to attacks against guarded creature), find master; AL N; SV Fort +5, Ref +5, Will +5; Str 22, Dex 10, Con -, Int -, Wis 10, Cha 1.

Theodocius the Forger, male clockwork human
Wiz18: CR 18*; SZ M Construct (clockwork) (6 ft. tall); HD 18d10; hp 99; Init +5; Spd 20 ft.; AC 10; Atk +10/+5 melee (1d4+1, dagger); SA spells; AL N; SV Fort +6, Ref +6, Will +12; Str 12, Dex 11, Con -, Int 15, Wis 13, Cha 10.

Skills: Alchemy +23, Craft (blacksmith) +23, Craft (Woodworking) +23.

Feats: Craft Magical Arms and Armor, Craft Wand, Craft Wondrous Item, Forge Ring, Scribe Scroll.

***Note:** Do not award the characters any XP for destroying Theodocius, as the wizard makes no attempt to resist their attacks and has no spells prepared.

10. Access Pit (EL6)

The garbage throughout the room is two feet deep. Theodocius used this room to store the results of failed experiments. While attempting to expand this room so that it could hold more garbage, he opened a hole in the north

This room looks as if it served as the dumping ground for a mad inventor. Wooden beams, broken weapons, battered and crack suits of armor and other half-wrecked pieces of equipment litter the floor here, literally knee deep across the room. However, a 5 foot wide area has been cleared out directly in the center of the room. From your vantage point, it looks as if there is a hole in the floor there. To the right a passageway opens up in the center of the north wall.

wall with a *disintegrate* spell and gained access to the forgotten temple deep below Durgam's Folly. The pit in the center of the room was added to increase the capacity of this room. It is 20 feet deep and filled with 5 feet of garbage.

Lurking within the garbage are several clockwork swarms, tiny colonies of clockworks that can rapidly create jury-rigged clockwork machines. The swarms use the garbage to form rigs capable of battling the characters. The clockworks wait until the characters are close to the pit, then they surge from the garbage, seeking to knock characters down into the pit before scrambling after them for the kill. The swarms are nearly impossible to see in the garbage (Spot DC 30 to note a few tiny clockworks scurrying about).

Clockwork Swarms (3): CR 3; SZ M Construct (clockwork) (6 ft. tall); HD 4d10; hp 22; Init +2; Spd 40 ft.; AC 16; Atk +5 melee (2d6+2, slam); SQ construct, regeneration 8; AL N; SV Fort +1, Ref +3, Will +2; Str 14, Dex 15, Con -, Int -, Wis 13, Cha 12.

11. Access Room

This is the first chamber of the old temple. The western door opens easily, but the northern door is locked shut. The lock is rather difficult to pick (DC 25) and the doors here are quite stout, as they are made of bronze rather than wood (hardness 8, 40 hit points, break DC 26). The

Suddenly, the stonework of the passage you have traveled through gives way to a deep, black rock. Your light source gains a sickly greenish tinge to it as you enter this 15 by 15 room. Bronze doors stand in the middle of the north and west walls. Each of the doors is intricately detailed with leering demonic visage.

north door is kept locked to keep a rogue, berserk flesh golem safely contained in area 12. A Search check on the

General Notes for Rooms 11 through 16

This area of the dungeon was once a hidden temple devoted to the demonic powers, including Orcus. Many years ago, a great champion of good destroyed the temple's residents and used powerful magic to seal it forever beneath a mound of earth. Durgam's Folly was built upon the resulting hill, and Theodocious's delving reopened the temple. Its strong aura of evil magic helped twist the brain gear and turn it to evil. Paladins and good clerics can almost feel the evil atmosphere as a tangible presence; a *detect evil* reveals the entire place as evil. The stonework here is much older than the previous rooms and somewhat dustier, as far fewer creatures or clockworks have walked these hallways. The brain gear dwells here both for defensive purposes and because it finds the evil-tainted atmosphere somewhat soothing.

door (DC 20) reveals that the door is somewhat pushed out of its frame, as if something from the opposite side has tried to batter it down. For every 5 minutes the characters spend in this room, there is a cumulative 25% chance the golem begins beating on the north door from the opposite side. Roll damage each round to see whether the golem bursts through the door.

12. Chamber of the Flesh Golem (EL7)

This flesh golem was one of the brain gear's first experiments. After it went rogue, the brain gear managed to herd it into this room and lock it here with the use of its stone golem. It hopes to someday determine the cause of

This long, narrow room is hewn from the same black stone as the rest of this area of the dungeon. A tall, stooped figure in blood-stained blue robes staggers about the room. Suddenly, it seems to notice you and turns in your direction. As it faces you, you can see that the figure is bleeding from scores of wounds in its chest and face, all of which have been hastily stitched shut. The figure lets out an enraged cry as it charges toward you, fists raised in fury.

the flesh golem's berserk rage and repair it. Until then, the creature resides here.

The secret door in this room's north wall hides a small cache of gold and treasure left over from the temple's days as a powerful center of evil power. It contains 2000 gp stashed in a copper chest worth 300 gp, a steel warhammer +1 and a scroll of three clerical spells: *cure serious wounds*, *raise dead* and *spiritual hammer*, all cast by an 8th-level cleric.

Flesh Golem (1): CR 7; SZ L Construct (8 ft. tall); HD 9d10; hp 49; Init -1; Spd 30 ft. (can't run); AC 18; Atk +10 melee (2d8+5 [x2], slams); Reach 10 ft.; SA berserk; SQ construct, magic immunity, damage reduction (15/+1); AL N; SV Fort +3, Ref +2, Will +3; Str 21, Dex 9, Con -, Int -, Wis 11, Cha 1.

