

2PCG™

THE **MARVEL** BATTLES

RULE BOOK

Welcome to the rebirth of the Vs. System! Over a decade ago the original Vs. System let you simulate epic superhero battles. Now the game's back and better than ever! In this box you'll find four teams: The Avengers, X-Men, Guardians of the Galaxy, and of course, the Super Villains. You and your friends can play each team against each other, or you can mix and match characters to create the ultimate crossover.

What is the Vs. System?

The Vs. System is a card game where 2-4 players each build a deck of Characters, Plot Twists, and Locations, and try to knock out their opponents. Each Vs. System set comes with a full playset of cards so you'll have everything you need to play the full game right out of the box.

If you never played the original Vs. System, don't worry: You'll pick it up fast. And if you have played the original Vs. System, see below to see what's changed.

Game Contents

- 400 Cards
- Assorted Counters
- This Rulebook

If you've played original Vs...

If you've played original Vs. you'll find that some parts of the game have been streamlined or changed in order to make it easier to learn, faster to play, and more fun to battle. Here's the major stuff:

Wounds Instead of Endurance

Characters have a new stat called "Health." When a character gets stunned, instead of taking stun or breakthrough damage, it gains a wound. If it takes too many wounds, it gets KO'd.

Main Characters

Each player starts with a Main Character who works just like a regular Character except when your Main Character gets KO'd you're out of the game. (Your Main Character can Level Up to become more powerful, but we'll cover that later.)

Simpler Rows and Faster Formations

In the original game you would place some characters in your Front Row, and some in your Back Row, and decide who was protecting whom. In the new game, all that matters is who's in the Front and who's in the Back. If there's anyone in the Front then characters in the Back are protected.


Individual Turns

Each player takes their own turn, which also speeds things up. Your opponents can only play cards on your turn during combat (and only if the card says so).

Revamped Resource System

You can still play any card face down as a resource, but the way Plot Twists and Locations work is different. Plot Twists are now only played from hand. And Locations enter play face up and can be turned face down to activate one of your character's Super Powers. (More on this later.)

Other New Stuff

You'll notice other differences as you learn and play the new game. Some might be rules changes (like how  characters are now more dangerous) and some might be how the game feels (like how Team Attacks are more important).

Gameplay Overview

Each player starts with a Main Character such as Iron Man, Star-Lord, or Thanos. During the game you'll play resources and recruit Supporting Characters. You'll organize your formation between your Front and Back Rows, and you'll make solo and team attacks against your foes in order to stun and KO them. You'll play Plot Twists to enhance your team or hurt your opponent's. You'll use your Locations to activate your team's Super Powers. Your Main Character will earn Experience Points and Level Up to dominate the battlefield. Finally, you'll KO your opponent's Main Character (or they'll KO yours).

The Card Types

Main Characters



You start the game with a Level 1 Main Character. During the game, when it levels up you'll switch it with its Level 2 Version.

Supporting Characters

During your turn you can recruit Supporting Characters into your Front or Back Row.



Main Characters and Supporting Characters work the same way. They can attack, defend, get stunned, and take wounds. The only exception is some cards specifically refer to Main Characters or Supporting Characters.

Plot Twists

During your turn you can play Plot Twists from your hand. Plot Twists always say when during the turn you can play them.




Locations

Each turn you can play a card face down as a resource. But if it's a Location you can play it face up instead. Each Location has a symbol. During the game you can turn a Location face down in order to activate a Super Power that requires that symbol. (You may also discard a location from hand to get that symbol.)



Basic Game Concepts

- **Deck:** Your deck must include exactly 60 cards, not including your Main Character.
- **Hand:** You start the game with seven cards and draw two cards each turn. There is no limit to the number of cards you can have in your hand at one time. If an effect tells you to discard a card, that means from your hand.
- **KO Pile:** When a card gets KO'd or discarded it goes into your KO pile which is next to your deck. The KO Pile is face up, and any player can look through it at any time.
- **Three Rows:** Each player has three rows: Front, Back, and Resource.
 - When you recruit a character it can go into your Front or Back row. Characters in front are your main line of attack. They also protect characters in your Back Row. Characters in your Back Row are safer but they can only attack if they have the  symbol.
 - Each turn you'll place a Location or a face down card from your hand into your resource row. Your resources give you recruit points which you'll use to play your Supporting Characters.



