Game:	**MARVEL HEROES**	**v1.1**
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For best results, print on card, laminate and trim to size.		

Setup

Each player chooses a **Team** of four **Super Heroes** and takes his **Team Reference** card, his figures and **Super Hero Reference** cards, the Team's **Power-Up** cards and one set of **Combat Power** tokens.

Place the figures in the *In Recovery* (middle) position on their reference cards.

Each player takes the **Mastermind Villain** card, figure and 3 **Master Plan** cards of the **Nemesis** of the Team of the player to his right.

Each player then draws 2 cards from the **Resource** deck and 2 cards from the **Villain** deck (3 from each deck in a 2 player game).

Place decks on the board, fill the **Headline** and **Story** spaces with face-up cards from those decks, and place **Threat** tokens on Districts as indicated on the Headlines.

Draw or choose a **Scenario**. Check **Game Effects** and the **Victory** description.

Place the **Game**, **Action Round**, **Trouble** and **Team Victory Point** markers on their spaces.

Randomly choose a starting player. No **Archnemesis** is named for the first round.

Game Round

1. Game Round Setup *(skip in first round)*

Advance the Game Round marker.
Reset the Action Round marker to the first step.
Advance the Story track.
Draw new Headlines and place Threat tokens.
Assign Nemesis and First Player tokens.

2. Planning

Receive Plot points.
Assign Super Hero status.
Heal.
Allies and Power-Ups.

3. Missions

Five action rounds. Starting with the First Player, players alternate in taking an action per round. When a player acts he is the **Hero player** and can choose **one** of the following actions:

Movement.
Troubleshooting.
Medical treatment.
Story action.
Use a Special Ability.

1. Game Round Setup

Advance the Story track

A new **Story** card is placed face-up at the beginning of the track and the cards already on it are shifted one space. The card 'pushed off' is discarded without effect.

Draw new Headlines and place Threat tokens

Headline cards are drawn and placed to fill empty Headline spaces, which correspond to Districts. **Threat** tokens of the appropriate values are then placed in those Districts.

Assign Archnemesis and First Player tokens

The player controlling the **Nemesis** of the Team with the most Victory Points (VP) receives the **Archnemesis** token. If there is a tie, the Nemesis with the highest **Henchmen** rating wins.

The player with the fewest VP receives the **First Player** token. If there is a tie, the player with the fewer **Team Power-Ups** in play wins.

2. Planning

The position of a figure on a Super Hero reference card indicates that hero's **status**: **Ready** (on the left); **In Recovery** (in the middle) or **Supporting** (on the right).

Players must spend **Plot Points** (PP) to assign heroes to *Ready* or *Supporting* status. Unspent PP can be kept for use in later rounds.

Receive Plot Points

Take all of your heroes that are on Support spaces on the board and all those on their reference cards *(unless they have a Wound token)*.

Take PP tokens equal to this number of **available** heroes, plus your **PP bonus score** (1 for every 5 VP).

Assign Super Hero Status

Spend PP equal to a hero's **Level** to keep him in a District on the board and *Ready*.

Spent PP equal to a hero's Level to place an available hero on the *Ready* position of his card.

Spent 1 PP to place an available hero in the *Supporting* position of his card.

All other heroes are *In Recovery* and placed in the middle of their cards.

Heal

If a hero is **wounded**, leave him *In Recovery* and discard the **Wound** token.

Allies and Power-Ups

Spend 1 PP to play an **Ally Resource** card from your hand, and place additional PP on the card if desired. You may not place PP on Allies already in play.

An Ally with your Team icon is **linked**; you may place the PP you would normally spend onto the card and then may also place 1 additional PP as normal.

Each Team can have a **maximum of 3 Ally cards** in play at one time. One can be discarded to play a new Ally.

At any time during this phase, players may discard 3 Story cards to purchase a **Power-Up**.

3. Missions

Each Mission phase is divided into five **Action Rounds**, in each of which players alternate taking actions starting with the First Player. A player taking actions is the **Hero player** and can choose **one** of the following actions:

Movement

Move One Ready Hero from his card to any District, from one District to another, or from a District to the Recovery position on his card. The hero may take with him one Supporting hero *(only if on the Supporting position on his card)* **OR**

Move One Supporting Hero from his card to any Support space, from one Support space to another, or from a Support space to the Supporting position on his card.

