Game Overview

A period of civil war has brought chaos and confusion to the galaxy. The Rebel Alliance seeks to restore freedom to the galaxy while the Galactic Empire plots to crush the rebels and any hope they inspire.

In *Star Wars: Empire vs. Rebellion*, two players each control a side of this conflict. In each game round, the outcome of an important event becomes the focus of a military and political battle. Each player chooses a strategy and uses resources to gain the upper hand in that struggle.

By prevailing, a player gains victory points and takes one step closer to victory in the Galactic Civil War. The first player to accumulate seven victory points wins the game.

Components

24 Rebel Resource Cards

24 Imperial Resource Cards

5 Rebel Strategy Cards

5 Imperial Strategy Cards

24 Event Cards

1 Balance Token

16 Influence Tokens

Tutorial

This tutorial teaches the core mechanics of *Star Wars: Empire vs. Rebellion*. Some components are not used in this tutorial and are explained later in this rulebook.

Setup

Find the "Escape From Tatooine" event card and place it faceup between both players.

One player takes all resource cards for the **Rebel faction** and his opponent takes all resource cards for the **Imperial faction**.

Each player finds his eight character cards (the gray resource cards), returns them to the game box, shuffles his remaining resource cards, and places this deck facedown in his play area.

Character Resource Cards

Finally, return all other components to the game box.

The Struggle

The act of competing over events is known as "the struggle" and is the core mechanic of the game.

Starting with the Rebel player, the players alternate taking turns. On a player's turn, that player chooses to do one of the following: play a card, use a power, or pass.

Play a Card

The player draws the top card of his resource deck and places it faceup in his play area.

Use a Power

The players **exhausts** one of his faceup resource cards, turning it 90° clockwise, and resolves that card's power. Once a resource card is exhausted, its power cannot be used again.

Pass

The player does nothing for this turn.

The struggle ends when both players pass in succession; that is, when a player passes immediately after his opponent has passed.

The Event

The object of the game is for players to win events. The event card determines the goal and constraints for the struggle.

Capacity

A player cannot play a resource card if doing so would cause the number of faceup resource cards in his play area to exceed the event's **CAPACITY**.
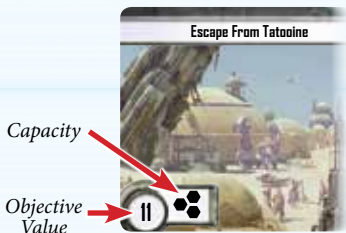
Objective Value

At the end of the struggle, each player adds together the resource value of all of his faceup resource cards to calculate his **TOTAL RESOURCE VALUE**.

The player with the highest total resource value without exceeding the event's **OBJECTIVE VALUE** wins the struggle.

Resource Value → *Power*

Resource Card

Capacity

Objective Value
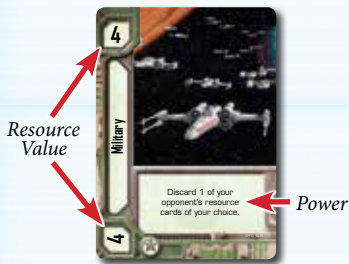
Event Card

Stop!

Players should play the tutorial struggle before reading further. The complete rules for *Star Wars: Empire vs. Rebellion* are described beyond this point.

Complete Setup

After playing the tutorial, players should have a basic understanding of how to resolve a struggle. They are now ready to begin a full game by performing the following steps:

1. Create Event Deck: Shuffle all event cards and place them facedown within reach of both players.

2. Select Factions: The players select their factions: **Rebel** or **Imperial**. Each player gathers the resource cards and strategy cards for his faction. (Not shown.)

3. Prepare Strategy Cards: Each player places his strategy cards facedown in his play area.

4. Choose Characters: Each player secretly chooses four of his faction's character resource cards. Then he sets aside his remaining character resource cards facedown to create his **reserve**.

5. Create Resource Decks: Each player shuffles his chosen character resource cards with his other resource cards to create his resource deck and places it facedown in his play area.

6. Gain Influence: Each player gains two influence tokens. Set aside all remaining influence tokens to create the **supply**.

7. Set the Balance Token: Determine the faceup side of the balance token randomly to be used later in the game.

Players are now ready to start their first game round.

What are Character Resource cards?

Characters are unique resource cards identified by their gray card frames.

Character powers have greater effect on the struggle than other resource cards. However, exhausted characters have lower resource values as listed in the lower-left corner of the card.

