

GAME RULES

VILLAINS



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INTRODUCTION

All cities have an underworld, but few cities have an underworld quite like this one...

Villains is a game for 4-5 PLAYERS where each player leads an underworld faction seeking to rule The City.

VICTORY CONDITIONS

To achieve victory in villains you must be the first player to do one of the following:

1. SCORE 12 AREA POINTS
2. SCORE 12 PLAN POINTS

If no player has won by the end of the 4th turn then victory will go to the player who has the most total **area points** and **plan points** combined.

GAME OVERVIEW

Each game turn of Villains is made up of three phases:

The **START PHASE**, the **MAIN PHASE**, and finally the **END PHASE**.

During the **START PHASE** players will prepare for the turn by resetting their energy, drawing action cards, and selecting their **plans** and **target** for the turn.

Most of the gameplay takes place during the **MAIN PHASE**. During the **Main Phase** players will place hidden action tokens face down on the board. Then players will take turns revealing and executing these tokens or using their units' special skills. Finally once all tokens have been revealed, combat takes place in areas that had high levels of activity.

The final phase of the game is the **END PHASE**, where players will determine control of each area, collect resources and upgrades, score their targets and plans, and refresh their skilled units, and check for victory.

Finally players clean up any spent game components and prepare for the next game turn.

COMPONENTS

Shared Game Components:

- This Game Rulebook
- 1 Game Board
- 1 Score Board
- 1 First Player Card
- 4 Capitol Tokens
- 81 Player Marker Cubes
(16 in each of 5 colors,
+1 purple setup marker)
- 9 Combat Marker Tokens
- 4 Player Aid Cards

4 Attack Dice (10 sided)

72 Action cards

40 Resource cubes

Faction Specific Components:

- 8 Faction sheets (1 per faction)
- 158 Unit Tokens (varies by faction)
- 64 Plan Cards (8 per faction)
- 16 Upgrade Cards (2 per faction)
- 8 Inventory Cards (1 per faction)
- 73 Action tokens (varies by faction)

GAME BOARD

A map of THE CITY and it's 9 major areas.



SCORE BOARD

This board records **area points**, **plan points**, **targets**, and other information.



ACTION TOKENS

Each faction has their own unique set of action tokens. There are four basic action token types, and a special action token unique to each faction.



PLAYER MARKERS

Villains comes with 5 sets of 16 **player markers**, one for each player, and a single purple **neutral marker** (NOTE: These markers are not specific to a particular faction). These markers are used to indicate control of an area, but also to track a variety of other information such as each player's points.



FACTION SHEETS

There are eight faction sheets, each containing the rules and abilities for each playable faction.



RESOURCE CUBES

The unpainted wooden cubes represent resources. Resources can be spent in lieu of an energy to pay costs, saved from turn to turn, and freely traded between players. The supply of resources is not limited, and may be supplemented by additional counters if they ever run out.



Players earn one resource for every area they control each turn.



ACTION CARDS

Action cards serve two functions in the game: During the **Select Targets Step** players must choose one action card to represent their **target** for that turn, alternately action cards may be played during the **Take Actions Step** for the effect listed on the card.



PLAYER AID CARDS

Player aid cards provide players with a quick and useful reference of various game pieces and mechanics.



COMBAT MARKERS

These 9 combat marker tokens are used indicate the areas where a battle take place in the **Combat Step**.



FIRST PLAYER CARD

Used to track player order, passed clockwise at the end of each turn.



UNITS

Each faction has a unique set of unit tokens. There are four basic unit types shared by each faction and a special **champion** unit specific to each faction. A faction's unit mix is limited and players may not add to the counter mix if they run out.



PLAN CARDS

Each faction has eight unique plan cards, scoring plan objectives earns a player **plan points**.



UPGRADES

Each faction has a set of two unique **upgrade** cards. Players can unlock their factions unique upgrades by earning **area points** or **plan points**.



ATTACK DICE

Ten sided dice used to resolve attacks, "0" counts as a roll of "10".

CAPITOL TOKENS

One of these tokens will be collected by the player who controls The Capitol each turn. Collecting these tokens earns a player **area points**, and they act as a tiebreaker if more than one player ties for total points.



INVENTORY CARDS

Each faction has an inventory card that details their unit mix, token mix, and what their faction's plans focus on. Units or action tokens that have rules or stats unique to the faction are marked with a *.



COMMON ICONS



Influence: When determining control of an area each player totals the number of influence icons on their units, action tokens, and action cards. The player with the most influence controls that area.



Cost: This represents a cost (in this case a cost of 1). Costs may be paid by expending either energy or resources.



Attack value: Each of these icons represents one attack, and the number a player must roll on a ten sided die for that attack to be successful.



Resource: This icon represents one resource cube. Resource cubes may be used to pay costs in lieu of expending energy.



Skilled Unit: Skilled units that have survived until the end of the turn become **readied**. Readied units may be **exhausted** during the **Take Actions Step** to activate an area's **skill ability**.



Toughness: Most units are killed after being assigned a single hit, but a unit with the **toughness** ability can survive the first hit assigned to it (see **toughness** page 22)

SCOREBOARD BREAKDOWN



1) Global Rule Cards: Action cards that affect the whole board until the end of the turn are placed above this gray stripe.

2) Capitol Rule Cards: Action cards that affect The Capitol until the end of the turn are placed along this purple stripe.

3) Area Point Track: Used to keep track of each player's current **Area Point** total.

4) Plan Point Track: Used to keep track of each player's current **Plan Point** total.

5) Upgrades: When a player reaches 4 points on either point track they unlock their first **faction upgrade**, then when they reach 8 on either track they unlock their second **faction upgrade**.

6) Victory: You win the game by scoring either 12 **area points** or 12 **plan points**.

7) Capitol Tokens & Turn Track: The four capitol tokens are placed on these spaces, numbered I-IV (one for each game turn). The player who controls The Capitol each turn claims that turn's capitol token, once the last of these tokens is collected (or discarded) the game ends.

8) Targets: The card each player selects as their **target** during the **Select Targets Step** is placed face down below the space matching that player's color.

AREA BREAKDOWN



1) Control Indicator: The player who controls this area places one of their player markers on this space to mark their ownership of the area (this also grants that player one additional influence here).

2) Control Ability: The player who controls this area gains the special ability shown here.

3) Name & Area Order: The area's name, and a number marking where this area falls in the game's **area order** (area order is used whenever a game action must be resolved at each area in sequence).

4) Action Token Track: Action tokens are placed face down on these spaces during the **Place Action Tokens** step, starting with the lowest number and working their way up.

5) Graveyard: When a player kills any units (in combat or otherwise) they place the units they killed on the **graveyard** space in that area that matches their player color, this allows each player to track all of the units they have killed throughout each game turn.

6) Tracks: Only areas directly connected by these subway tracks are **adjacent** for effects such as the **move** action token.

7) Readied Units: Skilled units that survive until the end of the turn are **readied** by moving them into the **readied units** zone. **Readied** units may then be **exhausted** (moved back out of this zone) as an action to activate this area's **skill ability**.

8) Skill Ability: A player may activate the **skill ability** shown here by exhausting one or more readied units in this area. Any time a player activates an area's skill ability they must place one of their player markers on the track below to show they have used this ability this turn. **IMPORTANT:** A player may never use the same area skill ability more than once in a turn.

SETUP

GAME BOARDS

Place the main game board in the center of the play area, then place the score board below it. Be sure to leave enough space between the two boards to place action cards.

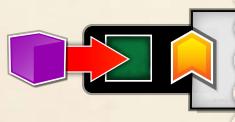
ACTION CARDS

Action cards should be shuffled and placed in a convenient location off board so that all players have access to them. A **discard pile** should be formed next to the deck once cards are played. If the action card deck ever runs out, simply reshuffle the discard pile and form a new deck.



SETUP NEUTRAL PLAYER MARKER

Reveal a card from the top of the action card deck, then locate the area of the game board that matches that card's **target** (if that card does not have an area listed as its **target** draw an additional card). Place the purple neutral player marker on the control indicator of that area, then shuffle the revealed card back into the deck.



CAPITOL TOKENS

Place each of the four **capitol tokens** on the score board. Each of these tokens have their turn number on one side, and their **area point** value on their back side.

Place the tokens (turn number side up) on the matching turn number space of the score board's **capitol tokens & turn track**.



DETERMINE FIRST PLAYER

The **first player** should be determined at random, give the **first player marker** card to the winner. Play order proceeds clockwise starting with the first player.



SELECT FACTIONS

Distribute a **faction sheet** to each player using whatever method your playgroup prefers (drafting them in player order works for us).

KILLER FACTIONS (OPTIONAL RULE)



Killer factions are marked with the above icon. The game works best when exactly one player is playing a killer faction, so we recommend ensuring exactly one is selected each game, no matter the method you choose for distributing factions.

Deal each player their faction's **plan cards** (8), **upgrade cards** (2), **action tokens**, and **units** (refer to a faction's **inventory card** to ensure that player receives all of their **units** and **action tokens**).



Players then set their units and action tokens (face down) near their faction sheet to form their **reserves**, next they shuffle their 8 **plan cards** to form a deck, also placing it near their faction sheet, and finally that player sets aside their **upgrade cards** face down.

SELECT COLORS



Each player is then given a set of 16 player markers whose color most closely matches the colors of their faction, this becomes their **player color** for the game. Do your best if there is some overlap of faction colors.

Players then place one of their player markers on the zero space of the score board's **area point track**, and **plan point track**.



SHARED PIECES

Resource cubes should be placed within easy reach of all players, and combat markers should be placed near the game board.



META RULES

SECRECY

Players sometimes place objects face down to keep them hidden from other players. **Players may, at any time, look at anything THEY have placed face down**, players are not required to memorize their hidden choices.



On the other hand **players may not reveal any hidden information to other players**. If an ability allows a player to look at another player's hidden information, that information is also secret, and **may not be revealed to other players**. In both cases **giving hints about the hidden information is forbidden**.

Seriously, be a good sport and don't try to sneak around this rule, it's important.

CONFLICTING ABILITIES

The rules in this rulebook provide the baseline rule set for the game, but there are a variety of action cards, area abilities, and faction abilities that can override the default rules.

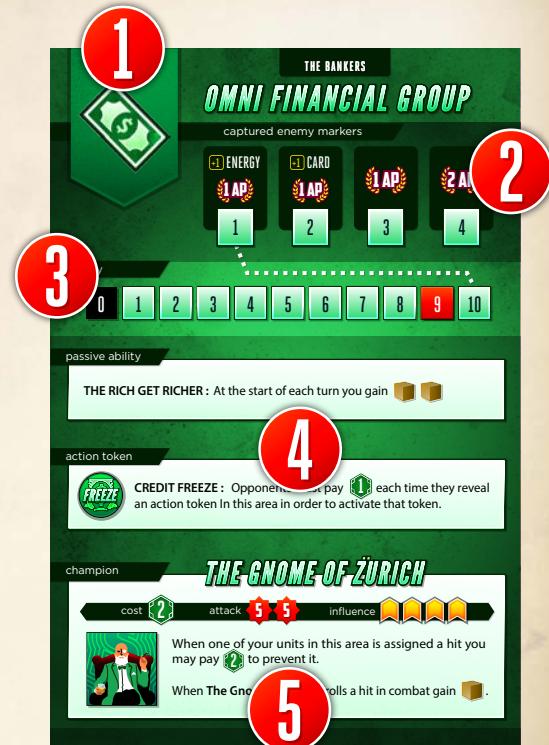
DEAL MAKING

Players may make deals with each other, but all discussions must take place at the table. Resource cubes and promises are the only things that may be traded between players, action cards, units, or other items may not.

- ## PHASES
- ### START PHASE
1. Reset energy
 2. Draw action cards
 3. Select plans
 4. Select TARGETS
- ### MAIN PHASE
1. Place Action Tokens
 2. Take Actions
 3. Combat
- ### END PHASE
1. Determine control
 2. Collect resources
 3. Score TARGETS
 4. Score plans
 5. Check for victory
 6. Collect upgrades
 7. Refresh skilled units
 8. Cleanup



FACTION SHEET BREAKDOWN



1. Faction Banner: The icon used to represent this faction on its faction specific components (action tokens, units, plans, and so forth). When a player collects resources they should place them here for easy viewing by all players.