Troubleshooting

Attempt to resolve a **Headline** in a District containing at least one of your Ready heroes.

Medical Treatment

Remove a **Wound** token from one hero in Recovery.

Story

Draw one card from the **Resource** deck. Then, if you wish, you may either:

Advance the Story Track Place a new Story card at the start of the track, pushing the other cards along. The card 'pushed off' is given to the player matching its **Team icon** (discarded if the Team is not in play) **OR**

Manipulate the Story Track Move a card belonging to your Team to the last position, shifting the other cards back to fill its original space.

Whenever you get a Story card, add 1 VP to your score.

Use a Special Ability

Hero abilities termed **Support (Action)** may be used. A hero must be *supporting* to use a Support (Action) ability.

Event cards beginning with *'Play as an action'* can be played as an action during an Action Round.

Troubleshooting

There are **Normal Headlines** and **Mastermind Headlines**.

Troubleshooting a Normal Headline

1. Determine Trouble Level

Roll dice equal to the District's **Threat** number.

Dice Boosting: If any dice show a BOOST icon, roll them again (ignore any more BOOST icons). If any of your heroes or supporting heroes in the District has a **skill** shown on the Headline card, ignore all BOOST icons.

The total of of HIT and TROUBLE icons is the **Trouble Level** and is recorded on the Trouble Track.

2. Reduce Trouble

Reduce the Trouble Level by the appropriate Troubleshooting rating (**Crime**, **Danger** or **Mystery**) of a Ready hero in the district. If the Level is at 0, go to Headline Resolution.

3. Play Villains

All other players, beginning with the Hero player's Nemesis and proceeding clockwise, take these steps:

Draw one Villain card (in a 2-player game, draw 2).

Decide whether or not to play a Villain card. As soon as one is played it is the **Lead Villain** and this step stops.

The current Trouble Level must be equal or higher than the **Trouble Level Requirement** on the card.

Reduce the Trouble Level by the Villain's **Trouble Cost**. If no one plays a Villain card go to Headline Resolution.

Play Backup Effects and Agents. The effects and Trouble Cost on the lower half of one or more Villain cards are played (no Trouble Level Requirement).

Most Wanted Villains

Each Villain on a Most Wanted space is available to all players during the Play Villains step of a Troubleshooting action, but can be played only as a Lead Villain. The Trouble Level Requirement of a Most Wanted Villain is 0, but the cost must be paid normally.

4. Combat

Resolve combat using the Combat rules.

If the Villain Wins A defeated Ready hero is placed in Recovery with one **Wound** token. Heroes on Support spaces stay where they are. Discard the Headline card.

Lead Villain, Backup Effect and Agent cards are discarded. Lead Villain cards with a **Most Wanted** icon which are placed on a Most Wanted space. If the spaces are full the player controlling the Nemesis of the defeated team decides whether to replace a card or discard the Villain.

If the Hero Wins Discard any KO tokens, discard the Lead Villain, Backup Effect and Agent cards.

5. Headline Resolution

If there was no Lead Villain or the hero defeats him, take the Headline card and the number of Victory Points indicated. Reset the Trouble Level to 0.

Troubleshooting a Mastermind Headline

Scheming

The Hero player's Nemesis can choose **one** of these **Scheming** options:

Increase the Threat The Nemesis may add his Threat (**Crime**, **Danger** or **Mystery**) to the District's Threat.

Draw Additional Villain Cards The Nemesis may draw a number of additional Villain cards equal to the highest Level among the Ready heroes in the District.

Boost Combat The Nemesis may give the Lead Villain **dice boosting**.

Attempting Master Plans

At the start of a Troubleshooting action involving a Mastermind Headline, the Hero player's Nemesis may attempt a **Master Plan**. Master Plans must be attempted in order (**Prologue**, **Development** then **Conclusion**). Place the Nemesis figure on the Headline card and show the Hero player which one of his Master Plans he is attempting. Once all Master Plans are completed no more may be attempted, though Scheming abilities may still be used.

If the Hero player wins a Troubleshooting action he scores the Headline normally, and must then choose if he wants to **challenge the Mastermind Villain.**

Any KO tokens are not discarded. Start a new battle versus the Mastermind, using his combat abilities and powers.

