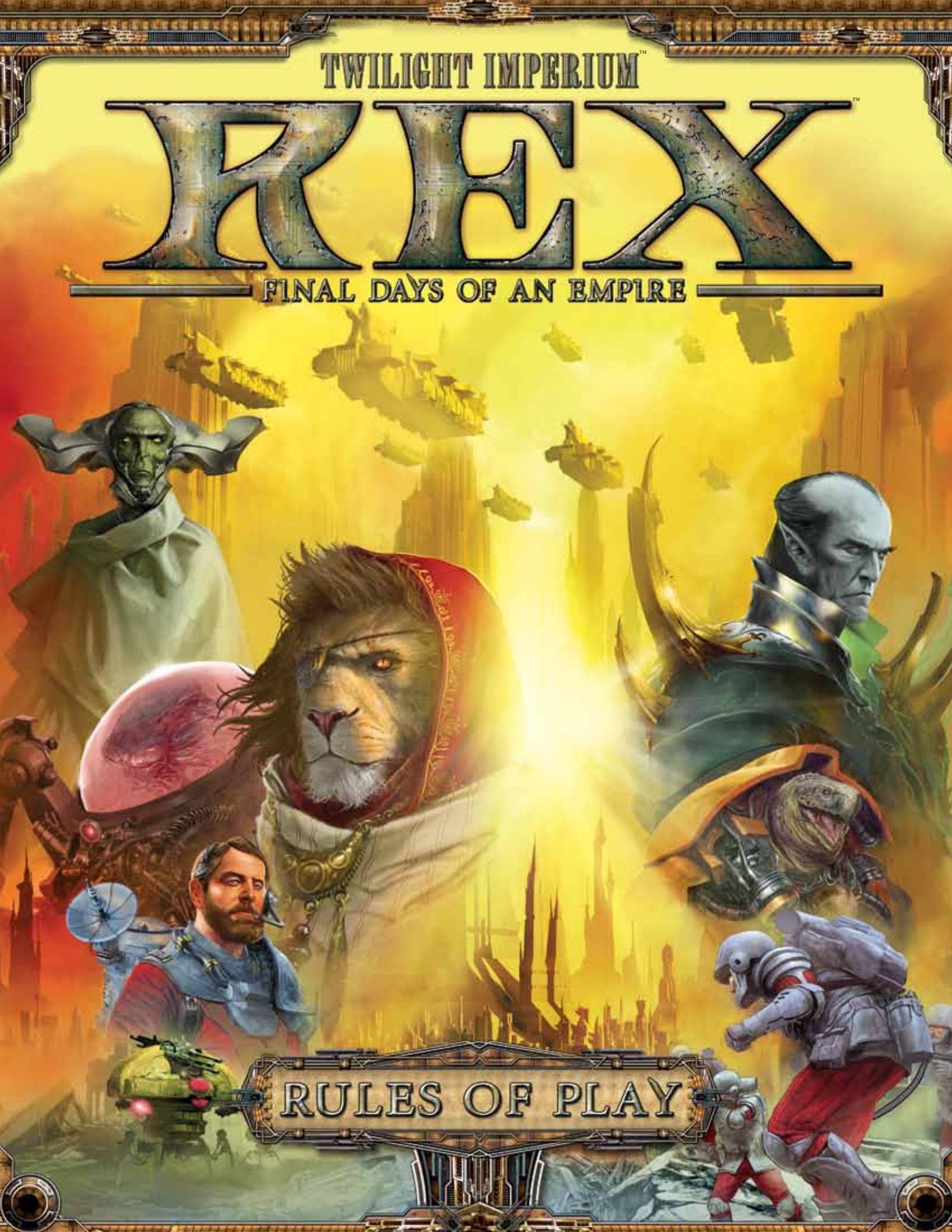
TWILIGHT IMPERIUM™

# REX™

## FINAL DAYS OF AN EMPIRE



## RULES OF PLAY

TWILIGHT IMPERIUM™

# REX

FINAL DAYS OF AN EMPIRE

## GAME OVERVIEW

*Rex* is a strategy board game for three to six players, set in the *Twilight Imperium* universe. During a game of *Rex*, each player takes the role of one of the great races attempting to control Mecatol City. Each race has a set of unique economic, military, strategic, or treacherous advantages that allows it to control certain aspects of the game or even win the game with a unique victory condition.

In each game round, players move their units about the game board attempting to collect influence (the main resource in *Rex*) and conquering areas of Mecatol City.

Though combat and conquest are elements of the game, the heart of the experience is about diplomacy, treachery, and brittle alliances. Players must be careful who they trust, and always be wary of sneaky and often sudden victories.

## OBJECT OF THE GAME

To win a game of *Rex*, players must conquer Mecatol City by controlling STRONGHOLDS or fulfilling their race's special victory condition. The game ends when one player controls **three** strongholds at the end of a game round. Multiple allied players can also win the game as a group, though they are required to control more strongholds.

If no player has won the game by the end of the 8th game round, the game ends and a winner is determined (see "Winning the Game" on page 13).

Some races also have special ways to win the game, as summarized on the "Special Victory" section of their race sheets (see page 14).



## COMPONENTS

*Rex* includes the following components:

- This Rulebook
- 1 Game Board
- 6 Race Sheets
- 120 Unit Tokens consisting of:
  - 20 Hacan Units
  - 20 Jol-Nar Units
  - 15 Lazax Units
  - 5 Lazax Mechanized Units
  - 20 Letnev Units
  - 20 Sol Units
  - 20 Xxcha Units
- 84 Cards consisting of
  - 16 Influence Cards
  - 42 Strategy Cards
  - 12 Ally Advantage Cards
  - 8 Betrayal Cards
  - 6 Reference Cards
- 36 Small cards
  - 30 Traitor Cards
  - 6 Bombardment Cards
- 113 Tokens consisting of:
  - 1 Destroyed Shield Token
  - 1 Demolished Location Marker
  - 30 Leader Tokens
  - 8 Game Round Prediction Tokens
  - 5 Race Prediction Tokens
  - 1 First Player Token
  - 67 Influence Tokens
- 2 Battle Dials consisting of:
  - 2 Dial Backplates
  - 2 Dial Wheels
  - 2 Leader Holders
  - 6 Plastic Connectors
- 1 Dreadnought Fleet Figure consisting of:
  - 3 Capital Ships
  - 2 Cruisers
  - 5 Plastic Stands
  - 1 Plastic Base

# COMPONENT OVERVIEW

This section provides a brief description of every game component.

## GAME BOARD



The game board depicts Mecatol City and is divided into 28 key spaces. Players struggle to control these spaces, especially strongholds (see "Space Descriptions" on page 8).

## RACE SHEETS



Each sheet represents one of the great races of the *Twilight Imperium* universe. Each sheet list the race's special advantages, setup information, and possibly a special victory condition.

## ASSEMBLING BATTLE DIALS



The two battle dials are assembled using plastic connectors. Before playing *Rex* for the first time, assemble the battle dials by pushing one half of a plastic connector through the dial wheel and the other half through the backplate. Then push them together until they fit snugly. The leader holders are assembled to the battle dial in a similar manner with two plastic connectors. Once assembled, the plastic connectors should not be removed.

## BATTLE DIALS AND PLASTIC CONNECTORS



These dials are used during battle to determine how many units and Strategy cards players are willing to commit (see "Resolving Battles" on page 17 for more details).

## UNIT TOKENS



Unit tokens represent the military soldiers that players use to control spaces of the game board and battle opposing units.

## INFLUENCE CARDS



Influence cards are used to determine where new influence tokens are generated on the game board each game round.

## STRATEGY CARDS



Strategy cards provide a wide variety of bonuses and are often used during battle. During each game round, players can bid for new Strategy cards.

## TRAITOR CARDS



Each player receives one Traitor card at the start of the game, which can be used to force a leader to betray his race during battle.

## ALLY ADVANTAGE CARDS



These cards are used to track which players are in an alliance together and provide special abilities to the allied player.

## REFERENCE CARDS



These cards are used for quickly looking up commonly requested information.

## BETRAYAL CARDS



These cards are used to steal victory away from a player's allies. Betrayal cards are only used with the "Betrayal Card Option" found on page 23.

## LEADER TOKENS



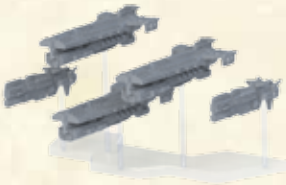
Leader tokens add their strength to units during battle. Leaders can turn the tide of battle, but are vulnerable to Traitor cards and certain Strategy cards.

## INFLUENCE TOKENS



Influence is the main currency in *Rex*, and represents everything from weapon caches to rare technology and political clout. Influence is used to buy Strategy cards, recruit units and leaders, and deploy units onto the game board.

## DREADNOUGHT FLEET FIGURE



This plastic figure sits on the game board, indicating which spaces are currently under bombardment from the Sol fleet.

## BOMBARDMENT CARDS



These cards determine how far the dreadnought fleet moves each game round, and therefore which sectors are bombarded during the game round.

## PREDICTION TOKENS



These tokens are used by the Xxcha player to predict which race will fulfill the game's victory conditions first. If the Xxcha player's prediction is correct, he wins the game instead of the player who actually fulfilled the game's victory condition.

## FIRST PLAYER TOKEN



This token is used to mark the player who acts first during each phase of the game round.

## DEMOLISHED LOCATION MARKER



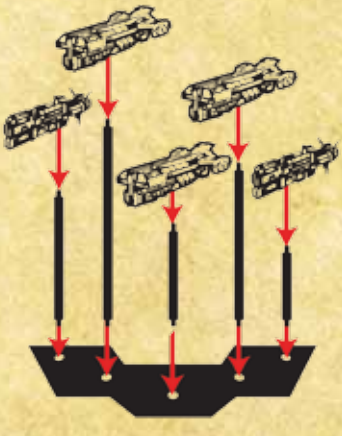
This marker is used when playing with four or fewer players to prevent units from entering the Mecatol Power South space of the game board.

## DESTROYED SHIELD TOKEN



This token is placed on the board by a certain Strategy card. While on the board, it negates the presence of a shielded icon.

## ASSEMBLING THE DREADNOUGHT FLEET



The dreadnought fleet is composed of three large ships and two small ships, assembled onto the base using plastic stands. Before playing *Rex* for the first time, simply connect the plastic stands to the base and ships as shown above.

## THE GREAT RACES OF REX

In *Rex*, there are six great races all vying for control of Mecatol City. Each of these races has its own faction icon, which appears on its race sheet and all of its components. Detailed backstory of each of these races, and specifically their involvement in this conflict, are described on the back of their race sheets.



**Lazax Empire**



**Federation of Sol**



**Universities of Jol-Nar**



**Emirates of Hacan**



**Barony of Letnev**



**Xxcha Kingdom**

# GAME SETUP

Before playing *Rex*, perform the following steps to set up the game:

1. **Place Game Board:** Unfold the game board and place it in the center of the table.
2. **Set Up Influence Tokens:** Place all influence tokens in the influence area on the edge of the game board. This forms the INFLUENCE POOL.
3. **Set Up Decks:** Shuffle the Influence and Strategy decks separately and place them facedown on the areas indicated on the edge of the game board. Then shuffle the Bombardment deck and place it facedown within reach of all players.
4. **Determine First Player:** Each player draws a card from the Bombardment deck. The player with the lowest numbered card starts the game as the FIRST PLAYER, and takes the first player token. All cards drawn are then shuffled back into the deck.
5. **Assign Races:** Each player, starting with the first player and proceeding clockwise, chooses one of the six race sheets. If playing with fewer than six players, see page 23 for a list of recommended races.

   Each player then takes all leader tokens, unit tokens, Ally Advantage cards and Traitor cards that correspond to his race. Cards and tokens belonging to unchosen races are returned to the box and are not used this game.

## FIRST PLAYER AND ORDER OF PLAY

Some rules and abilities refer to the FIRST PLAYER and ORDER OF PLAY. A player is considered to be the first player while he has the first player token.

The order of play for each Phase always begins with the first player and proceeds to the next player clockwise around the table. If two or more players attempt to use a special ability or effect at the same time, they are resolved in standard play order (the player closest to the first player resolves his ability first).

During the Bombardment Phase of each game round, the first player token is passed to the next player clockwise around the table.

