

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 white neutral 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)
- 160 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.



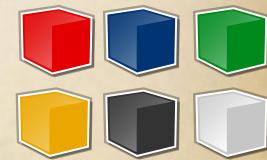
## ACTION TOKENS

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 white **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, and saved from turn to turn. 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 shown 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.



**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 bescore a hit.

## 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 faction's 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



**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 even if no player has scored either 12 area or plan points..

**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.

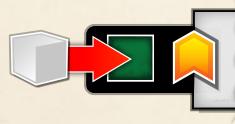
## ACTION CARDS

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 a **target** reveal an additional card in this way). Place the white 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 space of the score board's **capitol tokens & turn track**.



## DETERMINE FIRST PLAYER

The **first player** should be determined at random, then give the **first player marker** card to that player. 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.

Give 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 action tokens (face down) and their units 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.

## PUBLIC INFORMATION

The contents of a player's reserves are public information with a few exception:

A player must share the number of **action cards** they have in hand, but not what cards they have.

Likewise a player must share the number of **action tokens** they have in their reserves, but they keep those tokens face down.

A player only reveals their **plan cards** if they are scoring them at the end of the turn.

The rest of a player's reserves, such as a player's current **energy**, **resources**, **unit tokens**, **capital tokens**, **captured markers**, and so forth are all public information.

## 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.

Promises are the only things that may be traded between players, resources, 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. Cleanup
8. Refresh skilled units



## FACTION SHEET BREAKDOWN

**1** **2** **3** **4** **5**

**1. Faction Banner:** The icon used to identify any 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. Each step of the **Start Phase** is performed simultaneously by each player.

## THE RESET ENERGY STEP

Players 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, and place it face down along the bottom of the score board below the **label** that matches their **player color**.



The area shown at the top of that action card determines the player's **target** for the turn. Only the location shown at the top of the card matters when it is selected as a **target**, any other text on a card will be ignored once that card is selected as a **target**.

**TARGET THE BANK**



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 they are not the player that 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. Then players will reveal and activate those tokens. 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.

**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. Once all of these spaces are taken no more action tokens may be placed in that area. 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 an action token is placed on the numbered spot that matches 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 an action token on the 4th spot of The Sewers. Since she is playing in a four player game, so she also places a **combat marker** in the center of the sewers. In a five player game a combat marker would not be placed there until the 5th spot was taken.



### 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 resolved one of these actions play continues to the next player until all players have passed.

## 1) REVEALING AN ACTION TOKEN

Revealing a token is the most common action taken in this step. 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 that token without effect.

An action token may only be revealed if there are no face down tokens placed before it on that area's 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 actually resolve its action in order to keep the token in play. A player cannot, for example, reveal a **card token** and keep it in play 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 a cost icon on the token. If a player does not pay this cost, the token must be discarded when revealed.



Some tokens grant their owner a resource when they are revealed. 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 token is discarded without effect.



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 pass 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 a skill ability a player first picks an area where they have at least one **readied** unit and then 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 they are activating it 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 that 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 when they 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: move up to 3 of your units to this area from any areas, then each of your patsies here attack with +2 to their rolls.**" She declines to move any units, but then 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 other 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.

**A player may still declare themselves locked even if they can activate an area's skill ability.** 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

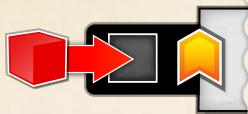
This step is performed in **area order**. In this step players will resolve ownership of each area of The City. Control of an area is granted to the player with the **most influence** in that area.

To calculate each player's influence in an area tally the total number of influence icons owned by that player in that area. If that player already controls the area they start with one influence there. Influence is also often produced by a player's units and action tokens in that area. Finally some action cards grant players additional 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 her one influence, and the mole provides her 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 initially 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: Whomever controls the targeted area will gain that target's **area point**, even if that player didn't initially place that target.

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 those cards. It is possible to earn multiple **area points** from the control of a single area in this way 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.

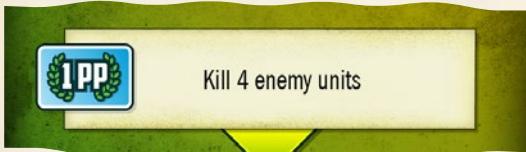
**2) Plan Point Value:** Completing an objective will earn that player the number of **plan points** shown here.