2. Captured Enemy Markers: When you take control of an area that belongs to an enemy player you may claim their control marker and place it on this track. Captured enemy control markers grant a variety of bonuses.

3. Energy Track: Used to track a player's current energy. Energy is used to pay costs.

4. Faction Abilities: Each faction has at least one passive ability, and one unique action token. Faction abilities can override any other rule.

5. Champion Information: The cost, influence, attack values, and special abilities of a faction's unique Champion unit.

NOTE: All information on a player's faction sheet is public knowledge, including their current energy and resource count. Each faction's inventory card is also public information that may be viewed by any player.

START PHASE

During the start phase players prepare for the coming turn. Every step of the **Start Phase** is performed simultaneously by each player.

THE RESET ENERGY STEP

Players each reset the energy they have to spend for the turn by placing one of their player markers on the appropriate space of the **energy track** on their faction sheet.



By default players will reset their player marker to the red highlighted space on their energy track. However players may gain additional energy by collecting enemy **player markers**.

THE DRAW ACTION CARDS STEP

Each player draws three action cards, plus any additional cards granted to them by any special abilities. **There is no action card hand size limit** and action cards may be retained from turn to turn.

THE SELECT PLANS STEP

Players draw **plan cards** from their **plan deck** until they have three plan cards in their hand (including any remaining from previous turns), then they must choose one of those plan cards and place it on the bottom of their plan deck, leaving them with exactly two plan cards to try and score for the turn.

Example: The Mafia player has **one** plan card in their hand at the start of the **Select Plans Step**. First, they must draw until they have **three plan cards** in hand (in this case, that means he draws two additional plan cards). From his three plan cards he must **choose one to discard** to the bottom of his plan deck, leaving him with **two active plans** for the turn.

DRAW UNTIL YOU HAVE 3



THEN DISCARD DOWN TO 2



THE SELECT TARGETS STEP

During this step each player will select one of the action cards in their hand, place it face down along the bottom of the score board below the **target label** that matches their **player color**.



The area listed at the top of the action card determines that player's **target** for the turn. Only the location text on the top of the card matters when choosing which card to select as a **target**, and any other abilities on the card will be ignored if that card is selected as a **target**.



During the **Score Targets Step** players will gain one area point for each **target** that matches an area they control, **they gain this point even if another player originally placed that target**. Furthermore some plan cards will require a player to control their own target in order to score that plan objective.



Players are forbidden from revealing their targets prior to the Score Targets Step.



MAIN PHASE

As the name implies, the **Main Phase** is where most of the game play takes place. In the **Main Phase** players will place their action tokens for the turn, reveal those tokens and perform their actions, and finally the areas that had a large number of tokens placed in them will erupt into battle.

THE PLACE ACTION TOKENS STEP

This step is performed in **player order**, starting with the first player and proceeding clockwise. During the **Place Action Tokens** step players will take turns doing one of two things:

1. PLACE AN ACTION TOKEN
2. PASS

PLACING AN ACTION TOKEN

A player who chooses to place an action token will do so by secretly selecting one action token from their reserves and placing it face down in an area of their choice, so long as that area has at least one open space on its action token track.

Placing an action token costs  **, players must pay one energy (or resource) each time they place an action token.**

Each token is placed in the lowest numbered space available on an area's action token track. Action tokens may not be moved or replaced once placed, but players may look at **their** face down tokens at any time.

Example: The Mutant player wishes to place a token in The Sewers. First he must pay a cost of , which he does by spending 1 energy. Since the number 1 and 2 spaces are both already occupied the Mutant player must place the token in the 3rd space (they may not choose a space further down the track).



PAYING COSTS

Costs are represented by this green icon with a number indicating the amount that must be paid to satisfy this cost.



Costs are paid by spending energy and/or resource cubes equal to that cost. **A cost may be paid entirely by energy, by resource cubes, or with a combination of both.**

Players spend resource cubes by returning them to the game supply, and energy by moving the marker on their faction sheet's energy track to the left equal to the amount spent.



COMBAT MARKERS

When a player places an action token in the token spot **with the number matching the number of players**, place a **combat marker** in the center of that area.



During the **Combat Step** battle will take place in any areas that have a combat marker placed in them.

Example: The Communist player places the fourth action token into The Sewers. She is playing a four player game, so she also places a **combat marker** in the center of that location.



PASSING

If a player does not wish to place any more action tokens they may pass and end their participation in this step. **Once a player passes they may not resume placing action tokens this turn.**

Play proceeds clockwise around the table until all players have passed, the game then advances to the **Take Actions Step**.



THE TAKE ACTIONS STEP

This step is performed in **player order**, starting with the first player and proceeding clockwise. During the **Take Actions Step** players will take turns doing one of four things:

1. REVEAL AN ACTION TOKEN
2. ACTIVATE AN AREA'S SKILL ABILITY
3. DECLARE THEY ARE LOCKED
4. PASS

Once a player has taken any one of these actions play continues to the next player until all players have passed.

1) REVEALING AN ACTION TOKEN

Revealing an action token is the primary action of the game. A player selects one of **their** face down action tokens and flips that token face up, that player must then decide whether to activate that token (and leave it in place) or discard it without effect.

An action token may only be revealed if there are no face down action tokens before it on its action token track.

Example: It is the Communist player's turn to take an action, and she has four face down tokens remaining. She may reveal the tokens labeled with an A because there are no face down tokens before them, but tokens labeled with a B cannot be revealed until all other tokens before them on their tracks have also been revealed.



When an action token is revealed by a player they may activate it by resolving the action listed on token, and paying any associated costs.

Tokens that are activated **remain face up** where they were placed to indicate they were successfully used. Most tokens provide one **influence** when activated, so leaving these tokens in place will aid players in taking control of that area later in the turn.



Players are never required to activate the ability of a token they have revealed; instead, they may always voluntarily discard the token after revealing it with no effect. However a player must fully resolve an action in order to keep the token in play. A player cannot, for example, reveal a **card token** and keep it in play for the influence without actually playing an action card.

If a token's ability can not be resolved it must be discarded.



Example: If a **battle token** is revealed in an area, but no combat can take place because only one player has units there, then it must be discarded and can not be kept in play for the influence.

Some action tokens require an additional cost to activate, this cost will be indicated by the standard cost icon on the token itself. If a player is unwilling or unable to pay this cost, the token must be discarded when revealed.



Some tokens grant their owner a resource when they are revealed, these are called **refunded tokens**. This is indicated by a resource icon on the token itself. This resource is gained as soon as the token is **revealed**, even if the effect of the token is not activated.

For a full list of **action token abilities** see page 16.

A player must eventually reveal all of their tokens each game turn, a player may not take the pass action until all of their action tokens have been revealed and either activated, or discarded without effect.

2) ACTIVATING AN AREA'S SKILL ABILITY

The second most important action in the game is **activating an area's skill ability** by exhausting readied units.



Some units have the special ability **skilled**, these units are marked with the following skilled icon:

Skilled units that survive until the end of the turn are **readied** by moving them into the **readied units zone** of their area. **If a player has at least one readied unit in an area** they may activate that area's skill ability as an action.



Example: The Mutant, Alien, and Scientist players all have **talents** (the basic **skilled** unit) in The Police. The Scientist (yellow) and Alien (blue) player deployed their **talents** the previous turn, so their **talents** have been moved into the **readied units zone**, this allows either of those players to activate The Police's skill ability as an action. The Mutant player (green), however, deployed their **talent** this turn, so it has not yet become **readied**, and he may not activate The Police's skill ability at this time.

To activate an area's skill ability a player first picks an area where they have **at least one readied** unit and they **exhaust all of their readied units** in that area by moving them out of the readied units zone and back into the center of that area.



That player then resolves the skill ability of that area, as shown on game board.



Any time a player activates an area's skill ability (**even if through the use of an action card or special ability**) they must mark that they have used that ability by placing one of their control markers on the track below the skill ability.



IMPORTANT: A player may under NO CIRCUMSTANCES activate the same skill ability more than once in the same turn, including through the use of action cards or special abilities.

A player must resolve a skill ability as fully as possible if they choose to activate it, they may not exhaust their readied units and then choose not to actually resolve that ability if able.

Example: The Police skill ability says "Make an attack with any one of your units", if a player activates this ability they must choose one of their units in play that is able to make an attack against enemy unit(s). That player may not decline to attack with a unit, and may not choose a unit that has no enemies to attack if a valid option is available. On the other hand, if that player has no valid options they may still activate that skill (either to delay taking another action, or because they want to activate that skill for plan purposes).

A player is never forced to use a skill ability, even if that is the only legal action they can take. They may choose to leave any of their units readied and unused when they declare themselves locked, or they pass for the turn.

SKILL ABILITY EXAMPLE

It's the Communist player's turn to take an action, and she wishes to activate a **skill ability** to delay revealing a token.

She has a talent in The Church, but it is **not readied**, so she can not use it to activate the The Church's skill ability. However, she has **two readied** units in The Bank: a talent, and her faction champion Commisar Papova.



First she exhausts **all** of her readied units in that area by moving them into the central portion of The Bank, then she resolves The Bank's skill ability: "**Gain** " by placing the two resources on her faction sheet.



Next she places one of her **player markers** on the track below that area's skill ability to show that she has used that ability this turn (she will now be unable to resolve that skill ability again this turn under any circumstances).



Finally Since Commisar Papova has a special ability which reads "**After you activate a skill ability by exhausting this unit make an attack of 7 in this area for each of your patsies here.**" She makes the appropriate attack for each of her patsies in the bank.

3) DECLARING YOU ARE LOCKED

The third action a player may take is **declaring they are locked**.

When a player has **unrevealed** action tokens still in play, but **all** of those tokens are stuck behind tokens that have not yet been revealed (leaving them with **no** action tokens they may legally reveal), then that player may declare themselves **locked**.

After a player declares that they are locked play then continues to the next player. This does not prevent that player from taking further actions later in this game turn.



Example: It is the Mutant player's turn to take an action, but all of their action tokens are placed behind **unrevealed** enemy tokens. The Mutant player may declare themselves locked, effectively skipping their turn.

A player may not declare themselves locked if they have any action tokens that may be legally revealed, or if they have no more unrevealed tokens remaining.

If all of a player's tokens are blocked, but they have one or more area skill abilities they could activate, **that player may still declare themselves locked**. A player is never required to use an area's skill ability, even if they have no other legal actions.

4) PASSING

The fourth and final action a player may take is **passing**, which concludes their participation in this turn's **Take Actions Step**.

Any time a player has no more action tokens to reveal, they may pass. A passed player **MAY NOT** take any further actions until next game turn, play simply passes to the next player. **A player may pass only after all of their action tokens have been revealed and either activated or discarded**.

On the other hand players **may** choose to pass even if they have area **skill abilities** they could activate. However once a player decides to pass they may not take any additional actions this turn, and lose the opportunity to activate those skill abilities later this turn.

If a player has no other legal actions to take, then that player **MUST** pass. Once all players have passed, the game proceeds to the **Combat Step**.

THE COMBAT STEP

The final step of the **Main Phase** is the **Combat Step**. The **Combat Step** is performed in **area order**, starting with The Capitol, moving to The Sewers and proceeding clockwise.

During the **Combat Step** each area that had a **combat marker** placed in it during the **Place Action Tokens** step will now initiate a round of combat.



Combat takes place in each area with a combat marker, even if some of the action tokens in this area were discarded without being activated (leaving the number of tokens in that area less than the number of players).

Note: In areas without combat markers **no combat takes place**, and enemy units coexist peacefully.

For the full explanation of how combat is resolved, see **Combat** page 20.

After combat has been resolved in each area with a combat marker play then proceeds to the **End Phase**.

AREA ORDER

Some game actions and steps are resolved in **area order**. Each area has its position in area order below its name for reference.



Area order begins in **The Capitol**, then goes to **The Sewers** then moves clockwise around the board.



END PHASE

During the **End Phase** players will determine control of each area, score various objectives, collect resources and upgrades, check for a victory, and prepare for next turn.

THE DETERMINE CONTROL STEP

This step is performed in **area order**. In this step players will resolve ownership of each area of The City. Control of an area is granted to the player with the **most influence** in that area.

