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SETUP

3 players: Place both 3 player sides of the boards faceup.

2 and 4 players: Place one 3 player side faceup, and one 5 player side faceup (for initial games, make the eastern hemisphere the 5 player side).

5 players (expansion required): Place both 5 player sides of the boards faceup.

Place the dice and gates within reach of the players. Place the Doom track, and the Ritual of Annihilation track that matches the number of players, at a map board end. Place the Ritual of Annihilation marker on the lowest spot (labeled 5) on the track.

Turn all the **elder sign chits** face down (elder sign faceup), mix them up, and place them near the Doom track.

Each player chooses or randomly selects a faction and takes his faction card, 6 spellbooks, 2 faction markers, power marker, and figures. Place 1 faction marker on the 0 space of the Doom track and 1 marker on the 0 space of your power track.

Set up a pool near your faction card for not-yet-in-play spellbooks and figures. The Yellow Sign faction adds his **Desecration markers**. You can never have more figures in play than those in your pool.

Check your faction sheet to find your **start area** (marked on the board with your faction's glyph) and place a **controlled gate** and 6 **acolyte cultists** there. A gate is **controlled** when it has a cultist on top of it.

On the first turn of the game, **Cthulhu** is the **first player**. If Cthulhu is not in the game, choose a first player.

GATHER POWER PHASE

All players can perform this phase simultaneously. Players earn **power**, recording it on their Power track.

1. Earn 1 power for each cultist you have on the map.

2. Earn 2 power for each gate you control.

- 3. Earn 1 power for each **abandoned gate** on the map (each player gains 1 power per gate).
- 4. You *must* return all **captured cultists** to their owner's pools, and earn 1 power for each cultist you return.

In addition, each faction has a special way to gain power (which may require a particular spellbook).

You may have a power higher than 20 (by 'wrapping' the marker around to the start of the track).

At the end of this phase, if your power is less than half that of the player with the most power, set your power to be half of his (round fractions up).

DETERMINE FIRST PLAYER PHASE

On all subsequent turns after the first, the player with the most power takes the first player marker.

On a tie, the player who had the first player marker last round decides which of the tied players receives it (he may choose himself, if he is one of the tied players). The first player then chooses whether to have the clockwise or the counterclockwise side face up (or point it in the appropriate direction if you are using another marker). This determines the order of play for the rest of that turn, including all action rounds.

DOOM PHASE

Skip the entire Doom phase on the first turn of play.

1. DOOM TRACK ADVANCEMENT

Each player advances their marker on the Doom track a number of spaces equal to his total controlled gates.

2. RITUAL OF ANNIHILATION

Starting with the first player and in order of play, each player chooses if he wishes to perform 1 Ritual of Annihilation.

To perform a Ritual of Annihilation:

- 1. Spend power equal to the current position of the Ritual marker on the track.
- 2. Advance the Ritual marker 1 step up the track.
- Advance your Doom marker on the Doom track 1 step for each gate you control. In addition, for each Great Old One you control in play, you gain an elder sign.

If the Ritual marker is on the 10 space, and a ritual is performed, the marker moves to the **instant death** space and at the end of the Doom phase the game ends and victory is determined. All players after the current player in the turn order can perform a Ritual of Annihilation at a cost of 10 power, and all players may reveal elder signs.

Unless otherwise stated, spellbooks and special abilities that take effect in the Doom phase occur after any Rituals of Annihilation, but before victory determination. In case of a dispute, the first player takes his action first, then proceed around the table.

VICTORY/DEFEAT DETERMINATION

If any player has 30 or more Doom Points, or the Ritual of Annihilation marker is in the **instant death** space, the game ends. Proceed to determining victory.

ACTION PHASE

Starting with the first player and in order of play, each player takes 1 action in which he may move units, cast spells, engage in battle, and interact. This continues until all players are out of power and cannot take any more actions, at which point the Action phase ends.

All actions have a **power cost** (sometimes 0) which must be spent before the action occurs. If you have 0 power when it is time for you to take an action, your turn is skipped (you cannot perform actions which cost 0 power).

If a player has 1 or more power but does not wish to complete an action, he may pass, but this drops his power to 0 and ends his turn.

There are 3 types of actions: **common**, **unique**, and **unlimited**. You must complete at least 1 common or unique action whenever it is your turn.

Common Actions: Spend the appropriate amount of power and perform the action.

Unique Actions: Like common actions, but unique to a particular faction, usually tied to a spellbook or a Great Old One's special ability.

Unlimited Actions: You can perform unlimited actions in addition to your single common or unique action.

COMMON ACTIONS

Recruit Cultist: 1 power (requires unit)

You must have a unit in the area where you recruit a cultist, but a gate is not required. You may only recruit 1 cultist per action round.