- **Ready/Exhausted:** A card in play is either ready (upright) or exhausted (turned on its side). Only ready characters can attack. Cards enter play ready.
- **Stun:** When a character is defeated in combat it becomes stunned. Turn it face down, exhaust it, remove all +1/+1 and -1/-1 counters from it, and put a Wound counter on it. Stunned characters can't be attacked and they lose their powers until they recover. Some effects can cause a character to become directly stunned (without it being in combat).
- **KO:** When a character has as many Wounds as its Health, it's KO'd.
- **Recover:** When a character recovers, turn it face up. It still keeps its Wounds.



Setting Up the Game

- Each player needs a deck that has one Main Character and exactly 60 game cards. (See pages 10-11 for which cards to include in your first deck.)
- Put the Wound, XP, +1/+1, and -1/-1 counters nearby.
- Randomly determine who gets to choose which player goes first.
- Starting with the first player, each player puts their Level 1 Main Character into either their Front or Back Row. Then they put the Level 2 version off to the side where all players can see it.
- Each player should set their deck down next to where their Back Row will be.
- Each player shuffles their deck and draws seven cards.
 - Starting with the first player, each player may mulligan one time if they don't like their hand. Shuffle your hand into your deck and draw seven new cards. (It's usually a good idea to mulligan if you don't have any Locations or any Supporting Characters that you can play in the first few turns.)

Turn Sequence

Each turn, you'll go through the following four phases in order. Then the next player takes a turn. (In a 3 or 4 player game, the next player is the player to your left.)

1. Draw Phase
2. Recovery Phase
3. Build Phase
4. Main Phase

1. Draw Phase

During this phase, first any "At the start of your turn" effects happen. Then you draw two cards. (If you're the first player and this is the first turn of the game, **you don't draw any cards** on your first turn.)

2. Recovery Phase

During this phase, if you have any stunned characters, they all recover. Then ready all of your characters.

3. Build Phase

During this phase, perform the following three steps **in order**:

Resource Step

You may choose any one card in your hand and place it face down into your resource row. (It is now a "resource".) If you play a Location as a resource, you may place it

face up. (Playing a resource is optional.)

Recruit Step

You now gain 1 Recruit Point for each resource you have. (It doesn't matter if the resource is face up or face down.) You can spend any or all of your Recruit Points to play Supporting Characters from your hand. When you play a character, put it into your Front or Back row.

Example: During Peter's Resource Step he plays the Training Ground Location face up as a resource. He now has three resources so during his Recruit Step he gains 3 Recruit Points. He spends them to play Ant-Man (who costs 1) into his Front Row and Hawkeye (who costs 2) into his Back Row.

If you have any Recruit Points leftover, they go away after this step.

Formation Step



You can now rearrange any or all of your characters between your Front and Back Rows. Any character (including your Main Character), can go into either row. It doesn't matter if a character is to the left or right of another character. All that matters is who's in the Front and who's in the Back.

4. Main Phase

This is the longest phase of the turn.



During this phase, you can make any number of attacks, one at a time, until you choose to stop attacking or all of your characters are exhausted.

Your Front Row characters can make Melee attacks.

Your Back Row characters that have the  symbol can make Ranged attacks. (Note: You can put a  character in your Front Row to have it make a Melee attack if you want.)

Making a Melee Attack

Starting a Combat

- Exhaust one of your ready Front Row characters to become the attacker and choose a face up Front Row enemy to be the defender. **If an opponent has no face-up Front Row characters, you can attack his Back Row characters.**
- If your character has  it can fly over your opponent's Front Row to attack a Back Row character unless your opponent has their own  character in their Front Row.