To calculate each player's influence in an area tally the total number of influence icons produced by that player's units and action tokens in that area, next if that player already controls the area they gain one additional influence, and finally check if that player has played any action cards that grants them extra influence in that area.



Note: A player **DOES NOT** need to have any units in an area to take control of it. So long as a player has the most influence in an area they control it, regardless of the source of that influence.

The player with the most influence in an area places one of their player markers on that location's **control indicator**.



If there is a tie for most influence then control of that area **does not change**. The player who currently controls that area retains control of it (even if they aren't one of the tying players), if that area is currently uncontrolled then it will remain uncontrolled.

Control of each area grants that player a special ability unique to that area, and allows the player to collect an additional resource during the **Collect Resources Step**.

CAPTURING ENEMY PLAYER MARKERS

If a player takes control of an area that belonged to another player, the new owner may claim the losing player's marker by placing it on the lowest numbered open space of the **captured enemy markers** track of their faction sheet.



Each enemy marker a player collects grants them the bonus listed on that space. A player must collect these bonuses in the order listed on their faction sheet, and may not skip ahead on bonuses.



Immediately gain one **Area Point**, and then each **Reset Energy Step** gain one additional energy (by resetting your marker to the space indicated by the dotted line).



Immediately gain one **Area Point**, then draw an additional action card each **Draw Action Cards Step**.



Immediately gain two **Area Points**.

Once a player's **captured enemy markers** track is filled that player may not capture any additional enemy markers. Captured markers can never be lost or replaced.



Note: The purple **neutral marker** that was placed in a random area during setup counts as an enemy player marker and may be captured like any other.

CONTROL EXAMPLE ONE



The Subway is currently controlled by The Mutant player (green), control of The Subway grants him one influence there, for a total of one.

The Scientist player (yellow) has a goon and a mole in the Subway. The goon provides one influence, and the mole two influence, for a total of three.

The Communist player (red) has an action token in The Subway which provides one influence, and two talents which produce one influence each, for a total of three influence. She also has a patsy there, but as patsies don't produce influence.

The Scientists and The Communists are tied for the highest influence with three each, and when there is a tie control of the area does not change, so The Mutant player retains control.

CONTROL EXAMPLE TWO



The Church is currently controlled by The Scientist player (yellow). Control of the area grants her an influence, but she has no other influence there, so her total influence is one.

The Mutant player (green) has a mole in the area, which grants him two influence, but that is his only influence source there, leaving him with a total of two.

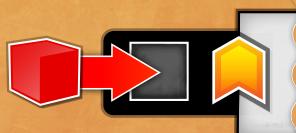
The Alien player (blue) has an action token in The Church, which provides one influence, and a talent which also provides one influence. He also has two patsies in the area, but patsies don't contribute any influence, leaving him with a total of two.

The Communist player (red) has three action tokens in the area, each of which provide one influence, but she has no other sources of influence there. Luckily the three influence from the action tokens is enough to take control of the area!

Since she has open spaces left on her faction sheet's **captured enemy markers** track she now claims The Scientist's player marker by placing it on the first open space of that track (immediately gaining one **area point** as shown).



Finally she places one of her player markers on the control indicator of The Church to show her ownership of it. Now she has the special **control ability** of The Church for as long as she retains control of this area.



THE COLLECT RESOURCES STEP

This step is performed simultaneously by all players. During the **Collect Resources Step** each player gains one resource cube for each area they control. Players place those resources on the faction banner of their faction sheet.



Example: The Scientist player controls The Factory and The University, so she takes two resource cubes and places them on the faction banner of her faction sheet.



THE SCORE TARGETS STEP

In this step players earn victory points for controlling areas matching the **targets** chosen during the **Select Targets Step**.

First reveal each action card placed along the bottom of the score board by flipping them face up.



Note: be sure to keep the cards in place under the color label where they were placed, as which player chose each **target** may be relevant during the upcoming **Score Plans Step**.

For each of the revealed cards the player who currently controls the area listed at the top of that card gains one **area point**.



Note: It doesn't matter who placed each target, whomever controls the area will gain the **area point**, even if they didn't place it.

If the same area was selected as a **target** more than once then whomever controls that area will gain one **area point** for each of the cards with that **target**. It is possible to earn multiple **area points** from the control of a single area if that area was selected as a target by more than one player.

PLAN CARD BREAKDOWN



1) Objectives: Each plan will have between one and three objectives. Players may complete any number of these objectives, so long as they complete them in order from top to bottom.

2) Plan Point Value: Completing an objective will earn that player the number of **plan points** shown here.

3) Plan Focus Icon: Each faction has one type of objective that appears on all of their plans, this is known as their **plan focus**. These plan focus objectives are marked with a faction icon, its only purpose is to help guide players on what is most important to their faction, but has no direct effect on the game.

If a player qualifies for at least one objective on a plan card they may reveal that card to all players, and then publicly verifying their completion of any objectives they qualify for.



That player then gains the number of plan points shown to the left of the scored objective(s).

Note: A player must currently meet the requirements for a plan objective during this step in order to complete it. It doesn't matter if a player met the requirements for an objective at an earlier point in the turn, if by the time of the score plans step they no longer meet those requirements, then they may not score that objective.

Once at least one objective on a plan card has been scored that card should be placed face up near that player's faction sheet. That player may not score additional objectives from that card on later turns.

For a detailed rundown of common **plan objectives** see page 22.

THE CHECK FOR VICTORY STEP

Villains has two victory conditions: Score 12+ Area Points, or 12+ Plan Points.

If a single player has achieved either of these goals the game ends with that player as the winner.



TIEBREAKERS

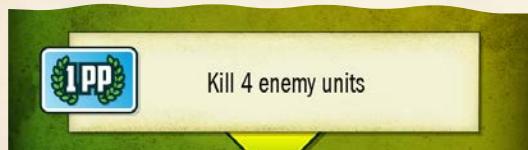
If **two or more** players have achieved one of the victory condition on the same turn then those players use the following tiebreaker to determine the winner:

Total the number of **plan points** and **area points** each tying player has scored, whomever has the highest combined total points wins.

If those players are still tied on combined total points then the tying player with the single highest numbered **capitol token** wins (note: if a player has collected multiple capitol tokens do not add them together, compare only the single highest numbered token each player has).



In the exceedingly unlikely event that none of the tying players scored even a single capitol token between them then the game ends in a draw. Hundreds of plays under my belt and I've never seen that, but I guess we still need a rule since I'm sure eventually it'll happen.



Plan cards have one or more objectives. When it is a player's turn to score plans they will secretly examine each of their plan cards, starting from the top and working their way down checking if they have fulfilled any of these objectives.

A player may score multiple plan objectives on a single card but they must do so in order, from top to bottom. If a player has not completed a given plan objective they may not complete any objectives below it on the same card.

TIEBREAKER EXAMPLE



Example: The Alien player (blue) has scored their 13th plan point this turn, on the same turn The Communist player (red) has scored 12 area points. Since both players have achieved a victory condition they go to tiebreakers.

The Alien player has 7 area points to add to their 13 plan points for 20 total points. The Communist player has 8 plan points to add to their 12 area points, also 20 total points, still tied!

Note: Since only The Alien player and The Communist player have achieved victory conditions, they are the only players comparing tiebreakers. Even though The Mutant player (green) has scored 22 total points, he is not eligible to win on tiebreakers as he didn't reach either victory condition.



The Alien player controlled The Capitol on the second and third turns, while The Communist player took control of The Capitol on turn four. Since The Communist player has the single highest numbered capitol token she is declared the winner! All glory to the revolution!

AUTOMATIC FINAL SCORING

If no player has achieved victory by the end of the 4th turn then the game automatically comes to an end. When this happens the winner will be determined by using the tiebreaker rules outlined in the previous section (except all players will be eligible to win).

Note: Since each turn one of the capitol tokens will be either collected or discarded you can use the capitol token track of the score board to keep track of the current turn.

If no player has achieved victory play continues to the Collect Upgrades Step.

THE COLLECT UPGRADES STEP

During this step each player that has acquired either enough area points or plan points will claim one of their faction upgrade cards.



To claim a faction's **Level I upgrade** a player must have either 4 area points, or 4 plan points. To claim a faction's **Level II upgrade** a player must have either 8 area points, or 8 plan points.

To claim an upgrade a player simply takes the appropriate upgrade card from their reserves and places it face up above their faction sheet. A faction's **Level II upgrade** replaces that faction's **Level I** upgrades, the two upgrades do not stack.

THE CLEANUP STEP

During the **cleanup step** players prepare for the next game turn by doing the following:

- Discard any action cards placed around the game board, including this turn's TARGETS.
- Return all action tokens, markers on skill ability tracks, and units in graveyards to their owner's reserves.
- Pass the first player marker clockwise.

After completing the above players next refresh skilled units:

THE REFRESH SKILLED UNITS STEP

During this step all of the skilled units in play are **readied** by moving them into the **readied units zone** of their respective areas.



Only **skilled** units may become readied in this manner. Skilled units are (usually) marked with the **skilled icon**:



Note: Talents are the only basic unit that are skilled, but some faction champion units are skilled, and some game effects (such as the control ability of The University) may grant the skilled ability to units that don't naturally have it.

The **readied units zone** of an area may hold any number of skilled units belonging to any number of players. Readied units are treated like any other unit in that area, they produce influence, participate in combat, and may be killed like usual. If a readied unit leaves an area for any reason they become exhausted and are no longer readied.

Readied units may be **exhausted** during the **Take Action Step** to activate an area's **skill ability**, see page 10.

ACTION TOKENS

There are four types of basic action tokens that most factions share: **deploy**, **card**, **battle**, and **move**. Each faction also has a unique action token specific to that faction, its abilities are listed on its faction sheet.

DEPLOY TOKEN



When a player activates a **deploy token** they may place a number of their units up to their **deploy limit** (by default 2) into the area where the token was revealed.

Units a player deploys may either come from their reserves, or that player may re-deploy one of their units already in play (this is not limited to adjacent areas). Either way that player must pay the full unit cost of any units they deploy, **even if choosing to re-deploy units already in play**.

To deploy a unit simply pay its unit cost (a unit's deploy cost is shown in the green icon on the top left corner of that unit), then place that unit in area where the token was activated.



Note: Skilled units are not placed in an area's **readied units zone** when deployed, they are placed in the center of that area like any other unit, even when re-deploying units that are currently readied.

To avoid discarding a deploy token, a player **must actually deploy at least one unit**. That player may however re-deploy units in an area where they are already located (by re-paying paying their unit costs) just to keep a deploy token from being discarded.

Example: If a player reveals a deploy token in The Sewers then that player may re-deploy a unit that is already located in The Sewers (paying its unit cost), to avoid having to discard the deploy token.

DEPLOY LIMITS

By default a player's **deploy limit** is **two**, meaning a player may only deploy two units each time they activate a **deploy token**. However a number of action cards and special abilities (such as the control ability of The Sewers) may increase a player's deploy limit.

DEPLOY ACTION EXAMPLE

The Alien player reveals a **deploy token** in The Capitol. His **deploy limit** is the default so he may deploy up to two units.

First he chooses to deploy a **patsy**, the unit cost of a **patsy** is 0, so that unit is free. He takes one from his reserves and places it in The Capitol.



Next he wants to deploy a **talent**, all of his **talents** are already in play so he chooses to re-deploy a readied **talent** from The Sewers. He pays the **talent** unit cost of **1**, then takes it from The Sewers and places it in The Capitol.



Even though the **talent** was readied when it was in The Sewers he doesn't ready it when re-deploying it, the **talent** must survive the turn to become readied once again.

DEPLOYING TWO SIDED UNITS

Some units have differently printed front and back sides (such as units with the **toughness** ability). Units with two sides have their unit cost printed only on their front side.



When deploying a two sided unit **from your reserves** always place the unit face-up on its front side (showing its unit cost).

However, if a player is re-deploying a unit **that has already been flipped face-down** they may choose to either keep that unit face-down or return it to its front side (this is normally the only way to heal a wounded unit), either way they must still pay the unit's cost.

CARD TOKEN

Activating a **card token** allows a player to play **ONE** action card from their hand. To play an action card a player reveals a card from their hand, pays its card cost, and then resolves its effect.