6. **Select Traitors:** Thoroughly shuffle all players' Traitor cards into one facedown deck. The first player then deals each player four random Traitor cards from the deck.

   Each player chooses **one** of the Traitor cards that he was dealt and places it **facedown** next to his race sheet. A player's chosen Traitor card is kept facedown so that other players cannot see it, but a player may look at his own Traitor card at any time.

   All unchosen Traitor cards are shuffled back into the Traitor deck without being revealed. Cards in this deck may be used later in the game (for example, by the "Double Agent" Strategy card).

   **Note:** Each player should select a Traitor card that matches an **opponent's leader**. If a player draws only his own Traitor cards, he selects one of the cards, places it facedown next to his race sheet, and shuffles the other cards back into the Traitor deck as normal. The selected card cannot be revealed as a traitor and has no effect on the game. However, this also gives the player valuable information on which leaders are loyal to him (ie: an opponent will not be able to use this Traitor card to corrupt the matching leader).
7. **Set Up Dreadnought Fleet:** The players to the left and right of the first player each take a battle dial. Each of these players uses the dial to secretly select a number from 0 to 20. The two dials are simultaneously revealed and the **difference** between the numbers indicates where the dreadnought fleet is placed. For example, if players reveal a "3" and a "9" on their battle dials, the dreadnought fleet is placed on sector six (see "Phase 7: Bombardment" on page 12). If both players choose the same number, or if the number exceeds 18, place the dreadnought fleet on sector one.
8. **Draw Strategy Cards:** Each player draws one card from the top of the Strategy deck and places it facedown next to his race sheet. Strategy cards are kept facedown so that other players cannot see them, but a player may look at his own cards at any time.
9. **Gain Influence:** Each player takes his influence from the pool as indicated in the "Setup" section of his race sheet.
10. **Place Units:** Players place their unit tokens onto the game board and reserves as indicated in the "Setup" section of their race sheet. If any players need to make decisions during this step (such as the Sol player), these decisions are made following normal order of play.

The first game round is now ready to begin, starting with the first Influence Phase.

# SETUP DIAGRAM

The following diagram illustrates an example of a six-player game after setup.




1. A Player's Play Area
2. Game Board
3. Strategy Deck
4. Influence Deck
5. Influence Pool
6. Casualty Pool
7. Battle Dials
8. Dreadnought Fleet
9. Bombardment Deck
10. First Player Token
11. Traitor Deck
12. Drawn Traitor Cards
13. Starting Units
14. Unit Reserves
15. Ally Advantage Cards
16. Leader Tokens

## RACE SHEET




1. **Race Icon:** Identifies which components belong to a specific race.
2. **Advantages:** Describes the special abilities and advantages the player may use during the game.
3. **Free Recruitment:** Lists how many units the player may recruit (return from the casualty pool to his reserve) for free during each Recruitment Phase.
4. **Special Victory:** Some races have a special way in which they can win the game. This is summarized here and detailed on page 14.
5. **Setup Instructions:** Lists how many units and influence the player starts the game with, as well as where the units are placed.

## PLAYING THE GAME

*Rex* is played over a number of game rounds, each consisting of seven PHASES. Players keep resolving game rounds until a player has won the game or the 8th round has concluded. The Phases of each game round are summarized below:

1. **Influence Phase**: The top card of the Influence deck is revealed and resolved, often placing influence tokens on a space of the game board (detailed on page 8).
2. **Bidding Phase:** Players bid influence to acquire Strategy cards (detailed on page 9).
3. **Recruitment Phase**: Players pay influence to acquire units and leaders from the casualty pool (detailed on page 10).
4. **Maneuvering Phase:** Each player, in turn, may move his units from one space of the game board, and then deploy new units to one space of the game board (detailed on page 11).
5. **Battle Phase:** Players resolve battles in every space that is occupied by two or more players' units (detailed on page 12).
6. **Collection Phase:** Each unit in a space containing influence tokens may collect up to two of the influence (detailed on page 12). Each player then collects two influence from the influence pool.
7. **Bombardment Phase:** A Bombardment card is drawn, which moves the dreadnought fleet around the game board. Units and influence are destroyed by the fleet (as detailed on page 12). The first player token is then passed and a new game round begins.



## GOLDEN RULE

Many abilities and cards in the game allow players to break the rules in a variety of ways. In the event that a card or ability conflicts with this rulebook, the card or ability takes priority. If a Strategy card conflicts with a racial advantage, the card takes priority.

## Phase 1: Influence

Around Mecatol City, many events occur outside of the great races' control. These include "Temporary Ceasefires", influential equipment and missions appearing at specific locations, and Sol assault crafts sweeping in with deadly force.

During this phase, the first player draws the top card of the Influence deck and resolves its effect. Most of these cards place influence tokens on the game board, which players will try to collect with their units.

After resolving an Influence card, the first player **announces the current round number**. He does this by counting the number of influence-generating cards in the discard pile. This step is important because the game ends at the conclusion of the 8th game round.

**Note:** Players may look at the Influence card discard pile at any time, but they cannot adjust the order of cards in the discard pile. This is a good way for players to determine the round number as well as the spaces in which influence has already appeared.

Full details for resolving Influence cards can be found on page 14.

### Influence Card Breakdown




1. **Title:** The thematic name of the event that is happening in Mecatol City.
2. **Artwork:** If this card generates influence on the game board, these pictures depict the spaces in which it is placed.
3. **Influence Values:** This indicates how many influence tokens are placed on the listed spaces of the game board (if any).
4. **Ability:** The effect this card has when it is drawn.

## Space Descriptions

The game board depicts Mecatol City and is divided into 28 spaces. Each space has at least one icon, which dictates the special properties of the space.



### Shielded Icon

Shielded icons mark districts of Mecatol City that still have their orbital defense shield up, making them immune to bombardment. Units in shielded spaces are **not** destroyed when they are bombarded. However, units in a shielded space that is under bombardment cannot move out of the space until the dreadnought fleet moves away (see "Phase 7: Bombardment" on page 12).



### Stronghold Icon

Strongholds are important spaces that are the keys to controlling Mecatol City. A player wins the game if he controls three strongholds at the end of a game round (see "Winning the Game" on page 13).



### Influence Icon

Influence icons mark spaces where influence tokens may appear throughout the game (as instructed by Influence cards). Influence tokens may be acquired by units in the space during the Collection Phase (see page 12).



### Galactic Council

The Galactic Council is unique in that it is the only space on the game board multiple races' units can peacefully coexist. No battles occur in the Galactic Council and units may freely move into the space even if it is occupied with enemy or ally units. The Galactic Council is never affected by bombardment and therefore does not feature a sector number.




### Sector Number

Each space (except the Galactic Council) has a sector number and corresponding color. Some spaces have the same sector number, meaning that they are both affected by bombardment at the same time.



### Spaceport Icon

Spaceport spaces allow the controller of that space to move his units up to four spaces on the board during the Movement Step (see page 11).

## IMPORTANT TERMS

These terms are used throughout the rulebook and must be understood before playing your first game.

- **Ally:** Players who possess each other's Ally Advantage cards are considered allied. These players can win the game together and provide special benefits to one another (see page 15).
- **Control:** A player controls a space if he is the only player that has units in the space. Each space that a player controls is also referred to as a friendly space.
- **Destroy:** When a unit or leader is destroyed, it is placed in the casualty pool on the game board.
- **Enemy:** All game components belonging to another player's race (excluding allies).
- **Friendly:** All game components belonging to a player's own race are considered friendly components.
- **Influence Pool:** The pile of influence tokens that do not belong to any player and are not in a named space of the game board.
- **Mecatol City:** The game board represents this massive city, capital of the Lazax Empire and crown jewel of the galaxy.
- **Race:** Each player controls one of the six great races. In this rulebook, race and player are used interchangeably to refer to the player and all components belonging to him.
- **Reserve:** The area next to a player's race sheet where he keeps all of his influence tokens, unused units, and leaders that have not been destroyed.
- **Sector:** A collection of spaces that share the same number and color. The dreadnought fleet moves from sector to sector, affecting each space within it.
- **Space:** A circular area of the game board over which units fight for control. The different types of spaces are described in detail on page 8.
- **Spending/Paying Influence:** When a player spends or pays influence, it must come from his reserve and is placed in the influence pool. Note that there are some special abilities that require spent influence to be placed elsewhere.

## PHASE 2: BIDDING

During the Bidding Phase, players bid influence against one another in an attempt to purchase Strategy cards.

At the start of this Phase, the first player draws a number of Strategy cards equal to the number of players (excluding players who have reached their hand limit of four cards). These cards are placed **facedown** next to the game board, forming a row of available Strategy cards.

The first available Strategy card in the row (ie: the first one drawn) is now bid upon. It is important to note that the card remains **facedown** while players bid on it. The first player begins the auction for the first Strategy card by bidding influence or passing. Bidding then proceeds in the order of play. Each player, in turn, must either BID or PASS:

- **Bid:** If a player wishes to bid, he announces how much influence he is willing to pay for the card (minimum of one influence). If another player has already bid on the card, the player must bid **at least one more influence** than the current highest bid. A player cannot bid more influence than he has in his reserve. A player cannot bid if his hand of Strategy cards is already full (normally four cards), or if he has zero influence.
- **Pass:** When a player passes, he may no longer bid on the current card. However, the player may bid on other available Strategy cards when they come up for bid during the phase. Players who have passed do not pay any influence, even if they previously bid on the card.

Bidding continues until a top bid is made and all other players pass. The top-bidding player must pay the number of influence he bid to the influence pool, then he receives the Strategy card. Strategy cards are kept facedown so that other players cannot see them, but a player may look at his own cards at any time.

After the card has been claimed, a new round of bidding begins for the next available Strategy card. The player to the left of the previous opening bidder **starts the bid**. In this way each player gets a chance to start the bidding for a Strategy card. If a player does not have any influence, or if he has reached his Strategy card hand limit, then he is not eligible to be the opening bidder. The player to his left opens the bid instead.

The Bidding Phase continues until all of the available Strategy cards have been acquired **or until a card is not bid on by anyone**. If every player passes on the same bid, all of the available Strategy cards are shuffled back into the Strategy deck and the Bidding Phase immediately ends.

*Example: Players are bidding on the first Strategy card. The Jol-Nar player uses his advantage to peek at this card, and then returns it facedown. The first player (Hacan) bids one influence. Each other player passes in turn, except the Jol-Nar player who bids two influence. The Hacan player decides this is too expensive and passes. The Jol-Nar player pays two influence and claims the card.*

## Strategy Card Breakdown




1. **Combat Icon:** Some cards have the attack (red) or defense (blue) icon. Each player may use a maximum of **one** attack card and **one** defense card during each battle. Besides this restriction, the card's icon has no effect.
2. **Title:** The thematic name of the card, which may be referenced by other cards.
3. **Timing Text:** This bold text states exactly when the card can be played during the round.
4. **Rules Text:** This text describes the special effect that happens when this card is resolved.

## Phase 3: Recruitment

During the Recruitment Phase, players can retrieve units and leaders that were destroyed during the game.

Starting with the first player and proceeding in the order of play, each player may recruit **up to five** of his units and **one** of his leaders from the casualty pool.

Players may recruit a certain number of their units for free as indicated on the "Free Recruitment" section of their race sheets. Any additional units cost two influence per unit to recruit. Any free units recruited count toward the limit of five total recruits per game round.

All recruited units are placed in their owners' reserves (next to their race sheet).

### Leader Recruitment

When a leader is destroyed, its token is placed faceup in the casualty pool.

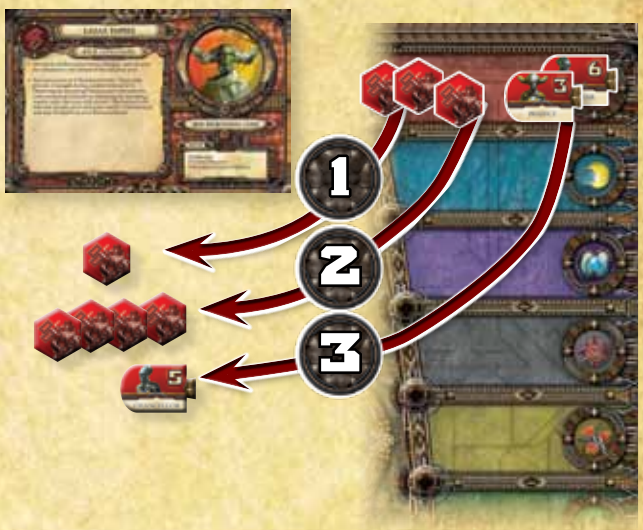
During each Recruitment Phase, each player may recruit one of his leaders from the casualty pool by paying influence equal to the leader's strength. Recruited leaders are placed in their owners' reserves. A recruited leader can be used in battle as normal and is still subject to being a traitor and being destroyed by Strategy cards.