During Combat



- Once combat has begun, you can play one Combat Plot Twist or use one Combat Super Power or you can pass. Then your opponent can do the same. Then you go again, and so on, until both of you pass in row. (If one player passes but then other player plays something, the first player can still play something.) Then resolve the combat.
- If you're playing with 3 or 4 players, everyone will have chance to play Combat PlotTwists or use Combat Super Powers each combat. The attacking player has the first opportunity, then play proceeds to the left. Once all players pass in succession combat resolves.
- When a player plays a Plot Twist or uses a Super Power, it resolves immediately before the next player has a chance to play their own Plot Twist or Super Power.


Resolving Combat

- To resolve the combat, the attacker now "strikes" the defender and the defender simultaneously "strikes back" against the attacker.
- Compare the Attacker's ATK to the Defender's DEF. If the ATK is greater than or equal to the DEF, the defender will be stunned. Also compare the Defender's ATK to the Attacker's DEF. If the ATK is greater than or equal to the DEF, the attacker will be stunned.
- So there are four possible results to a combat: No one gets stunned, the Attacker gets stunned, the Defender gets stunned, or both characters get stunned.
- When a character becomes stunned, turn it face down, exhaust it, remove all +1/+1 and -1/-1 counters from it and put a wound counter on it.





Making a Ranged Attack

Ranged attacks work the same way as Melee attacks with the following exceptions:

- You choose one of your Back Row characters with  to be the attacker.
- The defender only gets to strike back if it also has the  symbol.





Note: If your character attacks from the Front Row, it is always a Melee attack whether or not your character has the  symbol.

Flight and Ranged

- If your character has  and  it can attack from your Back Row AND fly over your opponent's Front Row (if they have no  characters in their Front Row) to attack a Back Row character.
- The defender will still only strike back if it has .

Team Attacks

Two or more characters that have the **same Team Affiliation and are in the same row** can make a Team Attack against a single defender. Team Attacks work just like solo attacks with the following exceptions:

- You choose two or more Front Row characters to make a Melee Team Attack.
- You choose two or more Back Row characters that have  to make a Ranged Team Attack. (Just like in a regular Ranged Attack, the defender only gets to strike back if it has .)
- In both cases, if all of your attackers have , they can fly over your opponent's Front Row to attack their Back Row (unless your opponent has a Front Row  character). Resolving a Team Attack works like this:
- Add up the ATK of all your attackers and compare them to the Defender's DEF to see if the Defender will get stunned.
- The defender then chooses **exactly one** attacker to strike back against. It compares the Defender's ATK to that character's DEF to see if it will get stunned.

For example, let's say three different 2/2 Avengers attack a 6/6 defender. When the combat resolves, the total ATK of the attackers is 6 which is enough to stun the defender. The defender picks one of the 2/2s to strike back at, compares its 6 ATK to the attacker's 2 DEF and stuns it. The other two 2/2s survive.

After each Combat resolves, you can make another attack. Once you're done attacking (either by choice, or because you have no ready characters left, or because all enemy characters are stunned), and you're ready to be done with your Main Phase, your turn ends. Resolve any "at the end of your turn" effects, and then the player to your left gets to take a turn.

Ending the Game

The game ends when you KO your opponent's Main Character or they KO yours. If you're playing 3 or 4 players, then it ends when only one Main Character is left. If the final two Main Characters would get KO'd at the same time (either because they're in combat with each other or through some card effect), **the player whose turn it is wins the game.**

In a 3 or 4 player game, when a Main Character gets KO'd, remove all cards on that player's side from the game.

Additional Rules

+1/+1 and -1/-1 counters

Many effects put +1/+1 or -1/-1 counters on characters. These numbers alter a character's ATK and DEF until something removes the counters.


If a character ever has +1/+1 and -1/-1 counters at the same time, they cancel out. Remove one of each until the character only has one type.

When a character gets stunned, remove all +1/+1 and -1/-1 counters from it.

If a character's DEF is ever reduced to 0 (whether from -1/-1 counters or some effect), it's immediately stunned.



Stunned Characters

When a character becomes stunned, remove all +1/+1 and -1/-1 counters from it, turn it face down exhausted, and put a wound counter on it. If it now has wounds greater than or equal to its Health, it's KO'd. Put it into its owner's KO pile. **(Note:**  If a character only has 1 Health, don't bother putting the wound on it. Once it gets stunned it's immediately KO'd and you can put it directly into the KO pile.)

