



Vs. System 2PCG Compiled Rulebook

Version 3.2.3

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Introduction

The Vs. System 2PCG Compiled Rulebook is a compilation of the Marvel Battles through New Mutants rulebooks. A complete list can be found in the [Appendix](#). In addition, this rule book contains supplemental rules not found in those rule books as well as revised rules. If there is a conflict between the rules presented here and one of the listed rule books, the rules in this Vs. System 2PCG Compiled Rulebook take precedence.

Gameplay Overview

Each player starts with a main character in play such as Spider-Man or Green Goblin. During the game you'll play resources and recruit supporting characters, like Medusa, Ant Man, and Rhino. You'll organize your formation between your front and back rows, and you'll make solo and team attacks against your enemies 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 card in play. When certain conditions are met most main characters will level up, and you'll replace it with a Level 2 Version. Some Level 2 main characters are able to level up again to Level 3, and some Level 3 main characters can level up again to Level 4. Some main characters have no level up power.

When leveling up, a main character can progress to the next highest level of any version that is in the same set, or has the same artwork. If a modifier says you start the game with an additional main character or you gain an additional main character during play, then for the rest of the game you're allowed to have those additional main characters. If a main character enters the KO Pile, it is placed in its owner's level up zone.

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 to help yourself, or hurt your opponent. Plot twists always say when during the turn you can play them. There are two types of plot twists: affiliated

and generic. Affiliated Plot Twist will have a team/brand affiliation symbol in the top right corner. You may play an affiliated plot twist if you have a face-up character with the matching team/brand affiliation on your side. Some affiliated plot twists have three team/brand symbols. They require the player to have three face-up characters with that team/brand symbol in order to play the card. See [Playing Plot Twists](#) for more information.

Equipment

Equipment is a type of card that is attached to character and gives it powers. During your turn you can put Equipment cards onto your characters by paying the cost just like a character. Just like an affiliated plot-twist, you can only play an equipment if you have a face-up character with the matching team/brand affiliation; however that equipment can go on any character you control. See [Playing Equipment](#) for more information.

Locations

Each turn you can play any card face down as a resource. If it's a location you may play it face up instead. Each Location has one or more power symbols. During the game you can turn a location face down in order to activate a Super Power that requires that symbol. Alternatively, locations can be discarded from your hand to generate that symbol.

There are six power symbols: Energy, Intellect, Might, Skill, Alien, and Humanity.

Each team also has a special location which grants any listed power symbol that team uses. The symbol can be used for anything related to a character on that team on your side, in your hand, or in your KO pile (a Super Power will tell you if it can be activated in a non play zone).

Basic Game Concepts

- **Eight Zones:** There are eight zones in the game: Deck, Hand, KO Pile, Play, Resolving, Level-up, Side Deck, and Removed From Game. Players share the Resolving, Play and Removed From Game zone, while they each have their own Level-up, Side Deck, KO Pile, Deck and Hand zones. If a character would go to the Level-up, Side Deck, KO Pile, Deck, or Hand, it will always go to the owner's instance of that zone regardless of who controlled it while it was in play. When a character enters play, it comes into play on the side of its owner, unless an effect says otherwise.
- **Deck:** Your deck must include exactly 60 cards, not including your main character, tokens, or any side decks.
- **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.
- **Play:** Each player has three rows within the Play zone: 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 **[Ranged icon]** symbol.
- Each turn you may place a card from your hand to your resource row. If it is a location, you may play it face-up, otherwise it is placed face-down. Your resources give you recruit points each turn which you'll use to play your Supporting Characters.
- If a card would come into play as a resource, it always comes into play in its owner's resource row.
- **Removed From Game:** Some effects or game rules instruct you to remove a character from the game. Remove all counters from it and set the characters(s) aside face-up. Modifiers do not affect characters in the Removed From Game zone unless the rules (Like Changing Main/Supporting Character Status) or card text (Like Singularity) specifically say they do.
- **Resolving:** This is where a Character, Equipment, or Plot Twist goes after it is announced, but before it appears or resolves.
- **Level-up:** This is where the Main Character cards that do not start in play reside.
- **Side Deck:** This is where all the side deck cards reside.
- **Ready/Exhausted:** A card in play is either ready (upright) or exhausted (turned on its side). Only ready characters can be declared as attackers. Cards enter play ready unless otherwise noted.
- **Stun:** See [Stunned Characters](#).
- **KO:** When a character has at least as many Wounds as its Health, it is considered fatally wounded and is KO'd. When a character receives a **Lethal** wound, it is KO'd regardless of its Health.
- **Recover:** When a character recovers, turn it face up. It keeps its Wounds, and remains exhausted.

Setting Up the Game

- Each player needs a deck that has one main character and exactly 60 game cards. Tokens are not game cards.
- Put the Wound, XP, +1/+1, and -1/-1 counters nearby.
- Randomly choose a player. That player then chooses to go first or second.
- Starting with the first player, each player puts their Level 1 Main Character into either their Front or Back Row. Then they place all the Level 2 and higher(if used) versions off to the side in the Level-Up zone where all players can see it. Place all side decks (if used) in your side deck zone. The side deck can be face-up or face-down determined by the rules for the given side deck.
- 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. To mulligan, 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. (With more than 2 players, the next player is the player to your left.) **Draw Phase, Recovery Phase, Build Phase, and Main Phase.**

Draw Phase

During this phase, first any "At the start of your turn" triggers happen. Resolve them, 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.**)

Recovery Phase

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

Build Phase

Powers that trigger at the beginning of the Build Phase will trigger and resolve in the order chosen by the turn player. Then perform the Resource, Recruit, and formation 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 instead. (It's still a resource.) Locations are not unique; you can have more than one with the same name. 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 and equipment from your hand or for any abilities that require resource points to be spent. When you play a character, put it into your front or back row. When you play an equipment, put it onto one of your characters. (We suggest you place the Equipment card partially beneath the character card.) If you have any recruit points leftover, they go away after this step. Please see [Playing and Recruiting](#) for more information.

Example: During Ellen's Resource Step she plays the Nostromo Location face up as a resource. She now has four resources so during her Recruit Step she gains four(4) Recruit Points. She spends them to play Newt (who costs 1) into her Front Row and Kane (who costs 2) into her back row. She then decides to play the M41A Pulse Rifle (which costs 1). She can put it on any of her characters and decides to put it on her main character.

Formation Step

You can now rearrange any number or all of your characters by moving them 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.

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. Main Phase plot twist and super powers can also be used at this time. Once a player is done with their Main Phase, their turn ends.

Abilities that trigger at the beginning of the Main Phase will trigger and resolve now. If a character has a Super Power that can only be played at the beginning of the main phase now is the time it can be activated and resolved.

Your front row characters can make melee attacks.

Your back row characters that have the [Ranged icon] icon can make ranged attacks. (Note: You can put a [Ranged icon] character in your Front Row to have it makes a Melee attacks. if you want.)