13. Temple Foyer (EL12)

This room once served as a gathering place for the temple's dark disciples. Now it is the brain gear's penultimate line of defense. When the characters attempt to open the northern doors, the **flesh golem** from area 14 rushes out to attack them, bellowing in rage. At the same time, the

The black rock in this chamber is streaked with misty red lines. Your light casts a reddish glow here, and the air is damp and oppressive. To the north is a pair of bronze double doors, while on the south wall there stands a tall and narrow bronze door. As you scan the room, you have the strange feeling that the red streaks on the wall throb and undulate just at the edge of your field of vision, but when you turn to look at them you see nothing amiss.



stone golem in area 15 moves forward under the brain gear's control, ready to attack. The brain gear plans to trap the characters in room 13 and destroy them before they have any chance to threaten its physical case in area 16. The flesh golem peers into room 13 through the keyhole set in the door to room 14. Anyone searching the southern door for traps notices the golem's blank eye staring back through the keyhole with a successful Search check (DC 15). The golem has been specifically ordered not to attack until the double doors or the south door is opened. Thus, it takes no actions if the characters discover it before opening the door, unless they target it with attacks or spells through the keyhole.

If the characters try the south door first, the flesh golem still rushes out to attack. However, the stone golem waits a full five rounds before committing itself to battle, as the brain gear hopes that the characters will become so preoccupied with the flesh golem that they leave themselves vulnerable to an attack from the north.

The stone golem is a construct specifically created by Theodocious for the brain gear. The brain gear can control the stone golem, much like a clockwork, so long as it is within 2 miles of the brain gear. In addition, the brain gear can speak while in control of the stone golem, using the construct not only as a powerful battle machine but also as its mobile voice. The brain gear uses the stone golem to meet and communicate with Grimulak, and it plans to continue to use it as a "spokesgolem" in the future. Feel free to allow the brain gear to gloat over the characters or otherwise reinforce the illusion that the stone golem is actually the brain gear. The brain gear looks down upon organic life as pitiable and weak and takes every opportunity to demonstrate its superiority

through both words and actions. It taunts the characters and comments on how useful their bodies may be in constructing more flesh golems.

The stone golem's primary aim is to keep the characters from moving into room 15 and from there into room 16, where the brain gear sits. The golems are more than likely a match for the characters, and if the party goes toe to toe with them they may very well be destroyed. If the characters aided Theodocious, they should have at least some idea that fighting the stone golem is fruitless. In addition, if Gorrush Kar is with the party he immediately rushes past the stone golem and heads to room 16, seeking to claim the brain gear for his master. Most important, if the stone golem moves more than two miles from the brain gear (which happens if, for example, the brain gear was suddenly *gated* to the Abyss), it instantly collapses into pieces. This also occurs if the characters destroy the brain gear. Note that the flesh golem remains intact, as it is not a clockwork, and it continues to attack the PCs.

Flesh Golem (1): CR 7; SZ L Construct (8 ft. tall); HD 9d10; hp 49; Init -1; Spd 30 ft. (can't run); AC 18; Atk +10 melee (2d8+5, 2 slams); Reach 10 ft.; SA berserk; SQ construct, magic immunity, damage reduction (15/+1); AL N; SV Fort +3, Ref +2, Will +3; Str 21, Dex 9, Con -, Int -, Wis 11, Cha 1.

Stone Golem (1): CR 11; SZ L Construct (9 ft. tall); HD 14d10; hp 77; Init -1; Spd 20 ft. (can't run); AC 26; Atk +18 melee (2d10+9, 2 slams); SA slow; SQ construct, magic immunity, damage reduction (30/+2); AL N; SV Fort +4, Ref +3, Will +4; Str 29, Dex 9, Con -, Int -, Wis 11, Cha 1.

14. Temple Closet

This room is completely bare. The flesh golem keeps its watch while squatting on the stool, waiting for intruders to enter room 13 and spur it into action. If the characters somehow enter this room without opening the door, the golem ignores them and continues to keep a

This small room is bare of all furnishings and decorations. A plain wooden stool sits before the doorway, looking somewhat out of place in this dark dungeon.

careful eye on room 13. Of course, if it is subsequently attacked it defends itself.

15. Temple of Darkness (EL II)

The stone golem stands here near the double doors, waiting to attack any intruders. This temple was long since thrown down by the forces of good, yet the corrupting influence of the dark powers can never be truly cleansed from this place.

This large chamber's vaulted ceiling rises above you, giving you an immediate sense of open space while at the same time almost suffocating you with an intense aura of dread and foreboding. Rows of stone pews stand in neat rows all facing a black, basalt altar at the eastern end of this room. A large stone goat's head is carved into the eastern wall. Just beneath the idol is a plain-looking bronze door.

The stone golem goes to great efforts to prevent any characters from reaching the door to the east. However, if the characters attempt to enter the door, the brain gear enters a bit of a panic. It madly rushes the stone golem about, chasing down anyone who enters the room. Given the stone golem's slow movement and inability to run, most characters should be able to outrun it and buy a single character enough time to enter room 16. The golem immediately charges after anyone who enters that room, ignoring all other threats.

16. Inner Sanctum

A plain wooden table sits in the center of this small, square chamber. Set upon the table is a cube of copper surrounded by a pale blue nimbus of magical power. Beneath the table stands a plain wooden chest.

The copper cube sitting on the table contains the magical essence of the brain gear. Smashing the cube disrupts the brain gear and destroys it forever.