## Strategy Card Hand Limit

A player can never have more than **four** Strategy cards in his hand at one time. If a player has a hand of four Strategy cards, he must pass on all cards during the Bidding Phase.

The number (not the type) of Strategy cards each player holds is always open to the other players.

## Recruitment Phase Example




1. During the Recruitment Phase, the Lazax player receives one free recruitment as listed on his race sheet. He takes one of his units from the casualty pool and places it in his reserve.
2. He decides to recruit four additional units, at a cost of two influence each. He has received the maximum number (five) of units he is allowed to recruit during a game round.
3. Finally, he decides to purchase his five-strength leader. He pays five influence and returns this leader to his reserve.

## PHASE 4: MANEUVERING

During the Maneuvering Phase, players may move units that are on the game board and may then deploy new units from their reserve.

Starting with the first player and proceeding in the order of play, each player performs one MOVEMENT STEP and then one DEPLOYMENT STEP. A player must complete both steps in sequence before the next player performs his Maneuvering Phase.

1. **Movement Step:** The player may move, as a group, any number of his units **from one space to one other space**. The units may move **up to two** spaces (following the movement lines connecting spaces), and must all end their movement in the same space. Each movement line moved over costs one movement point. Units cannot move through an area under the dreadnought fleet.

   A player **cannot move** units into, out of, or through a space **under bombardment** (even if the space is shielded). Units also cannot end their movement into a space occupied by an ally's units (except in the Galactic Council).

   Otherwise, units are free to move into, out of, or through any space occupied by any number of units.

2. **Deployment Step**: The player may make **one deployment** by moving any number of units from his reserve into any **one space** on the game board.

   A player must spend **one influence per unit** deployed into a friendly or empty space. If there are enemy unit(s) in the space, the player must **instead spend two influence** per unit deployed. **Exception:** Deploying units to the Galactic Council always costs one influence per unit.

   A player **cannot deploy** units into a sector under bombardment (even if the space is shielded), or a space occupied by an ally's units.

   A player cannot move units from the game board back to his reserves.

After every player has completed his Maneuvering Phase, play proceeds to the Battle Phase, in which a battle is resolved in each area containing enemy units.

### SPACEPORT MOVEMENT BONUS

A player who controlled either the Imperial Navy Base, Civilian Spaceport, or both **at the start of the Maneuvering Phase** may move his unit group up to **four** spaces during his movement step. Note that the unit group itself does not actually have to be in the Imperial Navy Base or Civilian Spaceport to receive this movement bonus.

## CONTROLLING A SPACE

A player CONTROLS a space if he is the **only** player with units on the space. Controlling spaces is important for collecting influence on the game board, obtaining movement bonuses from the Civilian Spaceport and Imperial Navy Base, and controlling strongholds to win the game during the Collection Phase.

## MOVEMENT AND DEPLOYMENT EXAMPLE




1. The Jol-Nar player moves units from Sai Sallai Residential to Sector Incarcetorum, even though there are enemy units in between. These units could not move to the Civilian Spaceport because it is too far away (three spaces).
2. The Jol-Nar player then deploys five units directly to the Civilian Spaceport from his reserve. This costs him 10 influence (two influence per unit because Sol enemy units are present in the area).

## PHASE 5: BATTLE

During this phase, battles occur between enemy units who occupy the same space. **Exception:** Players cannot battle in the Galactic Council.

Starting with the first player and proceeding in the order of play, each player must **resolve all of his battles** (in the order of his choice). When enemy units no longer occupy the same space as his units, the next player in order of play resolves all of his battles.

During each battle, both participating players use battle dials to choose the number of units they wish to commit (and sacrifice) for the battle. They also each choose a leader (who adds his strength to the committed units) and up to two Strategy cards (which can alter the outcome of the battle). The player with the lowest strength loses the battle and must destroy all of his units in the space.

The detailed steps for resolving battles are explained on page 17.

Once all battles have been resolved, play proceeds to the Collection Phase.

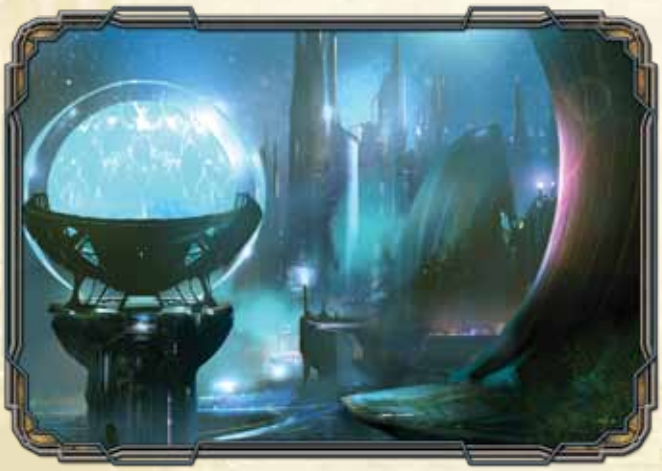
## PHASE 6: COLLECTION

During this phase, players collect influence from the game board, and from their home fleet.

1. **Collect Influence from Mecatol City:** For each of his units in a space, a player collects up to 2 influence from that space. Collected influence is placed in his reserve.

   Any influence tokens not collected from the game board remain in their space and are available to collect during future game rounds.

2. **Collect Fleet Support:** Each player then receives two influence from the influence pool. Each player performs this step, regardless of whether he collected influence from the game board.



## PHASE 7: BOMBARDMENT

A fleet of Dreadnought-class warships orbits Mecatol City and systematically bombards its inhabitants. During this phase, the dreadnought fleet moves around the game board, destroying units and influence as detailed below:

1. **Draw Bombardment Card**: The first player draws and reveals the top card of the Bombardment deck.

2. **Move Dreadnought Fleet**: The dreadnought fleet is moved a number of sectors equal to the number revealed on the Bombardment card. The dreadnought fleet moves **one *sector* at a time**, always moving to the next highest sector number and looping back to sector 1 when it moves from sector 18. Any units and influence tokens in sectors that the dreadnought fleet moves into are destroyed **unless the space is shielded** (see "Space Descriptions" on page 8).

   Unlike units, the dreadnought fleet is not placed in a single space of the game board. Instead, the figure is placed in between all spaces in its sector. See "Bombardment Example" for a visual example of this.

   **Important:** The sector in which the dreadnought fleet ends its movement is considered UNDER BOMBARDMENT until it is moved again and prevents units from deploying into, moving into, and moving out of spaces in the sector. Sectors that the dreadnought fleet passed over are no longer under bombardment and do not affect movement.

3. **Shuffle Bombardment Deck:** The first player then shuffles the drawn Bombardment card back into the Bombardment deck.

4. **Pass First Player Token:** The first player passes the first player token to the player on his left. A new game round then begins, starting with the Influence Phase.

### DESTROYED UNITS AND INFLUENCE

When units are destroyed, the tokens are placed in their race's section of the casualty pool of the game board. Players must pay influence during the Recruitment Phase to return these units to their reserves (although players can recruit some for free, see "Phase 3: Recruitment" on page 10).

When influence is destroyed, the tokens are simply returned to the influence pool.

## BOMBARDMENT EXAMPLE




1. The dreadnought fleet is in sector 18. The first player draws a Bombardment card, revealing the number 3 card. The dreadnought fleet will move three sectors, one at a time.
2. The fleet moves to sector 1. The three influence in the Tarraguth Slums space of sector 1 is placed back in the influence pool. The Letnev units in the Mecatol Power North space of sector 1 are not destroyed because the space is shielded.
3. The fleet then moves to sector 2. The two Hacan units in the Civilian Spaceport space of sector 2 are protected because they are in a shielded space. They are not destroyed by bombardment.
4. The fleet finally ends its movement on sector 3. Units will be unable to move into or through spaces in this sector while the dreadnought fleet is present here.



## WINNING THE GAME

An unallied player wins the game if he alone controls at least **three** strongholds **at the end of a game round**.

An alliance of two players wins the game if they control at least **four** strongholds at the end of a game round. Each player in the alliance shares the win.

An alliance of three players wins the game if they control all **five** strongholds at the end of a game round. Each player in the alliance shares the win.

If no player has won by the end of the 8th game round, the Sol and Hacan players may be able to win by use of their special victory conditions (see below).

If neither of these players have won the game, the single player (ignoring alliances) who controls the most strongholds wins the game alone. His allies do not win with him. If multiple players are tied for control of the most strongholds, they share the victory together.

## Special Victory

In addition to controlling strongholds, some races have a special way that they can win the game. These special victory conditions are summarized on their race sheets and detailed in this section.

### Sol Victory

The Sol player wins the game if he fulfills **both** of the following conditions:

- No player has won the game by controlling strongholds (alone or as part of an alliance) by the end of round 8.
- The Sol (or no player, not even an ally) controls the Imperial Palace and the Mecatol Power South.

If the Sol player fulfills both of these conditions while a member of an alliance, each player in his alliance shares the win.

### Hacan Victory

The Hacan player wins the game if no player has won the game by controlling strongholds **or by Sol Victory** by the end of round 8.

If the Hacan player fulfills his special victory condition while a member of an alliance, each player in his alliance shares the win.

### Xxcha Victory

At the start of the game, the Xxcha player predicts a player and a game round. He records this prediction by choosing a race prediction token and a round prediction token. He places the chosen tokens facedown next to his race sheet and returns all unchosen prediction tokens to the game box (without revealing them).

If the chosen player wins (alone or as an ally, even as the Xxcha's ally) with **any victory condition** during the predicted game round, the Xxcha player wins the game instead.

If the Xxcha player fulfills this victory condition, he wins the game alone: he does **not** share the win with other players in his alliance.

*Example: At the end of the fifth game round, the Sol player and Hacan players control two strongholds each. Since they are in an alliance, they have enough strongholds to win the game. The Xxcha player then turns his prediction tokens faceup, revealing that he chose the Hacan prediction marker and the "5" prediction marker. Since he predicted that the Hacan player would win on round 5, the Xxcha player wins the game. The Sol and Hacan lose the game along with the rest of the players.*

# Core Concepts

Although most phases of the game are straightforward and easy to explain, the Influence and Battle Phases require additional description. This section lists the detailed steps for resolving Influence cards, forming alliances, and conducting battles.

## Resolving an Influence Card

To resolve an Influence card, read the special ability on the card and perform its effect.

If the card places influence on the game board, take the listed amount of influence from the influence pool and place it on the spaces indicated on the card. If the space is currently under bombardment, no influence is placed.

After resolving the card's ability, it is discarded faceup adjacent to the Influence deck.

Two special cards do not place influence on the game board, "Sol Offensive" and "Temporary Ceasefire." Due to text space, the special ability on these cards is only a summary of the full effects. These two cards are described in detail in the following sections.

### Resolving a Sol Offensive Card




These cards represent an assault of heavily armed transports with enough firepower to level a city block. When revealed, players look at the top influence-providing card in the Influence discard pile. All units and influence in **both** of the listed spaces are destroyed (resolve them from left to right as listed on the card).

After resolving the "Sol Offensive" card, it is returned to the game box and a new Influence card is drawn and resolved. If another "Sol Offensive" card is drawn during this phase, it is returned to the game box without effect and a replacement is drawn.

**Note:** During the first turn's Influence Phase only, all "Sol Offensive" cards revealed have no effect and are instead shuffled back into the Influence deck at the end of the Phase. In such instances, draw a new Influence card to replace the Sol Offensive card and resolve its effects instead.

*Example: During the Influence Phase, a "Sol Offensive" card is drawn. Players look at the top card of the Influence discard pile, and note that influence was last placed in the Hall of Records and Hall of Cartography. All three Xxcha units and two influence in the Hall of Records are destroyed. There are no units or influence in the Hall of Cartography, so this location is unaffected.*

## Resolving a Temporary Ceasefire Card



These cards represent a moment of temporary political deliberation among the great races. When resolving a "Temporary Ceasefire" card, all players have a chance to form and break alliances (see below).