Combat Step

Combat Step Overview

1. Combat Declaration
 - a. Declare a legal attack
 - b. Resolve any triggers
2. During Combat
 - a. Play Plot Twist and/or Super Powers
3. Combat Resolution
 - a. Ferocious Resolution
 - i. Any unstunned Attacker/Defender has now "Survived"
 - ii. Resolve any triggers
 - b. Normal Resolution
 - i. Any unstunned Attacker/Defender has now "Survived"
 - ii. Resolve any triggers
4. Combat Clean Up
 - a. "This combat" modifiers expire/"At end of combat" Triggers
 - b. Resolve any triggers
 - c. Lose attacker or defender status and Combat Step ends

Combat Declaration

There are six types of attacks. Solo, Team, Melee, Ranged, Multi-Defender, and Location. Attacks can be more than one type. Some characters have a Keyword power that allows them attack hidden or stunned characters. Treat this like a normal combat with the exception of: if the stunned character would get stunned, it is just wounded instead. Both stunned and hidden characters remain face-down and their powers are turned off, but they will strike back.

Solo Attack

This is the default style attack. Any attack involving only one character as an attacker is a solo attack. An attack can change from team to solo if before combat resolution the number of attackers is reduced to one.

Team Attack

Any attack involving two or more attackers is a team attack. In order for multiple characters to team attack they must individually be able to legally attack the intended defender, be in the same row, and share at least one team affiliation among all possible team attackers. An attack can change from team to solo if before combat resolution the number of attackers is reduced to one.

Melee Attack

Exhaust one or more of your ready front row characters to become the attacker(s) 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.** As long as there are two or more attackers it is considered a team attack.

If your character has **[Flight icon]** it may fly over your opponent's front row to attack a back row character unless your opponent has their own **[Flight icon]** character in their Front Row.

If your character has **Stealth**, it can melee attack any back row character.

Ranged Attack

Exhaust one or more of your ready back row characters with Range to become the attacker(s) 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 **[Flight icon]** it may fly over your opponent's front row to attack a back row character unless your opponent has their own **[Flight icon]** character in their Front Row.

If your character has **Sniper**, it can range attack any back row character.

Multi-Defender

Some characters have powers that allow them to attack multiple defenders at once. In order for an attack declaration to be legal, the attacker must be allowed to legally attack each character within the scope of its power.

Example: When attacking a row, Fin Fang Foom is attacking each character in that row. This means Fin Fang Foom must be legally allowed to attack each character in that row in order for his attack combat declaration to be legal. This means Fin Fang Foom could not attack a back row that included Xenomorph Ambusher which has **Camouflage**. (This character can't be attacked while it's in your back row.)

Location Attack

Some characters have a Keyword Power that allows them to attack a Location. The attack will follow all the same rules as a Melee or Ranged attack with whatever additional restrictions or conditions outlined in the Keyword Power.

After a legal combat declaration, all proposed attackers become attackers and all proposed defenders become defenders. At this point they are considered to be in combat, and then any “at the start of combat” triggers will happen. Resolve all triggers, then proceed to the next substep.

During Combat

Once combat has begun, you can either play one combat plot twist, use one Combat Super Power, or you can pass. Your opponent can then do the same. Alternate back and forth until you both pass in succession without performing a game action. (If a player passes but then the other player plays something, the aforementioned player can still play something.) Then resolve the combat.

If you’re playing with more than two players, everyone will have chance to play plot twists or use Combat Super Powers each combat. The attacking player has the first opportunity, then play proceeds to the left. Only after 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. Reaction powers are able to be played immediately after something happens, and is an exception to this.

Combat Resolution

Once in Combat Resolution, no further actions may be taken by any player which includes activating a non-Reaction Super Power or playing a Plot Twist. A Reaction Super Power can still be used if the proper condition is met.

Ferocious Resolution

In order to strike, a character must have at least 1 ATK. When attacking rows, the full ATK of the attacker is applied to each defender. If there are no Ferocious characters skip to Normal Resolution.

Solo Attack

If both the attackers and defender(s) are **Ferocious**, it works the same as the Normal Resolution Solo Attack substep.

If only some of the characters are **Ferocious**, only they will strike. Compare each character’s ATK to the opposing character(s)’s DEF. If the ATK is greater than or equal to the DEF, that character gets stunned. If there are multiple defenders with **Ferocious**, add up their ATK before comparing it to the attacker’s DEF. See [Stunned Characters](#) for details on what happens to stunned characters.

Team Attack

During a team attack with one or more **Ferocious** characters, all of the **Ferocious** characters will strike simultaneously before the non-Ferocious characters. If all characters are Ferocious, it works the same as the Normal Resolution Team Attack substep.

If at least one attacker is **Ferocious** and at least one attacker is non-**Ferocious**, only the **Ferocious** attacker(s) strikes. Compare the total ATK of the **Ferocious** attacker(s) to the defender's DEF. If the ATK is greater than or equal to the DEF, the defender will be stunned.

If the defender is **Ferocious**, it strikes back at the attacker of the defending player's choice. Compare the defender's ATK to the chosen attacker's DEF. If the ATK is greater than or equal to the DEF, that attacker will be stunned. If any characters were stunned, see the section Stunned Characters for details on what happens to stunned characters.

Location Attack

If a character strikes a Location, it is immediately KOed. Locations do not strike back.

Any unstunned Attacker(s)/Defender(s) has now "Survived" and resolve any triggers that may have happened. Proceed to the next substep.

Normal Resolution

If there is at least one Attacker and one Defender, process this substep, otherwise skip to Combat Clean Up. Only those characters that did NOT strike during the Ferocious Resolution Substep will strike during the Normal Combat Substep. In order to strike, a character must have at least 1 ATK. If this is a ranged attack, the defender must have range in order to strike back.

Solo Attack

The attacker "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. Simultaneously compare the total Defender(s)' ATK to the Attacker's DEF. Include the ATK of any Defenders that struck during Ferocious Resolution substep. If the ATK is greater than or equal to the DEF, the attacker will be stunned. See the section Stunned Characters for details on what happens to stunned characters.

Team Attack

The attackers "strike" the defender and the defender simultaneously "strikes back" against an attacker. Add up the ATK of all your attackers and compare them to the defender's DEF to see if the defender will get stunned. When adding, include the ATK of any team attacker that struck during Ferocious Resolution substep. 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. See the section Stunned Characters for details on what happens to stunned characters.

Example: Three different 2/2 characters 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.

Example: Black Panther (3/2 Ferocious) and Nick Fury (1/5) team attack Major Victory (2/4). When the combat resolves, Black Panther strikes first, but his 3 ATK isn't enough to stun Major Victory. However that 3 ATK will get added to Nick Fury's ATK when Nick Fury strikes in a moment. After Black Panther strikes, then Nick Fury and Major Victory strike. So the attackers have 4 total ATK (enough to stun Major Victory) and Major Victory has 2 ATK which is enough to stun Black Panther.

Location Attack

If a character strikes a Location, it is immediately KOed. Locations do not strike back.

Any unstunned Attacker/Defender has now "Survived" and resolve any triggers that may have happened. Proceed to the next substep.

Combat Clean Up

This is when "this combat" modifiers expire and "At end of combat" triggers will happen. Resolve any triggers and then any remaining characters in the combat lose attacker or defender status. Combat Step ends, proceed back to the Main Phase.

Ending the Game

The game ends when all of your opponent's owned main character(s) are KOed or your owned main character(s) are KO'd. Additionally, if at the beginning of your turn if all your Main Characters are KO'd, in your deck, on an enemy side, or a combination of the previous, you lose. 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.

Some modifiers will state that you win the game, if that happens, each other player in the game loses. If a player has a modifier that states they can not lose the game, this also means other players can not win.