If a character gets stunned by an effect in the middle of a combat, it is removed from combat. Stunned characters can't be attacked or gain +1/+1 or -1/-1 counters, and they temporarily lose their powers (until they recover). Stunned characters can't ready.

Any player can look at any stunned character at any time.

Recovering Characters


Your stunned characters automatically recover during your Recovery Phase. (You can't choose to leave them stunned.)

Some card effects can also recover a character. When a character recovers, turn it face up but leave it exhausted. **(Note:** Recovering a character does NOT heal any wounds from it.)

Playing Plot Twists

Each Plot Twist will say when you're allowed to play it. If it says "Build" then you can only play it during your Build Phase.

If it says "Main" then you can only play it during your Main Phase **while there isn't a combat going on.**

If it says "Combat" then you can only play it during a combat on your turn. And if the word "Combat" has the **Any Turn** symbol () next to it, then you can play it during a Combat on any player's turn. (Most "Combat" Plot Twists can be used on any player's turn.)

Unless it says otherwise, you can only use a "Combat" plot twist to affect a character in the combat.

When you play a Plot Twist, follow its instructions, then put it into your KO pile.

Some Plot Twists have a Team Symbol on the top right of the card. That means **you may only play it if you have a face-up character with that Team Symbol** on your side (including your Main Character). However, you can use it to affect any character regardless of Team Symbol.



Character Powers

There are three types of character powers: Keywords, Super Powers, and Level Up Powers.

Keywords

Keywords are powers that often show up on more than one character. When a character has a keyword power, just follow the instructions in its text. You can also look in this rulebook to see what the keyword means.




Flight and **Ranged** are the two most common keyword powers. They are represented by these symbols instead of the actual words:  and .

Super Powers

All Main characters and some Supporting characters have Super Powers. A Super Power looks like this:




Each Super Power has a different name and a different effect. The word "Build" or "Main" or "Combat" tells you when you can use the Super Power (just like how Plot Twists work). Thor's power can only be used during your Main phase while there isn't a combat going on. Wolverine's power can only be used while

Wolverine is in combat. And the  next to Combat means you can use it on your turn or an opponent's.

If a character's Super Power says "Any Combat" you can use it during a combat even if that character isn't part of it.

Each Super Power has at least one power symbol. To activate a Super Power you must pay for it by turning one of your Locations with that symbol face down OR by discarding a Location with that symbol from your hand.

Ex 1: It's your Main Phase. You decide to use Thor's Lightning Strike power so you turn your Laboratory location face down to pay the cost. Then you get to put three -1/-1 counters on an enemy character.

Example 2: Wolverine attacks an enemy. You decide to use his combat Super Power, Sniikt!. It costs a  so you discard a Training Ground Location from your hand and Wolverine gets +3/+0 this combat. (You could also use this power while Wolverine is defending in combat.) You can use any number of different Super Powers each turn, as long as you can pay for them. However, **you can't use the same Super Power more than once each turn.**

Some Super Powers have more than one power symbol. You have to pay for all of them by turning matching Locations face down or discarding them from hand, or a combination of both.

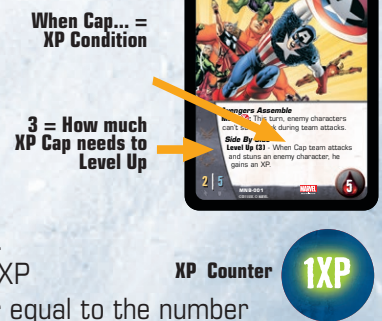


Level Up Powers

Every Level 1 Main Character has a Level Up Power.

When you meet the XP (experience) condition, put an XP counter on the Level 2 version of your main character.

Once you have XP greater than or equal to the number next to "Level Up", remove the XP counters from the Level 2 version of your main character and replace the Level 1 version of your character with its Level 2 version. The Level 2 version should retain the same orientation as the Level 1 version (ready/exhausted and face up/stunned). Put each Wound and +1/+1 or -1/-1 counter that was on the Level 1 version onto the Level 2 version.



Level 2 characters work just like Level 1 characters except they're more powerful and they have an additional Super Power.