The Brain Gear: Hardness 10; hp 30; Break (DC 28); damage from *heat metal* or *chill metal* ignores the Hardness

Concluding the Adventure

Once the brain gear is destroyed or taken to the Abyss, the clockworks collapse into little more than spare parts. While the animated walls in area 4 and the flesh golems still operate, the rest of the brain gear's minions fall to pieces. If the characters sent for reinforcements to retake the fort, they soon appear, and while the ruling house attempts to keep the facts surrounding this incident quiet, the characters are handsomely rewarded for their efforts, each receiving 10,000 gp in either coins or magical items.

While this module is over, the story of the brain gear is by no means complete. Here are some ideas for continuing campaign play involving characters introduced in this module:

If Gorrush Kar escaped with the brain gear, Orcus and his minions waste little time in decoding the secret of its manufacture. Orcus orders the construction of a great workshop dedicated to forging new brain gears and clockwork minions for each of them. The demon lord plans to use them as part of his infernal legions and earmarks several of the brain gears to establish beach heads in the PCs' homeland. Soon, clockworks are reported raiding communities on the borderlands.

If Gorrush Kar did not seize the brain gear but survived the adventure, he may swear vengeance against the PCs and work to destroy them. His mission for Orcus unfulfilled, the half-fiend has little choice but to remain in the prime material plane. He cannot return to the Abyss without facing Orcus's wrath. The wily fiend allies with whatever evil patron it can find and works tirelessly to assure that he crosses paths with the PCs in the future. Perhaps he plots to kidnap the characters' family members or other loved ones.

Perhaps there are even more undiscovered galleries hidden beneath Durgam's Folly. Concerned for the fort's future security, the new commander asks the PCs to explore the depths. An ancient lich lives deep beneath the fort, served by a variety of undead. In this realm of the dead, the lich is king and his court is composed of mummies, ghouls and worse.

of the box, as do electricity-based attacks; such attacks destroy the brain gear's essence after 25 hp.

Treasure: The unlocked wooden chest contains the brain gear's current treasury. The chest holds 3000 gp in coins; a set of emerald earrings worth 300 gp; a 16 inch-tall golden idol of a goat-headed humanoid worth 1200 gp; a black velvet bag containing 8 small diamonds, each worth 150 gp; a single large ruby worth 4000 gp; a jeweled, nonmagical dagger worth 300 gp and 6 golden ingots worth 500 gp each.

Appendix I: New Magic Items and Monsters

New Magic Items Bolts of Shattering

These magical crossbow bolts look like regular missiles forged wholly from steel. They have a +1 enchantment against most targets, but against objects their true magic is revealed. When used against any item with a hardness rating, bolts of shattering count as a +3 weapon and ignore the target's hardness rating for computing damage. Against constructs, the bolts are +3 to hit and deal 2d8+3 damage.

Caster Level: 5th; **Prerequisites:** Craft Magical Arms and Armor, *shatter*. **Market Price:** 18,000 gp/50 bolts.

New Monsters— The “Clockwork Colony”

The Brain Gear

Hit Dice:	NA
Initiative:	NA
Speed:	0ft.
AC:	NA
Attacks:	None
Face/Reach:	NA
Special Qualities:	Control clockworks, <i>dream</i> spell
Saves:	Fort n/a, Ref n/a, Will +10
Abilities:	Str -, Dex -, Con -, Int 20, Wis 18, Cha 14
Climate/Terrain:	Any
Organization:	Solitary
Challenge Rating:	See below
Treasure:	Standard
Alignment:	Lawful evil

The brain gear began as little more than a disparate collection of gears, chains, counterweights and levers. Theodocius sought to replicate and improve on the process used to grant golems their limited independence. Consulting an ancient text of golem lore, Theodocius constructed the thinking element of a golem, dubbed the brain gear, with two important changes. First, he built the brain gear on a much larger than normal scale, allowing him to create a more complex brain than regular magical routines could allow for. Second, rather than create a brain solely from the essence of magic, Theodocius manufactured large parts of it with mechanical constructs, creating a more durable, easier to produce and cheaper design. Unfortunately, Theodocius failed to account for an important variable. A golem's mental essence is normally created from magic because the process involved is as foolproof as possible. Given how unstable golems can be, particularly flesh and clay ones, adding further nonmagical variables to the mix only increased the instability and unreliability of the brain gear. Theodocius

hoped to combat this effect by using magical items and historical artifacts from honorable heroes and brilliant generals. If the brain gear's physical essence were composed of items with honorable legacies, Theodocius reasoned, then the brain gear's mental essence would follow suit.

Unfortunately for Theodocius and the Fort Prudence garrison, the brain gear developed a malevolent intelligence and quickly threw off the controls Theodocius placed upon it. However, the gear was far too wily to simply lash out at its creator. For the first week of its life, it spent many hours pondering the riddle of its existence. The items used to construct the gear had a radically different effect on its development than Theodocius expected. The brain gear absorbed the ambient memories and deeds associated with the items. From them, it grew to love conflict, war and tactics, as Theodocius hoped. However, rather than forming an affection and kinship with humanity, under the influence of the dark forces Theodocius accidentally unleashed it learned that the vast majority of humans are weak, fractious and self-centered. The brain gear decided that it had no desire to serve such masters. True, the occasional hero broke the typical human mold, but the brain gear reasoned that it had but a minuscule chance of ever falling under the leadership of a true hero. Instead, it decided to forge its own fate. In secret, it built its army of servitors. Using them as its eyes and ears and drawing upon the tactical and strategic lessons it learned from its inherited memories, the brain gear struck without warning, overwhelming the garrison and killing or capturing every last living thing in Fort Prudence in a matter of minutes.