**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.

## THE SCORE PLANS STEP

This step is performed in **player order**, starting with the first player and moving clockwise around the table.

During the **Score Plans Step** players will take turns revealing and scoring plans for which they have completed any objectives.



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.

If a player qualifies for one or more objectives on a plan card they may reveal that card to all players, they then publicly verify that have met the requirements for those plan objectives.



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 at 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.

## 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 upgrade**, 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 **ever leaves an area or loses the skilled ability**, it immediately becomes **exhausted and is 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. Action tokens in your reserves are kept face-down.

## 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 readied**.

To avoid discarding a deploy token, a player **must actually deploy at least one unit when activating it**. That player may however re-deploy units already in that area (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 University) 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 **always place that unit face-up on its front side** (showing its unit cost).

This is true even when re-deploying a face down unit, so re-deploying a wounded unit can effectively heal it since you always place a unit on its front side when it is deployed. This is normally the only way wounded units can be healed.

# 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 **0** (easy to do!), then she resolves its effect.

This is a **local** card so its effect is limited only to the area where the card token was activated, in this case that area is The Subway (ignore the target at the top of the card when resolving its effect).



Since it is a **rule** card 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 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 at least one unit must actually be able to roll an attack against an enemy player. If this is not possible (because there aren't any units with attacks in that area, for example) then that token must be discarded.

**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.



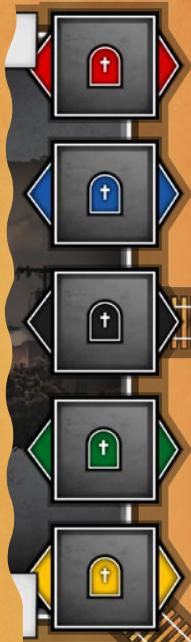
This process is then repeated for each of the attacker's units. **All units able to attack in combat MUST attack; players may not decline to attack with a unit.**

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 matching the color of the player who did the killing (not the color of the victim).



**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 readyed 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's only unit in this area is her 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, but any time a player deploys (or re-deploys) a two sided unit they place it on its face-up side. This allows a player to “heal” a wounded unit by re-deploying it (and paying its unit cost).

Moving a wounded unit with a **move token** will **not** heal it.

**Toughness** will **not** prevent a unit from being **sacrificed**.

## 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 player’s 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 a 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 or moved.

**Example:** The Mafia's **upgrades** 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 ability will not be triggered.

## 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**.

## UNIT ABILITIES

By default the special abilities of units only apply when that unit is in play. A unit is considered in play if it is located in an area, and it has not been killed.

If a unit is in a players reserves, or has been killed, then its abilities will not have any effect (unless those abilities explicitly say they work from the reserves or graveyard).

**Example:** "**Enemy champions may not be moved or deployed into the same area as Kau the Omnipotent**" only applies if Kau is alive in an area, not killed in that area's graveyard.



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## ORDER OF PLAY

start phase

- Reset energy
- Draw action cards
- Select plans
- Select TARGETS

main phase

- Place action tokens
- Take actions
- Combat

end phase

- Determine control
- Collect resources
- Score TARGETS
- Score plans
- 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.



discard this token if no units are deployed when activating it



**CARD**

Play one action card in this area by paying that card's cost.



discard this token if no action card is played when activating it



**MOVE**

Pay **2** to move any number of units from adjacent areas to this area.



discard this token if no units are moved when activating it



**BATTLE**

**REFUNDED: GAIN** **WHEN REVEALED**

Start a battle in this area.



discard this token if no units can attack when activating it

## DEFAULT BASIC UNIT STATS

type

cost

attack

influence



**GOON**



**MOLE**



**PATSY**



**N/A**



**TALENT**



**SKILLED:** Talents are skilled, refresh them each END PHASE, skilled units 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 units in that area (you must have at least one) 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, instead of killing it, flip it to its wounded side. When a wounded unit is assigned another hit it is then killed. Units stay wounded until re-deployed.