In a 3 or 4 player game, when a main character gets KO'd, remove all cards that player owns from the game. If that player controlled a non-owned character previously controlled by another player, it is returned to that player's side. Otherwise, it goes into its owner's KO Pile.

Abilities

Abilities are words or phrases that represent more complicated underlying rules. Abilities can be written stand alone within the text box of a card, or can be within a power.

AKA (Name)

Some characters have AKA and another name in their text box. AKA is always stand alone within the text box of a card. It is NOT a power. If a character has AKA, both names are its name, and if comparing, it can match to either one.

For example, Captain Marvel says “AKA Ms. Marvel” in her text box. This means that she counts as having both names, which means you can use a Ms. Marvel supporting character to power up Captain Marvel, and they both count as the same person for the purposes of the Uniqueness rules. Also if your opponent used **Accused** (Main [Intellect] : Name any card. Choose an enemy player to reveal their hand and discard each card with that name.) from Ronan, if they called out either “Captain Marvel” or “Ms. Marvel”, you would have to discard Captain Marvel.

Amplify

Amplify is an Ability found on some Super Powers. If you discard a Location (instead of turning it face down in your resource row) to use a Super Power, you get its **Amplify** text.

Ban

Ban is an Ability found as part of a power. It is shorthand for:

Name a character and choose a number. Put all supporting characters with that name on enemy sides into their owner’s hand. For the rest of the game supporting characters with that name on enemy sides, and in enemy hands, decks, and KO piles have cost equal to the chosen number and nothing can ever, ever change that. (Except banning it again. You know the old saying: “If you really, really hate a card, ban it twice.”) Any modifiers that would increase or decrease what an enemy player pays to recruit a banned cards are ignored.

Capture

Capture is an Ability found as part of a power. It is shorthand for:

Remove the captured character from the game but keep any wound counters on it. It is now a captive.

When you capture a character, put the captive card next to (or underneath) its captor to make it clear who its captor is. When the captor leaves play, put its captive back into play stunned in its owner’s back row. (If it had any wound counters when it left play, it keeps them when it comes back in.)

Collect

Collect is an Ability found as part of a power. It is shorthand for:

Remove the chosen character from the game. You may only collect a character with a different team affiliation from every other character you've collected this game.

A collection is unique to a player.

Errata

Errata is an Ability found as part of a power. It is shorthand for:

Name a character. For the rest of the game supporting characters with that name on enemy players' sides, and in enemy hands, decks, and KO piles lose and can't gain powers.

Freeze

Freeze can be both a Keyword Power or an Ability. If used stand alone in a text box, it is a Keyword Power. If it is part of the text in a power, it is an Ability. As an Ability it shorthand for:

Exhaust a character. It can't ready during its next turn.

Graduate

Graduate is an Ability found as part of a power. It is shorthand for:

When a character graduates it means they are being transformed into a different character. Remove them from the game and put the new character into play in the same orientation (ready/exhausted) they were in. Move all counters and equipment from them onto the new character, apply any modifiers (such as Freeze) to the new character. When the character is transformed, the associated main characters must be pulled out and displayed at this time. See Deck Building Rules for more information on the Graduation side deck.

Hide

Hide is an Ability found as part of a power. It is shorthand for:

When instructed to hide a character, turn it face down but in the ready orientation.

It does not count as having been stunned and while it's face-down it doesn't count as a stunned character. When a character hides, remove all +1/+1 and -1/-1 counters from it and KO any Equipment on it. A hidden character can't attack or be attacked, doesn't protect anyone behind it, can't be protected, and can't be exhausted. It can't have or gain +1/+1 or -1/-1 counters, and it temporarily loses its powers while hidden. During your Recovery Phase, you must turn a hidden character face-up the same time you recover your stunned characters. Any player can look at a hidden character at any time. If a hidden character is stunned, it is exhausted and no longer hidden.

Nerf

Nerf is an Ability found as part of a power. It is shorthand for:

Name a character. For the rest of the game supporting characters with that name on enemy players' sides, and in enemy hands, decks, and KO piles are 0/1 with 1 [Health] and nothing can ever change that.

Relationship

Relationship is an Ability found as part of a power. It is shorthand for:

The chosen characters can team attack with each other, and can't be struck back while team attacking with each other.

Transform

Transform is an Ability found as part of a power. It is shorthand for:

When a character transforms it means they are being replaced with a different character. Remove them from the game and put the new character into play in the same orientation (ready/exhausted) they were in. Move all counters and equipment from them onto the new character, apply any modifiers (such as Freeze) to the new character. When a main character is transformed, the associated main characters must be pulled out and displayed at this time. See [Deck Building Rules](#) for more information on the transform side deck.

Character Powers

Characters have to be in play for their powers to work unless their text says differently or the power could only work from another zone. If a power can only function while a character is stunned/hidden, then that power remains on while the character is stunned/hidden. 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. (Some common or older keywords might not have their text displayed. In that case, you can look up their definition in this Rulebook.)

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

Keyword powers can be further broken into three categories: triggers, continuous, conditional.

Triggers

Some powers will include triggers. A trigger can be identified because the sentence or clause will start with "When," "Whenever" or "At." A sentence or clause that does not begin with one of those three words can not be a trigger. In order for a trigger to occur, the power must be active and in play when the triggering event occurs. An exception to this is triggers based on getting stunned, getting KO'd, or leaving play. In those cases, the game will look at the game state right before the event that caused the stun, leave play, or KO to see if anything would trigger.

Intervening "if" Clause

Some triggers, like Daredevil's **Protector of Hell's Kitchen** (When Daredevil gets attacked, if he's protecting a character, he gains an XP.), has an intervening "if clause. This mean the condition must be true for the power to trigger and must also be true when it resolves. If the "if" clause is no longer true when the effect tries to resolve, it is cancelled.

For example, If you attack the main character Daredevil with Mary Walker. Both characters have powers that will trigger. Being the turn player, you choose to resolve your trigger first and put a -1/-1 counter on Daredevil and one on the character he's protecting with 1 defense, Black Widow. Assuming Black Widow was the only character in the back row, when the trigger from Daredevil resolves, he is no longer protecting any characters. Since that condition is no longer true, he does not get an XP.

Intervening “while” Clause

Some triggers have an intervening “while” clause. This means the condition only needs to be true at the time of trigger. It does not matter if it is still true at resolution.

When this Character Stuns/KO triggers

A character is the Source of a Stun when:

- A character directly stuns another character.
- A character is the source of a -1/-1 counters put on another character such that that character gets immediately stunned due to 0 DEF.
- A character that is the source of an modifier that lowers the DEF of a character such that it gets immediately stunned due to 0 DEF.
- A character is in combat against another character when that other character gets stunned via the combat rules.

A character is the Source of a KO when:

- A character is the source of a stun and that stun leads to the stunned character now having fatal wounds, or the stun leads to a **Lethal** wound, causing that character to become KO'd.
- A character directly KO's another character.
- A character is the source of the fatal wound causing that character to become KO'd.

When you Recruit Triggers

Normally when effects resolve, they resolve in timestamp order. Recruit triggers are an exception to this and will resolve before the recruit effect that triggered it.

Example: Onslaught has the Keyword Joint Consciousness - “When you recruit Onslaught, each player reveals cards from the top of their deck until they reveal a character other than Onslaught. Remove those characters from the game and shuffle the remaining cards into those decks. Onslaught has the powers of the removed cards, and base stats equal to their total ATK, total DEF, and total [Health icon].” Onslaught’s power occurs triggers when you pay to recruit him, but will resolve before Onslaught appears. This means if any of the powers he copied were “appear” powers, they will trigger.