The brain gear is now primarily concerned with improving its own capabilities in order to launch its own campaign of conquest across the land. The brain gear is smart enough to know that when weeks pass without word from the fort, someone will arrive to investigate. To give itself the best chance at victory in its unavoidable conflicts with outsiders, the brain gear has retreated into the dungeon level of the fort. There it has further modified itself, expanding to take up several rooms and building more guardians to man the fort. The upper level of the fort has been given over to defensive constructs.

Statistics: The brain gear does not have monster stats in the traditional D20 sense. It is a large thinking machine, not unlike the vintage, room-sized computers of the 1950s. Destroying a brain gear is rather simple in theory. Smashing the gear's primary casing, a copper box 2 feet long and a foot tall that contains the magical essence of the gear's personality, is enough to disperse the gear and bring its minions to a grinding halt. The box has a Hardness of 10 and can sustain 30 hit points of damage before it is ruptured and destroyed. The Strength check DC needed to break the box is 28. Damage from a *heat metal* or *chill metal* ignores the box's Hardness, as do electricity-based attacks. These spells di-

rectly damage the brain gear's essence and destroy it if they deal a total of 25 hit points of damage.

Challenge Rating: By itself, the brain gear is little threat to adventurers. It is mobile, it has no attacks and its spells are incapable of harming its opponents. The brain gear relies on its clockworks to defend it from invaders and further its plans. However, since clockworks farther than two miles away from the brain gear fall out of its control, the gear must ally with organic beings to influence the world around it. The brain gear serves as a mastermind who hides behind others when opposing the characters. Thus, it has no challenge rating.

Abilities: The brain gear is gifted with a few special abilities. First, it can take control of the other constructs designed by Theodocius, as it was designed to interact with them and command them much like a general. These other constructs are listed below. Any creature of the clockwork subtype of constructs that comes within two miles of a brain gear immediately falls under that gear's control. If more than one gear is in the area, randomly determine which one claims the wayward clockwork. When a clockwork moves more than two miles away from a brain gear, it continues to perform the last order given to it, but there is a 25% percent chance per hour that it ceases to function, collapsing into a pile of junk. If a brain gear later moves within two miles of the destroyed clockwork, the clockwork can reactivate if it has the regeneration ability. Otherwise, it is permanently destroyed.

The brain gear can take direct control of any clockwork within two miles of its position. It can use this ability to instantaneously jump from clockwork to clockwork, keeping tabs on all of its thralls and seeing the world through their senses. The brain gear can switch control from one clockwork to another once per round as a free action. The brain gear uses this ability to give commands to its clockworks, allowing the usually mindless creatures to fight with highly coordinated tactics. Each clockwork is capable of receiving

roughly 100 words worth of orders. Anything beyond that is too complicated for the clockwork to handle.

The brain gear also has limited ability to send psychic messages. Once per week, it can cast a *dream* spell. The brain gear can contact multiple creatures with one casting by designating a generic creature type to cast, such as ogre or human. This effect affects every member of the target type within a two-mile radius of the brain gear.

Clockwork Warrior

Medium Construct (Clockwork)

Hit Dice: 3d10 (16hp)
Initiative: -2 (Dex)
Speed: 20ft.
AC: 12 (+4 natural, -2 Dex)
Attacks: Slam +7 melee
Damage: Slam 1d6+5
Face/Reach: 5 ft. by 5 ft./5 ft.
Special Qualities: Construct, Regeneration 3
Saves: Fort +1, Ref -1, Will +0
Abilities: Str 20, Dex 6, Con -, Int -, Wis 8, Cha 10
Climate/Terrain: Any
Organization: Squad (2-12)
Challenge Rating: 1
Treasure: Standard
Alignment: Neutral

Description: Clockwork warriors are constructed from a wide range of materials but take the same general form of a six-foot-tall humanoid with oversized hands and a stiff, shambling gait. In battle, clockwork warriors rely on relentless wave attacks to overwhelm their foes. They are far too slow to engage faster units and usually serve as the primarily defensive troops for a clockwork colony. Clockwork warriors are usually formed of cast-off equipment and detritus scavenged from battlefields. They all feature a "nervous system" of thin steel wires that control the clockwork's individual pieces. Tiny clockworks that look much like metallic cockroaches infest the warrior, working to repair damage and capable of rebuilding a destroyed clockwork. Acid, fire and cold attacks destroy these maintenance clockworks and prevent the warrior from regenerating damage. Unlike clockwork swarms (see below) the clockworks that repair the warrior lack the intelligence and sophistication to tackle any other task.

Combat: When facing the enemy, clockwork warriors typically move forward and attempt to immobilize and kill their foes. The warriors are designed to take advantage of their great strength, often utilizing grapple and bull rush attacks to overwhelm foes.

Regeneration (Su): Fire, acid and cold deal normal damage to a clockwork warrior. The warrior can repair lost limbs (including its head) in 3d6 minutes.