If you currently have no units on the map, you do not need a unit in an area where the cultist is recruited.

You must have a cultist in your unit pool to perform this action (you cannot have more than 6 cultists on the map).

Summon Monster: typically 1-3 power and a gate

You can summon 1 monster per action (exception: Black Goat's *Fertility Cult* ability). A monster can only be summoned to an area where you control a gate.

Pay the monster's cost as shown on your faction card and place it in the area.

Awaken Great Old One: varies (requirements apply)

Great Old Ones have prerequisites beyond spending power. Every GOO is unique, with its own awakening requirements, its own combat, and its own special ability.

Build Gate: 3 power (requires cultist)

You must have a cultist in an area without a gate. Pay 3 power, place the gate, and immediately place the cultist atop it to indicate you now control it (technically, this is a use of the unlimited *Control Gate* action).

You can only build 1 gate per *Build Gate* action. Only 1 gate can exist per area.

Move: 1 power per unit moved

For each power you spend, you may move 1 unit from its current area into an adjacent area.

You cannot move a unit more than once per action. You can move units from different areas into the same area, or into different areas, or from the same area into different areas, or any combination.

Movement is the only common action which permits you to do more than one thing during an action.

Battle: 1 power

Choose any area in which both you and an enemy faction have at least 1 unit. You must be able to roll at least 1 combat die in order to declare a battle.

If more than 1 enemy faction has forces present, you must fight only one. Only 2 factions fight at a time, all others are bystanders.

Simply moving into an area containing enemy units does not trigger a battle. Units can co-exist in an area without a battle ensuing.

Capture Cultist: 1 power

If you have a monster in an area, and an enemy has cultists, but *no* monsters or Great Old Ones, you may use this action to capture a cultist.

Your opponent chooses which cultist is captured. The captured cultist is placed on your faction card.

To protect against capture by an enemy monster, you need a monster of your own in the area. Even if a cultist has a Combat rating, or a monster has a Combat of 0, the latter can still capture the cultist. Battle abilities do not apply.

A Great Old One can capture an enemy cultist even if the enemy has a monster present. To protect against capture by a GOO, you need your own GOO in the area, or you need to attack the enemy GOO and drive it away, or flee.

Pass: All remaining power

If you wish to take no further actions, you may choose to discard all remaining power and drop your total to 0.

This ends the Action phase for you (unless another player's action provides you with power).

Unique Actions

Spellbooks may give you access to new actions, and some Great Old Ones have special actions.

UNLIMITED ACTIONS

You can perform as many **unlimited** actions as you wish in a round, in addition to a single common or unique action.

You may *not* take an unlimited action if you have 0 power (you can do nothing with 0 power).

Control or Abandon Gate: 0 power

If you have a cultist in an area with an abandoned gate, move your cultist onto the gate to take possession. You can also use this action to move a cultist off a gate, abandoning it.

If 2 players both have cultists in an area with an abandoned gate, the first player to take his action will be able to take the gate.

Battle: 1 power (with 6 spellbooks)

The *Battle* action becomes unlimited if you have 6 faction spellbooks. An unlimited *Battle* action still costs 1 power. You may perform an unlimited *Battle* as your sole action on your turn.

Even when *Battle* is *unlimited* you can still only initiate 1 battle per area per Action phase.

Interruption Abilities

When *interrupting* type abilities are used in the Action phase, they always occur after another player's action.

If 2 players each want to use such an ability and there is a dispute over who goes first, resolve it by turn order.

ELDER SIGNS

When you earn an elder sign, take a facedown elder sign chit from the pool and (without revealing it to other players), place it facedown on your faction sheet. You may always examine your own elder sign chits.

The number indicates how many Doom Points that elder sign is worth. There are 18 elder sign chits worth 1 point, 12 that are worth 2 points, and 6 that are worth 3 points.

Elder signs may be revealed at any time.

If all elder signs are handed out to players, when a new elder sign is earned, give the player a Doom Point instead.

If elder signs are revealed before the end of the game, after incrementing your Doom track, do *not* place the revealed elder signs back into the elder sign pool; place them back in the box.

BATTLES

After a **battle** is declared and paid for, it takes place in 3 segments:

1. PRE-BATTLE

The attacker's pre-battle abilities are applied first, followed by the defender's pre-battle abilities.

Normally, only the factions who are fighting can use pre-battle abilities, unless an ability specifically states otherwise.

2. BATTLE

All participants in the battle determine their total **Combat** rating.

Battle effects from spellbooks usually happen simultaneously but if order matters, the attacker goes first.

Each player rolls a number of D6 equal to the total Combat of all his units in the area.

For each 6 rolled, score one kill result.