> Mastermind Villains may always use **dice boosting.**

> A number of Villain cards equal to the **Henchmen rating** of the Mastermind are drawn from the Villain deck and played as Backup Effects without cost.

If the Lead Villain or Mastermind Wins (Or the hero player chooses not to challenge) The Mastermind completes his Master Plan and can from now on use the special ability of that Master Plan card.

If the Hero Wins The Hero may put one of his **Team Power-Up** cards into play. The failed Master Plan card may be attempted again later (not in the current Round).

The Archnemesis

The **Archnemesis** can take a Scheming action and attempt a Master Plan when his opposing player is attempting to solve **any** Headline.

Combat

Combat Powers Each character (hero or villain) has 1-3 Combat Powers (red, orange and yellow, each of which has 3 values (**Attack**, **Defend** and **Outwit**) from 1-5, indicating how many dice you roll if you choose that Power.

Combat Special Abilties are normally used by discarding a card (a Resource card for heroes and a Villain card for Villains). Any Villain player may discard a Villain card to use the ability of a Lead Villain, not just the player controlling it.

Support (Combat) Special Abilties are used during combat. The hero must be in the Support space of the area in which the teammate is engaged in combat.

Resolving Combat

The hero player and the player who played the Lead Villain both take 3 Combat Power tokens of different colors. The hero has first Initiative. These steps are repeated until combat ends:

1. Choose Powers

Each player secretly chooses 1 Combat Power token and tokens are revealed simultaneously.

2. First Attack Phase

If a hero has a team member in a Support space of his area, he receives **dice boosting**.

The character with Initiative (the **attacker**) rolls dice equal to the Attack rating of his chosen power (if it is 0, skip this step) and may use special abilities.

Then his opponent (the **defender**) rolls dice equal to the Defend rating of his chosen power and may use special abilities.

If the defender's Defend is 0, the attacker will score a KO unless the attacker doesn't roll any HITS.

Count HIT icons rolled.

If the attacker's number of HITS are **equal to or greater** than the defender's, he scores 1 KO. If the defender now has a number of KOs equal to his KO value, he is defeated.

3. Second Attack Phase

As above with swapped roles.

4. Outwit Contest

The character with Initiative rolls dice equal to the Outwit rating of his chosen power. The player that rolls more HITS scores a KO on the other and gains Inititaive for the next combat sequence.

On a draw, no KOs are inflicted, the player who currently has Initiative keeps it, and another combat sequence is fought.

Allies, Backup Effects & Agents

To activate an Ally's ability, discard 1 PP token on the Ally card or discard the card itself if it has no tokens.

To activate a Backup Effect's ability, discard the card.

Agents abilities are in use throughout the combat; the cards are only discarded once the combat has ended.

Special Abilities

Abilities may not be used multiple times to affect the same roll or value. If an ability applies to dice 'just rolled', this includes any rerolls from dice boosting. Abilities affecting results are applied after rolls and boosting.

Abilities affecting **this** combat sequence must be used at the beginnning of the sequence before choice of Powers; those affecting the **next** sequence must be used at the end of a sequence.

The player with Initiative goes first if there two players want to use abilities at the same moment.

Multi-Character Combat

If there is more than one Ready hero in the District, choose which hero will fight at the beginning of each combat sequence. Combat does not end until the Lead Villain or all the ready heroes have been defeated. If one hero is defeated, the Villain has Initiative on the next sequence if the fight continues.

Winning the Game

The **Scenario** details the victory conditions for the game. If the game ends on a specific condition or Game Round, the player with the most Victory Points is the winner.

If there is a tie, the tied player who scored the **Scenario Headline** is the winner. Otherwise, the tied player with the most **Team Power-ups** in play is the winner.

Special Headlines

Special Headlines may enter play as indicated on the Scenario card. Heroes may move onto a Special Headline as though it was a District, and then use another action to Troubleshoot it. The Special Headline has no Support space.

A team Nemesis may not attempt a Master Plan, though he may still take a Scheming action is he is the Archnemesis or the Scneario has a Mastermind icon.

If the Headline is solved the game ends when the current Action Round is completed, otherwise it remains in play to be solved later.

The **House of M** scenario ends with a special confrontation with Magneto *(see page 12 of the rules).*