Parasites (The Possessed)

Medium-Size Construct (Clockwork)

Hit Dice: 4d10 (22hp)
Initiative: -2 (Dex)
Speed: 20ft.
AC: 16 (+4 natural, -2 Dex, +4 scalemail)
Attacks: Longsword +2 melee

General Notes on Clockworks

The clockwork creations built by Theodocius and now controlled by the brain gear share several characteristics. As constructs, they are immune to mind-influencing effects, poison, *sleep*, paralysis, stunning, disease, death effects and necromantic effects. They are also unaffected by critical hits, subdual damage, ability damage, ability drain or energy drain. They are immune to all effects that require a Fortitude save, unless the effect could normally affect an inanimate object. All constructs, including clockworks, have darkvision with a range of 60 feet. Finally, they are not at risk of dying from massive damage sustained in a single strike. Most constructs are immediately destroyed when reduced to 0 hit points or fewer. However, the clockworks listed below that can regenerate are not destroyed when this happens. While they do cease to function, once they regenerate back above 0 hit points they function as normal.

THE SIEGE OF DURGAM'S FOLLY

Damage:	Longsword 1d8+1
Face/Reach:	5 ft. by 5 ft./5 ft.
Special Qualities:	Construct, regeneration 1
Saves:	Fort +0, Ref -2, Will -1
Abilities:	Str 12, Dex 6, Con -, Int -, Wis 8, Cha 8
Climate/Terrain:	Any
Organization:	Horde (2-20)
Challenge Rating:	1
Treasure:	None
Alignment:	Neutral

Description: Parasite clockworks are fist-sized constructs that resemble mechanical beetles. These clockworks burrow into the skulls of the recently dead and reanimate the body using electrical impulses to control and direct the corpse. The possessed, as the animated corpses were called by Theodocius, look like zombies at first glance, but a closer inspection reveals the fist-sized hole in the back of the head, wherein lurks the parasite. The possessed are even slower than zombies, as they rely on the parasite to move them and react to changing situations.

Combat: The possessed, much like clockwork warriors, rely on numbers and overwhelming force to defeat their enemies. However, parasites often attack from ambush. The parasites were designed to swarm over a battlefield, take control of the corpses lying on the field and then ambush any enemies who moved across the field, rising from the ground to attack en masse. Spells such as *detect undead* or *detect magic* do not reveal the presence of the parasites, as the possessed are not undead and the parasite is hidden within the corpse's skull.

Regeneration (Su): Fire, acid and cold deal normal damage to a clockwork parasite. The parasite can repair lost limbs (including its head) in 3d6 minutes. The parasite scavenges debris to "repair" the corpse it inhabits, leaving older possessed a ghoulish combination of body parts and inorganic material.

Overseer

Small Construct (Clockwork)

Hit Dice:	2d10 (11 hp)
Initiative:	+1 (Dex)
Speed:	40 ft.
AC:	16 (+1 Dex, +4 natural, +1 size)
Attacks:	Slam +3 melee
Damage:	Slam 1d4+1
Face/Reach:	5 ft. by 5 ft./5 ft.
Special Qualities:	Construct, independent clockwork
Saves:	Fort +0, Ref +1, Will +1
Abilities:	Str 13, Dex 12, Con -, Int -, Wis 12, Cha 10
Climate/Terrain:	Any
Organization:	Solitary
Challenge Rating:	1/2
Treasure:	None
Alignment:	Always neutral

Description: The overseers are a recent invention of the brain gear. Theodocius never meant for the brain gear to control clockworks beyond a limited area. The first order of business for the ambitious, power-hungry brain gear was creating a new type of clockwork that could overcome this

limitation. The overseer clockwork resulted from the brain gear's research. The overseer can journey up to ten miles away from the brain gear while maintaining contact with it. In addition, the overseer acts as a sort of field commander for the brain gear, controlling clockworks beyond the brain gear's reach. The brain gear plans to improve the overseers, hoping to extend the range and allow for the creation of fully functional armies that can terrorize the civilized lands.

The overseer looks like a three-foot-tall wooden doll with long, slender limbs. It moves with uncanny grace and a speed and fluidity that belies its mechanical origin.

Combat: The overseer avoids direct combat at all costs. The brain gear expended considerable time and resources designing it, and it is thus under orders to avoid fighting. Unless backed into a corner with no escape route, the overseer always attempts to flee.

Independent Clockwork (Su): As described above, the overseer can move beyond the brain gear's normal area of influence while maintaining contact with it. Normally, the brain gear can control only clockworks that are within two miles of its position. The brain gear can control an overseer that stays within 10 miles of its position. In addition, the overseer can act as a field commander for up to 20 HD worth of clockworks that are within 100 feet of its position. These clockworks are considered to be in contact with the brain gear so long as the overseer is in contact with it.

Clockwork Scout

Tiny Construct (Clockwork)

Hit Dice:	1d10 (5 hp)
Initiative:	+3 (Dex)
Speed:	40 ft.
AC:	19 (+2 size, +4 natural, +3 Dex)
Attacks:	Slam -2 melee
Damage:	Slam 1d4-2
Face/Reach:	5 ft. by 5 ft./5 ft.
Special Qualities:	Animal appearance, construct
Saves:	Fort +0, Ref +3, Will +1
Abilities:	Str 6, Dex 17, Con -, Int -, Wis 12, Cha 10
Climate/Terrain:	Any
Organization:	Squad (2-8)
Challenge Rating:	1/2
Treasure:	None
Alignment:	Always neutral

Description: Clockwork scouts are designed to serve as the mobile eyes and ears of the clockwork colony. While still restricted by the two-mile radius they must remain within to keep contact with the brain gear, scouts serve an important role as reconnaissance, patrol and pursuit troops.

Scouts are constructed to resemble animals commonly found in the area that the brain gear operates within. This camouflage helps them move about unnoticed and gives them the opportunity to strike from ambush.