Continuous

A continuous power is one that always generating a continuous modifier that applies to the gamestate while the power is active. If it needs information from the gamestate, it will always use the most current information.

Example: Groot Supporting Character has **I am Groot**. (Groot has +1/+1 for each resource on your side.) Every time a new resource comes into play, the continuous modifier generated by **I am Groot** will be updated. One resource means he is getting +1/+1 and as soon as there are two resources, Groot will get +2/+2.

Conditional

A conditional power is one that generates a continuous modifier, but only if a certain condition is true. Other than that, it works the same as a continuous power. Conditional powers will begin or include the word “while.”

Example: Daredevil has Fearless (While attacking a main character, this character strikes with double his ATK.) If Daredevil is attacking a main character, the above power is generating a continuous modifier, but if he is not, then no modifier is being generated and there is nothing affecting the gamestate.

Super Powers

Most main characters and some Supporting characters have Super Powers.

Some Super Powers may have the same name, but are treated as different Super Powers. The word “Build” or “Main” or “Combat” tells you when you can use the Super Power (just like how plot twists work).

Example 1: Bullseye has **Infallible Aim** (Main [Intellect, Intellect]: Wound a face-up supporting character.) It can only be used during your Main phase while there isn't a combat going on.

Example 2: Luke Cage has **Impervious Skin** ([Anytime] Combat [Might]: If Luke Cage gets stunned during this combat, he doesn't receive a wound.) can only be used while he is in combat. And the [Anytime icon] next to Combat means you can use it on your turn or another player's.

You can only use a character's Combat Super Power if that character is in the combat. But if the power says “**Any Combat**” then 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.

Example 1: It's your Main Phase. You decide to use Bullseye's “**Infallible Aim**” power so you turn two Academies face down to pay the double [Intellect] cost. Then you get the power's effect.

Example 2: Luke Cage gets attacked. You decide to use its Combat Super Power, “**Impervious Skin**” It costs a [Might] so you discard a Fortress from your hand to get the power's effect.

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 from the same character more than once each turn.** Characters

can have multiple powers with the same name, but they are not the same power. Each one can be used once per turn.

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

Modifiers or powers may refer to **[Intellect]** or **[Energy]** Super Powers. This counts any super power with the appropriate power symbol in its cost (even if it also has other symbols in its cost).

Once Per Game Restrictions

Some Super Powers have a once per game restriction. This is something that functions in all zones, no matter who controls the character or what zone it is in. This means even if a character with a power with a once per game restriction leaves play and comes back, you still can not use it again if it was used before leaving play. Also, if an opponent takes control of one of your characters with a once per game restriction and they use the Super Power, when you get it back you will not be able to use that power.

Reaction Powers

Reaction Powers are a subset of Super Powers. Reaction Powers trigger when a certain condition is met. When that happens you can pay the cost and resolve the effect. You can use a Reaction power at any time, as long as its trigger condition is met. However, like other Super Powers, you can only use it once per turn. If used in response to a Super Power, Reaction powers will resolve before the power they are reacting to.

For example, She-Hulk has the power, "Reaction **[Intellect]**: When an enemy player uses a Super Power, you may say "Objection!" If you do, cancel that super power." When an opponent uses a Super Power, you can say, "Objection!" and then pay **[Intellect]**. If you do, then your opponent's Super Power is cancelled and never resolves.

Copying Powers

Some characters have the ability to gain the Keyword and Super Powers of other characters. When they do this, if that character's power refers to its own name or some of form of self reference, use the copier's name instead. Additionally a copied power can't copy a power with the same name as itself.

If a character is copying powers, it is possible to end up with duplicate powers. If a character has two copies of the exact same Super Power, each copy can be used once per turn, but they have to be paid for separately.

Duplicate triggered powers will trigger once for each instance, and then resolve in succession. It is possible that after one trigger resolves, the remaining triggers no longer matter.

Example: If a character had two copies of **Shrink** (When this character gets attacked the first time each turn, you may cancel the combat.) both will trigger when the character is attacked, but if you chose to cancel the combat with the first trigger, the second one will resolve and do nothing since there is no combat to cancel. Having two copies of Shrink does NOT mean you can cancel two different attacks.

Some powers generate modifiers that change the rules of the game. Having multiple copies of those powers has no benefit.

Example: Having multiple copies of **Mobile** (Once per turn during your Main Phase but not during combat, you may move this character to your front or back row.) will not allow a player to move their character more than once per turn. The normal rules of the game do not allow move your character during the main phase and Mobile changes those rules to allow you to do it once. Having a second copy of Mobile is just like stating the new rule again.

Level Up Powers

Every level 1 main character and some higher level main characters have a Level Up Power.

Most Level Up Powers have two parts: the Level Up trigger and the XP trigger. All will have the Level Up trigger, most will have the XP trigger. Some Level Up Powers get their XP through an alternate method. The format for the power if it has an XP trigger will be:

Level Up (N) - When/At/Whenever...

The Level Up (N) portion is shorthand for a trigger which states:

When this character has N XP, Level Up this character.

To “Level Up” a character is to take it through the “Level Up” process. If the XP trigger for a given Level Up trigger is based on a character getting stunned/KO'd, then the Level Up trigger will follow the same rules of “looking back” like the XP trigger. See the [Triggers](#) section for more details.

When you meet the XP (experience) condition, choose one level 2 version to put XP counters on. Once you have XP equal to or greater to the number next to “Level Up”, remove all the XP counters from the level 2 version of your main character and replace the level 1 version of your character with any of its level 2 version.

The level 2 version retains the same orientation as the level 1 version (ready/exhausted and face-up/stunned). Each wound, +1/+1 or -1/-1 counter, and equipment that was on the level 1 version will also be on the level 2 version. All modifiers that were affecting the level 1 version continue to affect the level 2 version. Follow the same steps when a main character levels up to level 3 or level 4

Level 2, level 3, and level 4 characters work just like level 1 characters except they're more powerful and they might have an additional Super Power.

Note: While your main character is stunned, any Level Up Power is turned off.

Modifiers

Modifiers are created by resolving effects, continuous powers, and conditional powers. The source of a resolving effect can be a triggered power, delayed triggered modifier, Super Power, or Plot Twist. There

are four types of modifiers: one-shot modifiers, continuous modifiers, delayed triggered modifiers, and replacement modifiers.

Modifiers that affect the main character choose which main character they affect when that modifier is created at resolution of an effect or when the continuous power appears, and that choice is locked in at that time.

Example: You control Moon Girl and Devil Dinosaur and a character appears with the keyword power that reads “Your main character has [Flight]” When this power resolves, you would choose either Moon Girl or Devil Dinosaur to gain [Flight].

If a modifier needs information about your main character, you’ll choose which main character when the effect creating the modifier resolves.

Example: You control both Moon Girl and Devil Dinosaur and play a plot twist which reads, “Draw cards equal to your main character’s ATK.” You’ll choose whether to use Moon Girl or Devil Dinosaur’s ATK upon resolution

One-Shot Modifiers

A one-shot modifier is a modifier that will make an immediate change to the gamestate and is done. One-shot modifiers will never have a duration and can only be generated by resolving effects. Examples include but are not limited to drawing cards, adding counters, and stunning a character.