Also, when resolving this card, players are free to trade influence to each other as they see fit. Players may even give influence to players that they are not allied with. Although players may make non-binding deals with players at any time, they may only bribe or otherwise trade influence with one another during a Temporary Ceasefire.

Once all players have finished forming and breaking alliances (see below), the card is returned to the game box and a new Influence card is drawn and resolved. If another "Temporary Ceasefire" card is drawn during this phase, it is returned to the game box without effect and a replacement is drawn.

### Forming an Alliance

Players may discuss among themselves the advantages and disadvantages of allying and with whom. Up to three players can form an alliance, but it is important to remember that a larger alliance requires the players to control more strongholds to win the game (see page 13).

When players form an alliance, each player gives one of his Ally Advantage cards to each of his allies. Each player places his ally's card(s) faceup in his play area to remind players that they are in an alliance and the special ability their ally provides.

Several alliances may be formed during a "Temporary Ceasefire" but no player may belong to more than one alliance at a time. Once all players have had a chance to form an alliance, no further alliances can be made until the next "Temporary Ceasefire" card is drawn.

**Optional Rule:** Should players spend too long deliberating about alliances, all players may agree upon a time limit for resolving Temporary Ceasefires (two minutes should suffice).

*Example: During the influence phase, a "Temporary Ceasefire" card is drawn. The Hacan player decides that he is not happy with his current alliance with the Xxcha player, and breaks the alliance. The Sol and Lazax players decide that an alliance would be beneficial to them and exchange Ally Advantage cards. They then decide that they would both like the Hacan player in their alliance, and invite him to join. He accepts and exchanges Ally Advantage cards with the Sol and Lazax players.*

### Breaking An Alliance

A player may break off from his alliance during a Temporary Ceasefire. To do so, he simply announces that he is breaking from his alliance, returns his allies' Ally Advantage card(s) to their owners, and retrieves all of his own Ally Advantage cards to his play area. Players who break from an alliance have an opportunity to immediately form a new alliance.

**Important:** Alliances may only be broken during a Temporary Ceasefire.

*Example: The Lazax and Xxcha players form a two person alliance during a Temporary Ceasefire. Later in the game, the Lazax player controls three strongholds and his ally controls zero. Since he is in an alliance, he does not control enough strongholds to win the game. During the next Temporary Ceasefire, the Lazax player still controls three strongholds and decides to break off from his alliance. He will win the game if he still controls all three strongholds at the end of this game round.*

### Effects of an Alliance

Forming an alliance allows each member of that alliance to take advantage of several benefits.

- If members of an alliance control the required number of strongholds at the end of a game round, all members of that alliance win the game together (see "Winning the Game" on page 13).
- Allies assist each other as indicated on their Ally Advantage card. Any of these abilities that use the word "may" are used only with the original owner's permission.
- Players **cannot deploy** or move units in a space where one of their allies already has units, although they may move through them (see "Phase 4: Maneuvering" on page 11). Since allies can never coexist in the same space, allies may never battle each other.

**Note:** Players **do not** gain access to their allies' race advantages, except as listed on the Ally Advantage card. Players also do not gain access to their allies' spaceports.



# Influence Phase Example




1. It is the fourth game round. During the Influence Phase, a "Temporary Ceasefire" card is drawn, which immediately grants players the opportunity to form and break alliances. After resolving this card, it is returned to the game box and a new Influence card is drawn (as dictated on the card).
2. The second card drawn is a "Sol Offensive" card. All units and influence in the spaces shown on the top card on the discard pile (in this case, Tarraguth Slums and Imperial Intelligence HQ) are destroyed. The Letnev player moves all of his units from the Tarraguth Slums space to his casualty pool. Then all influence tokens in the area are returned to the influence pool. Note that there are no units in the Imperial Intelligence HQ, so it is unaffected by the Sol Offensive ship.

   The "Sol Offensive" Influence card is then returned to the game box and a new Influence card is drawn (as dictated on the card).
3. The third card drawn is also a "Sol Offensive" card. Since one such card has already been resolved this turn, this card's effect is ignored and it is removed from the game.
4. Another card is drawn the Influence deck. This card's special ability places 10 influence on the Holonet Central space and eight influence on the Sallab Slums space (not shown). The card is then placed faceup in the Influence card discard pile.

   Since this card does not instruct players to draw an additional card, the Influence Phase is now over and play proceeds to the Bidding Phase.

## RESOLVING BATTLES

When two players have units in the same space during the Battle Phase, a battle must be resolved. In the case in which more than two players' units occupy the same space, multiple two player battles are resolved in the area, one at a time as determined by the order of play (see "Phase 5: Battle" on page 12).

To resolve a battle, perform the following steps in order:

1. **Situation Report**: Each participating player must declare aloud how many units he has in the area, how many Strategy cards he has in hand, and the strength of the leaders in his reserve. Each player then flips his leader tokens facedown so that his opponent cannot see which leader token he will choose.

2. **Choose Strength:** Each player in the battle takes a battle dial and secretly selects a number from zero up to the number of units he has in the space where the battle is being fought.

3. **Commit Leader**: Each player in the battle secretly chooses one of his leader tokens from his reserve. He also secretly chooses what types of Strategy cards he will commit to this battle. He can choose either no card, one attack card, one defense card, or one attack card and one defense card.

   The player attaches his chosen leader (faceup) into the slot that matches his Strategy card choice. By selecting this slot, the player is committing to playing this type of card(s) during step 4 of the battle.

   For example, if a player wishes to play one **Attack** and one **Defense** card, he places his leader token in the slot displaying one attack icon and one defense icon (ie: the bottom slot). If a player chooses not to commit any Strategy cards, he places his leader token in the "–" slot.

   ***Important:*** A player cannot play more than one attack and one defense card per battle. Each player is also required to commit a leader token to each battle (unless he is unable to – see "Leaders in Battle" on page 18).

4. **Reveal Battle Dials**: When both players have chosen strength and committed a leader, they simultaneously reveal their battle dials.

5. **Commit Strategy Cards**: Both players then secretly and simultaneously choose Strategy cards from their hands matching the icons on the slot they selected with their leader. Once both players have selected their card(s), they are simultaneously revealed.

   ***Important:*** If a player placed his leader in the attack icon slot during step 3, he is **required** to commit this type of Strategy card during this step.

6. **Reveal Traitors (optional)**: If a player in the battle has a Traitor card that matches the leader token his opponent placed on his battle dial, he may reveal and discard the Traitor card to immediately win the battle (regardless of attack score – skip to "Determine Winner" below). When a leader's Traitor card is revealed, the leader is destroyed and both player's chosen Strategy cards are **not** resolved (the loser's cards are still discarded). The Traitor card is then shuffled into the deck of unused Traitor cards.

   If **both** players reveal a Traitor card, both players automatically lose the battle (and must follow the rules for losing the battle in step 8).

7. **Resolve Committed Strategy Cards**: In order of play, each player resolves his chosen Strategy cards. Many Strategy cards destroy the opponent's leader unless he committed the proper Strategy card.

   Destroyed leaders are immediately moved to the casualty pool and do not contribute their strength when determining the winner of the battle (see "Leaders in Battle" on page 18).

8. **Determine Winner**: Each player adds his leader's strength to the number selected on his battle dial to determine his **combat strength**. The winner of a battle is the player with the highest combat strength. If both players have the same combat strength, the player whose turn is earliest in order of play wins the battle.

   The loser must **destroy all of his units in the space**. The loser must also discard all Strategy cards he committed to the battle. The loser's leader is **not** destroyed as a result of losing the battle. Leaders are destroyed only as a result of a Strategy card or if the leader's Traitor card is revealed.

   The winner must destroy a number of his units in the space equal to the number selected on his battle dial. **Exception:** If a player wins a battle by revealing a Traitor card, he does not destroy any of his units.

   The winner may **keep or discard** any of the Strategy cards he committed to the battle.

**Note:** Strategy cards may only be discarded after use in battle (as described in step 8) or as specified on the Strategy card. Players cannot voluntarily discard Strategy cards at other times.

## Battle Dial Breakdown




1. **Strength:** This dial is used to select how much strength the player's units add to the battle, as well as how many of his units will be destroyed should he win the battle.
2. **Leader Slots:** When a player selects a leader to commit to the battle, he places it in one of these four slots. By selecting a slot, he is choosing whether he will commit an attack card, defense card, none, or both in this battle.

## Traitor Card Breakdown




1. **Leader Title:** Each leader has a unique title that aids players in determining whether their Traitor card matches their opponent's leader token used in the battle.
2. **Race Icon:** The race icon determines which player the Traitor card can be used against.
3. **Strength:** This number lists the strength of the matching leader token. The strength number on this card is used for reference purposes only and does not contribute strength to the battle.

## Leaders in Battle

During battle, players should keep their leader tokens facedown so that their opponent does not know which leader token they are selecting. The strength of each player's leader tokens is public information, and may be asked at any time. If a player asks about leader strength during battle, his opponent should verbally tell him the information while keeping his leader tokens secret.

When a leader is destroyed, its token is placed faceup in the casualty pool on the game board. A player may pay influence during the Recruitment Phase to return one of his leaders from the casualty pool to his reserves (see "Phase 3: Recruitment" on page 10).

**Important:** If a leader is committed to a battle, he **cannot be committed to** a battle in another space during the same game round. The leader may be selected for battle in the same space, however.

If a player cannot select a leader for battle (all of his leaders are destroyed or already fought in another space that game round), he must declare that he is without a leader and he cannot play any Strategy cards during the battle. The player's attack score is simply the unit strength selected on his battle dial.



# EXAMPLE OF A BATTLE




**LETNEV TOTAL STRENGTH**

**# of committed units = 2**

**leader strength = 4**

**Total Combat Strength= 6**

**SOL TOTAL STRENGTH**

**# of committed units = 4**

**leader strength = 0**

**Total Combat Strength= 4**

1. At the beginning of the Battle Phase, both the Sol and Letnev players have units in the Imperial Navy Base. The Sol player has six units in the area, which are opposed by four Letnev units. Both players then receive a battle dial. They each secretly choose a number on the dial and insert one of their leaders into one of the slots.
2. After revealing their dials, both players secretly choose appropriate Strategy cards from their hands to play in the battle. These cards must match the icons next to their inserted leader.
3. Their chosen Strategy cards are simultaneously revealed, the first player (Letnev) resolves his card first. His Biological Weapon card destroys the opposing Sol leader and allows the Letnev player to receive six influence (equal to the leader's strength).
4. The Sol player then resolves his Strategy card. The Energy Rifle is canceled by the Letnev player's Energy Shield.
5. Both players now total their combat strength. The Letnev player totals six (2 from the number of committed units on his dial, 4 from his leader). The Sol player totals four (4 from the number of committed units on his dial, 0 from his leader because he was destroyed).
6. The Letnev player has won the battle. All of the Sol player's units in the area are destroyed, and he discards the Energy Rifle card that he committed to the battle.

   The Letnev player must then destroy two of his units from the space (equal to the number he selected on his dial) and may then discard either, both, or none of his chosen Strategy cards.

# RULES CLARIFICATIONS

This section details and clarifies rules that have not been previously described. It also provides specific details about some of the more complex cards and racial advantages found in the game.

## SECRECY

Players are never allowed to show their Traitor and Strategy cards to other players. Players are, however, free to tell other players this information or even lie about it.

The number of units and leaders in players' reserves, the strength of the leaders, the number (but not the type) of Strategy cards in their hands, and their available influence are all public knowledge, and cannot be kept secret from the other players.

Players **cannot** discuss strategies secretly with each other, even if they are allied. All discussions must take place openly in front of all players.

Players **cannot** write down information to remember it. For example, players must remember the Traitor cards they decided not to keep. Likewise, the Jol-Nar player cannot write down the Strategy cards that players are bidding on.



## MAKING DEALS

Players can make any kind of verbal deals between one another. These deals are not binding, and any exchange of influence cannot be undone. Influence can only be part of the bribe or deal when resolving a "Temporary Ceasefire" Influence card.

A deal or bribe **cannot** involve other game components including the transfer of Strategy cards, Traitor cards, leaders, units, or racial advantages. Players cannot make a deal or bribe that would contravene the rules of the game.