A card's cost is in the green cost icon to the left of the card's name.

Important: when playing an action card **ignore the target area on the top of the card completely.** If a card refers to "this area" it is referring to the area where the card token was activated.



To avoid discarding a **card token** a player must actually play and then resolve an action card as fully as possible. However a player may play an action card that would have no effect just to keep the card token from being discarded.

Example: The Scientist player reveals a card token in The Factory, to avoid discarding the token she decides to play the action card "fish in a barrel". She pays the card cost and then must resolve the card as fully as possible, but there are no enemy units in the area for her to attack, so the card has no effect. However, the card token is successfully activated and stays in play to provide influence.



CARD TYPES

Each action card has two icons that illustrate what area(s) a card affects, and whether a card has a one-time or an ongoing effect.



Local vs. Global - Each action card will either have the **local** or the **global** card type. An action card that is **local** only affects the area where the card token was revealed.

The effect of **global** cards are not specific to the area where the token was played. This includes both cards that potentially effect the whole board, or cards that have no effect on the board at all.



Events vs. Rules - Each action card will either have the **event** or the **rule** card type. An **event** card has a one time effect, then the card is discarded and has no further effect.

On the other hand **rule** cards have an ongoing effect for the remainder of the turn, and are left in play until they are discarded during the next **Cleanup Step**.

When a player plays a **rule** card they place the card face up near the game board, and then that player places one of their player markers on it to show their ownership of that effect.



Global rule cards should be placed above the score board along the area labeled "**global rule cards**".



Local rule cards should be placed in, or along the edge of the area where they were played. Since The Capitol is blocked in by other areas, **local rule** cards played there may be placed above the score board along the area labeled "**capitol rule cards**".

CARD ACTION EXAMPLE

The Scientist player activates a **card** token in The Subway, and she reveals the action card **Cease Fire** from her hand.

She first pays **Cease Fire**'s card cost of **1**, then she resolves its effect.

Since this is a **local** card we know that this effect is limited only to the area where the card token was activated, in this case that area is The Subway.



And since it is a **rule** card we know it has an ongoing effect, in this case "**Units may not attack in this area**", this effect will last until this card is discarded during the next **Cleanup Step**.

As this is a **local rule** card she places it along the edge of The Subway, and finally she places one of her player markers on it to show her ownership of the card.



MOVE TOKEN

When a player activates a **move token** they may move any number of **their units** from adjacent areas into the area where that token was activated.



Important: A move token only allows a player to move units **TO** the area with the token, never away **FROM** that area.

A move token costs **2** to activate, but players **may move any number of their units** with this action at no additional cost, making it the most efficient way to get many units into an area.

Note: Skilled units are not placed in an area's **readied units zone** when moved, they are placed in the center of that area like any other unit, even when moving a skilled unit that is currently readied.

Do not flip a two sided unit when moving it, so moving a wounded unit will not heal it, unlike re-deploying it.

To avoid discarding a move token a player must pay **2**, and **actually move at least one unit** from an adjacent area.

Note: While moving units with a **move token** is normally limited to moving units from adjacent areas, action cards and special abilities that allow you to move units are not limited by adjacency unless they explicitly say so.

MOVE EXAMPLE

The Mutant player reveals a move token in The Sewers. First he pays 2 to activate it, allowing him to move any number of units from adjacent areas **TO** The Sewers.

He decides to move a goon and a patsy from The Capitol, and a wounded ooze and readied talent from the police.

The wounded ooze stays wounded after being moved, but the readied talent becomes exhausted, and is placed in the center of the Capitol like the other units.



Unfortunately he can't move the two moles he has in The Laboratory, as The Laboratory and The Sewers are not adjacent.

AREA ADJACENCY

Some game effects (such as the move action token) refer to adjacent areas. Areas are considered adjacent only if they are connected by subway tracks.



BATTLE TOKEN



When a player activates a **battle token** they immediately initiate a round of combat in that area (combat is described in detail on page 18).

To avoid discarding a battle token **combat must actually take place in that area**, meaning there must be at least one unit capable of attacking another player's units in that area.

Note: The player that activates the **battle token** doesn't need to have any units in that area to start combat there, a battle token can be used to force enemy players to fight each other. As with any token, a player may decline to activate a battle token after revealing it.

Battle tokens are **refunded tokens**, meaning they reward you with a resource when revealed (see **refunded tokens** below).

REFUNDED TOKENS

Some tokens grant their owner a resource when they are revealed, effectively refunding that player for the cost to place that token during the **Place Action Tokens Step**.

A player always gains the resource when revealing a **refunded token**, even if that player is unwilling or unable to activate that token, and discards that token without effect.

Refunded tokens (such as the basic battle token) show a resource icon near the bottom of that token.



If a faction's unique action token is **refunded**, then its faction sheet will include this icon above that token's rules text.

REFUNDED: GAIN **WHEN REVEALED**

UNITS

UNIT BREAKDOWN



1) Unit Cost: The cost of deploying (or re-deploying) this unit.

2) Attack Value: Each of these icons represent one die that this unit throws in combat, and the number needed on that die to score

a hit (in this case a goon throws 2 dice, each needing 5+ to hit). If a unit throws more than one die when attacking, all of those dice must attack the same player.

3) Influence: Each of these icons represents one influence produced by this unit during the **Determine Control Step**.

4) Unit Icon and Name: Identifies the unit type.

There are four **basic unit** types shared between most factions: **goons**, **moles**, **talents**, and **patsies**. Any game effect that refers to **basic units** will only affect these four unit types. Each faction also has a **champion** unit, which is unique to that faction.

Each faction has a unique mix of units (as shown on their inventory card), a faction's unit mix is limited and may not be added to. Some factions also modify the stats of the basic units, such as changing attack or influence values. Refer to a players faction sheet and the unit tokens themselves for these changes.



GOONS

COST: 2

ATTACK VALUE: 5 (x2)

INFLUENCE: 1

Goons provide the muscle for a player's organization. Goons have the best attack value of any basic unit, **and throw two dice in combat** (both of which must attack the same player).



MOLES

COST: 1

ATTACK VALUE: 9

INFLUENCE: 2

Moles are your spies and double agents. **Moles provide two influence**, more than any other basic unit, however they have a very poor attack.



PATSIES

COST: 0

ATTACK VALUE: none

INFLUENCE: none

Mooks, chumps, marks and suckers. **Patsies do not attack, nor contribute influence**. However, the fact that they cost nothing to deploy makes them the ideal units to take hits for you in combat.



TALENTS

COST: 1

ATTACK VALUE: 7

INFLUENCE: 1



As Hackers, Safe crackers and the like, talents represent people with specialized skills. Talents have average stats, but are **the only basic unit that are skilled**. Skilled units refresh during each end step, and may be exhausted as an action to activate an area skill ability.

See **Activating an Area's Skill Ability** page 19.

CHAMPIONS



Cost, Attack Value and Influence varies by faction.

Each faction has a unique **champion** unit. The stats and special abilities of these special units are listed on each faction sheet.

Champions are like any other units in most respects: They begin play in players' reserves and may be deployed, killed, and moved like any other units, however they are not affected by any game effects that refer to **basic units**.

COMBAT

Combat can take place in a number of circumstances, such as during the **Combat Step** (in areas with a **combat marker**), or when a battle token is activated.



RESOLVING COMBAT

Combat always takes place in one area at a time, and only ever lasts for a single round of attacks. Combat is resolved one player at a time, in **player order** (starting with the first player then clockwise).

The current player attacks with each of their units, one at a time, in the order of their choice. After a given unit attacks, its casualties (if any) are chosen by the defender, then the current player chooses their next unit to attack with. After all of the current player's units have attacked play passes to the next player.

After each player with units in that area has attacked combat is concluded, any units not killed will continue to co-exist in that area.

ATTACKING

When it is a player's turn to resolve combat, first that player chooses one of their units that has not yet attacked, then chooses an enemy player to defend against that unit's attack. Only **enemy players that have living units in that area** may be chosen as the defending player, **a player may never attack their own units**.

The attacking player then rolls a number of ten sided dice equal to the number of **attack icons** printed on that unit (if an unit throws more than one die, those dice **may not** be split between different defenders).



TWO DICE



ONE DIE



NO DICE

That player then compares the result of those rolls to the number printed on its attack icon(s). **Any roll equal to or greater than the number shown scores a hit** (a 0 on the die is treated as a 10).

For each hit scored the **defending player** assigns that hit to one of their living units in that area. Normally assigning a single hit to a unit is enough to kill it (the exception is units with the **toughness** ability, see **toughness** page 22).

Units that have been killed in combat will still have a chance to attack during that combat, if they have not already done so.

Killed units are placed in that area's graveyard (see the **graveyards** sidebar for more information). Once all of a player's units in this area have been killed, that player may no longer be chosen as the defending player for subsequent attacks.



This process is then repeated for each of the attacker's units. **All units able to attack in combat MUST attack; players may not decline to attack with a unit.**

Once the active player has attacked with all of their units, play passes to the next player until all players have had a chance to attack. **Remember: units killed earlier in combat WILL get a chance to attack during their owner's turn.**

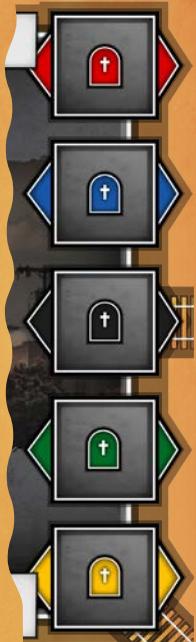
Once a full round of combat has been completed combat ends, and any surviving units stay in place.

GRAVEYARDS

Whenever a unit dies it is placed in the graveyard of the area where it was killed, on the space which has the color of the killing player (not the color of the killed unit's owner).

Example: The Communist player (red) kills a talent belonging to the Alien player (blue) during combat in The Church, so she places that unit on the red graveyard space to track her kill.

If a player kills more than one unit in the same area stack all of those units in that player's graveyard space.



It is important that each player's kills are tracked in this manner because plan objectives often require a player to kill a certain number of units, or kill units in specific areas. Placing each player's kills on their colored graveyard spaces allows all players to readily track this information while scoring plans.

Units that die from an effect outside of combat count as kills for the player that played the effect.

Example: The action card **Let God Sort Them Out** reads "**Each player sacrifices a number of units equal to the number of areas they control**", all of the units sacrificed due to this effect count as kills for the player who played that card.

Units in graveyards stay there until the Cleanup Step, they may not be redeployed the turn they are killed.

COMBAT EXAMPLE



A battle has begun in The Church. The Mutant player (green) has a talent and a goon here, the Scientist player (yellow) has one readied talent, and the Alien player (blue) has a mole and a patsy.

The Mutants are first in player order. Both of his units have an attack value, so they must attack this combat. He decides to attack with his goon first, and chooses The Scientists to defend. Goons throw two dice in combat (both must be to the same defender) and need 5+ to hit, so the Mutant player rolls two dice and gets a 4 and 5, scoring one hit against the Scientists.



The Scientist only unit in this area is his talent in the **readied units zone**, so she must assign the Mutant's hit to it, killing that talent. The Mutant player places the dead talent on the green graveyard space to mark his kill.

The Mutant player must now attack with his talent, which throws one die needing 7+. He may not choose to continue attacking the Scientist player, since she no longer has units remaining in the area, so he must attack the Alien player, rolling a 10, hitting again.



The Aliens have both a patsy and a mole in the area and so the Alien player must choose which of his units will take the hit. He naturally chooses to assign the hit to his patsy killing it (hey, it's what patsies do best). The Mutant player adds it to his kills.



Now that the Mutant player has attacked with all of his units play passes to The Scientists, who are next in player order. While her only unit (the talent) has been killed, she still gets the chance to attack with it. She chooses to attack the Mutants with her dead talent but rolls a 6, barely missing. Alas, revenge will not be hers this day.



Finally, the Alien player attacks last. He has a mole remaining in the area, and a patsy that has been killed. The patsy has no attack value, so it does not attack in combat. That leaves just the mole (one attack at 9+) for the Alien player to attack with. The Aliens must attack the Mutants, and he rolls a 9, (lucky shot) scoring a hit with his mole.