Diagram of Setup

3 *Imperial Strategy Cards*

5 *Imperial Resource Deck*

6 *Starting Influence Tokens*

4 *Imperial Reserve*

6 *Supply*

7 *Balance Token*

1 *Event Deck*

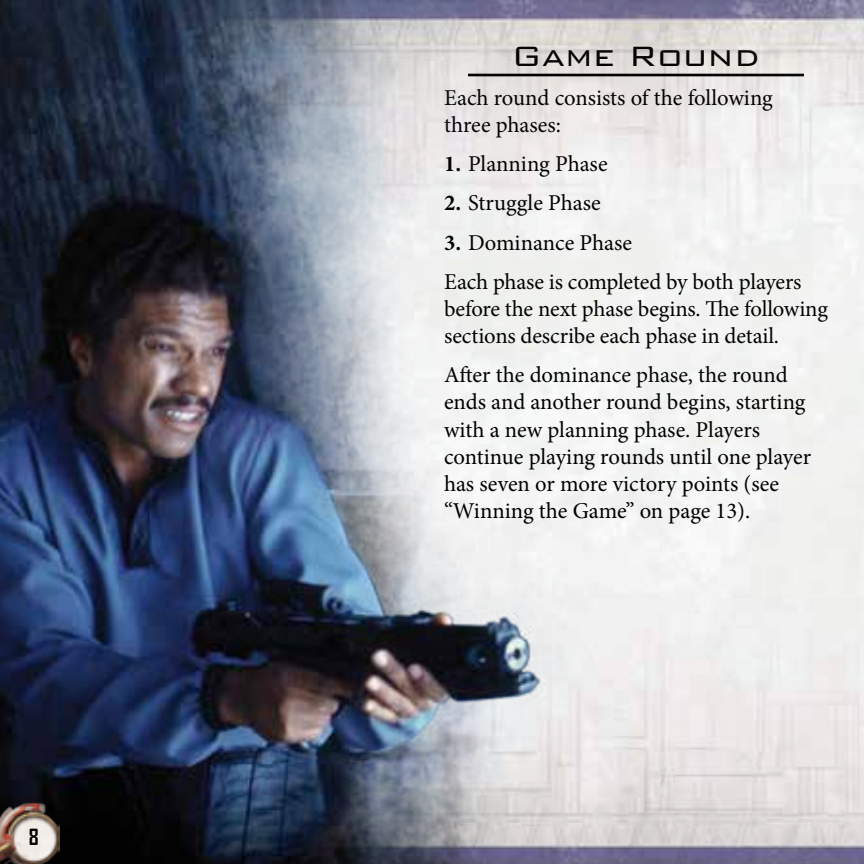**3** *Rebel Strategy Cards*

5 *Rebel Resource Deck*

6 *Starting Influence Tokens*

4 *Rebel Reserve*

Game Round

Each round consists of the following three phases:

1. Planning Phase

2. Struggle Phase

3. Dominance Phase

Each phase is completed by both players before the next phase begins. The following sections describe each phase in detail.

After the dominance phase, the round ends and another round begins, starting with a new planning phase. Players continue playing rounds until one player has seven or more victory points (see "Winning the Game" on page 13).

Planning Phase

During the planning phase, the players discover which event they will be competing for and choose a strategy for the event. The planning phase consists of the following two steps:

1. Reveal Event

2. Choose Strategies

Reveal Event

Reveal the top card of the event deck, placing it faceup between both players. This card is the event for this round.

Many events have an effect in the lower-right corner of the card. Players should read the effect before continuing to the next step of the planning phase.

Choose Strategies

After revealing the event, each player secretly chooses one of his strategy cards, which takes effect at the end of this round. He places his chosen strategy card facedown in his play area and sets aside his unused strategy cards facedown. A player cannot choose one of his previously chosen strategy cards.

Direct Assault

When determining victory, increase your total resource value by 2.

← *Effect*

Strategy Card

Struggle Phase

During the struggle phase, the players compete using their resources and influence to win the event. The players alternate taking turns, performing one of the options described below.

The faceup side of the balance token indicates which player goes first.

On each player's turn, that player chooses one of the following options:

- **Play a Card** by drawing the top card of his resource deck and placing it faceup in his play area.

- **Use a Power** of one of his ready resource cards by exhausting it.

- **Spend Influence** to ready an exhausted resource card.

- **Pass** by doing nothing for this turn.

If a player has no resource cards in his play area, he must play a card.

Play a Card

The player draws the top card of his resource deck and places it faceup and **READY** in his play area. A player cannot play a resource card if doing so would cause the number of faceup resource cards in his play area to exceed the event's capacity.

Use a Power

The player **EXHAUSTS** one of his ready resource cards, turning it 90° clockwise, and resolves that card's power. He cannot use the power of an exhausted resource card.

Spend Influence

The player returns one of his influence tokens to the supply and readies one of his exhausted resource cards, turning it upright. A readied resource card is no longer exhausted, allowing the player to use that card's power during a later turn.

Pass

The player does nothing for this turn. A player who passes may choose another option on a later turn.

The struggle phase ends when both players pass in succession; that is, when a player passes immediately after his opponent has passed.

Resource Value

Luke Skywalker

Discard 1 of your resource cards of your choice and/or 1 of your opponent's resource cards of your choice.