## COMPONENT LIMITATIONS

As soon as the last Strategy card is drawn from the deck, all of the discarded Strategy cards are immediately shuffled and placed facedown to form a new Strategy deck.

Players are free to "make change" for influence in their reserves, on the game board, or amongst each other. This is done by exchanging the influence tokens with an equal value (but in different denominations) of influence tokens from the influence pool.

All game components (including influence, units, etc) are limited by those provided in the game.

## ROUNDING UP

Whenever a rule or effect refers to losing or paying half of a component, it is always rounded up. For example, the Hacan may deploy units onto the game board at half the cost. If the Hacan deploys three units into an empty space (normally one influence per unit), he would instead pay two influence (half of three, rounded up).

## TIMING CONFLICTS

If two players want to use cards or advantages at the exact same time, they should resolve these abilities following the standard order of play. The only exception to this is a card that would cancel another card or advantage. In this circumstance, the cancel effect is resolved before any others.

*Example: The Jol-Nar and Xxcha player are participating in the same battle. Since both of their abilities are resolved "At the start of battle," they need to resolve these abilities in order of play. Since the Jol-Nar player is the first player, he uses his ability first, followed by the Xxcha player.*

## GAME BOARD CLARIFICATION

The connections between a few spaces on the game board may seem open to interpretation. To prevent this, players should note the following connections:

The Embassy Quarters space is two movement points away from the Vel Terro Residential space. In addition, the Hall of Cartography space is two movement points away from the Adminus Imperialis space.

## STRATEGY CARD CLARIFICATIONS

This section clarifies a few of the more complex Strategy cards, and includes some specific rules and situations that could not fit on the cards.

**Double Agent:** When gaining a Traitor card with "Double Agent," the player keeps any other Traitor cards that are in his hand. Traitor cards that have been used are shuffled back into the Traitor deck and may return to play through use of this card.

**Fresh Recruits:** A player may use more than one "Fresh Recruits" card during the same Recruitment Phase.

**Diplomatic Interference:** If used to prevent a player from bidding on Strategy cards, one less Strategy card than normal is dealt out for this bid. If used on the Jol-Nar player, he may still look at the facedown Strategy cards even though he is unable to bid on any.

**Graviton Negator:** A player may use this card in any shielded space where he has at least one unit (even if enemy units are also present). If the bombardment is currently affecting this space, all units in the space are immediately destroyed.

**Informant – Deployment:** This card allows the player to deploy into two spaces during the same turn. The influence paid for this extra deployment is **not** given to the Hacan player. If the Sol player uses this card, he may deploy units to **any space** of the game board for a cost of one influence per unit. This card may be used even if the player decides to not deploy any units in his normal deployment step.

**Informant – Canceling:** This ability cannot be used to cancel an Ally Advantage card. Some racial abilities cannot be canceled or have special rules for canceling as follows:

- **Lazax:** If the Lazax's first racial advantage is canceled, it only lasts for a single Strategy card purchase. The influence is placed in the pool as normal. Their second racial advantage (Mechanized Units), cannot be canceled.
- **Sol:** If the Sol's ability to look at the top card of the Bombardment deck is canceled, they cannot look at it until the next Bombardment Phase. If their deployment advantage is canceled, they may deploy units to any one space and must pay deployment costs following standard deployment rules.
- **Letnev:** The Letnev advantage to start with four Traitor cards and two Strategy cards cannot be canceled. If their maximum hand size advantage is canceled, they must discard down to four Strategy cards, but can later redraw back up to eight through normal means.
- **Jol-Nar:** If the Jol-Nar's advantage to look at a hidden Strategy card is canceled, this only applies to current card being bid upon (not all of them).
- **Xxcha:** If the Xxcha's third racial advantage is canceled, they **cannot** flip any of their units facedown during this game round. Any units that are already facedown remain facedown, unless in an area with Xxcha faceup units (these units are automatically flipped faceup as per the rules on page 22).
- **Hacan:** If the Hacan's second racial advantage is canceled, it only lasts for a single player's deployment. The influence is placed in the pool as normal. If their deployment discount is canceled, they must pay deployment costs following standard deployment rules.

**Rapid Mobilization:** This card allows the player to take a second Movement step. This allows him to move units from one space to one other space following all normal movement rules (for example, only moving up to two spaces barring special abilities). This can even be used to move the same units more than once during the same game round.

**Tactical Retreat:** When this card is used, the owner's leader and all his units in the area are returned to his reserves. The opposing player is considered the winner of the battle for all intents and purposes.

Both players take zero casualties in the battle regardless of the numbers selected on their dials, and all other committed Strategy cards have no effect. If both players commit this card to the same battle, both cards take effect, and neither player is considered the winner of the battle.

**Tracking Beacon:** When this card is used, a Sol Offensive is resolved in the spaces that last generated influence following all rules on page 14. If another Sol Offensive card is drawn during this Influence Phase, it is removed from the game without effect.

The Sol player and his allies are immune to the effects of this Sol Offensive and may use it to move units from the space to anywhere on the game board (as listed in their racial and ally advantage).



# ADVANTAGE CLARIFICATIONS

## LAZAX



The Lazax cannot select a number higher than 20 on the battle dial (even if they have more strength worth of units).

When taking casualties, the Lazax player chooses which of his units are destroyed, with each Mechanized unit destroyed counting as two units. The Lazax player is required to take all casualties in battle, and cannot ignore one damage with a Mechanized unit.

*Example: The Lazax player has three units in a battle, all of which are Mechanized units (total strength of six). He sets his dial to three during battle, and is required to destroy at least three strength of his units to satisfy this. He must destroy two of his Mechanized units, because destroying only one of them would not satisfy the three strength he selected on his dial.*

The Lazax may give his ally any amount of influence during this Bidding Phase. This influence must be given before the player makes a legal bid on the current Strategy card. The ally is not required to bid all of the influence given (or any at all), and keeps any influence given to him that he does not spend.

*Example: The Lazax player's ally (the Xxcha) has two influence. During the Bidding Phase, he asks the Lazax player if he can have four influence for the bid. The Lazax player approves this, and gives him four influence. The Xxcha player then bids two influence on the current Strategy card.*

## JOL-NAR



When this player uses his battle ability to command an opponent, he forces the opponent to reveal (show to all players) the leader, weapon (red Strategy card), defense (blue Strategy card), or number he will be selecting on his dial. This forces the opponent to make a choice about the battle earlier than normal.

*Example: At the start of the battle the Jol-Nar player commands that his opponent must announce the weapon that he plans to commit. The player says "Energy Rifle" and is then forced to commit an "Energy Rifle" Strategy card during this battle.*

## SOL



The Sol player never pays influence to deploy units to the game board, and instead can deploy as many units as he wishes to one space in sector 13, 14, 15, 16, or 17. This deployment **does** trigger the Xxcha's advantage of receiving one free unit in the Galactic Council. The exception to this is the "Informant" card, which allows him to deploy units anywhere at the cost of one influence per unit.

When a "Sol Offensive" card is resolved in a space containing Sol units (or his ally's units), the units are not destroyed. The player then has the option of moving any number of units from that space to any other space on the game board (excluding a space that is under bombardment). He may move some of them, all of them, or even none. This movement may be to any space and does not cost any influence.

## XXCHA



One of the Xxcha player's race advantages allows him to "command" his opponent at the start of a battle. To do so, he simply announces the title of one of the Strategy cards listed on his race sheet. His opponent cannot commit the announced card during this battle.

If both the Xxcha and Jol-Nar players use their "command" race advantages (or ally advantages) during the same battle, resolve the Xxcha's advantage before resolving the Jol-Nar's advantage.

At the start of each Battle Phase, before any player resolves a battle, the Xxcha player may flip any of his unit tokens faceup or facedown. After flipping, all of his units sharing a space **must** be the same side up, but units in different spaces can have different sides up.

Xxcha units that are facedown on the game board do not count toward controlling the space. They cannot participate in battle and cannot collect influence. These units are **still affected by bombardments and Sol Offensives**, but for all other purposes are not considered to be on the game board (even for cards, abilities, and enemy deployment). Facedown units may move just like normal units.

Xxcha units may only be turned faceup or facedown at the start of the Battle Phase. Facedown units **cannot be turned faceup** if an allied player's units are present in the same area.

In the rare circumstance that some Xxcha units in an area are faceup while the others are facedown, the Xxcha player **must** flip all of these units faceup or facedown at the start of the next Battle Phase.

The Xxcha player should remember that any player may count the number of Influence cards in the discard pile at any time (so that he can remember the turn number for his special victory).

## HACAN



When a Hacan ally deploys units to the game board, the Hacan player receives the spent influence. If the ally uses the Hacan Ally Advantage to move units around the game board instead of deploying new units to the board, the Hacan player does **not** receive this influence.

If the Sol player is allied with the Hacan, the Sol player must still follow the restrictions on his race sheet when deploying new units onto the game board. He may, however, use the second part of the Ally Advantage to move units around the game board.

*Example: The Sol player is allied with the Hacan player. During his deployment step, the Sol player uses the Hacan Ally Advantage card to move units from sector 5 to sector 15. This costs him one influence per unit, which is paid to the influence pool.*

## LETNEV



The Letnev are in need of no further clarifications, as their abilities should be fairly clear.

# Optional Rules

This section contains variations on the rules that modify the game to provide different play experiences. Before each game, players must decide as a group if they would like to use one of the following options, or a combination of both.

## Playing With Fewer Than Six Players

*Rex* is a game that relies heavily on diplomacy, deal making, and backstabbing. For this reason, the game is more enjoyable with more players.

If players wish to play with fewer than six players, they should make the following changes.

### Three-Player Game

When playing a three-player game, **no alliances may be formed**. When a "Temporary Ceasefire" Influence card is drawn, players may trade influence as normal, but cannot form any alliances.

We also suggest that players only use the Sol, Lazax, and Jol-Nar races in a three-player game.

When resolving an Influence card that places influence tokens in two different locations, the second space is ignored. In a three-player game, players **only place influence in the first space listed** (left most image). When a Sol Offensive card is resolved, both locations listed on the card are affected as if influence was placed in them.

**Important:** When playing a three-player game, place the Demolished Location token on top of the Mecatol Power South space. Units cannot enter this space for any reason.




*Demolished Location Token*

### Four-Player Game

When playing a four-player game, alliances may consist of a **maximum of two players**.

We also suggest that players only use the Sol, Lazax, Jol-Nar, and Letnev races in a four-player game.

**Important:** When playing a four-player game, place the Demolished Location token on top of the Mecatol Power South space. Units cannot enter this space for any reason.

### Five-Player Game

There are no changes. We suggest that players only use the Sol, Lazax, Jol-Nar, Letnev, and Hacan races in a five-player game.

## Betrayal Card Option

This option is for players who want to add even more backstabbing and treachery into alliances. All players must agree to use this option before the start of the game.

When using this option, each player is dealt one random Betrayal card during setup. This card tells each player how he alone can steal the victory away from his allies.

Each player's Betrayal card is kept facedown, and may not be shown to other players during the game. A player may look at his own Betrayal card at any time, and only reveals it to other players if he chooses to betray his allies at the end of the game (see rulebook page 23).

At the end of the game, if an alliance has won the game, each member of the alliance must perform one of the following two options:

- **Share the Victory:** The player shakes hands with his allies. If all members of an alliance shake hands, they share the victory and have won the game together.
- **Betray:** If the player is currently fulfilling the conditions on his Betrayal card, he **may reveal it.** If he does so, he alone wins the game (and all of his allies lose). If multiple players choose to reveal Betrayal cards, the player who revealed the card with the highest difficulty number (printed in the center of the card) wins alone.

Once all players have shaken hands, the game ends immediately. However, if one player reveals a Betrayal card, other players (even ones that have already shaken hands) can reveal Betrayal cards of higher difficulty to steal the win away from him.

This option is intended for experienced players only because it has such a profound impact on the game dynamic. When using this option, players must be much more careful when forming alliances, since they are more volatile.