For each 4 or 5, score a pain result. Rolls of 1-3 have no effect.

3. POST-BATTLE

Losses are inflicted simultaneously. Each player applies the results inflicted on him, as follows:

First, for each kill you received, remove 1 unit (your choice). Attacker takes his losses first if there is a dispute.

If you still have units left after all kills are satisfied, then for each pain you suffer, you must retreat 1 unit into an adjacent area of your choice. Attacker retreats first.

Pained units cannot retreat into an area containing units belonging to the faction they just battled. They can retreat into an area containing units of a third faction.

If one or more units cannot retreat, eliminate one of the pained units, and the rest may remain in the area with no further penalty.

(Exception: Crawling Chaos' Madness spellbook. Though Crawling Chaos chooses the order and where units retreat, which particular units are to be retreated are still chosen by the owner).

Some spellbooks and abilities may affect battle results. The attacker's post-battle abilities are applied before the defender's post-battle abilities.

Ongoing and Battle Abilities

Before each step of a battle each faction decides if they are going to use any relevant ongoing and/or **p**re-battle, battle, and post-battle abilities from spellbooks or special abilities.

Pre-battle, battle, and post-battle abilities are not 'actions'.

If a faction not directly involved in the battle has an ability that might affect the battle, those abilities happen last in each battle segment.

SPELLBOOKS

Spellbooks are new abilities your faction gains by meeting certain requirements.

Once earned, spellbooks remain in effect throughout the game.

To earn spellbooks, fulfill one of the requirements listed on your faction card and take the spellbook of your choice and place it over that requirement. You never lose that spellbook, even if the requirement is no longer true.

Some spellbooks enable new actions unique to your faction. Some are tied to particular units.

Many spellbook effects are **ongoing**. An ongoing effect is always available for free, once you have gained the spellbook. Some ongoing spellbooks can take effect during an enemy's turn.

AWAKENING YOUR GREAT OLD ONE

Each Great Old One has a high cost and specific requirements which must be fulfilled to bring it onto the map.

In combat, a GOO is treated as any other unit. They usually have special rules for how many dice they roll in combat. A single kill *does* eliminate your GOO.

ENDING AND WINNING THE GAME

DOOM TRACK/INSTANT DEATH VICTORY

When a player advances his Doom marker to or beyond 30 on the Doom track, the game ends at the conclusion of this Doom phase. All players may finish performing Rituals of Annihilation and exposing elder signs as desired.

If a player performs a Ritual of Annihilation while the Ritual marker is on the 10 box, the marker moves to the **instant death** space, and the game ends at the conclusion of this Doom phase. Players may continue to expose elder signs, and may perform 1 further Ritual of Annihilation if they have not yet had a chance (at a cost of 10 each).

Both the Doom track and instant death victories occur at the end of the Doom phase. At this time, the player with the most Doom Points is the winner, unless he does not have all 6 spellbooks, in which case the player who is furthest along the track and does have 6 spellbooks wins.

The Doom track goes to 40 so players can keep track of extra points beyond 30.

ACTION PHASE VICTORY

A player can reveal elder signs at any time during the Action phase (even on another's turn). If this brings his total Doom Points to 30 or more, the game immediately ends. Other players may also turn in their elder signs at this time. A player can only win if he has 6 spellbooks.

As this happens during the Action phase, no one has a chance to perform Rituals before the game ends.

TIED GAME/LOSING THE GAME

If the game ends by Doom track, instant death, or Action phase victory, and 2 players have equal Doom track totals (and both have 6 spellbooks) the game ends in a draw and both share the victory.

If the game ends via any means (Doom track, instant death, or Action phase) and no player has 6 spellbooks, all players lose.

TWO PLAYER GAME

During setup, use the normal 4 player map and the 4 player Ritual track. The first player chooses a faction; the second player then selects 2 factions; the first player then takes the remaining faction. Each player controls 2 factions.

When it is your Action turn, you must take an action for first one of your factions, then the other. You may take only 1 common or unique action per faction, but you may take them in any order.

Your factions do not cooperate in battle, trade power, or interact in any way other than those ways permissible in the normal game. They may even battle one another.

The game ends as normal. If either of your factions have 6 spellbooks, you are eligible for victory. Add together the total Doom Points (plus revealed elder signs) of all your factions. The player with the most total Doom Points wins.

With the 6-8 player map, 6 or more factions, and the 6 player Ritual track, each player can control 3 factions.



GATHER POWER PHASE

- 1. Earn 1 power for each cultist you have on the map.
- 2. Earn 2 power for each gate you control.
- 3. Earn 1 power for each **abandoned gate** on the map (each player gains 1 power per gate).
- You must return all captured cultists to their owner's pools, and earn 1 power for each cultist you return.