Power

Readied Resource Card

Resource Value

Luke Skywalker

Discard 1 of your resource cards of your choice and/or 1 of your opponent's resource cards of your choice.

Exhausted Resource Card

Dominance Phase

The dominance phase determines the conclusion for each round and consists of the following three steps:

1. Reveal Strategies

2. Determine Victory

3. Cleanup

Reveal Strategies

After the struggle phase has ended, each player reveals his strategy card and resolves its effect.

If a player's total resource value exceeds the event's objective value, his strategy card's effect is not resolved.

Determine Victory

The player with the greatest total resource value without exceeding the event's objective value wins the event. In the case of a tie, the faceup side of the balance token indicates which player wins the event.

The player who wins the event places it faceup in his play area; the event is worth the number of **victory points** indicated by the event card.

The winning player also gains influence tokens equal to the event's **influence value** from the supply. If the event has an **effect**, that effect might be resolved now.

Victory Points

Influence Value

Effect
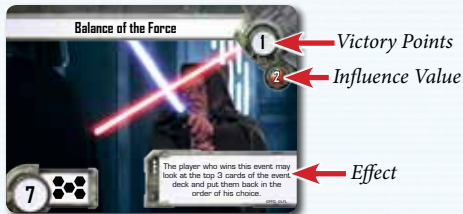
Event Card

If both players' total resource values exceed the event's objective value, neither player wins the event. The event is placed facedown on the bottom of the event deck.

Cleanup

After determining victory, each player gathers all of his resource cards, shuffles them to create a new resource deck, and places it facedown in his play area.

Set the balance token so the faction with the fewest total victory points is faceup. If the players have the same total victory points, set the balance token so the faction that lost the event this round is faceup.

Finally, each player discards his chosen strategy card, placing it faceup near his unused strategy cards. If a player has no unused strategy cards remaining, he **RETRIEVES** all of his previously chosen strategy cards, placing them facedown. Retrieved strategy cards can be chosen in later rounds.

Winning the Game

If a player's total victory points is equal to seven or more, he immediately wins the game.

Frequently Asked Questions

Below are a number of frequently asked questions that may arise during the game.

Q. Can a character resource card's power affect itself?

A. A character resource card's power can affect itself unless that card's power specifies "another" resource card.

Q. What happens if a player's resource deck is empty?

A. If a player has no cards remaining in his resource deck, he shuffles his discard pile to create a new resource deck.

Q. Can a player exhaust a character resource card without using its power?

A. When a player uses the power of a character resource card, he must resolve that card's power if able. However, a player is allowed to exhaust a character resource card if that card's power cannot be resolved.

Q. Does a resource card's power allow a player to play another resource card if doing so would cause the number of faceup resource cards in his play area to exceed the event's capacity?

A. No. A player cannot play a resource card if doing so would cause the number of faceup resource cards in his play area to exceed the event's capacity.

Q. How does a player add a character resource card to his deck?

A. When a player adds a character resource card to his deck, he secretly chooses one of his character resource cards from his reserve and shuffles it into his resource deck.

Q. What happens if the "Emperor Palpatine" or "R2-D2 and C-3PO" resource card's power causes a player to discard his only unused strategy?

A. If all of a player's strategy cards have been discarded, he immediately retrieves all of his strategy cards. Once retrieved, the strategy cards can be chosen as normal.

Q. Can a player choose not to resolve his strategy card's effect?

A. No. Each player must resolve his strategy card's effect if able.

Q. What happens if both players choose the "Deception" strategy card?

A. If both players choose the "Deception" strategy card, do not resolve the effects of either strategy card.

Q. Can a player look at a strategy card chosen using the "Infiltration" strategy card's effect?

A. Yes. A player may look at his strategy card at any time, even if his opponent chose the strategy card using the "Infiltration" strategy card's effect.

Q. What happens if both players choose the "Infiltration" strategy card?

A. If both players choose the "Infiltration" strategy card, both players choose their opponent's strategy card simultaneously.

After both strategy cards have been chosen, players may look at their strategy cards.

Q. How many influence tokens can a player have?

A. There is no limitation to the number of influence tokens a player can have. If there are not enough influence tokens, record the number of influence tokens players have on paper or with some other game pieces.

Q. What happens if a player would be forced to discard more influence tokens than he has?

A. If a player would be forced to discard more influence tokens than he has, he discards all of his influence tokens instead.

Credits

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Special thanks to our beta testers.

Quick Reference

Each round consists of three phases.

Planning Phase

1. Reveal Event

2. Choose Strategies

Struggle Phase

Players take turns doing the following:

- Play a Card
- Use a Power
- Spend Influence
- Pass

Dominance Phase

1. Reveal Strategies

2. Determine Victory

3. Cleanup

FANTASY FLIGHT SUPPLY™

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PROTECTIVE CARD SLEEVES