Continuous Modifiers

Continuous modifiers can be generated by resolving effects, continuous powers, and conditional powers. Rules governing continuous modifiers from continuous and conditional powers work the same, whereas continuous modifiers generated by resolving effects have their own rules.

Continuous/Conditional Power

Continuous modifiers from continuous/conditional powers have the following special rules.

Variables

If the modifier needs any information about the gamestate it uses the most current information.

Duration

If the source of the continuous modifiers leaves play or becomes inactive, the continuous modifier is no longer generated.

Dependency

If a continuous modifier “A” from continuous/conditional power could change which characters are affected by a continuous modifier “B” from continuous/conditional power, then continuous modifier “B” is dependant upon continuous modifier “A” and modifier “A” has a dependency of modifier “B”.

Application

Modifiers are applied in dependency order first. After which all other modifiers are applied simultaneously. At any point if the application of modifiers would cause a loop of a binary state, the active player chooses which state applies for the remainder of the turn.

Resolving Effects

The timestamp of a continuous modifier from a resolving effect is the moment the effect resolved. When a continuous modifier from a resolving effect needs information about the gamestate, it uses the information at the time the effect resolves and is locked in at that time. Changes to the gamestate later do not change the modifier that was created.

Example: Mystique is attacking supporting character Venom. She then uses **Masquerade** choosing Venom and gets +3 ATK. The opponent then plays Savage Surprise choosing Venom and he gets +4 ATK. Mystique's bonus of +3 ATK stays the same and does not change even though Venom now has a higher ATK.

Once an effect has resolved and created a modifier, the modifier is independent from the source that created it. Removing the power or character that is the source of the modifier does not affect the modifier.

Example: On your turn you play Iceman and choose your opponent's main character. On your opponent's turn he plays Cosmo and chooses your Iceman. Even though Iceman now has no powers, your opponent's main character remains frozen. Once the trigger from Iceman resolved, it exists independent of Iceman.

Continuous modifiers from resolving effects only affect characters that were in play when the effect resolved. Characters that come into play after the modifier is created but before it expires, will not be affected.

Most continuous modifiers from resolving effects will have a duration. Once the limit of the duration is reached, the continuous modifiers stop. If there is no duration on the continuous modifier, then it can last until the end of the game.

Example: **Genetic Manipulation** (Main [Energy]: Choose another supporting character to gain one: [Flight icon], [Range icon], **Berserker**, **Dodge**, **Ferocious**, **Lethal**.) This Super Power creates a continuous modifier that grants a Keyword to a character. Unlike most modifiers, which only last for a limited time, this modifier lasts until the character it affects leaves play or the game ends.

If a modifier's duration would cause it to expire before it is created, then the modifier is never created.

Delayed Trigger Modifiers

Delayed trigger modifiers are created by a resolving effect. When that event occurs, they behave like any other trigger. Delayed trigger modifiers will have a duration and will stop once the event it is looking for occurs, or it reaches its duration. Delayed trigger modifiers will contain the words "when," "whenever," or "at" but not necessarily at the beginning of a sentence.

Replacement Modifiers

Replacement modifiers will change an existing modifier or event in order to produce a different result. This does NOT change the source of the original modifier or event, it just changes how it behaves. If two replacement modifiers are trying to change the same modifier or event, then the controller of the character being affected by the original modifier or event chooses the order. In some cases, once the first replacement modifier applies, the second one is no longer relevant. Replacement modifiers will usually begin with "If" and always contain the word, "instead."

Example: Flatman has the Keyword power **Two-Dimensional** (Flatman can't have any counters. If he would get wounded, KO him instead.). He is attacked by Lilith who has a +1/+1 counter. During combat resolution Flatman is stunned, but instead of receiving a wound, he is KO'd. Even though Two-Dimensional changed the wound into a KO, Lilith is still the source of the KO so **Vampirism** (When Lilith KOs an enemy character in combat and survives, remove that character from the game. If you do, Lilith has +1 Health.) will still trigger.

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.
- Your Main Character and any side decks must also follow any **Loyalty** restrictions.
- You can only have up to four copies of any one card in your deck. The number of cards and kind of cards in your deck can be modified by **One of a Kind**, **Legion**, and **Loyalty** Keywords.
- You can put any Supporting Characters, Plot Twists, Equipment, and Locations in your deck. Tokens, Main Characters, and side decks are never part of your deck. Just remember the following:
 - Some Main Characters have a Keyword power that allows you to start the game with a specific supporting character in play. This supporting character still counts against the limit of four for a given card and against the sixty cards required for a deck.
 - You are restricted to four of a neutral location of a given power symbol. All neutral locations of a given power symbol must be the same name.
- Transform Side Deck (Optional)
 - Only used when a main character has the Transform ability.
 - In a tournament, players are limited to three level 2 main character options. (In Casual play, any Main Character you own is in your Transform side deck.)
 - The transform side deck is private information.
 - For each level 2 main character chosen, the associated level 1 main character must be included. This does not count against the limit of three.
 - Optionally, any associated main character or alternate level 2 main character can also be included. This does not count against the limit of three.
- Facehugger Side Deck (Optional)
 - Only used when Ovomorphs supporting character is included in the main deck.

- o The Facehugger side deck includes three Facehugger token characters and one Extended Incubation card. These cards start the game out of play. (If more than one player is using Ovomorphs, they will each use their own Facehugger side deck.)
- o When an Ovomorph is ready to Hatch, reveal a random card from your Facehugger side deck. If a player is not playing Ovomorphs, they use the Facehugger side deck of the opponent.
- o If you reveal the Extended Incubation card, the Ovomorph doesn't hatch yet. Shuffle the Extended Incubation card back into your Facehugger Pile.
- o If you reveal a Facehugger token character, KO its Ovomorph, put the Facehugger into your Back Row, and it **Captures** an enemy supporting character. (It can capture a face-up or stunned supporting character.)
- o If a Facehugger ever leaves play, it is returned to the facehugger side deck.
- Graduation Side Deck (Optional)
 - o Only used when a main character has the Graduate ability.
 - o The graduation side deck is private information.
 - o For each level 1 main character chosen, the associated main characters may be included. This does not count against the limit of three.

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 unless a power indicates otherwise.

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

Base ATK and DEF

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

Calculating ATK/DEF

In order to calculate the current ATK/DEF of a character you first apply any modifiers that set or change Base stats (modifiers from supporting character Mystique's **Impersonate** Super Power or progressing of

a main character), then apply counters, and lastly apply all modifiers that change ATK/DEF in timestamp order.

For example, Loki Lvl1 is in combat with three XP counters. Loki's controller plays Find Cover, his opponent passes, then Loki's controller plays Trickster God, his opponent passes, and finally Loki's controller plays Savage Surprise. We have four things going on here. We have the progressing of Loki because he leveled up, and three modifiers from resolving effects.

Base - Loki lvl1: 1/6

Find Cover - Loki lvl1: 1/9

Trickster God Loki Lvl1: 9/1

Progress - Now we have new base stats, so we have to start over again with the modifiers in play.

Base - Loki lvl2: 4/8

Find Cover - Loki Lvl2 4/11

Trickster God - Loki Lvl2 11/4

Savage Surprise - Loki Lvl2: 15/4

Note: Modifiers with a timestamp AFTER Trickster God will not be swapped.

ATK values that are below zero are treated as 0 except when trying to raise or lower them. In the latter case, always use the real value.