Combat: Clockwork scouts prefer to attack from ambush. Often, they climb trees and leap down upon opponents. If they come across an enemy camp, the brain gear may direct them to sneak into the camp and steal equipment or carry off water, food and other necessities. Usually, the brain gear prefers to hold scouts back from combat. Only if the scouts have a chance to strike from a devastating ambush does the brain gear order them into battle.

Animal Appearance (Ex): Clockwork scouts are constructed to resemble small animals, such as badgers, dogs or cats. Often, their inner wood and metal workings are covered by an animal's pelt, while the clockwork's frame is specially constructed to help reinforce the illusion that it is an animal. A character must make a Spot check to notice that the scout is not an actual animal. The DC for this check is 5 for every ten feet between the character and the clockwork. A character with four or more ranks in Wilderness Lore gains a +2 competence bonus to this Spot check.

Clockwork Drone

Tiny Construct (Clockwork)

Hit Dice: 1/2d10 (2 hp)
Initiative: +4 (Dex)
Speed: 20 ft., fly 60 ft. (perfect)
AC: 20 (+2 size, +4 Dex, +4 natural)
Attacks: Slam -2 melee
Damage: Slam 1d3-2
Face/Reach: 2.5 ft. by 2.5 ft. / 0 ft.
Special Qualities: Construct
Saves: Fort +0, Ref +4, Will +2
Abilities: Str 6, Dex 18, Con -, Int -, Wis 14, Cha 6
Climate/Terrain: Any
Organization: Solitary, swarm (3-18)
Challenge Rating: 1/8
Treasure: None
Alignment: Always neutral

Description: The clockwork drone is a human eyeball encased within a flat, metal disk. Imbued with magic that allows it to fly, the drone has an approach typically marked by the low buzz of its tiny gears and pistons, which work furiously to maintain the magical field that allows it to fly. These clockworks are designed to act as observers. When the drone has found an advantageous position from which to maintain its watch, it uses a small, metallic claw on its underside to attach itself to a surface.

Combat: Drones usually avoid combat at all costs. When they are pressed into fighting, they prefer to aid their fellow clockworks by distracting their enemies.

Clockwork Swarm

Medium-Size Construct (Clockwork)

Hit Dice: 4d10 (22 hp)
Initiative: +2 (Dex)
Speed: 40 ft.
AC: 16 (+2 Dex, +4 natural)
Attacks: Slam +5 melee
Damage: Slam 2d6+2
Face/Reach: 5 ft. x 5 ft. / 5 ft.
Special Qualities: Construct, regeneration 8
Saves: Fort +1, Ref +3, Will +2
Abilities: Str 14, Dex 15, Con -, Int -, Wis 13, Cha 12
Climate/Terrain: Any
Organization: Solitary, squad (1-4)
Challenge Rating: 3
Treasure: None



Alignment: Always neutral

Description: Clockwork swarms are a collection of tiny, insect-looking clockworks that work together as a single creature. An individual member of the swarm poses little threat. But, when acting in concert, the swarm poses a deadly threat to adventurers. Much like the clockwork warrior, the clockwork swarm forms a fighting frame from random pieces of trash, debris and other cast-offs. The swarm, however, is much more capable of adapting to new situations and surviving combat. Unless the individual components of the swarm are destroyed, it simply reforms and continues its attack. Area of effect attacks, such as burning oil, *fireball* or *lightning bolt* are the most effective means of destroying the swarm.

A clockwork swarm typically appears as a ramshackle collection of spare parts and garbage draped in a thick, weblike substance and arranged in a vaguely humanoid form.

Combat: The swarm prefers to lie in wait and strike from ambush, collecting innocuous-looking piles of debris that adventurers overlook as harmless but that the swarm is capable of quickly forming into a combat-worthy frame. If the swarm attempts to assemble itself from a pile of debris, assume that the swarm starts the round with -10 hit points and regenerates from there.

Regeneration (Su): The swarm regenerates damage by rapidly rebuilding the form it has taken. Each individual member of the swarm can generate a wispy, weblike substance to repair its current form. If the swarm takes damage from an area of effect attack, the swarm is unable to regenerate for 1d6 rounds. If the clockwork is brought to 0 hit points or fewer during this time period, it is unable to regenerate the damage and is permanently destroyed.

Clockwork Titan

Large Construct (Clockwork)

Hit Dice: 7d10 (38hp)
Initiative: +0
Speed: 30ft.
AC: 19 (-1 size, +10 natural)
Attacks: 2 slams + 13 melee
Damage: Slam 2d6+8
Face/Reach: 5ft. by 5ft./10ft.
Special Qualities: Construct
Saves: Fort +2, Ref +2, Will +0
Abilities: Str 26, Dex 11, Con -, Int -, Wis 6, Cha 6
Climate/Terrain: Any
Organization: Squad (1-4)
Challenge Rating: 3
Treasure: None
Alignment: Always neutral

Description: The clockwork titan appears as a huge, crablike mechanical monstrosity. The titan has a saucer-shaped main hull with four spindly legs that sprout from its underbelly and allow the titan to move with surprising speed and agility. Two iron-shod battlefists are mounted on the front of the titan's hull, giving it excellent reach in combat.

Combat: In battle, the clockwork titan relies on its reach to keep opponents back. Quite often, the brain gear attempts to deploy its titans behind a line of clockwork warriors, allowing the titans to rain blows upon enemies without fear of any counterattack.

Clockwork Creatures

Clockwork creatures are living things that have been converted into mechanical monstrosities by the brain gear. They are gruesome in appearance, as the brain gear installs its victim's brain and a few vital organs, such as the heart, into a mechanical shell. The resulting creation looks like a ghoulish clockwork creature. Its outer hull has the appearance of a humanoid iron and wood contraption, but the red blood that oozes from its joints and the pained cries for a merciful death that emanate from the clockwork betray its organic origin.