The Mutant player has been dealt a hit, so he must then choose which of his units to assign that hit to. The goon is a more costly unit to replace, but the Mutant player decides he would rather have the talent survive to make use of its skilled ability next turn, so he assigns the hit to the goon. The Alien player then places the Mutant's goon on the blue graveyard space.



Now that each player has attacked combat concludes, leaving the Mutants' talent, and the Aliens' mole to coexist in the area.



NON-COMBAT ATTACKS

Some action cards and special abilities allow a player to make attacks outside of combat. For example the action card “**Public Backlash**” which read “**Make two attacks of 5 in this area**”.

These kind of effects don’t cause a full round of combat to take place (no units will attack, and there is no retaliation from other players), nor does the active player need to have units in that area to make these kind of attacks.

The active player simply makes a number of attacks rolls as specified by the ability, resolving them one at a time. If the effect calls for multiple attacks they may be made against different players.

A player can never attack their own units, either in combat or with these kind of non-combat attacks.



TOUGHNESS

Toughness is an ability possessed by some units that allows those units to survive the first hit that is assigned to them. Units with the toughness ability have the following icon:



Units with **toughness** are two sided: They have their front “healthy” side (the side with the unit cost printed on it), and they also have “wounded” side printed on their back.



HEALTHY



WOUNDED

Units with **toughness** are always deployed from a player’s reserves face-up (on the side with their cost). When a face-up unit with toughness is assigned a hit it is not killed; instead, that unit becomes **wounded** by flipping it to its back side. If a **wounded** unit is assigned a second hit it will be killed.

Wounded units don’t normally heal at the end of the turn. By default the only way to “heal” a wounded unit is to re-deploy it. Any time a player re-deploys a wounded unit, they may either deploy it face-up on its healthy side, **or choose to keep it on its wounded side** for some sneaky reason (either way, that player must pay its full unit cost when re-deploying it). Moving a wounded unit with a **move token** will **not** heal it.

Toughness will not prevent a unit from being sacrificed.

HITS AND SACRIFICES

There are two different ways for units to die **Hits** and **Sacrifices**:

HITS - **Hits** are normally assigned during combat as a result of a unit’s attack, but other game effects can also deal **hits**. Assigning a **hit** to a unit will normally kill that unit, but units with the **toughness** ability can survive their first **hit** (see the **toughness** sidebar).

SACRIFICES - Some cards or abilities will require a player (or players) to **sacrifice** units. A player who must **sacrifice** a unit selects from among their own units one that will be killed. The **toughness** ability **does not** prevent a unit from being **sacrificed**.

When an effect forces a player to **sacrifice** a unit, the kill for that unit is awarded to the player **who played that effect**, not the player forced to chose one of their units to **sacrifice**.

PLAN OBJECTIVES

Each plan has between one and three **plan objectives**. These plan objectives may be completed to earn **plan points**, one of the game’s victory conditions. **Players should not reveal or attempt to score plans mid-turn**, even if they have fulfilled its objectives, plans may only be completed during the **Score Plans Step**.

When a **plan objective** specifies a number that number should be treated as a minimum, for example a plan objective that reads “kill 4 enemy units” would be fulfilled if a player killed 5+ units.

Here are some common plan objectives explained in detail:

Control your TARGET

To fulfill this objective a player must control the target area **they selected** during the Select Targets Step, controlling an area selected as a target by another player will not complete this objective.

Lose 3 units

A player should check each graveyard and count how many of **their units were killed this turn**. If at least 3 of a player’s units were killed then they have completed this objective (this includes any of that players units that they somehow killed themselves).

Possess 2 enemy markers

When a player takes control of an area that was previously held by an enemy player they may claim the defeated player’s marker. Enemy markers are never discarded or returned once a player has claimed them, so a player may fulfill this objective even if they collected those markers on **previous turns**.

Use 2 area skill abilities

When a player uses a skill ability (even through the use of an action card or other effects), they place a their marker on the track below that ability: **A)** to show they cannot use it again this turn, and **B)** to track how many such abilities they have activated for these type of plan objectives. If a player has placed their marker on at least two different skill ability tracks they have completed this objective.

Kill 4 enemy units

A player should check each graveyard and count how many **enemy units** they have killed this turn, if a player has killed 4+ then they have completed this objective. If a game effect causes units to **leave a graveyard**, they don't count towards any player's kills.

A MOLE in an enemy area

If a player has at least one mole in an area **currently controlled** by an enemy player then they have completed this objective. It doesn't matter who controlled that area at the start of the turn, only who currently controls that area during the **Score Plans Step**.

Action tokens in 6 areas

This objective counts **different areas** where a player has **successfully activated** at least one action token. Tokens that were discarded without being activated, or removed by any other effect after being activated do not count towards completing this objective.

3 units in enemy TARGET(S)

To complete this objective a player must have at least three surviving units in one or more areas that were **chosen as a target by an enemy player** during the **Select Targets Step**. It does not matter who currently controls these areas, so long as an enemy player selected them as a target.

Exterminate an area

See the **Exterminations** sidebar on this page.

EXTERMINATIONS

You have **exterminated** an area if the following are true:

- You are the only player with units in that area.
- You have killed at least one enemy unit in that area.

A player must have at least one unit in an area to meet the **first requirement**. If a player has killed all the enemy units in an area, but lost all of their own units in the process, then they **have not exterminated** that area.

Note: Players don't need to control an area to exterminate it. So long as they meet the above requirements they have exterminated that area regardless of who controls it.

Like all plan objectives, **exterminates** are only scored during the **Score Plans step**, if a player meets the above requirements mid-turn they may still fail to complete this objective if either is no longer true during the **Score Plans Step**.



Example: The Alien player (blue) has used a battle token to start combat, allowing their **goon** to kill the last enemy unit in The Bank, a **talent** belonging to the Scientists (yellow). Since the Aliens are the only player with units in The Bank, and he has killed at least one enemy unit there, then he has **exterminated** The Bank (for the time being).



The Mutant player (green) reveals a card token in The Bank and plays the action card **Public Backlash** which reads "**Make 2 attacks of 5 in this area**". He rolls an attack against the Aliens scoring a hit, killing his goon. Since the Aliens no longer have a unit in The Bank, he has no longer achieved an extermination there.

ODDS & ENDS

"PLACED" UNITS

Normally units enter The City by from a players reserves by being deployed, and then go from area to area by being moved or redeployed. But some game abilities can also instruct a player to "place" a unit in an area.

Placing a unit differs from deploying a unit in a few ways. Most importantly you never need to pay any costs to place a unit when instructed to do so by an ability. This includes both any unit cost, and any payments imposed on deployed units by other effects like the action card "**police payoff**".

The second difference is that if a unit is "placed" by an effect it won't trigger any special abilities of that unit that specifically refer to being deployed.

Example: The Mafia's **second upgrade** allows **The Fixer** to make an attack when it is deployed, if an effect requires you to "place" the fixer in an area, then this attack ability will not be triggered.

GAME RULES

VILLAINS



A VISITOR'S GUIDE TO THE CITY

by JEREMY KALGREEN with LANCE SEMAN

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INTRODUCTION

Greetings fellow human, and welcome to our fair city!

You have shown fine taste by choosing to visit our proud little corner of the world, and great wisdom by purchasing this visitor's guide.

This guide will walk you through some of the popular tourist hotspots of The City, as well as offer you an overview of the notable locals, and the unique cultures you are likely to encounter during your visit.

Have fun, relax, and I hope you survive enjoy your stay!

This guide book is divided into two three sections:

AREAS OF THE CITY

In this section we will go over each area in Area Order, starting with The Capitol moving to The Sewers and then traveling clockwise around the game board.

For each area we will give a detailed overview of both the **control ability** and then **skill ability** of that area, and answer any frequently asked questions.

FACtIONS OF VILLAINS

In this section we will go over each faction that populates The City. For each of these factions we will present their component mix, and give a detailed overview of their **passive ability**, faction **action token**, and faction **champion**, again answering any frequently asked questions.

ACTION CARDS

Finally there will be a short section offering clarifications on some of the more potentially confusing action cards, while this section is not a comprehensive account of all the action cards in the deck, it will hopefully stop a few fights before they happen.

ONE LAST NOTE...

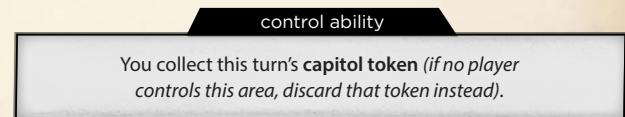
You may notice that the colors and flavor of each faction often correspond to an area of the city, let us assure you this is purely a coincidence, and absolutely no noteworthy synergies should be expected between a faction and their matching areas... ahem...

Righty oh, on we go then...

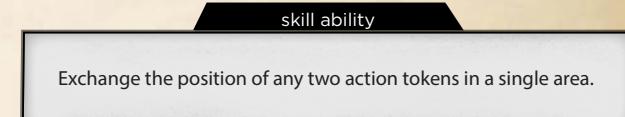
THE CAPITOL



- The Capitol is the only area with **six action token spaces**, this does not affect when combat markers are placed here.
- The Capitol is also the only area **adjacent to all other areas**.



- Collecting a **capitol token** immediately grants that player the number of **area points** printed on the back of that token.
- **Capitol tokens** are labeled 1-4, representing each turn of the game, players may only collect the token matching the current turn number. Note: having the **single highest** numbered capitol token serves as the game's tiebreaker.
- During the **Determine Control Step** if no player controls The Capitol **discard** the token for this turn.



- The exchanged tokens may belong to the same player, or different players, and may be revealed or unrevealed (or a mix).
- Only the two tokens what were exchanged will change position, any other tokens in the area will stay in place.
- This effect may cause unrevealed action tokens to be placed before revealed tokens, any tokens now placed behind a un-revealed token become locked, even if they were not before.

THE SEWERS



- This will increase most faction's deploy limit from 2 to 3.
- This ability will stack with any other effects that increase a player's deploy limit, such as the action card "**Go, Go, Go!**".

skill ability

Choose one of your units, deploy a unit of that type to the same area without paying its unit cost.

- To resolve this ability simply choose any one of **your** units in play, then deploy a unit of that type for free into **the same area** as the chosen unit.
- The deployed unit may be from either your reserves, or you may re-deploy a unit already in play, so long as it matches the chosen unit's type. You can even use this ability to just re-deploy the originally chosen unit back to the same area (in case you want to heal a wounded unit, or abuse a powerful ability that triggers when a unit is deployed. I'm looking at you Dr. Tyrannosaurus).
- **Champion** is a unit type, so a player may use this ability on one of their champion units, normally this won't accomplish much since in the base game only the **Mutants** have multiple champions. But as pointed out above, there are some tricky use cases for re-deploying a unit back into the same area it started in.
- You do not have to pay the unit cost of the unit you deploy, but any additional costs for deploying a unit (such as the action card "**Police Payoff**") must still be paid.

THE POLICE



- This allows you to look at each enemy target, but only after picking your own.
- The only exception to this is the **Mafia** faction, who may look at each enemy target **before** choosing their own.
- This effect lasts as long as the player controls this area, and that player may re-check enemy targets as often as they like throughout the game turn. **No need to memorize things.**
- This information must be **kept secret** and may not be revealed or even hinted at to other players.

skill ability

Make an attack with any one of your units.

- To resolve this ability simply choose any one of **your** units in play, then make an attack with that unit as normal.
- The attacking unit rolls its normal number of combat dice, and gains any attack bonuses it is normally entitled to.
- This does not trigger a full combat, and no other attacks will take place as a result of this ability. Any casualties will be moved to the appropriate graveyard space, without a chance to counter attack.

THE LABORATORY



You draw an extra card during the DRAW ACTION CARDS step.

- This will increase the number of action cards most factions draw from 3 to 4.
- This ability stacks with any other effects that allow you to draw extra cards during the **Draw Action Cards Step**.

skill ability

Reveal the top card of the action deck: you may play that card for free in The Laboratory or draw it.

- After activating this ability first reveal the top card of the action card deck to all players. Then choose to either:

Play that card in the Laboratory without paying its card cost - **or** - Keep that card for later by drawing it in your hand.

- If you choose to play that card then resolve it just as if you had activated a **card token** in The Laboratory (except without paying its card cost).
- If it is a **local** card, it will only affect the Laboratory, if it is a **global** card it will affect the rest of the board as normal.