Demoting/Promoting a Character

Some effects may promote a supporting character to main character or demote a main character to a supporting character. Unlike most modifiers, these modifiers can apply to a main character in any zone(or side) and continue to apply to the character even if it changes zones. All other modifiers continue to affect the characters after the promotion/demotion per the normal rule and they retain all counters. Unless the effect says otherwise, a promoted supporting character becomes a level 1 main character. When a main character is demoted to a supporting character, the following additional rules apply;

- If it is level 1 and hasn't leveled up yet, it remains a Level 1 when it becomes a supporting character. It does, however, retain all of the XP it has gained so far, and it will still level up as normal once you fulfill the level up condition (or level down, such as with Groot). However, it does not return to being your Main Character again; it is still a Supporting Character even after it levels.
- If your original main character (now a supporting character) ever leaves play (it gets KO'd or returned to your hand, for example), it gets removed from the game. Removing a character from the game means you set it aside and it does not count as being in your KO pile, deck or anywhere else.
- If a card effect (such as Yondu's **Yaka Arrow**) needs to know how much your original main character costs, treat it as having a cost of zero.

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 all your main character get KO'd, you're out of the game.
- Some effects say they only work on Main Characters or on Supporting Characters.

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

Mantles

Some characters share the same title or mantle as other characters in the game. In cases like this, the newer character will have one or more stars before and after its name to differentiate it. The card's full name includes the star treatment so it will count as a different character in all circumstances. Since the names are different, they can't be used to power-up each other.

Example: Hawkeye, Kate Bishop is in the Legacy set and Hawkeye, Clint Barton was released in the original Marvel Battles set. The card name for Hawkeye, Kate Bishop is “*Hawkeye*” and Hawkeye, Clint Barton is just “Hawkeye” therefore they are different characters.

Playing Equipment

You can play equipment cards during your Recruit Step by paying recruit points equal to the equipment's cost and put it onto a face-up character on your side. (It doesn't matter if the character is main or supporting, ready or exhausted. But you can't put equipment on a face-down character.) The equipment gives the character the powers.

The equipment will stay with that character until the character becomes stunned or otherwise leaves play. At that point the equipment gets KO'd.

A character can only have one equipment at a time. If you play a new equipment on a character that already has one, the older equipment gets KO'd.

If an equipment has a team symbol, 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 play it on any character on your side. For example, if a character with the [Company symbol] is on your side, you can play a Power Loader on any character on your side even if they don't have the [Company symbol].

Equipment is not unique unless it says otherwise. (More than one character on your side can have the same equipment.)

The powers on equipment are granted to the character it is attached to.

Example: Ella controls Captain Dallas and during the recruit step recruits Power Loader attaching it to Captain Dallas. On her opponent's turn, Lucas plays Cosmo and chooses Captain Dallas. While under the effect of Nullify, Captain Dallas is back to having 2 ATK/4 DEF.

If an Equipment grants a power to a character that includes its own name, it is only referring to that instance of the equipment and not any other equipment that may have the same name.

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 not in combat**.

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 [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/brand 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/brand symbol on your side (including your main character)**. However, you can use it to affect any character regardless of team/brand symbol.

Some plot twist have three team/brand symbols on the top right of the card. That means you may only play it if you have three face-up characters with that team/brand symbol on your side (including your main character).

Playing and Recruiting

When cards are played or recruited, they go through specific steps depending on the type of card it is. This includes plot twists, equipment, characters, and resources. Modifiers can put equipment and characters into the Play Zone without playing or recruiting them. In those cases, some of the steps will be bypassed.

Plot Twist

Here are the steps for playing a plot twist.

1. Announce the name of the plot twist.
2. Plot twist moves to the Resolving Zone. At this point it is considered played.
3. If any power would trigger off a plot twist being played, resolve that effect, then continue.
4. Make any choices required by the plot twist.
5. Resolve the plot twist effect.
6. Apply the generated modifiers.
7. Plot twist moves to the KO Pile.

If at any point it is discovered the plot twist was illegally played, the game state is reverted to the point right before the announcement is made.

Equipment

Here are the steps for playing equipment.

1. Announce the name of the equipment.
2. Equipment moves to the Resolving Zone. At this point it is considered played.
3. If any power would trigger off an equipment being played, resolve that effect, then continue.
4. Choose a legal character which the equipment will be attached to.
5. Attach the equipment to the character. Any powers given to the character are now active.
6. At this point the equipment is considered to have appeared.

If at any point it is discovered the equipment was illegally played, the game state is reverted to the point right before the announcement is made. If a piece of equipment is put directly into play by a modifier, follow the instructions given by the modifier, then follow step 4-6.

Characters

Here are the steps for recruiting a character.

1. Announce the name of the character.
2. The character moves from whatever zone that it is in to the Resolving Zone. At this point it is considered "recruited"
3. If any power would trigger off a character being recruited, resolve that effect, then continue.
4. The character moves from the Resolving Zone to the Play Zone.
5. Any powers are now active.
6. Process any "appears with" text.
7. At this point the character has now appeared.

If at any point it is discovered the character was illegally played, the game state is reverted to the point right before the announcement is made. If a character is put directly into play by a modifier, follow the instructions given by the modifier, then follow step 5-7.

Power-Ups

If you have a card in hand with the same name as a face-up 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 **[Anytime] Combat** action.

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

Characters with the same mantle, are different characters and can not Power-Up one another. This is denoted by the later character having one or more stars after and before their name.

Characters with different mantles, but are the same person can PowerUp one another. This is denoted by having **AKA [NAME]** in their text box.

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.)

Regressing/Progressing Main Characters

Whether through leveling up or via a modifier, when a main character becomes a higher level it is progressing. Progressing a main character for any reason follows the same steps as leveling up. All XP counters for the new level are removed, the orientation remains the same, all +1/+1 or -1/-1 counters are moved, all wound counters are moved, any equipment is moved, and any modifiers affecting it previously continue to affect the progressed version.

Example: Jooi controls Baron Mordo and uses Hypnotize on Tanei's Sister Grimm causing her to regress to Level 1. Jooi then attacks and stuns Tanei's Sister Grimm. While Sister Grimm would get an XP counter, she does not level up at this time due to **Hex**. When she progresses back to Level 2 when Hypnotize expires, the XP counter will be removed.

Some modifiers will regress a Main Character to a lower level. If this happens, any XP counters are set aside, the orientation remains the same, all +1/+1 or -1/-1 counters and Equipment are moved, and any modifiers affecting it previously continue to affect the regressed version. If a modifier regresses a main character to level 1, it will become a level 1 version of the main character it currently is.

Example: Jorge uses Sister Ripley's **Sacrifice and Resurrection** ([Anyturn] Combat [Humanity]: If Sister Ripley is your main character, KO her and put Ripley #8 Level 2 from outside the game onto your side stunned as your new main character.) to become Ripley #8. Anh then uses Baron Mordo's **Hypnotize** (Main [Intellect]: Choose an enemy main character. It becomes Level 1 until the start of the next turn.) on Ripley #8. Jorge's main character is now Ripley #8 level 1.

Example: Danielle uses Mystique's **Identity Theft** (Main [Intellect]: Choose a level 2 [Marvel] main character from outside the game. Mystique transforms into that character.) and chooses to transform into Sister Grimm. She then uses **Muzzle** (Main [Might]: Characters on your side can't be attacked until after your next turn.) and because of **...Let the Staff of One Emerge** (You may use each of these powers only once during the game. When you use one, Sister Grimm becomes level 1.) The main character become Sister Grimm becomes level 1.