Clockwork creatures are an experimental attempt by the brain gear to improve on existing clockwork designs. The brain gear hopes to create the ultimate slave, a servant with the intelligence and flexibility of an organic creature but the unthinking obedience and slavish devotion of a clockwork.

Creating a Clockwork Creature

"Clockwork" is a template that you can add to any nonconstruct corporeal creature of the following types: animal, beast, giant, humanoid, monstrous humanoid, vermin. Any creature that gains this template becomes a construct (clockwork), regardless of its original type.

Hit Dice: All clockworks gain a HD type of d10.

Speed: A clockwork moves at a speed slower than its base type. Subtract 10 from all of its movement modes. All flying clockworks are considered to be clumsy fliers.

AC: All clockworks gain a +4 natural armor bonus. If the base creature already had a natural armor bonus, use the higher of the base creature's or the +4 provided by the template.

Attacks: All clockworks gain a slam attack with damage determined by the base creature's size: fine 1, diminutive 1d2, tiny 1d3, small 1d4, medium-size 1d6, large 1d8, huge 2d6, gargantuan 2d8, colossal 4d6.

Special Attacks: Clockworks lose any supernatural or spell-like special attacks. Base creatures that can prepare spells do retain any magic spells they had prepared, but they cannot prepare new ones. Spell-casting character classes that do not prepare spells gain new spells with rest as normal.

Special Qualities: Clockworks lose any supernatural or spell-like special qualities. A living creature converted into a clockwork is driven insane by the process. The creature acquires an overwhelming desire to serve the brain gear, yet it retains some vestige of its previous personality and old memories.

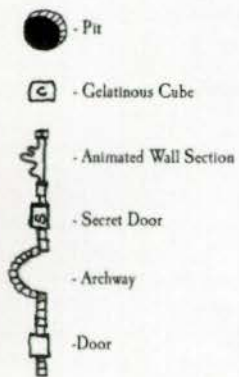
Abilities: All clockworks gain +4 Str, -4 Dex, -4 Int, and -4 Cha. In addition, as constructs clockworks do not have a Constitution score. However, clockworks are an exception to the normal rules for constructs and do possess an Intelligence score.

Skills and Feats: Clockworks lose half of their total skills, rounded up. Skills and feats lost should be determined at random. If a clockwork loses a feat that is a prerequisite to another feat it has, it loses both feats. The feat dependant on the prerequisite one counts against the total feats lost by the clockwork.

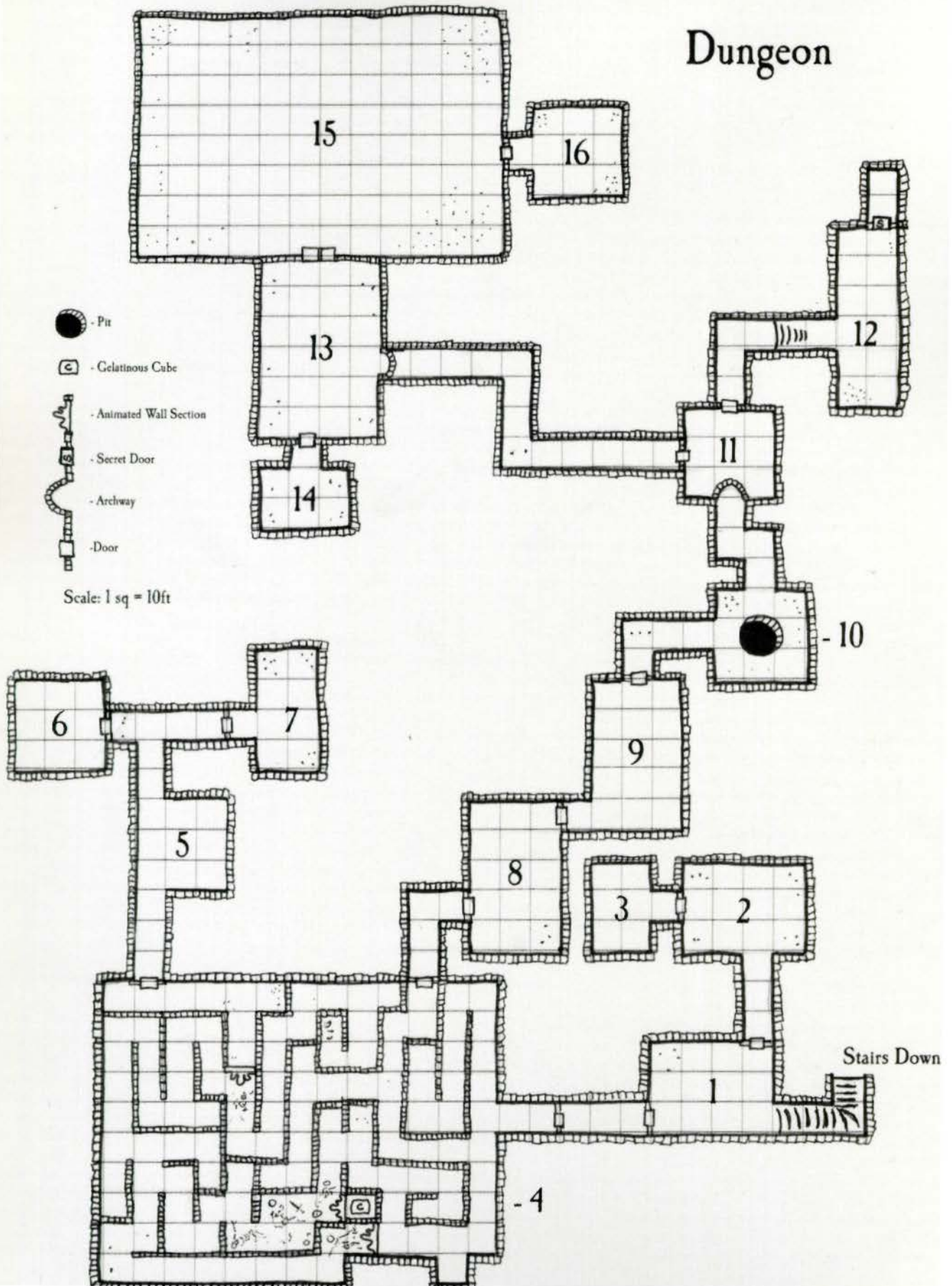
Challenge Rating: Conversion to a clockwork leaves the base creature's CR unchanged.