THE FACTORY



Your units gain +2 to their attack rolls.

- This ability only affects attacks made by your units, attacks granted by action cards such as "**Public Backlash**" (or other sources) will not enjoy this benefit.
- However this ability **does** affect any attacks your units make **outside of combat**, such as via the skill ability of The Police.
- This ability will not allow a unit without an attack value, such as a basic **patsy**, to attack.
- This ability stacks with any other effects that grant your units bonuses to their attacks, such as the action card "**Military Cache**".

skill ability

Start a battle in any area where you have a unit.

- While you must have a unit in the chosen area to start a battle there, your unit does not need to be able to attack in that battle, so having a patsy in the chosen area will allow you to use this ability there.

THE BANK

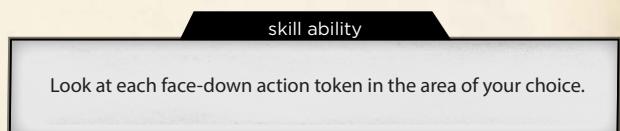


- This ability means **control of The Bank is worth two resources**, instead of the normal one resource that all other areas provide.
- This ability only grants you **one total additional resource**, not one resource per area you control.

THE UNIVERSITY

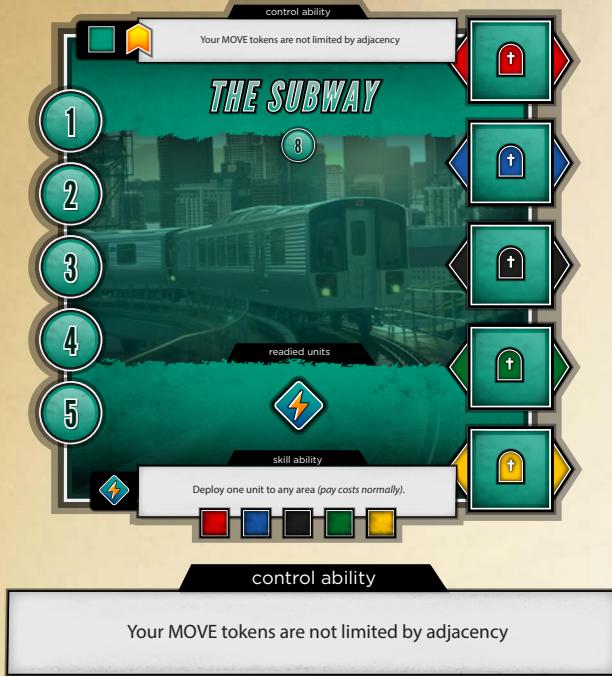


- Control of the University grants all of your **patsies** the **skilled** ability.
- This means those units will become refreshed during the **Refresh Skilled Units Step**, and then may be exhausted during the **Take Actions Step** to activate an area's **skill ability**.
- If a player loses control of The University then any patsies they have that are refreshed (i.e. in an area's **readied units zone**) are immediately exhausted.
- While this ability grants a players patsies the **skilled** ability it **does not** turn those patsies into **talents**. The patsies keep all their usual stats, and they don't count as talents for any plan objectives.
- Skilled patsies **earn 34% more income** on average than their unskilled counterparts. Stay in school kids!



- This ability allows you to look at any unrevealed action tokens in a single area of your choice, however you may not reveal what those tokens are to any other players (including via hints).

THE SUBWAY



- Control of The Subway grants a player more flexibility when activating a **move** token. Now that player may move units from any area in play, not just those that are adjacent to the area with the move token.
- This only affects your move token, if another game effect allows you to move units to or from specifically an adjacent area this won't allow that ability to ignore adjacency.

skill ability

Deploy one unit to any area (pay costs normally).

- This ability allows you to deploy **exactly one** unit of yours to **any one area** of the city (regardless of your deploy limit).
- You **must pay** the normal unit cost of the unit you deploy, and any additional costs for deploying a unit (such as the action card "**Police Payoff**") must still be paid.
- When you activate this ability you **must deploy a unit if able**, that unit may be deployed from your reserves or you may re-deploy one of your units already in play.

THE CHURCH



- Control of the Church allows a player to complete any of their plan objectives **in any order**, instead of having to complete them from top to bottom on a given plan card.
- This ability takes effect immediately, and this area's controller may take advantage of it during the **Score Plans Step** the turn that they took control of the Church.
- Conversely controlling the church at the start of a given turn does not guarantee that player will be able to make use of this ability later during the **Score Plans Step** of that turn should they lose control of the Church.

skill ability

Flip one of your face-up action tokens face-down.

- This ability allows a player to get a **second use** out of one of their action tokens. To resolve this ability simply choose any token in play you have already successfully activated this turn and flip it face down.
- This may cause tokens behind the chosen token to **become locked**, even if they were previously able to be revealed.
- If you are unable (or unwilling) to activate the chosen token a second time **it must be discarded**, even though it had been successfully activated once this turn.
- If you flip a **refunded** token face down **you will gain another resource** the second time it is revealed, cha ching!

THE MUTANTS

THE UNDERCITY AWAKENS

captured enemy markers

ENERGY	CARD	AP	AP
1 AP	1 AP	1 AP	2 AP
1	2	3	4

energy

0	1	2	3	4	5	6	7	8	9	10
---	---	---	---	---	---	---	---	---	---	----

passive ability

ENDLESS ABOMINATIONS: You have six MOTHER OOZE champions.

action token **REFUNDED: GAIN** WHEN REVEALED

BIOMORPH: The player of your choice must sacrifice a patsy in this area (*if able*). If a patsy is sacrificed in this way you may deploy a Mother Ooze to this area without paying its unit cost.

MOTHER OOZE

cost **2** attacks **5** influence **1** toughness **+1**

Heal each of your wounded Mother Oozes at the start of the DETERMINE CONTROL step (*flip them face up*). In each area where you heal one or more Mother Oozes in this way you may deploy a Mother Ooze for free.

PLAN FOCUS:

Have many units in play.

Each of your plan cards will have at least one objective requiring you to have a large number of units in play, to help with this you have a substantially larger unit mix than most factions.

passive ability

ENDLESS ABOMINATIONS: You have six MOTHER OOZE champions.

• By default factions only have a single champion unit, the Mutants however have six of Mother Oozes by their side!

action token **REFUNDED: GAIN** WHEN REVEALED

BIOMORPH: The player of your choice must sacrifice a patsy in this area (*if able*). If a patsy is sacrificed in this way you may deploy a Mother Ooze to this area without paying its unit cost.

- You may choose yourself and sacrifice one of your own paties to this ability, effectively upgrading it into a Mother Ooze.
- If the chosen player has no patsies to sacrifice in this area this token is discarded without effect. Conversely if a player does sacrifice a patsy you are not required to actually deploy a Mother Ooze to this area if you don't want to, as it is a "may" ability.



- While you don't need to pay the unit cost for the Mother Ooze you deploy using this ability, any additional costs for deploying a unit (such as the action card "**Police Payoff**") must still be paid.
- A Mother Ooze you deploy with this ability may come from your reserves, or be re-deployed from play. Including re-deploying one already in this area if you just want to heal a wounded Ooze.
- This token is **refunded**, it grants you one resource when it is revealed, even if you are unable or unwilling to activate it.

MOTHER OOZE

cost **2** attacks **5** influence **1** toughness **+1**

Heal each of your wounded Mother Oozes at the start of the DETERMINE CONTROL step (*flip them face up*). In each area where you heal one or more Mother Oozes in this way you may deploy a Mother Ooze for free.

- Mother Oozes have the **toughness** ability, meaning they survive the first hit assigned to them (*flip them to their wounded side*).
- Mother Oozes are the only units with toughness that heal themselves at the end of each turn, other wounded units must be re-deployed in order to be healed.
- In each area that you heal one or more Mother Oozes in this way you may deploy a Mother Ooze to that area without paying its unit cost. If you heal more than one Mother Ooze **in the same area** you may only deploy a single free Mother Ooze to that area, but if you heal multiple Mother Oozes **in different areas** you may deploy a free Ooze to each of those areas.
- This deploy ability doesn't trigger if you heal a Mother Ooze the normal way by re-deploying it, or if no Mother Oozes were actually wounded going into the **Cleanup Step**.
- You don't need to pay the unit cost for the Mother Ooze you deploy using this ability, any additional costs for deploying a unit (such as the action card "**Police Payoff**") must still be paid.
- Units that are deployed during the **Cleanup Step** will not count towards any plan objectives, as the **Score Plans Step** has already passed.

THE MAFIA

LA COSA NOSTRA

captured enemy markers

+1 ENERGY +1 CARD 1 AP 2 AP

energy

0 1 2 3 4 5 6 7 8 9 10

passive ability

INSIDE JOB : Before selecting your TARGET each turn you may look at **one** enemy TARGET of your choice. If you control the POLICE you may instead look at **each** enemy TARGET before choosing your own.

action token **REFUNDED: GAIN** WHEN REVEALED

HITMAN : Deal a hit to a basic enemy unit of your choice in this area.

champion

THE FIXER

cost 0 attack 5 influence 2 skilled

When you deploy The Fixer you may immediately ready him.

PLAN FOCUS:

Infiltrate enemy targets.

Each of your plan cards will have at least one objective requiring you to control, exterminate, or simply populate areas that were chosen as **targets** by your opponents.

passive ability

INSIDE JOB : Before selecting your TARGET each turn you may look at **one** enemy TARGET of your choice. If you control the POLICE you may instead look at **each** enemy TARGET before choosing your own.

- You always place your **target** last, after all other players have selected theirs.
- If you control The Police you may look at **all enemy targets** before selecting your own, otherwise you may only look at **one enemy target** (of your choice).
- This overrides the usual Police ability, which normally requires you to select your target before looking at any enemy targets.
- You may not reveal** any enemy targets to other players, this includes even hinting at their target locations.



action token **REFUNDED: GAIN** WHEN REVEALED

HITMAN : Deal a hit to a basic enemy unit of your choice in this area.

- When you activate this token you must assign one hit to a basic enemy unit of your choice in this area, this will kill any unit without the **toughness** ability.
- Champions** are not basic units, and may not be chosen as the victim of this effect.
- If there are no basic enemy units in this area then this token **can not be activated** and must be discarded.
- This token is **refunded**, it grants you one resource when you reveal it, even if you are unable or unwilling to activate it.

champion

THE FIXER

cost 0 attack 5 influence 2 skilled

When you deploy The Fixer you may immediately ready him.

- The Fixer is **skilled**, he will be readied during the Ready Skilled Units Step and may be exhausted to activate an area's skill ability.
- While The Fixer is **skilled** he does not have the **talent** unit type, for effects like the action card "**Slip in the Back**".
- Unlike other skilled units The Fixer becomes readied any time he is deployed, place him directly into the **readied units zone** of any area where he is deployed to.
- This ability **does not** allow you to activate an area skill ability that you have already activated this turn.
- The Fixer is only readied when he is deployed, and he will not become readied if he is moved, such as with a **move token**.

THE SCIENTISTS

THE UNION OF MAD SCIENCE

captured enemy markers

+1 ENERGY	+1 CARD	1 AP	2 AP
1	2	3	4

energy

0	1	2	3	4	5	6	7	8	9	10
---	---	---	---	---	---	---	---	---	---	----

passive ability

RESEARCH : Draw 4 cards during the DRAW ACTION CARDS step (instead of 3).

action token

Mr FUSION : Treat as a basic CARD token in every way, except that you may play any number of action cards upon activation. For plan purposes track the number of action cards played with Mr. Fusion each turn below.

0-3	4+	6+	9+
idling	ignition	criticality	singularity

champion

Dr. TYRANNOSAURUS

cost

attack

influence

toughness

Whenever Dr Tyrannosaurus attacks draw an action card.
Whenever Dr. Tyrannosaurus is deployed combat is immediately initiated in that area (if able).

PLAN FOCUS:

Play many action cards.

Each of your plan cards will have at least one objective requiring you to play (or have in hand) multiple action cards.

passive ability

RESEARCH : Draw 4 cards during the DRAW ACTION CARDS step (instead of 3).

• This ability stacks with others that grant additional card draws.

action token

Mr FUSION : Treat as a basic CARD token in every way, except that you may play any number of action cards upon activation. For plan purposes track the number of action cards played with Mr. Fusion each turn below.