If your power is less than half that of the player with the most power, set your power to be half of his (round up).

DETERMINE FIRST PLAYER PHASE

On the first turn, **Cthulhu** is the **first player**. On subsequent turns, **the player with the most power is the first player** and determines the tun's order of play.

DOOM PHASE

Skip the entire Doom phase on the first turn of play.

1. DOOM TRACK ADVANCEMENT

Each player advances their marker on the Doom track a number of spaces equal to his total controlled gates.

2. RITUAL OF ANNIHILATION

In order of play, each player chooses if he wishes to perform 1 Ritual of Annihilation. To perform a Ritual:

- 1. Spend power equal to the current position of the Ritual marker on the track.
- 2. Advance the Ritual marker 1 step up the track.
- Advance your Doom marker on the Doom track 1 step for each gate you control. In addition, for each Great Old One you control in play, you gain an elder sign.

If the Ritual marker is on 10, and a ritual is performed, the marker moves to the **instant death** space and at the end of the Doom phase the game ends and victory is determined. All players after the current player in the turn order can perform a Ritual at a cost of 10 power, and all players may reveal elder signs.

Victory/Defeat Determination

If any player has 30 or more Doom Points, or the Ritual of Annihilation marker is in the **instant death** space, the game ends. Proceed to determining victory.

ACTION PHASE

In order of play, each player takes 1 action until all players are out of power.

COMMON ACTIONS

Recruit Cultist: 1 power (requires unit)

You must have a unit in the area where you recruit a cultist. You may only recruit 1 cultist per action round.

If you currently have no units on the map, you do not need a unit in an area where the cultist is recruited.

Summon Monster: typically 1-3 power and a gate

You can summon 1 monster per action) to an area where you control a gate. Pay the monster's cost.

Awaken Great Old One: varies (requirements apply)

Build Gate: 3 power (requires cultist)

You must have a cultist in an area without a gate. Pay 3 power, place the gate, and immediately place the cultist atop it to indicate you now control it. Only 1 gate can exist per area.

Move: 1 power per unit moved

For each power you spend, you may move 1 unit from its current area into an adjacent area. You cannot move a unit more than once per action.

Battle: 1 power

Choose any area in which both you and an enemy faction have at least 1 unit. You must be able to roll at least 1 combat die in order to declare a battle.

Capture Cultist: 1 power

If you have a monster in an area, and an enemy has cultists, but *no* monsters or Great Old Ones, you may use this action to capture a cultist (opponent chooses which). A Great Old One can capture an enemy cultist even if the enemy has a monster present.

Pass: All remaining power

If you wish to take no further actions, you may choose to discard all remaining power and drop your total to 0.



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Pass: All remaining power

If you wish to take no further actions, you may choose to discard all remaining power and drop your total to $0. \$

Unique Actions

Spellbooks may give you access to new actions, and some Great Old Ones have special actions.

UNLIMITED ACTIONS

You can perform as many **unlimited** actions as you wish in a round, in addition to a single common or unique action. You may *not* take an unlimited action if you have 0 power (you can do nothing with 0 power).

Control or Abandon Gate: 0 power

Move your cultist onto the gate to take possession or move a cultist off a gate, abandoning it.

Battle: 1 power (with 6 spellbooks)

The *Battle* action becomes unlimited if you have 6 faction spellbooks. An unlimited *Battle* action still costs 1 power. Even when *Battle* is *unlimited* you can still only initiate 1 battle per area per Action phase.

Interruption Abilities

Interrupting type abilities used in the Action phase always occur after another player's action.

BATTLES

1. PRE-BATTLE

Attacker's pre-battle abilities are applied first.

2. BATTLE

All participants determine their total **Combat rating**. Attacker's effects from spellbooks go first.

Each player rolls a number of D6 equal to the total Combat of all his units in the area.

For each 6 rolled, score one kill result.

For each 4 or 5, score a pain result.

Rolls of 1-3 have no effect.

POST-BATTLE

Losses are inflicted simultaneously. For each kill you received, remove 1 unit (your choice). Attacker first.

If you still have units left, for each pain you suffer, you must retreat 1 unit into an adjacent area of your choice. Attacker retreats first.

Pained units cannot retreat into an area containing units belonging to the faction they just battled. If one or more units cannot retreat, eliminate one of the pained units. The rest may remain in the area with no further penalty.

Attacker's post-battle abilities are applied before the defender's post-battle abilities.

Ongoing and Battle Abilities

Before each step of a battle each faction decides if they are going to use any ongoing and/or pre-battle, battle, and post-battle abilities from spellbooks or special abilities. Abilities from a faction not directly involved in the battle that affect the battle happen last in each battle segment.

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