*Example: Joe, Bob, and Glenn have just won the game in a three man alliance. Joe is not fulfilling the condition on his Betrayal card. Bob and Glenn are both fulfilling the condition on their Betrayal cards, but only Bob chooses to betray his allies (he reveals his card). Glenn is upset by this betrayal and decides that he now wishes to reveal his card. Since his difficulty number is highest, he therefore wins the game alone. Joe, Bob, and all other players have lost the game.*

### Xxcha Special Victory and Betrayal Cards

If the Xxcha player wins the game through use of his special victory condition, Betrayal cards cannot be revealed. The Xxcha player wins alone if he chose the correct round and his chosen player was a member of the winning alliance (regardless of any betrayals).

# REX: FINAL DAYS OF AN EMPIRE

They were caught on the 82nd day of hell.

The shadowy skyline of the Tarmalin sector had been within sight, and their grueling journey almost at an end. They'd been readying themselves for the final trek to whatever safety friendly ground could provide, but a Sol patrol had caught them in the open, and that had been the end of it.

They hadn't hoped for much. Like water, hope was in short supply in the devastation that had been the greatest city in the galaxy.

The Lazax body—tall, humanoid, with its four long arms and two long legs—didn't require a particularly high level of daily sustenance. A few pieces of fruit or a bite of a high-protein wafer could nourish a Lazax for a day, and was easy to carry besides. Water was a different story. Traveling through the ruined city had been an exhausting and thirsty business, and the four friends were far from young.

*Water is life* was one of the fifteen *miscu*, truths, taught to them as children. Ironically, it was water that would be the death of them.

The water that flowed in the city distribution network had been unsafe to drink. Too many of its pipes had been compromised, touched by chemical leaks or raw sewage where the Sols' bombing, uncaring of city services, had destroyed civilian infrastructure. They'd learned this lesson the hard way on the 17th day when they'd all gotten violently sick from drinking city water. Gil, Deino, and Peor had recovered a few days later, but Eemin had died from dysentery on the 20th day, and then they were three.

After Eemin's death, they'd been forced to forage for safe liquid as they traveled—in derelict shops, in coolers of abandoned civhabs, in automatic dispensers overlooked by looters. They'd even tried to cool steam from boiling city water, but were unable to capture sufficient amounts of liquid. The best source of safe water was the wellheads, the civic facilities that pumped groundwater from the granite bowels of Rex to Mecatol's trillion citizens. So close to the source, the water was yet untouched by the corrupting influence of war.

In his old life, the life he'd lived before Sol dreadnoughts had unleashed hell on his world, Gil Sai Dinish had been a Lazax councilor at the Civita Planetar. After they'd buried Eemin under a cairn of ceramic rubble, Gil had located a working data console. Here he'd used the privileges of a past life to acquire the location of every wellhead in the zones surrounding the imperial palace. Such was it that their journey to the Tarmalin sector had taken them from wellhead to wellhead, an indirect path from one life-giving island to another in a sea of death.

At the time of Emperor Sallai Sai Corian, the great city of Mecatol had stretched almost 4,000 miles east to west, and only slightly less from north to south. It had been an endless jungle of mile-high structures, elevated walkways, platforms, and sparkling towers covering the surface in a near-unbroken carpet of permacore and plasticon. Yet, as impressive as Mecatol had seemed from the air, the subcity that lay beneath its surface had been almost as developed as the city above.

Where possible, the three friends had traveled through the subsurface sectors and thoroughfares. The journey had taken them through cavernous halls—some hot and sooty from topside fires—along wide tunnels lit only by fading emergency sconces, and through smoldering craters where the bombing had penetrated so deep as to expose the levels below. At times, the topside fires had burned so hot they'd been forced to descend into long abandoned sub-levels. For a stretch of days they'd even been forced as far down as the upper chambers of the Old Deep. In that pitch black darkness, they'd felt their way through ancient warrens of causeways and habitats bored below Mecatol millennia ago. It had been a dangerous course. In many regions of the Old Deep, the air was poisonous, and a wrong turn could find the unwary traveler lost in some subterranean wilderness like the Catacombs of the Primals, the Starless Desert, or worse.

Closer to topside, they'd frequently come across great atriums filled with refugees—mostly mistrustful and hungry people who had fled the topside for the dubious safety of the subcity. The refugees had pieced together ragged shelters from whatever materials they could scavenge, forming large, shadowy shantytowns. Once, the three travelers had come across a long chamber which housed a village of the dead. Gil guessed the topside ventilation ports had been blocked by rubble, and after a few days the refugees' cooking fires had poisoned the air, asphyxiating the hall's inhabitants. The smell had been ghastly.

Aboveground, even greater dangers lurked. In their region of the city, Sol patrols were to be most feared, but a thousand things could get one killed in the new Mecatol. Gangs of looters that would kill first and steal later. Packs of flying *ruvar* birds that, driven mad by the poisoned rains and desperate for food, had become feral and savage things. And there was the endless Sol bombings. While the explosions could kill one well enough, they left behind a broken landscape almost as deadly. In those death zones—at the slightest touch of wind—deadly debris would fall from the burnt husks of structures above. At times, entire elevated civblock platforms would disappear underfoot, collapsing into the urban depths below, weakened girders giving way with rusty pops. Even the weather had turned deadly, especially the devilish storms of glass-dust that followed the worst bombardments.

And there was the war. Many of the great races were now fighting each other in the city, like crows squabbling over the choice morsels of a carcass.

On the 82nd day, the three had filled their bottles at the last wellhead. It was the seventh wellhead of their journey and they'd thought themselves quite adept at the process by then. Perhaps they'd gone complacent, perhaps the wellhead had been used by the Sol troops at the Tarmalin sector, or maybe they'd just gotten unlucky. Whatever the cause, they'd filled their bottles and had been leaving the facility when a Sol patrol had spotted them. Two Sol craft, hovering above, had trained their lights on the three old Lazax, blinding them.

Deino had acted instinctively. Of navy make and fiber, he was the strongest, and certainly the bravest of the three. As soon as the lights had washed onto their position, he'd thrown down his load and leapt back into the darkness.

It hadn't done any good. With an angry roar, the dual slug-spitters of a Sol craft had torn apart the shadows, Deino with them, and then they were two.

Gil and Peor had raised their hands in submission and their precious bottles had dropped. Water had spilled onto the street, and what little hope they'd had left spilled with it.

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The beginning of their journey had started many cycles before hell came to Rex. Before the water had turned sour and the sky had burned.

The four had been childhood friends, each of them a promising son of Lazax nobility. They'd been taught at the finest schools, eaten the finest foods, and grown to maturity in the finest quarters of Mecatol. Each of the four had come from families so ancient and wealthy that entire buildings on their estates had been dedicated to family histories and heirlooms. Undoubtedly, the four friends were among the most privileged in the galaxy. Their race was that of the emperors, the Lazax, the eternal rulers of the stars, and their future as bright as a sun.

As they came of age, the four friends had separated by careers. The duties of the empire were legion, and Lazax nobility of their stature expected to serve the glory of the emperor wherever needed. Peor San Welai became a powerful ambassador to one of the Lenoten collectives. Deino Aya Fillin advanced far in the imperial navy, and in time came to command his own wing of cruisers in the 502nd fleet. Eemin Gu Xaxos advanced to the role of section commander in the Mecatol Planetary Defense force before following his father's comfortable footsteps as a senior stakeholder in one of the eight *Kenatar*—the Lazax industrial conglomerates whose holdings and industry stretched across the stars. Of the four childhood friends, only Gil Sai Dinish stayed on Rex through his whole career, first serving as junior administrator in the Cor, and later as an emissary of the emperor to the Civita Planetar.

As all things in the universe, the four grew older. When they'd entered that uncomfortable age which lies past the peak of one's career yet before retirement, three of them had received calls to serve the emperor's administration on Rex. Deino was offered a role as tactical adviser to an Admiral serving on the emperor's council of war. Eemin was to become elderman in the emperor's industrial committee, and Peor took the position of senior attendant to one of the thirteen *Mirritan*, the emperor's personal ambassadors to the Galactic Council.

Gil had remained an emissary to the Civita Planetar. His lifelong career on Mecatol had made him a well-connected individual, with comrades in hundreds of bureaucracies, and favors owed in many more. The other three suspected, with good reason, that it was Gil's subtle machinations that had brought them back together on Rex in the twilight of their years.

As they'd taken their new positions on Rex, they'd enjoyed their reunited camaraderie, their lofty positions at the imperial palace, and their roles as the senior patriarch on their family estates.

Then had come Eemin's clandestine meeting in the clid gardens.

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After Gil and Peor surrendered in the courtyard of that seventh wellhead station, they were cuffed and taken onboard one of the Sol flyers. As they'd flown, their dying city passing underneath them, their legs had ached in remembrance of painful leagues walked and now quickly erased in the jet-wash of the flyer.

Their destination was one of the elevated warehabs near the Sallab slums—a monstrous construct recently converted to a Sol penitentiary. Spindly guard towers had been raised along the outer edges of the complex, and a squadron of Sol airborne gunships patrolled its perimeter like angry insects. When their craft approached, a gunship escorted them to one of the many freight piers that extended from the construct. As they approached for landing, Gil glimpsed a Sol landing zone to the south. There, a massive freighter was preparing to dock while columns of Sol troops and military supplies were streaming from the gaping loadport of another. Gil swore the freighters displayed the Hacan, not Sol, insignia.

Upon landing, a terse Sol corporal took their names and positions on a filthy data-tablet. Then they were stripped, submerged in some foul-tasting chemical cleaning agent, dressed in grey prison robes, and each supplied with a fiberwool blanket of some unidentifiable dark color. Four guards then took them roughly in arm and brought them to their cell.

The cell was really more of a hall: a great metal-walled room filled to near capacity by hundreds of occupants, mostly Lazax civilians. As Gil and Peor were shoved into the cell, few inmates seemed to notice. Of those that did, none seemed to care.

Their new home had no beds, no bunks, no furniture at all to speak of. Other than the dull metal walls and the permacore floor, the only notable feature was the ceramic sheds that allowed inhabitants to relieve themselves in privacy. The shed's biowaste containers were emptied only every four rotations, and the stench slowly accumulated to one that made Gil gag. Then the containers were emptied and the cycle of accumulating stench repeated itself all over again.

Food was served twice a day, each food ration accompanied by a small container filled with tasteless water. While the bland food sufficed, the amount of liquid was nowhere near enough to properly sustain a Lazax body. After a few weeks of incarceration, inmates slowly became dehydrated, their eyes and cheeks sinking, their tongues swelling.

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They'd meet during the hour of the second moonset, the humdrum of merrymaking a muffled drone in the background. On the eve of every tenth rotation, the emperor would host a festive gathering for the empires' *persona vitalis*. Senior staff, the greater nobility, and the highest ranking of the ambassadors to the Galactic Council would mingle casually across the entirety of the palace grounds. It was no coincidence that Eemin had planned their meeting for such a night. With the socializing, the secret dealings, and the copious layers of intrigue bred in the palace on such occasions, few would pause to wonder why four senior statesmen with far-flung responsibilities would congregate in one of the many palace gardens for idle conversation.

This particular night had been a cool one. Moisture had gathered on the colorful flowers and the sharp leaves of the clid trees from which the garden took its name. They'd found Eemin standing by the balustrade on the eastern side; he had been visibly uncomfortable.

Far below, down and beyond the palace walls, the river Dorus moved incessantly south—a liquid slab of black marble, its inky blackness intercut by frequent whitecaps and the gusts of spray against midstream outcroppings. From the clid gardens, if one looked up from the Dorus, the vastness and lights of Mecatol would stretch as far as one could see in every direction. Dominus Island, on which the imperial palace was built, had once been a remote river islet, but the city had reached and bridged the Dorus long ago, enveloping the palace.

So great was Mecatol, the imperial city, that its sky never darkened. Upon the setting of the Gul, the ambient glow of ten trillion lights would soak the sky in a lustrous amber haze that could be seen far into space. Above the tangle of buildings scurried unending city traffic—flying vehicles of every size, each on some business or pleasure in the greatest city the galaxy had ever known.

Gil had seen the view a thousand times before and hadn't given it a second thought that night; only the great plume of smoke that rose in the far northeast had given him pause. Even after several weeks, the great Hall of Cartography was still burning. Ibna Vel Syd had set it ablaze and hightailed it to the stars, stealing one of the finest of the emperor's cruisers in

the process. Vel Syd had been called "the doomsayer" or "the fearmonger" by his peers. Now he was referred to simply as "the traitor," and the once-proud name of Vel Syd was spat upon and mentioned only with righteous scorn.