Note: While your Level 1 character is stunned, its Level Up Power is turned off.

Main Characters vs. Supporting Characters

Main Characters work like Supporting Characters with the following exceptions:

- Main Characters start in play and don't have a cost.
- Main Characters can level up.
- If your Main Character gets KO'd, you're out of the game.
- Some effects say they only work on Supporting Characters.


Other than that, treat Main Characters exactly the same as Supporting Characters. They attack, defend, team attack, get +1/+1 or -1/-1 counters, get stunned, use powers, etc.

Uniqueness

Each player can only have one character with a specific name on your side at one time. If you already have a character on your side, and you play another one with that name, you must KO the first one. If they both enter play simultaneously then you must pick one to KO. If the second one ends up on your side through some special effect (e.g. Mind Controlling an enemy character) you still must KO the first character.

The only exception to all of this is your Main Character. You may never control a character with the same name as your Main Character. If an effect would cause that, ignore that effect. You can't play a supporting character with the same name as your main character.

Power-Ups

If you have a card in hand with the same name as a Main or Supporting Character on your side, you may discard it to Power Up that character. Put a +1/+1 counter on the Powered-Up character. You can Power Up a character either as a Main action or as an  Combat action.

Example: You attack with your Main Character, Wolverine. During combat you decide to Power Up Wolverine so you discard a Wolverine supporting character from your hand and put a +1/+1 counter on Wolverine.

Resources and Locations

Cards in your Resource Row count as Resources whether they're face up or face down. Once a Location turns face down it will stay face down unless an effect turns it face up. You can look at your own face down resources at any time. You can't look at enemy face-down resources.

You can rearrange your Resource Row if you like as long as your opponent can see how many you have and which Locations you have. Resources don't exhaust.

There are four basic locations, one for each of the four Power Symbols. Also, each team has one special location that has a Team Symbol on the top right of the card. These locations can produce any of the power symbols, **but only for a member of that team.** (That matters when you're building your own decks and mixing teams together. See pages 10-12 for more info.)

You can use a Location (by turning it face down or discarding it) to pay for a Super Power. But you can't use one Location card to pay for multiple Super Powers. Each Super Power must be paid for separately.

Running Out Of Cards

If a player needs to draw a card, but his deck is empty, he skips those draws. Play continues as normal. But if all players are out of cards and no one is willing or able to attack to put wounds onto Main Characters, the player with the fewest wounds on his Main Character wins the game. If two or more players are tied for the fewest wounds, the game ends in a tie between those players.

Timing

When you play a Plot Twist, use a Super Power, or Power-Up, resolve it immediately. If an effect "triggers" due to something, resolve that effect before any player can play a Plot Twist, Super Power, or Power-Up. If two or more effects trigger at the same time and it's not clear what order to do them in, the player whose turn it is decides the order.

Base ATK and DEF

Some effects refer to a character's Base ATK and DEF. This means a character's stats before any effects or counters modify them. A character's Base ATK and DEF is usually the same as their printed ATK and DEF. The only difference is that some effects might temporarily change a character's Base stats.



The Golden Rules

Whenever a card contradicts a rule in this rulebook, the card is correct. And if one effect says you can do something and another says you can't do something, can't beats can.

Free for All - 3 or 4 players

When you play with three or four players, all of the usual rules apply with a few exceptions:

- You win when all other Main characters are KO'd.
- The player who goes first draws no cards on their first turn. The player who goes second only draws one card on their first turn.
- Each player has a Front, Back, and Resource Row.
- During your Main Phase you can have your characters attack any other player's characters using the normal combat rules. You can make all of your attacks against one player, or spread them out against multiple if you want.
- During combat, each player (including players who don't have an attacker or defender) can play Plot Twists to influence the combat.
- When a Main character is KO'd, all cards on that player's side are immediately removed from the game. (This doesn't count as those cards getting KO'd.)

2 vs. 2

You can also play 2 vs. 2. In this case, you win when both enemy Main Characters are KO'd.