Resolving Effects

As you resolve an effect, it is processed in the order it appears on the card. If at any time while resolving the effect you are asked to do an impossible action, that action is skipped and the rest of the effect is resolved normally. Once an effect successfully resolves, one or more modifiers will be created.

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 six neutral locations, one for each of the six power symbols. Also, each team has one special location that has a Team Symbol on the top right of the card. Each Special Location, which grants any listed Power Symbol that team uses and can be used for anything related to a character on that team on your side, in your hand, or in your KO Pile.

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

Requirements

Some cards may require certain actions from the player. In the event there are conflicting requirements, the player must make a choice that satisfies the most requirements. In the event there are multiple choices that satisfy the same number of requirements, the player may make any choices that is tied for meeting the most requirements.

Example: If a player has multiple characters with **Angry** (This character must be in your first attack each turn if able.) in play, they must team attack if able. If they are in different rows, or different team affiliations, the player must choose an attack that includes the most number of characters with **Angry**. If there is multiple attacks that include the same number of characters with **Angry**, the player may choose whichever one of those they want. After the first attack no further requirements on what the player has to attack with.

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.

Searching, Shuffling, and Manipulating the Deck Zone

Whenever you need to search through your deck, shuffle it once you're finished. If a player is instructed to search for a specific card, or a subset of cards. The player can choose to fail to find, even if a card would meet those criteria is in the deck. If instructed to search for any card, they must choose one.

If ever instructed to put cards on the top or bottom of your deck, those cards can be put in any order.

Stunned Characters

When a character becomes stunned, remove all +1/+1 and -1/-1 counters from it, KO any equipment on 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, or has a **Lethal** wound, it's KO'd. Put it into its owner's KO pile. At this point any modifiers with a duration of "until stunned" will expire. **Waking Nightmare** and **Symbiosis** allow -1/-1 and +1/+1 counters respectively to remain on stunned characters.

If a character gets stunned by an effect in the middle of a combat, it is removed from Combat.

A stunned character can't attack or defend, doesn't protect anyone behind it, loses its powers, can't be protected, and can't gain or have +1/+1 or -1/-1 counters. It still keeps its other information like name and team affiliation.

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

Some effects say to "Daze" a character. This stuns the character except it doesn't gain a wound.

Some effects say to "Wound" a character. This puts a wound on the character but does not stun it. (If the character has wounds greater than or equal to its Health, or has a **Lethal** wound, it is KO'd.)

Timestamps

The timestamp of a modifier from a resolving effect is when the effect resolved. The timestamp of a modifier from a continuous or conditional power (like Blackheart's Created From Evil) is when the character came into play.

Timing

When you play a Plot Twist or use a Super Power it resolves before anyone can play another Plot Twist or use a Super Power. Reaction powers are an exception to this. If a power "triggers" due to something, resolve that effect before any player can play a Plot Twist or use a Super Power. If multiple triggers happen at the same time, the turn player decides the order. If something triggers while resolving an effect, finish resolving the effect, then resolve the trigger. Recruit triggers are an exception to this.

Token Characters

Token characters are created by certain powers and can only exist in the Play zone. Some expansions may include token cards as part of a set, but they are not game cards used in deckbuilding. Token cards are only used to represent token characters created by powers. A token character works just like a regular character except that if a modifier puts the token character anywhere other than the Play zone, it ceases to exist. If a token came from a side deck, return it to the side deck instead.

Uniqueness

You 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.

Normally you may not control a character with the same name as your main character. If an effect would cause that, ignore that part of the effect. You can't play a supporting character with the same name as your main character. A main character with **Swarm** can change this.

The Golden Rules

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

Game Terms

Any Turn Symbol [Any Turn symbol]: If a Plot Twist or Super Power has this symbol you can use it on another player's turn.

Any Combat: If a Super Power has these words it can be used during any combat, not just when that character is in the combat.

Appears: When a card enters play it "appears." Whether you played it from hand or some modifier put it into play. If a card changes sides or is turned face-up, that does not count as "appearing." When a character, location, or equipment appears, it is a new character, location, or equipment.

ATK/DEF: The numbers on characters above the [Lightning Bolt icon] and [Shield icon]. During combat you compare your character's ATK to its enemy's DEF to see if you stun it.

Becomes (State): When a modifier says an object becomes something for a duration, it only changes it for that duration and then it reverts back to its original state when the duration expires. It does not prevent another modifier from changing it again during the duration.

Becomes (X): When a modifier says an attribute becomes a specific number, it applies a -Y or +Y to the number to make it equal to X. This modifier lasts for the stated duration but does not prevent further changes to the attribute.

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 and are not considered to have "survived" the combat.

Cancel (the Super Power): If an effect cancels a Super Power, the Super Power never resolves.

Discard: Means to move a card from your Hand to the KO pile. If an effect allows a player to discard their hand, and they have no cards in hand, they can choose to "discard their hand" even though they won't physically discard any cards.

Daze: An effect that stuns a character. However, the character won't gain a wound.

Enemy: This applies to anything opposing you. An enemy player is your opponent. An enemy character is one an opponent controls. An enemy side are all the characters an opponent controls.

Fatal Wound: A fatal wound happens when a wound is placed on a character and the current wound count is equal to or greater than the current health of the character.

Frozen: During the turn the freeze modifier is applied through the turn it can not ready, the character is considered frozen.

Good and Evil: Some effects refer to Good or Evil characters. A character is Good if it's on a Good team and Evil if it's on an Evil team. The current list of Good teams are: Avengers, Guardians, X-Men, A-Force, Defenders, The Company, Inhumans, Champions, Monsters Unleashed, and The Prey. The current list of Evil teams are: Supervillains, Femme Fatale, Underworld, Xenomorph, Leviathon, and The Predators.

Heal: To remove a wound counter from a character.

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

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

Lethal Wound: A **lethal** wound is one dealt by the **Lethal** Keyword power or any other wound designated as **lethal**. When a character receives a **lethal** wound, it is KO'd regardless of health.

Level(ing) Up: When a main characters acquires enough XP to to progress to the next level.

KO: To put a character from play into its owner's KO pile. When a character has wounds equal to or greater than its health or receives a lethal wound, it gets KO'd.

Melee Combat: A combat that involves front row attackers.

On Your Side: The cards you have in play in one of your three rows 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 face-up 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 **[Any Turn symbol]** Combat action while that character is in combat during your turn or another player's.

Progress(ing): When a main character changes to a higher level which is most frequently the result of leveling up, but can be the result of a modifier. When a main character progresses, all XP counters for the level it is progressing to are removed.

Protection: Some effects refer to a "protecting" or "protected" character. Your face-up front row characters protect your face-up back row characters. Stunned or hidden characters do not count as protecting or being protected.

Pull: Means to move a character from the back row to the front row.

Push: Means to move a character from the front row to the back row.

Ranged Combat: A combat that involves back row attackers that have [Ranged icon]. In a ranged attack, the defender can't strike back unless it has [Ranged icon].

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

Regress(ing): When a main character changes to a lower level which can only happen as a result of a modifier. If the Main Character has XP Counters on it before it regresses, set those XP counters aside and only return them if the main character regains that level of that version of a main character.