0-3	4+	6+	9+
idling	ignition	criticality	singularity

- This token counts as a **card token** for any game effect that cares about card tokens, such as the action card “**Display of Brilliance**”, or plan objectives like “**CARD tokens in 4 areas**”.
- Unlike other card tokens, you are not limited to playing a single action card, instead you may play any number of action cards by activating this token (pay their card costs normally).



- You must play action cards **one at a time**, and only after each card is fully resolved do you decide if you wish to continue playing additional action cards.
- If an action card you play would draw you additional action cards, such as with the card “**Stroke of Genius**”, then those newly drawn cards may be played during the same activation.
- After you have finished playing cards, place a player marker on the appropriate spot of the **fusion track** (below the action token ability) marking the number of cards you have played with Mr. Fusion this turn, discard that marker during the **Cleanup Step**.
- You must play at least one action card with this token to avoid discarding it.

champion

Dr. TYRANNOSAURUS

cost

attack

influence

toughness

Whenever Dr Tyrannosaurus attacks draw an action card.
Whenever Dr. Tyrannosaurus is deployed combat is immediately initiated in that area (if able).

- Dr. Tyrannosaurus has the **toughness** ability, meaning he survives the first hit he is assigned (flip him to his wounded side).
- Dr. Tyrannosaurus draws you a card each time he attacks, this includes when he makes attacks outside of combat such as with the **skill ability** of The Police.
- You draw a card each time Dr. Tyrannosaurus attacks, regardless of whether any of his attacks score any hits.
- Anytime Dr. Tyrannosaurus is deployed a combat **must** take place in that area (if able), you may not decline to use this ability.
- This ability wont trigger when Dr. Tyrannosaurus is moved into an area, such as with a **move token**, only when he is deployed.
- You may re-deploy Dr. Tyrannosaurus to the area **he is already in** just to start a combat there (or to heal him), you must pay his full unit cost like normal.

THE ROBOTS

RISE OF THE MACHINES

captured enemy markers

ENERGY	CARD	1 AP	2 AP							
KILLER	FACTION	1	2							
energy		3	4							
0	1	2	3	4	5	6	7	8	9	10

passive ability

KILLBOTS: Your basic units throw an extra combat die and have TOUGHNESS (). Your GOONS and TALENTS cost an additional () to deploy.

action token

WILD: Treat your WILDS as any basic action token when revealed. (after this token has been resolved it reverts back to being WILD)

champion

BULLY G.O.A.T.

cost (2) attacks (5 5) influence (1) toughness (1) skilled (1)

After you activate a skill ability by exhausting this unit: BULLY G.O.A.T. makes an attack in an adjacent area.

PLAN FOCUS:

Exterminate areas.

Each of your plan cards will have at least one objective requiring you to **exterminate** one or more areas. To **exterminate** an area you need to be the only player with units there (with a minimum of one), and to have killed at least one enemy unit there this turn.

passive ability

KILLBOTS: Your basic units throw an extra combat die and have TOUGHNESS (). Your GOONS and TALENTS cost an additional () to deploy.

- Your units all have the **toughness** ability, meaning they survive the first hit they are assigned (flip them to their wounded side).
- Your basic units each **throw one more dice** than usual, this additional attack is reflected on the icons printed on your unit tokens.
- Your goons cost (3), and your talents cost (2) to deploy, your moles however cost the normal (1) to deploy.
- You have no patsies in your unit mix**, every robot life is precious.

COMPONENT MIX

GOON	MOLE	TALENT
x 5	x 5	x 3

DEPLOY	CARD	WILD
x 2	x 2	x 4

action token

WILD: Treat your WILDS as any basic action token when revealed. (after this token has been resolved it reverts back to being WILD)

- When you reveal a wild token you may choose to play it as if it was any basic token (**card**, **deploy**, **move**, or **battle**).
- If you choose for a wild token to behave as a battle token it will be refunded, and grant you one resource when revealed.
- Once their action has been resolved, wild tokens stop behaving like any other token type. This means a wild token will not count towards action cards like “**Display of Brilliance**”, or “**March the Streets**” even if it was activated as a card or deploy token.

champion

BULLY G.O.A.T.

cost (2) attacks (5 5) influence (1) toughness (1) skilled (1)

After you activate a skill ability by exhausting this unit: BULLY G.O.A.T. makes an attack in an adjacent area.

- Bully G.O.A.T. is **skilled**, it is readied during the Ready Skilled Units Step and may be exhausted to activate an area’s skill ability.
- While Bully G.O.A.T. is **skilled** it does not have the **talent** unit type, for effects like the action card “**Slip in the Back**”.
- If Bully G.O.A.T. is **exhausted** to activate an area’s skill ability it will get to make a special attack in an adjacent area, you must fully resolve the skill ability before making this attack.
- This special attack functions much like a regular attack, except you **must** choose to resolve it in an area **adjacent** to Bully G.O.A.T., Bully G.O.A.T. may not attack in its own area this way.
- Any attack bonuses or extra dice granted to Bully G.O.A.T. by action cards or abilities **will also** apply to this special attack.
- No other combat will take place in the area targeted by Bully G.O.A.T.’s special attack, nor will any killed units get to retaliate.

THE BANKERS

OMNI FINANCIAL GROUP

captured enemy markers

ENERGY	CARD	1 AP	2 AP
1	2	3	4

energy

0	1	2	3	4	5	6	7	8	9	10
---	---	---	---	---	---	---	---	---	---	----

passive ability

THE RICH GET RICHER: At the start of each turn you gain

action token

CREDIT FREEZE: Opponents must pay each time they reveal an action token in this area in order to activate that token.

champion

THE GNOME OF ZÜRICH

cost attack influence

When one of your units in this area is assigned a hit you may pay to prevent it.

When The Gnome of Zurich rolls a hit in combat gain .

PLAN FOCUS:

Control many areas.

Each of your plan cards will have at least one objective requiring you to control many areas.

passive ability

THE RICH GET RICHER: At the start of each turn you gain

action token

CREDIT FREEZE: Opponents must pay each time they reveal an action token in this area in order to activate that token.

- Your gain two bonus resources at the start of each turn, this includes the first turn.
- Once this token is activated, each opponent must pay to activate a token in this area, this is in addition to any other costs associated with activating that token.
- If an enemy player is unwilling or unable to pay this cost, then that token must be discarded without effect.
- If an opponent has multiple tokens in this area, then this cost will apply to each token an opponent would activate here.



- This cost still applies even if an effect would cause an enemy token to be placed face-down on a lower numbered token spot than an activated Credit Freeze (such as an earlier token being flipped face-down by the skill ability of the church).
- This token may be activated and kept in play even if there are no enemy tokens in the area to be affected by its ability.

champion

THE GNOME OF ZÜRICH

cost attack influence

When one of your units in this area is assigned a hit you may pay to prevent it.

When The Gnome of Zurich rolls a hit in combat gain .

- When a hit is assigned to **any of your units** in the same area as the Gnome of Zurich (including the Gnome himself) you may pay a cost of to cancel that hit with no effect.
- This includes hits assigned to your units from special abilities like the Mafia's **hitman** action token.
- This ability has no effect when you are forced to **sacrifice** a unit.
- The Gnome of Zurich gains you a resource each time he rolls a hit when attacking, this includes when he makes attacks outside of combat such as with the **skill ability** of The Police.
- If Gnome of Zurich is granted additional attack dice, such as with the action card "**Massacre**", you will gain a resource for each of those dice that roll a hit when he attacks.
- Wow, the Gnome of Zurich has a whopping four influence!

THE COMMUNISTS

THE NEW COLLECTIVE

captured enemy markers

+1 ENERGY	+1 CARD	+1 AP	+2 AP
1 AP	1 AP	1 AP	2 AP
1	2	3	4

energy

0	1	2	3	4	5	6	7	8	9	10
---	---	---	---	---	---	---	---	---	---	----

passive ability

PEOPLE'S ARMY : When you activate a DEPLOY token you may deploy one additional PATSY to that area (this doesn't count against your deploy limit).

action token

 **RISE UP :** Your PATSIES in this area each produce 

champion

COMMISSAR PAPOVA

cost  attack  influence  skilled 

 After you activate a skill ability by exhausting this unit: make an attack of  in this area for each of your patsies here.

PLAN FOCUS:

High influence in areas.

Each of your plan cards will have at least one objective requiring you to have a large amount of influence in one or more areas.

passive ability

PEOPLE'S ARMY : When you activate a DEPLOY token you may deploy one additional PATSY to that area (this doesn't count against your deploy limit).

- This effectively grants you one additional deploy limit, but that extra deploy limit may only be used to deploy a pasty.
- If any effect would increase the cost of deploying units, such as the action card "Police Payoff", that additional cost will apply to deploying patsies in this way.
- You have **twelve patsies** in your unit mix, which is like a lot.

action token

 **RISE UP :** Your PATSIES in this area each produce 

COMPONENT MIX

 x 4	 x 4	 x 2	 x 12	 x 1
 x 3	 x 3	 x 1	 x 1	 x 1

- Once this token is activated your patsies in this area each produce one influence.
- This only applies as long as those patsies are in this area, if any patsies ever leave this area then this ability will no longer apply.
- Conversely any of your patsies that would enter this area after the token was activated will produce influence.
- If an effect prevents units from producing influence in this area, such as the action card "Stand Down", then your patsies will not produce any influence here.
- This token may be activated even if you have no patsies in the area, you are not forced to discard it even if it has no effect.

champion

COMMISSAR PAPOVA

cost  attack  influence  skilled 

 After you activate a skill ability by exhausting this unit: make an attack of  in this area for each of your patsies here.

- Commissar Papova is **skilled**, she is readied during the Ready Skilled Units Step and may be exhausted to activate a skill ability.
- While Commissar Papova is **skilled** she does not have the **talent** unit type, for effects like the action card "Slip in the Back".
- If Commissar Papova is **exhausted** to activate an area's skill ability you make a series of special attacks, you must however fully resolve the skill ability before making this move.
- After fully resolving that skill ability you make a number of attacks at 7 equal to the number of patsies you have in this area.
- These attacks may target different players.
- While the number of attacks you make is determined by the number of patsies you control here, neither the patsies or Commissar Papova are considered to be doing the actual attacking, so cards or abilities that modify a unit's attack will not affect this.

THE ALIENS

THE CENTARI INVASION

captured enemy markers

+1 ENERGY	+1 CARD	+1 ENERGY	+1 CARD	+1 LAP	+1 PP
1AP	1AP	1AP	1AP	1AP	1AP
1	2	3	4	5	6

energy

0	1	2	3	4	5	6	7	8	9	10	11
---	---	---	---	---	---	---	---	---	---	----	----

passive ability

TELEPORTERS : Cards and abilities can't prevent your units from entering or leaving areas.

action token

 **INVADE :** Treat this as a basic **DEPLOY** token in every way, except that you have no deploy limit for this action.

champion

KAU THE OMNIPOTENT

cost	+1	attack	1	influence	!	toughness	+1
------	----	--------	---	-----------	---	-----------	----

Enemy champions may not be moved or deployed into the same area as Kau the Omnipotent.



action token

 **INVADE :** Treat this as a basic **DEPLOY** token in every way, except that you have no deploy limit for this action.

- This token counts as a **deploy token** for any effect that cares about deploy tokens, such as the card “**March the Streets**”.
- This token functions identically to a basic deploy token when activated except you have no **deploy limit** for this action, instead of the default deploy limit of 2, allowing you to deploy as many units as you can afford to pay for.
- You must deploy at least one unit when activating this token to avoid having to discard it.

champion

KAU THE OMNIPOTENT

cost	+1	attack	1	influence	!	toughness	+1
------	----	--------	---	-----------	---	-----------	----

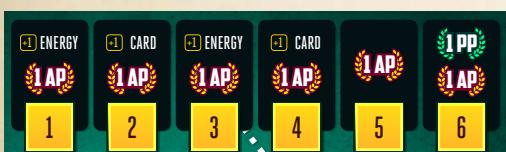
Enemy champions may not be moved or deployed into the same area as Kau the Omnipotent.