- Teammates should not sit next to each other so the turn order goes Team A, Team B, Team A, Team B.
- The player who goes first should not draw cards on their first turn. The player who goes second should only draw one card on their first turn.
- You can't attack your teammate's characters.
- When a Main character is KO'd, that player is out of the game and all cards on their side

are immediately removed from the game.

Optional Variant: When you recruit a character, you may put it into your teammate's Front or Back Row (they control it now).

2-Headed Teammates

This is a variation of 2 vs. 2.

- Teammates sit next to each other and they share one giant Front Row and one giant Back Row.
- They don't share a Resource Row.
- Each team takes one shared turn. Both players Recruit separately during their Recruit Step. (You can't share Recruit Points.)
- They then arrange their single Formation Together.
- They then do their Attacks together.
- They both count as controlling all characters on their side.
- Each player on the team that takes the first turn does not draw cards on that turn.
- The game ends when both Main Characters on a team are KO'd. When your Main Character is KO'd, you continue to play on.

Building Your First Decks

For your first few games we recommend building the following decks.

Avengers

Supporting Characters

- 2 Ant-Man
- 2 Black Widow
- 2 Black Panther
- 2 Daredevil
- 2 Hawkeye
- 2 Captain America
- 3 Nick Fury
- 2 Ms. Marvel
- 2 Spider-Man
- 2 Dr. Strange
- 2 Luke Cage
- 2 Iron Man
- 2 Thor
- 2 Hulk

Plot Twists

- 4 Earth's Mightiest Heroes
- 4 Think Again
- 3 Stark Tech
- 1 Open Fire
- 1 Best Offense is a Good Defense
- 1 Savage Surprise
- 1 Find Cover

Locations

- 4 Avengers Mansion
- 3 Academy
- 3 Fortress
- 3 Laboratory
- 3 Training Ground

X-Men

Supporting Characters

- 2 Iceman
- 2 Magik
- 2 Cyclops
- 2 Hope Summers
- 2 Namor
- 2 Deadpool
- 3 Gambit
- 2 Beast
- 2 Storm
- 2 Cable
- 2 Wolverine
- 2 Colossus
- 2 Emma Frost
- 2 Professor X

Plot Twists

- 4 Uncanny Defense
- 4 Squad Tactics
- 3 X-Factor
- 1 Open Fire
- 1 Best Offense is a Good Defense
- 1 Savage Surprise
- 1 Find Cover

Locations

- 4 School for Gifted Youngsters
- 3 Academy
- 3 Fortress
- 3 Laboratory
- 3 Training Ground

Guardians of the Galaxy

Supporting Characters

- 2 Yondu
- 2 Cosmo
- 2 Agent Venom
- 2 Major Victory
- 2 Mantis
- 3 Gamora
- 2 Rocket
- 2 Nova
- 2 Star-Lord
- 2 Groot
- 2 Moondragon
- 2 Drax
- 2 Quasar
- 2 Adam Warlock

Plot Twists

- 4 Even the Odds
- 4 Vigilante Justice

- 3 Give 'Em a Lift
- 1 Open Fire
- 1 Best Offense is a Good Defense
- 1 Savage Surprise
- 1 Find Cover

Locations

- 4 Knowhere
- 3 Academy
- 3 Fortress
- 3 Laboratory
- 3 Training Ground

Super Villains

Supporting Characters

- 2 Mystique
- 2 Ronan
- 2 Dr. Octopus
- 2 Green Goblin
- 2 Red Skull
- 2 Sabretooth
- 3 Ultron
- 2 Abomination
- 2 Mandarin
- 2 Juggernaut
- 2 Magneto
- 2 Dormammu
- 2 Loki
- 2 Thanos

Plot Twists

- 4 Metal and Fire
- 4 Trickster God
- 3 Extinguish
- 1 Open Fire
- 1 Best Offense is a Good Defense
- 1 Savage Surprise
- 1 Find Cover

Locations

- 4 The Vault
- 3 Academy
- 3 Fortress
- 3 Laboratory
- 3 Training Ground

You can use any of a team's Main Characters with these decks, but some are easier to use than others. For your first few games we recommend using the Main Characters in the Easy to Use group. **Note:** These groups have nothing to do with how powerful each Main Character is.