Remove from the Game: Some effects remove characters or cards from the game. In these cases, set those cards aside out of play. They do not count as being in the KO pile.

Remove/Replace: When instructed to remove a character as a defender and and replace it with another character, the new character must legally be able to become a defender to be a legal choice.

Stunned: When a character is defeated in combat, it gets stunned. Turn it face down, remove any +1/+1 or -1/-1 counters, exhaust it, KO attached equipment, and put a wound on it. A stunned character can't attack or defend, doesn't protect anyone behind it, loses its powers, and can't gain or have +1/+1 or -1/-1 counters. It still keeps its other information like name and team affiliation. **Waking Nightmare** and **Symbiosis** allow -1/-1 and +1/+1 counters respectively to remain on stunned characters.

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

Survives: A character is considered to have survived if it made it through combat resolution without getting stunned. This includes Ferocious combat resolution and normal combat resolution. Anything that is looking to trigger on Stun/KO and surviving would check at both resolutions. If a trigger is looking back to find out who survived, the character must have survived in both Ferocious combat and normal combat. It does not count if a combat is cancelled early due to an effect or missing attacker/defender. Combat must resolve normally in order for a character to "survive."

Switch: If a card tells you to switch the position of two characters, you move each character to where the other was simultaneously. If for whatever reason one of those characters is unable to move, the switch does not happen and both remain where they were.

If you are instructed to switch two numbers, you add or subtract the appropriate value from each number to get the desired outcome.

That Player: The previously mentioned player, or player that controls the previously mentioned character.

Wounds: When a character becomes stunned, it gains a wound counter. If it has as many wounds as its health, it gets KO'd. (Some card effects say to “wound a character.” In this case put a wound counter on it, but it doesn't get stunned.) If a character receives a **lethal** wound, it's KO'd regardless of health.

“Your” Main Character: When card text refers to “your main character” it means the main character you started the game with, while it is currently on your side. If it's currently on another player's side or removed from the game, text that refers to “your main character” should be ignored. Modifiers can change this and modifiers that demote your main character are an exception.

Select Keyword Powers

Most keyword powers in this set have their game text explained on the cards. But the following are older keywords that have been updated or are used so commonly that they are not always defined on the cards.

Agent: When an Agent appears, look at cards from the top of your deck equal the number of Agents on your side. Put any of them on the bottom of your deck.

Angry: This character must be in your first attack each turn if able. (It can be a Team Attack.)

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

Combat Master: While this character is in combat, enemy players can't play plot twists.

Creature: This character can't have equipment. This power can't be turned off.

Dodge: This character can't be ranged attacked.

Durable: If this character would get stunned other than by getting struck in combat, it doesn't get wounded.

When this character gets stunned other than by getting struck in combat, you may recover it.

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

Ferocious: While in melee combat, this character strikes before characters without Ferocious.

Hex: Enemy characters can't level up. (They can still gain XP.)

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

Invisibility: At the end of your turn, if this character is ready, you may [hide](#) it.

Leader: While this character is team attacking, you choose who the defender strikes back against.

Leap: This character has **[Flight icon]** during your turn.

Legion: You may have up to eight of this card in your deck.

Lethal: If this character wounds a defending supporting character, KO it.

Loyalty: Put this in your deck only if each card in your deck with a team affiliation has [This Affiliation]

Lumbering: As this character attacks, the defending player chooses who the defender is.

Monstrous: While this character is defending against a melee team attack, it strikes back against each attacker.

One of a Kind: You may only have one of this card in your deck.

Quick Draw: While this character is Ranged Attacking, enemy characters can't strike back at it.

Regeneration: At the start of your turn, if this character is face-up, heal a wound from it.

Schemer: When you play your first plot twist each turn, you may draw a card.

Shrink: When this character is attacked for the first time each turn, you may cancel the attack.

Soldier: When a Soldier appears, put -1/-1 counters equal to the number of Soldiers on your side onto an unprotected enemy Supporting Character.

Swarm: You can have more than one character with this name on your side at the same time. This power can't be turned off.

Symbiosis: This character can have and gain +1/+1 counters while stunned.

Tough: When this character gets stunned, you may recover it. (It still gets a wound.)

Waking Nightmare: Enemy characters can have and gain -1/-1 counters while stunned.

Alternative Formats

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 of that player's cards 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 sit across from each other so the turn order goes Team A, Team B, Team A, Team B.
- 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.
- You can't attack your teammate's characters.
- When a Main character is KO'd, all of that player's cards are removed from the game.

Optional Rule: 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.)
- Then they arrange their single Formation Together.
- Then they 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.
- If a card needs to know who to reference by "you" it is the player that paid the cost of the Super Power. In the event no one did (as would be the case of a trigger) it is the owner of the character, or the player who controlled the effect that last took control of the character.

The Leviathon Invasion

(2 vs 1)

In this game mode two players must work together to defend Earth against the Evil Leviathon invasion. Use the Free-for-all rules from the base set with the following changes:

- One player's Main Character must be the Leviathon Mother.
- The Leviathon Mother wins by KOing each enemy main character.
- The other players win by KOing the Leviathon Mother
- The Leviathon Mother goes first. No players skip drawing cards during their first Draw Phase.
- When the Leviathon Mother plays a location she gets one of the following effects depending on which

- power symbol it has:
 - [Alien]Defend Your Mother: You may put a character from your hand onto your side as long as its cost is less than or equal to the number of resources you have.
 - [Intellect]The Time of Nesting is Here: Draw a card. Then draw a card for each One of a Kind character on your side.
 - [Might] Face Me and Die: Put three +1/+1 counters on the Leviathon Mother.
 - [Skill] This Planet Angers Me: Each enemy player chooses one of their face-up supporting character and stuns it.
 - The Desecrated Nest: When you play this location, choose any one of the four above effects.

We recommend using the suggested decklists to try out the Leviathon Invasion mode. However, the Leviathon Mother will be heavily favored until the defending players tune up their decks.

Credits

Chad Daniel (with help from Danny Mandel, Ben Cichoski, Garry Hewitt, and the Vs 2PCG Community)

Version History

6/10/2016 - Version 1.0 Initial release

8/03/2016 - Version 2.0 Added Alien Rules, Rules on Source, Triggers, and Coping Powers.

5/24/2017 - Version 2.1 Added Legacy Rules, Rules on categories of Keyword powers, Rules on types of modifiers, added more Copy rules, added more Keywords

8/1/2017 - Version 2.2 Added Monster Unleashed rules. Reword the Combat Step section, created a new type "Ability" and recognized the rules. Added support for Multi-Defender and Location attacks. Added new multi-player variant.

8/30/2017 - Version 3.0 Added Predator Battles Rules

9/05/2017 - Version 3.0.1 Minor correction to PB rules.

3/15/2018 - Version 3.2.1 Added rules from Shield Vs. Hydra and Deadpool & Friends.

3/30/2018 - Version 3.2.2 Added rules from Brotherhood of Mutants. Cleaned up some older rules. Added detailed steps for playing and recruiting.

4/18/2018 - Version 3.2.3 Added rules for New Mutants. Added new dependency rules.

Appendix

Rule Books

Marvel Battles, Defenders, A-Force, Aliens, Legacy, Monsters Unleashed!, Predator Battles, Shield Vs. Hydra, Deadpool & Friends, Brotherhood of Mutants, and New Mutants.