When they'd all arrived, Eemin had turned to greet them pleasantly. Then he had taken a deep breath and said in a firm whisper, "Vel Syd may have been right!"

Diplomats and councillors both, Gil and Peor had reacted to Eemin's words with expressionless caution. While they'd glanced at each other with calm they did not feel, Deino had responded more forcefully. "Are you mad?" he'd hissed between his teeth. Deino was a military man and he'd been outraged at the loss of a cruiser to Vel Syd's cowardly flight, not to mention the great loss of life at the Hall of Cartography.

Only the bonds of a lifelong friendship had kept Deino from storming off during those first minutes. Yet, by the time Eemin had made his case, even the old rear-admiral stood pale and taut in disbelief.

Eemin, with his connections to both imperial administration and private industry, had come across a disturbing sequence of information. Facts that, when followed, had led the old Lazax businessman to a dark conclusion.

He'd told them how Mecatol's Hylar freeunions perhaps were not as free from University influence as thought. When the Jol-Nar headmasters had abdicated from the empire some seventy years ago, the Lazax had begun to appreciate how addicted the empire was to Hylar expertise. The great majority of datanets, robotics, and even propulsion technologies, had emerged from the watery laboratories of the Hylar, and had been maintained under lucrative service arrangements with University unions.

After the Universities of Jol-Nar had resigned from the Galactic Council, many Hylar unions and expatriate enclaves had declared themselves loyal to the emperor in return for amnesty and rich contracts. While those "freeunions" were under careful observation during the first few decades of the conflict, in time they'd become an accepted and moderately trusted part of the empire.

"Why, in the last six cycles, have freeunion populations in Mecatol dwindled by almost half?" Eemin had asked, showing them immigration statistics illustrating how curious numbers of Hylar women and children had left Mecatol. Not in droves, but in a steady trickle; not in numbers that would raise suspicion, except viewed over time.

"Who maintains our defense systems?" Eemin had asked rhetorically, glancing at the still-angry Deino. It was common knowledge that maintenance of most military emplacements for centuries had been a joint effort between the Lazax military and freeunion contractors.

Gil had cleared his throat and spoken. That morning he'd returned from the Adminus Mecatol, where the three largest freeunions had declared a strike. During the past year, freeunion leaders had been seeking expansion of their charter, their demands aggressive, almost obstinate. "As if engineered to force a strike," he'd muttered.

Eemin had nodded knowingly and continued. He'd shown them how the administrations of both the Hacan and N'orr embassy quarters had been reduced to skeleton crews. "Why are they leaving Mecatol?" He'd asked as more of a statement than a question. "What do they know that we do not?"

Deino had become visibly nervous when Eemin suggested the decade-long state of hostility between the Sol and Jol-Nar rebels had been clever theater to create a pretense of conflict. "If they are near all-out war, why have Sol warships been docking at Jol-Nar shipyards?" Eemin had shown them supply manifests and classified subcontractor work orders from his industry connections.

Peor had interrupted gently, calmly concluding that a conspiracy of such scale would have been impossible to keep secret from the empire. "Why?" Eemin had countered. "Can our eyes see when we do not look? Can our ears hear when we do not listen?" Eemin had waved his arm in the direction of the distant smoke plume. "Only *Vel Syd* dared to question Lazax hegemony. He was met with mockery and dismissal. Was he the one-eyed man in the land of the blind?"

There were other facts and figures, subtle snippets of information one could easily dismiss as trivial, but when seen together formed a mosaic of troubling visage. Storm clouds were gathering at all sides of the empire, and few seemed to have noticed.

"My friends," Eemin had taken them by their shoulders and whispered emphatically, "I have come to fear that our empire is on the brink of collapse. That Rex itself may be in imminent danger."

They'd stood in silence after that. Sounds of careless laughter, superficial conversation, and the clinking of expensive glass had continued unabated from the corridors, halls, and garden terraces around them. After some time, Deino had said quietly, "I cannot believe it. It's inconceivable!"

Eemin had nodded sadly, then he'd turned to Deino and asked, "Where is the Mecatol fleet?"

Deino's eyes had dropped, a flicker of trepidation passing over his features as the last wall of his disbelief crumbled. Navy movements were confidential, and Deino couldn't betray his post by answering the question, but his reaction was all the answer they needed.

The Mecatol fleet was nowhere near Mecatol.

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"Here's another one!"

Gil was jarred from the memories by one of the shock-prods the Sol guards used to control and corral the prisoners; *'cutors*, they called them. One of the guards had a particular dislike for the elder statesman and seemed to take perverse pleasure in counting the blue-yellow welts he'd so amply provided on Gil's arms. Gil had come to think of the man as "Scar" for the deep fissure that crossed the man's left brow and had left him with a blind, milky eye. "Here's another one!" he'd growl in accented univoca, followed by a painful kiss of his 'cutor, a cruel grin splitting his ugly primate face, white eye shiny with glee.

Except for the daily inspection and Scar's pointless punishment, the stale days of imprisonment simply passed from one into the next. No news came from the outside world, and the mood of the inmates did nothing if not deteriorate. Some wept, many slept, a few talked in low voices, but most just passed the days in silence with blank, dehydrated stares. On rare occasions, nearby bombardments were felt rather than heard, the faint tremors their only reminder that the universe was alive and hurting around them.

After more than a fortnight, despite Gil's misgivings, Peor decided to raise a complaint about the water rationing and its deleterious effects. A few concerned prisoners reminded Peor that it was generally considered a poor idea to speak to guards or detention staff. Not only was dialogue rarely returned, but the presumptuous speaker would often receive a healthy 'cutor poke or two. Worse, anyone in near proximity would likely be 'cuted as object lessons.

Gil reminded Peor that on the day they'd arrived, a woman had asked the guards to be moved to the hall where her children were kept. "They're afraid of the dark," she had pleaded, "and they need their mother." The guards had answered with their simian laughter and then 'cuted her so badly she'd lost her mind. Afterward, the poor woman would just sit facing the wall, hugging her knees and whispering repeatedly, "They're afraid of the dark. They're afraid of the dark…"

Peor would hear none of it, and insisted on trying to improve their lot.

Two other elder Lazax, whom Gil didn't know, decided to join Peor in his request. The three stood together near the double entry door, waiting for the staff to enter for the scheduled emptying of biowaste containers. "We request to discuss the water situation with your officer," Peor said when the staff finally arrived, laden with suction equipment. The two other elders had nodded solemnly in solidarity. As expected, the accompanying guards 'cuted them until they were sobbing on their knees.

After the guards thought the three obstinate Lazax to be sufficiently cowed, they waved for the sanitation staff to proceed. But Peor slowly returned to his feet and said calmly, "I think you misunderstood me: We need to discuss the water situation with your officer."

Peor's defiance surprised the guards and prisoners both; it surprised even Gil. As the guards moved to 'cutor Peor again, many prisoners rose in disapproval, hands closing into fists.

Reading the sudden change in situation, the senior guard called for his comrades to hold back. Then he recalled the sanitation staff, and together they left the hall in quick step. The waste containers remained full and the stench was at an all-time high, but even so, Gil noticed a few rare smiles.

A few hours later, the sour-faced corporal who'd admitted them entered with a large contingent of guards. He glanced impatiently at the prisoners and then called loudly, "Who wants to discuss the water situation with me?" Still shaking from the earlier punishment, Peor and the two other elders rose slowly and approached the human. When they finally stood towering before him, he looked them up and down with contempt. Then, without warning, he drew his service pistol and shot each of the three in the head.

The hall erupted in a clamor, inmates cowering from the unexpected shots, screaming in fear, pleading for mercy. Peor, who in life had been so graceful, collapsed to the floor with a fleshy slap, and then they were one.

After the guards pulled the bodies out of the hall, the corporal, pistol still smoking in hand, gave the quailing prisoners a hateful look of warning. Then he spun on his heels and marched out without another word.

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After their meeting in the clid gardens, his three friends had come to share Eemin's concerns. Regretfully they'd not known what to do with the knowledge. Ibna Vel Syd had been a lone voice in the wilderness. He'd warned the emperor, he'd warned the inner circle, and he'd warned the council of military commanders. He'd urged the need to change, and he'd advocated for both prudence and action. In turn a charismatic and forceful individual, Vel Syd had attempted to change the course of the empire and he'd failed. Then he'd burned every trace of his plans and destination, and abandoned his race to rot in their complacence.

Despite their high birth, the four friends could not hope to match the access or power that Vel Syd had enjoyed. He'd been their senior by far, a personal friend and councillor to the emperor, and *still* none had listened. In leaving as he did, Vel Syd had sown such enmity within the inner circle and the military command to his ideas, that presenting the information Eemin had gathered would surely fall on deaf ears.

The four had lamented for weeks on their course of action. They'd sent their closest family members off-planet "for relaxation," but were at a loss as to how to convince their superiors of a looming danger of a nature they couldn't directly identify. Deino had advocated they simply run the risk of being declared anathema and forcefully present their findings to anyone that would listen. The three others had found such strategy too risky for their careers. Instead, they'd fretted and weighed their options, waiting for some moment of opportunity, perhaps some outside event that would support their concerns and give them a window for action.

When that event did occur, it had been entirely too late.

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About a month after Peor's death, the prisoners were woken in the night.

The heavy doors slammed open and a dozen guards burst into the hall, shouting loudly for the inmates to rise. Anyone too slow or too sleepy got a taste of the 'cutor. Then the prisoners were paraded out of the hall, through a maze of metal corridors, down staircases, and finally into a brightly lit atrium where other groups of Lazax inmates were being assembled. All were dressed in the same dirty grey robes, eyes glazed from sleep and fear. Though the bright atrium was many times larger than the incarceration hall from which they'd come, it was filling rapidly as prisoners by the hundreds kept arriving in a steady stream.

After what Gil assumed was the last prisoner group had joined them, they were herded into long lines and their feet shackled. When the jailers had completed the shackling, two great metal doors on the far side of the hall were opened. With 'cutor prodding and a salting of shouts, the guards soon had the lines moving through the doors and a long march began.

In the hours of walking that followed, they crossed hall after enormous hall, corridor after long corridor. After some time, Gil was sure they'd left the prison complex, but the guards gave no evidence of their destination. They passed through halls untouched by war, while others were nothing more than blackened shells. On occasion they crossed into the open where a taste of sulfur on the wind and smoke columns on the horizon reminded them war was still raging in the city. Then they'd invariably enter another civblock structure, which meant more halls and more dilapidated corridors. In the end, Gil lost count.

After nearly a day of marching, they arrived at a wide set of stairs. After a short rest, more for the benefit of the guards than the prisoners, they were coaxed up the steps. Upward they went, under the intermittent glow of faint light sconces. Upward, as a thousand footsteps echoed in the staircase shaft, thumping and scraping like the slow shuffle of some alien monster. Up, up, up toward some high destination.

Gil shuffled forward and upward, the magnetized shackles at his feet humming and his thighs burning with every step. The long miles of walking to the Tarmalin sector had given him a wiry strength he'd never possessed in his old life. Even so, the endless climb was hell on his legs.

Every few minutes Gil would hear the sudden slap of a pistol, sometimes ahead, sometimes behind. He'd invariably pass the results of those ahead—corpses that had crudely been kicked aside to give way to the climbing column of prisoners.

Up, up, and up. Gil's world narrowed until it consisted of three things only: the next step, the burning in his legs, and his memories.

One early evening, a Sol fleet had struck Rex from deep space without warning. Equipped with new mass-drives developed by the Jol-Nar, the Sol navy had taken the Lazax high command by complete surprise. As a result of freeunion strikes and other sabotage, great portions of Mecatol's planetary defense systems were off-line at the time of attack, including those of the imperial palace. Only a few sectors managed to form proper shielding and defense.

In the imperial palace, chaos had ensued. Palace staff, soldiers, and bureaucrats had run in every direction. Others had frozen where they stood, gaping at the impossible events unfolding around them. Servant automatons had scurried this way and that, sensors overloaded by the tumult and conflicting commands.

In case of some disaster, the four friends had planned to use Gil's shuttle to return to their home district. Unfortunately, their plans hadn't included a noble that, desperate to escape the palace, had crashed his craft into a docked luxury barge and converted the landing platform holding Gil's shuttle into a fiery wreck. Instead, they'd been forced to take a droma-lift down to the island surface and there managed to secure space on one of the few broadhull water ferries that supplied the imperial palace by way of the Dorus river.