Easy to Use

- Captain America
- Star-Lord
- Magneto
- Wolverine

Medium Difficulty

- Hulk
- Iron Man
- Gamora
- Green Goblin
- Spider-Man
- Storm
- Thanos

Tricky

- Deadpool
- Groot
- Loki
- Professor X
- Rocket

Deck Building Rules

Once you've played a few games you might want to build your own deck. Here are the rules:

- You must have a Main Character and a deck of exactly 60 cards.
- You can only have up to four copies of any one card in your deck.
- You can put any Supporting Characters, Plot Twists, or Locations in your deck. Just remember the following:
 - Characters can only Team Attack if they share a Team Affiliation (on the top right of the card).
 - If a Location has a Team Affiliation, it can only be used for a Super Power for a member of that team.
 - If a Plot Twist has a Team Affiliation it can only be played if you have a face-up member of that team.

Game Terms

Any Turn Symbol (⊙): If a Plot Twist or Super Power has this symbol you can use it on an opponent's turn. Usually this symbol accompanies Combat Plot Twists or Super Powers.

Appears: When a character enters play it "appears." (Whether you played it from hand or some effect put it into play. If a character changes sides, that does not count as "appearing.")

ATK/DEF: The numbers on characters above the ⚔ and 🛡. During combat you compare your character's ATK to its enemy's DEF to see if you stun it.

Cancel (the combat): If an effect cancels the current combat, the combat ends but no characters get stunned. Leave all the attackers and defender as is. They don't ready.

Enemy: This applies to anything opposing you. An enemy player is your opponent. An enemy character is one an opponent controls.

Health: How many wounds it takes to KO a character.

Keyword Power: A power on a character in bold text. Just follow the instructions on the card. Flight and Range count as Keyword powers even though they're represented by symbols.

Melee Combat: A combat that involves Front Row attackers.

On Your Side: The cards you have in play are "on your side."

Owner: During the game you "own" your Main Character and all of the cards that started in your deck. (This only matters if a card references "owner.")

Power-Up: You can power-up a character you control by discarding a card with the same name as that character. Then you put a +1/+1 counter on that character. You can Power-Up as a Main action, or you can Power-Up as an ⊙ Combat action while that character is in combat during your turn or an opponent's.

Ranged Combat: A combat that involves Back Row attackers that have ⊙. In a Ranged attack, the defender can't strike back unless it has ⊙.

Ready/Exhausted: A character is either Ready (upright) or Exhausted (on its side). Only ready characters can attack. If an effect "readies" a character that is already ready, or "exhausts" a character that is already exhausted, just ignore that part of that effect (but do the rest of it).

Stunned: When a character is defeated in combat, it gets stunned. Turn it face down, exhaust it, remove any +1/+1 or -1/-1 counters, and put a wound on it. A stunned character can't attack or defend, doesn't protect anyone behind it, and loses its powers. It still keeps its other information like Name and Team Affiliation.

Super Power: A power on a character that you activate by turning a Location face down or discarding a Location.

Wounds: When a character becomes stunned, it gains a Wound. If it has as many Wounds as its Health, it gets KO'd.

Keyword Powers

Berserker: When it attacks, put a +1/+1 counter on it.

Blast: When it appears, put a -1/-1 counter on each enemy character in an enemy row.

Dodge: It can't be ranged attacked.

Evolutionary Cocoon: The character appears stunned. This does not give it a Wound.

Fearless: While attacking a main character, it strikes with double its ATK.

Ferocious: During melee combat, it strikes before enemy characters. If an enemy character also has Ferocious, they'll strike at the same time. While team attacking, if a character's ferocious strike doesn't stun the defender outright, you still add that much ATK to its teammates' ATK when you resolve the combat.

Flight (✎): This character can fly over Front Row enemies to attack a Back Row enemy unless that opponent has their own ✎ Front Row characters.

Freeze: When it appears, exhaust a character. It can't ready during its next turn. (You may freeze an already exhausted character in order to prevent it from readying during its next turn. You can freeze a stunned character. As a play aid, it's helpful to "double" exhaust a frozen character, rotating it 180 degrees from ready. Then move it to normal exhausted when it would ready.)

