THE GOAL

Be the first to discard all of your cards.

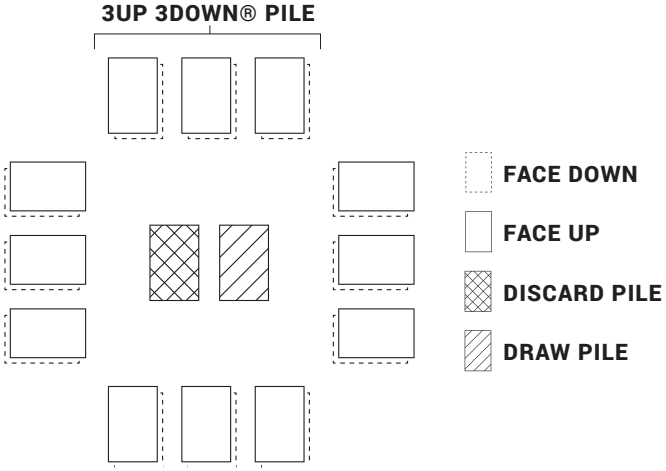
SETUP

1. Shuffle the deck; then, distribute three cards, face down, to each player. You may not look at these 3DOWN cards.

2. Distribute six additional cards, face down, to each player. You may look at these cards. Select three of these cards and place them face up on your 3DOWN cards to create your 3UP 3DOWN® pile, as shown below.

3. You should now have three cards in your hand, and a 3UP 3DOWN® pile in front of you.

4. Place the remaining shuffled cards face down in the playing area, creating the draw pile.



TAKING YOUR TURN

Play occurs in a clockwise direction, as each player takes turns discarding cards, one at a time, from their playing hand. Note: You may choose to play "multiples" on your turn (i.e., two or more of the same card).

The value of the card you play must be equal to or greater than the value of the card in the discard pile. Note: You may play any card on an open/cleared discard pile.

The "Clear", "Clear + 1", and "Clear + 2" cards are greater in value than all numbered cards. Refer to the "CLEAR CARDS" section for how to play each type of Clear card.

If you have a card in your hand that you can play, you must play. Once you've played, you finish your turn by drawing from the available discard pile until you again have three cards in your hand.

If you can't play, you must pick up the cards in the discard pile and add them to your playing hand, and your turn ends. Note: If you have more than three cards in your hand when you finish your turn (because at some point you had to pick up the cards in the discard pile), you are not allowed to take a card from the draw pile.

You may only play from your 3UP 3DOWN® pile once the draw pile is gone and you have discarded the cards in your playing hand. At that point, you may play your 3UP cards, one at a time - or as multiples - on your turn. If you have to pick up the cards in the discard pile, you can't play any of your remaining 3UP cards until you have played all of the cards in your hand.

Once you have played all of your 3UP cards, you can flip over and play one 3DOWN card on each turn. If you are unable to play your 3DOWN card and have to pick up the cards in the discard pile, you can't look at or play any of your remaining 3DOWN cards until you have played all of the cards in your hand.

Note: You do not need to reveal your 3DOWN card to the other players if you are unable to play.

You win when you are the first to play your final 3DOWN card!

CLEAR CARDS

There are three types of Clear cards: "Clear", "Clear + 1", and "Clear + 2". When any of the Clear cards is played, all of the cards in the discard pile (including the Clear card variant) are removed (or, "cleared") from play for the remainder of the game. Clear cards are greater in value than all numbered cards.

CLEAR
7 CARDS

When played, the discard pile is cleared, and your turn ends.

CLEAR + 1
6 CARDS

When played, the discard pile is cleared, plus, you must perform one more action to complete the "+1" portion of your turn (i.e., you must discard another card from your playing hand, though you have the option to discard "multiples"). Note: You have the option to draw a card from the draw pile prior to your "+1" play.

CLEAR + 2
1 CARD

When played, the discard pile is cleared, plus, you must perform two more actions to complete the "+2" portion of your turn (i.e., you must discard another card from your playing hand for the "+1" play, and another card for the "+2" play. Note: You have the option to discard "multiples" for both the "+1" and "+2" plays). Additionally, you have the option to draw a card from the draw pile prior to your "+1" play, and then again prior to your "+2" play.

Note: If the "Clear + 2" card is played from the 3UP 3DOWN® pile, and the value of the second card played is less than the value of the first card played, the player must pick up the cards in the discard pile.

NUMBERED CARDS

70 CARDS

To play a numbered card, the value must be greater than or equal to the value of the card in the discard pile.

Note 1: You may play "multiples" of the same numbered card on your turn. Also, three or more of the same-numbered card played consecutively (by the same or different players), act as a "Clear" card, and the discard pile is removed from play.

Note 2: The card colors are not significant for purposes of play; however, for quicker games with 2 to 4 players, consider using cards with only one or two of the colors, as desired.

OTHER INFO & OPTIONAL RULES

1. Though play is complete as soon as one player discards all of his/her cards, the game can be continued as the other players discard their remaining cards.

2. You may choose to disregard the rule that "if you have a card in your hand that you can play, you must play." Thus, even if you have a card that can be played, you may choose to draw a card from the draw pile.

3. A "1" card can be used as a "reverse" card, which switches the direction of the game play (i.e., from clockwise to counterclockwise).

4. A point system can be implemented across multiple games to determine the ultimate champion (by adding together the face value of the cards that each player has in his/her hand at the end of each game. Note: "Clear", "Clear + 1", and "Clear + 2" cards add 15, 20, and 25 points, respectively, to a player's total). The player with the lowest overall score is the winner.

5. Once the 3UP 3DOWN® cards are set up, randomly select players to switch 3UP 3DOWN® piles; or, allow players to select cards from their own hand as the 3UP cards for another player.

6. If four of the same-colored cards are played consecutively (without the the discard pile being cleared), the player of the fourth card may choose to substitute one card from his/her playing hand with one card from his/her 3UP pile.

OK 2 WIN
Ages 7+ • 2-6 players • For fun with more players, just add another deck!
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