As the ferry had pushed off against the pier, hundreds had already been swarming on the docks, all desperate for a place on one of the few departing ferries. Gil had seen several people fall into the rapid waters, shoved heedlessly off the pier by the throbbing crowds.

They'd been about a third of the way across the river when the first bomb had struck the island and the resulting shock wave had hit with unforgiving force. A group of passengers, three servants and a noblewoman, had been flung into the water as the swell from the explosion violently shifted the ferry's prow to the left, forcing the boat parallel to a rising wave. As the wall of water grew, the boat had begun to tilt dramatically sideways with the rising wave. Those passengers who managed to cling to something—a railing, a vent, or a solid piece of machinery—avoided certain death in the angry river. The rest plunged into the water like rotten fruit from a shaken tree. Peor had nearly fallen. Just as he had been about to slide screaming over the side, Deino had managed to grab him. For a minute, Peor had hung in midair, clinging to Deino's hands as the angle of the boat continued to tilt. For a few dreadful seconds, the boat had loomed near capsizing.

Then the boat had cleared the wave, and the deck had violently risen to rejoin them. As the boat slid down the back of the first wave, the captain had corrected the ferry's angle to meet the second wave head on. The resulting spray had taken another few passengers with it, but the boat had held.

A few wet and grueling minutes later, the ferry had managed to finally cross the Dorus. It inelegantly scraped against the permacore river barrier much further downstream than its accustomed landing. The remaining passengers, using an old line of steel rungs bolted to the barrier, had clambered off the ferry onto a mostly abandoned riverside roadway. The captain had climbed with them, abandoning the ferry to its own fate.

Upstream, the palace was burning. The great dome of the emperor had been cracked like an egg, and fire and smoke blazed from the large fissure. Smaller conflagrations raged across the entirety of the island, and walls were crumbling where mortar finally gave way. Gil had seen the clid gardens in flame before they disappeared in a cloud of debris as their entire wing of the palace crumbled into dust.

The sky had been thick with Sol military craft. Cruisers and frigates had moved slowly across the horizon while flights of fighters roared angrily across the sky. Far above in the evenfall light, great grey shapes of dreadnoughts and carriers could be gleaned, their huge engines emitting pallid blue glows in the darkening atmosphere. Panicked civilian traffic had skirted across the skies, abandoning normal traffic routes as Sol warships indiscriminately fired at all non-Sol vessels. The skies had been ablaze with burning transporters, freighters, personal flyers, and all manner of non-military vessels, all plummeting like orange rain toward the surface, tracing faint lines of smoke in their dying wake. The downpour of doomed vessels impacted buildings, antennas, landing platforms, or the planetary surface itself, where blooms of fire and dull booms had seemed to emanate from everywhere at once.

A few planetary defense systems had come on-line. Far to the north, in the direction of the Tarmalin sector, Gil had seen a huge Sol cruiser repeatedly hit by plasma tracers from PDS emplacements. Burning and breaking, the great cruiser began to tilt sideways and lose altitude. Like a falling citadel, they saw it plunge to its death, the distance and size of the craft making it look as if it were in slow motion. After the careening ship had descended below view, a blinding flash and then a torrent of black smoke had emerged from its faraway grave.

Around them, the population of Mecatol had been in disarray. Gil had seen families hauling possessions into private flyers, only to be shot down as they emerged into the traffic routes above. Many individuals had been running, others looting, some just stood and stared at the skies. Some were wounded, a few of those being attended, but many that couldn't walk had been left to bleed.

Then a swarm of Sol landing craft had emerged from one of the carriers idling far above. Like heavy beetles, the craft had descended on the emperor's smoking island and no defenses had stopped them. By that time, the disparate group of ferry survivors had begun to scatter. Short of options, and little wish to encounter the Sol forces that were landing on the Dominus, the four friends had begun to walk. Their destination at first had been the Ahain nobility sector, the home of their ancestral estates. While it had been considered suitably close to the imperial palace, the Ahain was still more than 200 miles from Dominus Island. By air, this would have been a short jaunt. By foot, through a war zone, they'd guessed it would take four old men nothing less than twelve rotations to cover.

They'd walked during lulls in the bombardments, or when the attention of the Sol forces had seemed at a sufficiently safe distance. Sometimes, on the horizon, they'd seen the encouraging glow of shields and the plasma tracers of PDS emplacements.

As the days passed, civilian airborne traffic had all but disappeared, and only the constant to and fro of Sol military vessels had been seen in the skies. The bombardments had continued unabated. Even for a fleet as vast as the one Sol had sent to Rex, the imperial city of Mecatol was much, much greater yet.

The four had slept where they could. During the first few days, the local citizenry had been surprisingly friendly, as if the attack had brought the city together. Private citizens and shop owners had freely opened doors and larders to the displaced citizens that walked the city.

But this camaraderie unfortunately did not last. As the Sol bombardment continued and little to nothing was seen of either imperial forces or planetary administrators, anarchy had begun to take firm root. What had been kindness and generosity was

replaced by mistrust and hoarding. As the days wore on, a grey despair had begun to set in the dying city like gangrene in dying flesh.

On the ninth day of their walk, the four friends had found hospitality from a shop owner who'd kindly agreed to take them in for the night. She'd given them bowls of canned soup and a small bowl of pasteflakes. The four had eaten greedily, particularly appreciating the reinvigorating salty broth.

A few other dislocated souls had been resting at the back of the shop. Gil had struck up idle conversation with a dislocated family and learned with dismay that they'd come from the Ahain sector. They'd described how the ancient district had first been targeted by several Sol bombardments and later by hordes of looters. Those estates that weren't in ruins or burning had been looted or occupied by the many citizen posses that were forming across the city.

A wounded PD guardsman had been in the shop also. When he hadn't been coughing blood or drinking from a bottle of snada liquor, he'd told them of how Lazax forces had managed to organize themselves in a few sectors—that military frequencies were broadcasting summons to guardsmen, police, or any loyal imperial citizen willing to help repel the cowardly assault. The Cor and the Fastness were two of such locations, and so were the Tarmalin, Arbaxes, Bec, and Sai Sallai sectors. The guardsman had sworn that forward Lazax naval forces were trying to break the blockade, and that some Lazax reinforcements had even managed to land in the Bec sector. Of the fate of the emperor or the central administration, he could say nothing.

The four friends had hoped to join the guardsman in the morning, to go wherever he was going. But the soldier had died of his wounds during the night. Of those sectors the dead guardsman had mentioned, only the Tarmalin was within reasonable distance of their current location. On foot, it would be a journey that would take months, but it was what little hope they had.

And so, on the tenth day, the four had begun their long journey to the Tarmalin sector.

---

The endless climb upward continued for several hours, and Gil was nearing the end of his strength. His legs were shaking so violently that he needed to prop himself against the corridor walls. Even the guards seemed too tired to care. *What waits at the top of the stairs?* he wondered. *Another prison?* Gil didn't think so. He expected they were being moved to some high platform for transportation. *The higher the platform, the larger the shuttle.*

At last the climb was over. They came to a landing and stopped. The temptation to throw himself onto the floor in exhaustion was almost unbearable, but the guards would have none of it. Any prisoner that tried to sit or collapsed got treated with 'cutors until they stood again or died where they lay.

More prisoners kept arriving from behind—sobbing, shaking from exertion—and the wide landing soon became crammed and hot. After more waiting, the guards finally opened a set of heavy plasticon doors and took the first batch of prisoners through. As the doors closed again, Gil felt a taste of cool air; he imagined he heard the whine of engines as well. *They'll move us off-world*, he guessed. In his youth, he'd heard rumors of the infamous prisons on Jord's moon. *A senior member of the administration won't be sent to a work-farm*, he hoped. Surely Lazax forces across the galaxy would regroup to punish the humans for this brazen attack. When that happened, a hostage like Gil would be valuable as Sol negotiated terms of peace.

When the doors opened again, Gil was pushed forward with the next group. Pressed into a second corridor, the guards shoved them forward with renewed urgency. The air was cool and breezy. Curiously, Gil didn't hear the expected drone of engines from an awaiting craft, instead he could hear only the crackling of 'cutors and the howling of outside winds.

Then Gil passed Scar, and the guard stopped him with a shove. It was the first time that Gil hadn't seen Scar smiling. Instead there was a different, colder look on the guard's face; his white eye shone not with glee, but with some grim finality. Scar pressed something into Gil's hand, a wallet of some kind. Then someone from behind pushed Gil down the line and he never saw Scar again.

The sound of 'cutors discharging increased in intensity to a non-stop crackle, their ozone smell filling the air. Gil glanced at the small wallet the guard had given him. It wasn't a wallet, but some form of light pictoframe. Gil flipped the cover aside. Inside was a picture of a small human girl. Then he finally understood.

There was no shuttle waiting for him.

As the corridor turned, Gil entered a wind-blown room awash in broken furniture and rubble strewn across a mildewed industrial carpet. Abandoned *ruvar* nests clung to the molding where the walls met the ceiling. The most prominent feature of the room was an enormous hole that had been torn into the side of the building. The steel girders and permacore walls were twisted and bent like grass in the wake of a great beast. Gil guessed the building had been grazed by one of the many craft that had been shot out of the sky. Kernels of shattered plasticon glass covered the floor like sand, crunching beneath his feet as he was shoved toward the opening. Through it, Gil could see a grey sky and his city, skeletal and inanimate, stretching beyond sight. A frigid wind was blowing, howling through the scarred building like a broken-hearted animal.

The sound of the wind almost covered the screams of the falling.

Like the Sol cruiser he'd seen fall, Gil's last seconds seemed to happen in slow motion. A breathless clutch of fear gripped him, and the beating of his two hearts drummed on his throat like hammers. The pictoframe of the dead human girl dropped to the floor.

With 'cutors red-hot and smoking, with kicks of heavy boots, the guards pushed the line forward. Forward, through the hole and beyond their custody. Gil saw those before him forced to the edge, their grey robes catching the wind for a precious second before they were pushed from sight. Sound seemed to leave the world.

As the end came, Gil didn't feel the 'cutors as they kissed his back and thighs, prodding him forward, nor did he hear the yelling or the sound of the wind. Then he was at the edge, the wind catching his ragged robes for a fleeting moment. A mile below flowed the Dorus river. He saw the faint, falling bodies of those who had walked before him. A final shove, and then there was only air, and wind, and the blurry rush of the building moving past him.

*The river will carry me downstream*, Gil thought as he fell. The current would take him through his city on a last journey. Past the emperor's palace and the sunlit balcony where he had spent so many of his afternoons. Past the park shores where he'd played as a child with his three friends. Then at last, out of the city and out of history.

In the end, the waters of the Dorus rose to take him, and then they were none.

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# Quick Reference

## Turn Reference

1. **Influence Phase** See page 8.
2. **Bidding Phase** See page 9.
3. **Recruitment Phase** See page 10.
4. **Maneuvering Phase** See page 11.
   1) Movement Step
   2) Deployment Step
5. **Battle Phase** See page 12.
6. **Collection Phase** See page 12.
7. **Bombardment Phase** See page 12.

## Battle Reference

Full details for each step can be found on page 17.

1. **Situation Report**
2. **Choose Strength**
3. **Commit Leader**
4. **Reveal Battle Dials**
5. **Commit Strategy Cards**
6. **Reveal Traitors (optional)**
7. **Resolve Committed Strategy Cards**
8. **Determine Winner**

## Commonly Overlooked Rules

- It costs **one influence** to deploy a unit to a friendly or empty space of the game board. If enemy units are in the space, it instead costs two influence per unit (unless the area is the Galactic Council). Players cannot deploy to spaces occupied by their allies.
- A leader cannot participate in two battles in different spaces during the same game round.
- When a player reveals a Traitor card to win the battle, he does not take any casualties.
- Each player may recruit **up to five** of his units and **one** of his leaders from the casualty pool each Recruitment Phase.
- Each player can commit a maximum of one attack (red) and one defense (blue) Strategy card per battle.
- Strategy card hand size is four. Players cannot exceed this and cannot voluntarily discard Strategy cards. At the end of battle, the loser discards all of his committed Strategy cards, while the winner may discard or keep his.
- Player may only trade influence during a "Temporary Ceasefire", and may never trade any other component.