Genius: At the start of your turn, if it's face up, you may draw a card.

Grab: While it's in the Front Row, enemy characters can't fly over it.

I Am Groot: Groot has +1/+1 for each resource on your side.

Immortal: When KO'd, you may shuffle it into your deck.

Inspire: When another character appears on your side, put a +1/+1 counter on it.

Invade: While it's attacking a Back Row character, the defender can't strike back at him. (If it's team attacking, the defender can strike back at a different attacker.)

Inventive: When it appears, you may turn one of your face-down locations face up. (You can look at all of your face-down resources at any time, including before you pick which one to turn face up.)

Leader: While it's team attacking, you choose who the defender strikes back against.

Lethal: When it attacks and stuns an enemy supporting character, KO that character.

Magnetic Suppression: Enemy supporting characters can't recover. They remain stunned.

Mercenary: It can team attack with any Main Character, regardless of Team Affiliation. However, if there are any other Supporting Characters in the team attack, they must share a Team Affiliation with the Mercenary.

Mind Games: When it appears, you may have a player discard their hand, then draw that many cards. (You can choose yourself or another player.)

Monstrous: When melee team attacked, it strikes back against each attacker. (Compare its full ATK against each attacker individually to see if it stuns it.)

Mutant Power Duplication: It has all the powers of each other face up X-Men supporting character on your side. This includes ✎ and ✎. This power is active whether it's in play or in your hand or in your KO pile. If the character copies a power like Magik's which refers to Magik by name, it refers to this character instead. If it's in the KO pile and you have Deadpool, it can use his Super Power to come back into play.

Nullify: When it appears, choose an enemy supporting character to lose its Keyword and Super Powers. This effect lasts until the character with Nullify gets stunned or leaves play. (You can Nullify a stunned character. If the character with Nullify loses his powers, his Nullify effect will stop until it gets its powers back.)

Ranged (☉): This character can attack from your Back Row. When it does, the defender can't strike back unless it has ☉.

Rebirth: When it gets KO'd, you may have it become a face-down resource. (Put it into your resource row face down and ready.)




Regeneration: At the start of your turn, if it's face up, heal a Wound from it.


Schemer: The first time you play a Plot Twist each turn, you may draw a card. (This works on your turns and on other players' turns.)

Shrink: The first time it's attacked each turn, you may cancel the combat. You must decide whether or not to cancel it when the combat starts.

Sting: When it appears, put a -1/-1 counter on an enemy character.

Swarm: You can have any number of this character on your side. This power can't be lost (e.g. by Nullify) or turned off by the character getting stunned.

Team Up : Each supporting character you control is also a . (This means they can team attack and you can use Knowhere to pay for any of their Super Powers.) This doesn't do anything if all your characters are already .

Toss: When it appears, choose another character on your side to gain  this turn.



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Credits

Game Design and Card Set Design: Ben Cichoski and Danny Mandel
(Super Awesome Games)

Brand Manager: Jason Brenner

Product Manager and Art Direction: Bubby Johanson

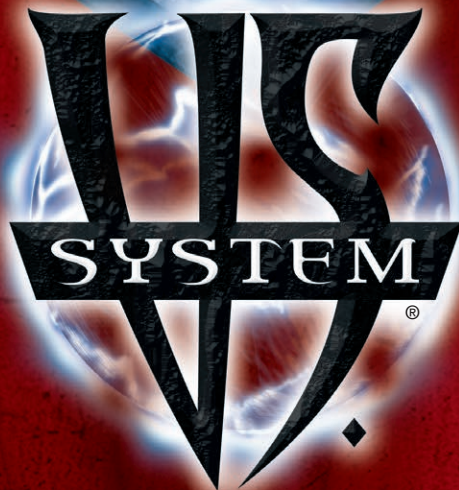
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President, Upper Deck Company: Jason Masherah

Director of Creative Services: Mike Eggleston

Playtesters: Jason Brenner, Drew Clark, Chris Dotson, Crystal Goggio,
Bubby Johanson, Travis Rhea, Matt Rogers, Mark Shaunessy,
Jennifer Wu and many more.



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