Alignment: Always neutral.

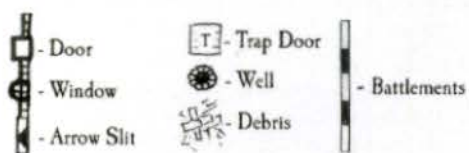
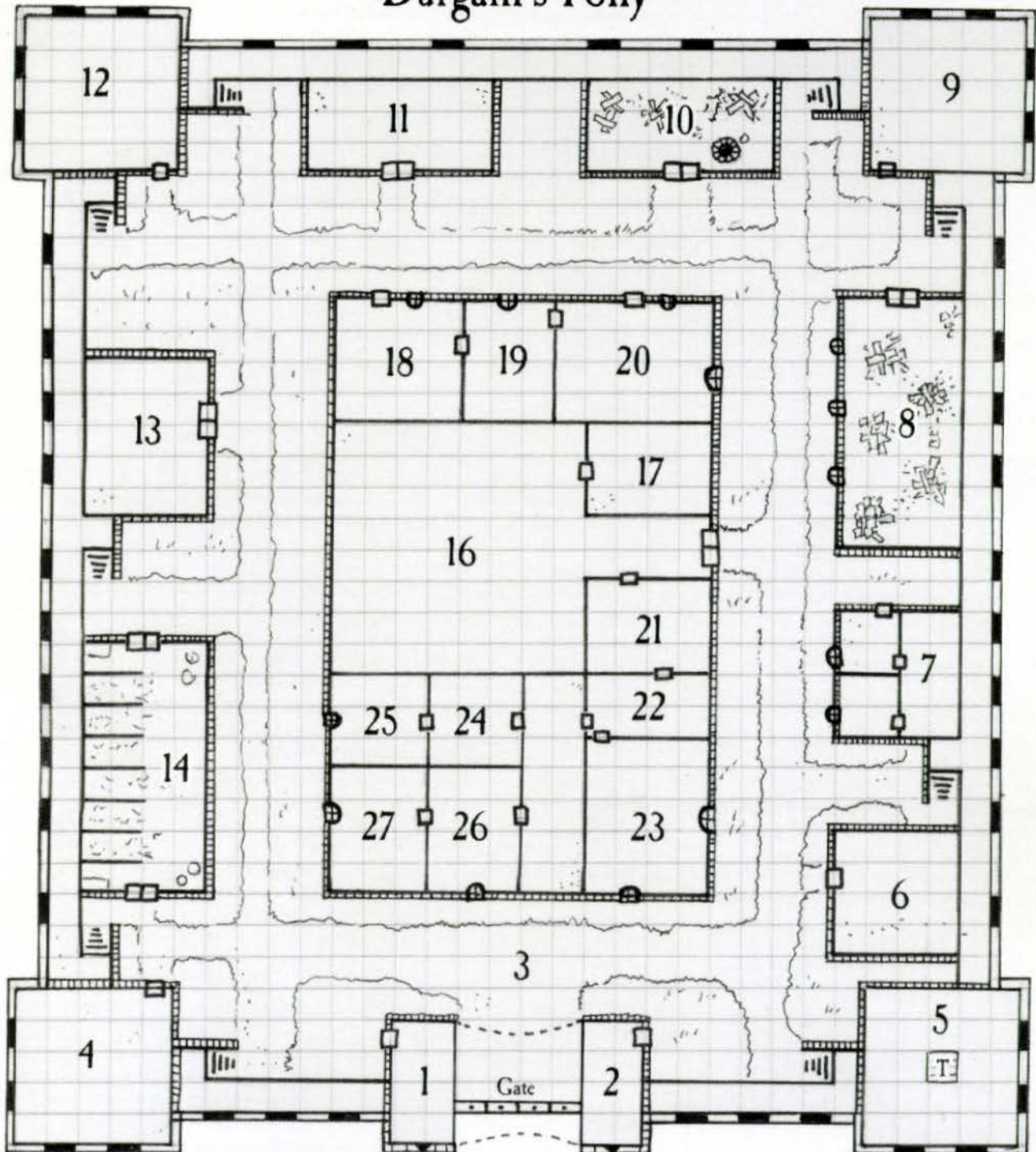
Dungeon



Scale: 1 sq = 10ft



"Durgam's Folly"



Scale: 1 sq = 5 ft



THE SIEGE OF DURGAM'S FOLLY

Travel To A Distant Outpost

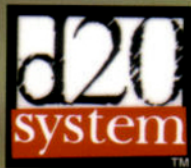
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