- Kau the Omnipotent has the **toughness** ability, meaning he survives the first hit he is assigned (flip him to his wounded side).
- Kau the Omnipotent stops champion units from enemy players from moving or deploying into Kau’s area. This includes deploying them via action cards like “**Mobilize**” or the Subway’s skill ability.
- Kau has an attack value of 1, which means under normal circumstances he can’t miss when attacking.

PLAN FOCUS:

Possess enemy markers.

Each of your plan cards will have at least one objective requiring you to possess one or more **enemy markers** (enemy markers are claimed when you take control of an area belonging to an enemy).



- You may claim six enemy markers, instead of the usual three. This means you can gain more energy, cards, and area points from collecting enemy markers than any other faction.

passive ability

TELEPORTERS : Cards and abilities can't prevent your units from entering or leaving areas.

- This effect allows you to ignore any action cards or special abilities that would restrict your unit’s movement. This includes allowing you to completely ignore payment based effects like the action card “**Police Payoff**”.

THE CULT

THE CHURCH OF DOOM

captured enemy markers

KILLER	FACTION	1	2	3	4		
energy		0	1	2	3	4	5

passive abilities

MYSTIC CABAL: You place your action tokens for free.

DEATH CULT: Your units don't produce 🎖, but you gain one 🎖 in each area for every enemy unit you've killed there, and your **PATSIES** have an attack of 7

action token

NOTHING **SECRETIVE**: These tokens do nothing (remove them when revealed).

champion

BASTA, ROBED IN NIGHT

cost 0

 When Basta, Robed In Night leaves an area, a player of your choice must sacrifice a unit from the area that she left.
Deploying Basta doesn't count against your deploy limit.

PLAN FOCUS:

Kill enemy units.

Each of your plan cards will have at least one objective requiring you to kill a large number of enemy units.

passive abilities

MYSTIC CABAL: You place your action tokens for free.

DEATH CULT: Your units don't produce 🎖, but you gain one 🎖 in each area for every enemy unit you've killed there, and your **PATSIES** have an attack of 7

- Unlike other factions you do not have to pay a cost of 1 to place an action token, this allows you to freely to play all of your tokens each turn.
- Your starting energy is a mere 4 to compensate for this ability.

DEATH CULT: Your units don't produce 🎖, but you gain one 🎖 in each area for every enemy unit you've killed there, and your **PATSIES** have an attack of 7

- **None of your units ever produce influence**, this is reflected in the lack of influence icons printed on your unit tokens.
- Instead you **gain one influence for each unit you kill** in an area, to calculate this simply count the number of units you have placed on your graveyard space in a given area this turn.

COMPONENT MIX

GOON	TALENT	PATSY	BASTA
x 6	x 6	x 6	x 1

DEPLOY	CARD	MOVE	NOTHING
x 3	x 3	x 1	x 4

- If any effect would cause units to leave an area's graveyard (such as the action card "All Hallow's Eve") those unit will no longer generate influence for you.
- You have no **moles** in your units mix, but your **patsies** have an attack of 7, as reflected on your unit tokens.

action token

NOTHING **SECRETIVE**: These tokens do nothing (remove them when revealed).

- Yup, these tokens can not be activated, they produce no influence, and they must be discarded after being revealed.
- But hey, they were free to place! I suppose if you are the tricky type you can try to use them to bluff your opponents.
- On second thought you can use them to fill up areas to ensure combat markers get placed in those areas, given that **you do not have a battle token** that might prove pretty important...

champion

BASTA, ROBED IN NIGHT

cost 0

 When Basta, Robed In Night leaves an area, a player of your choice must sacrifice a unit from the area that she left.
Deploying Basta doesn't count against your deploy limit.

- When Basta, Robed in Night leaves an area (by being moved or re-deployed away from that area), you **must** choose an enemy player, that player sacrifices one of their units there if able.
- The selected enemy player **gets to choose** which of their units that they sacrifice, but they must sacrifice a unit located in the area that Basta just left, not in her destination or any other area.
- Basta **must actually enter a new area** for this ability to trigger, if you re-deploy her to the same area where she was already located then this ability will not trigger.
- The **toughness** ability will not prevent an enemy unit from being sacrificed.

ACTION CARDS

This section offers clarifications for some of the game's action cards, this is far from a comprehensive list of the entire deck and its various interactions.

All Hallow's Eve

"Return up to four of your killed units to play (skilled units are exhausted, two sided units are placed face up.)"

- Those units return to play in the area where they were killed.
- These units will no longer count as kills for plan purposes.
- This effect does not count as deploying those units, so this will not cause any effect that triggers when a unit is deployed, (like **Dr. Tyrannosaurus** starting combat), and is not affected by action cards that tax deploys like **Police Payoff**.

Benevolent A.I.

"Draw an action card, you may play an additional card when activating your CARD tokens"

- The ability to play an additional action card off each CARD token takes effect immediately, allowing you to play an additional card with the same token you used to play the **Benevolent A.I.**

Go With God (also Military Cache, Massacre, Total War)

"Units attacking you suffer -2 to their attack rolls"

- These cards only affect attacks made by units, and not attacks like the ones made by the action card **Public Backlash**.

Blackstone Encryption

"Choose any area where you have a unit: activate that area's skill ability as if you had a readied unit there."

- This allows you to activate a skill ability in any area where you have a unit, even if that unit is neither skilled nor readied. Place one of your player markers on that area's skill ability track just as if you

activated that skill ability normally.

- You may not use this effect in an area if you have already activated the skill ability of that area this turn.

Cease Fire

"Units may not attack in this area."

- This only prevents units from attacking, it does not affect attacks from action cards such as **Public Backlash**.
- This will prevent combat from taking place in this area, so effects that start combat may not be activated here, such as **battle tokens**, or the factory's skill.

Chicago Airlift

"You may move any of your units in play to this area."

- This ability isn't limited to adjacent areas.

Display of Brilliance (also March the Streets)

"Your CARD tokens in this area each produce an additional 2 influence."

- This effect adds two additional influence to the appropriate action tokens, making each of those tokens produce three total influence each, instead of their usual one.
- This effect only applies to tokens that have been activated and remain in play. If a token is discarded without being activated, or somehow removed later it will no longer produce additional influence.
- This ability does not affect **The Robot's WILD** tokens, even if they were activated as a token of the appropriate type.
- This ability does however affect **The Scientist's Mr. Fusion** token, as that token specifically says "*treat this token as a basic CARD token in every way, except...*".

High Noon

"Choose a basic unit in an enemy's reserves, and a unit of the same type from yours. Place both of those units in this area for free."

- You may only select a unit type that both players have in their reserves.
- You must place both of those units when resolving this effect.
- "Placing" a unit in an area is not the same as deploying a unit, and will not be affected by cards like **Police Payoff**.

Let God Sort Them Out

"Each player must sacrifice a number of units equal to the number of areas they control."

- The sacrificed units may come from any area, not just each area that player controls.
- The person who played this card must also sacrifice the appropriate units.

Mobilize

"Deploy two units to this area without paying their unit costs."

- This effect allows a player to deploy units without paying their unit cost, but this deployment will still be affected by additional costs like the action card **Police Payoff**.

Slip in The Back

"Deploy a talent to this area without paying its unit cost, then ready that unit."

- This effect allows a player to deploy a talent without paying its unit cost, but this deployment will still be affected by additional costs like the action card **Police Payoff**.
- This ability only allows a player to deploy a Talent unit, you may not deploy any other skilled units with this ability, such as **The Fixer**, or **Bully G.O.A.T.**
- This will not allow a player to activate the same area skill ability more than once in a turn.

Police Payoff

“Opponents must pay an additional **1** for each unit they deploy or move into this area.”

- This cost is in addition to any other costs, multiple copies of this card will stack.
- If an effect allows a player to deploy a unit without paying its unit cost they must still pay this additional cost.
- This cost must be paid for **each** unit an enemy player wishes to deploy or move into this area.
- **Police Payoff** has no effect on **The Aliens**, as their **Teleporters** ability negates it.

Public Backlash (also Fish in a Barrel)

“Make 2 attacks at 5 in this area.”

- These attacks are not effected by any cards or abilities that modify the attacks of your units, like **Military Cache**, **Massacre**, **Go with God**, or the control ability of **The Factory**.
- Each attack must be resolved one at a time, and may target different players.
- You must target an enemy player with units in this area, if able. You may not decline to take any of these attacks.

Trapped Like Rats

“Choose an opponent, they sacrifice a unit in this area. Units may not leave this area.”

- You must target an enemy player with units in this area, if able.
- The **Toughness** ability won’t prevent a sacrificed unit from being killed.
- No remaining units may leave this area this turn, this includes moving them via a MOVE token, re-deploying them, or placing those units somewhere else with a special ability.
- **Trapped Like Rats** has no effect on **The Aliens**, as their **Teleporters** ability negates it.

Stand Down

“Units do not contribute influence in this area.”

- This will stop the Communist’s patsies from producing influence with the **Rise Up** action token.
- This **will not** prevent the Cult from gaining influence for each of their kills in an area, even if those kills came from units.

To the Death

“Start a battle in this area, then any player with surviving units may choose to repeat this effect (until no player wishes to continue).”

- If no battle may take place in this area (for example the only units remaining in the area have no attack values), then this effect comes to an end.
- As soon as one battle concludes and player with units in the area may instigate another battle, this continues until all players with units in the area agree to stop (or a battle can no longer take place in this area).
- At the conclusion of a battle any player may instigate an additional battle even if that player had previously voted against further battles. Sometimes the tides of war shift in your favor unexpectedly.

Market Instability

“Each opponent must pay **1** able.”

- Any opponent who has either energy or resources left must pay this cost.
- Your opponents do not make this payment to you, instead they simply deduct the appropriate amount of energy or resources from their faction sheet.

Blown Cover

“Start a battle in this area, all units roll at +4 for this battle. Gain 2 influence in this area.”

- You gain the two influence in this area even if no battle actually takes place.
- The +4 modifier stacks with any other modifiers, and includes enemy units.
- You don’t need to have any units in this area to trigger this battle, let them fight!

3 **SUITCASE NUKE**
(this card may not be selected as a target)
You may sacrifice a unit in this area to kill all other units, remove all action tokens, and discard the control marker from here.
If you do, no player may control this area for the rest of the turn, and you have exterminated this area.

Suitcase Nuke

“You may sacrifice a unit in this area to kill all other units, remove all action tokens, and discard the control marker from here.”

If you do, no player may control this area for the rest of the turn, and you have exterminated this area.”

- This card may not be selected as a target, if this card is revealed when placing the **neutral player marker**, draw a new card.
- If a player plays this card, but is unable or unwilling to sacrifice a unit in that area then the card will be discarded with no effect.
- This effect kills all units in that area (even if they have toughness), removes all action tokens (revealed and unrevealed), and removes the control marker.
- This area will be uncontrolled after this effect resolves (its previous owner no longer has that area’s control ability). No player may gain control of it for the rest of the turn, even if they manage to produce influence or place units there.
- Resolving this effect counts as exterminating this area even if that player kills no enemy units there.
- Boooooooooooooom!

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end phase

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Check for victory
Collect upgrades
Cleanup
Refresh skilled units

VICTORY POINTS

area points



Earned by controlling TARGETS, enemy areas, and The Capitol.

plan points



Earned by completing plan objectives.

BASIC ACTION TOKENS

type	ability
DEPLOY	Deploy units to this area up to your deploy limit by paying their unit costs.
CARD	Play one action card in this area by paying that card's cost.
MOVE	Pay to move any number of units from adjacent areas to this area.
BATTLE	REFUNDED: GAIN WHEN REVEALED Start a battle in this area.

DEFAULT BASIC UNIT STATS

type	cost	attack	influence
GOON	2	x2	
MOLE	1	x2	
PATSY	0	N/A	N/A
TALENT	1	x2	

SKILLED: Talents are skilled, refresh them each END PHASE, they may be exhausted as an action to activate an area's skill ability.

COMMON TERMS

EXTERMINATE: You have exterminated an area if [1] you are the only player with one or more units in that area and [2] you have killed at least one enemy unit in that area this turn.



TOUGHNESS: When a unit with toughness is assigned a hit flip it to its **wounded** side. When a wounded unit is assigned another hit it is then killed. **Units stay wounded until re-deployed.**