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**SMASH UP**<sup>™</sup>  
Expansion



**What Were We Thinking?**



# SMASH UP

A fight for 2-4 players, ages 14 and up.

## OBJECTIVE

Your goal is nothing short of total global domination! Use your minions to crush enemy bases. The first player to score 15 victory points (VP) wins!

## GAME CONTENTS

This set contains:

- 4 factions with 20 cards each (80 cards total)
- 8 base cards
- 4 card dividers
- 1 token sheet (used as both Victory Points tokens and +1 power counters)
- This rulebook

## Growing On You

What Were We Thinking? is an expansion to the Smash Up core set. It is still a fully operational battle station for 2 players though!

These rules sometimes talk like you've got more than just four factions, or mention cards that aren't in this expansion. If you don't already have the other sets, just think of it as viral advertising.

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Use the snazzy dividers in this set with the Big Geeky Box, the ultimate in high-performance Smash Up storage. Look for it in stores!



# SETUP

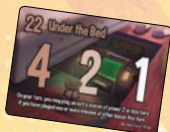
Each player shuffles together two different 20-card factions to make a 40-card deck.



If you have two copies of *What Were We Thinking?*, different players can use the same faction, pitting Explorers against Explorers, for instance. But one player can't play with two copies of the same faction. I mean, come on.

## Kickin' It Queensberry

For formal play, put at least 2 factions per player in the middle of the table. Randomly determine who goes first. The first player chooses one faction. Choice continues clockwise. When everyone has chosen one faction, the last player chooses a second faction. Choice continues in reverse order.



## BUILDING THE BASE DECK

Shuffle the base cards together to make a deck. Draw one base per player, plus one (for example, use four bases for three players). Place the bases face up in the middle of the table.

Each player draws five cards. If you have no minions in your opening hand, you may show your hand, discard it, and draw a new hand of five cards. You must keep the second hand. Whoever had a birthday most recently goes first. Play continues clockwise. You're ready to smash up some bases!

The Smash Up world has grown from the original 8 factions to 50, and there's still more to come. That's great! But you don't have to play with all the bases at once. Each set comes with bases meant to go along with the factions in that set: e.g. Cthulhu bases deal with Madness cards, Munchkin bases deal with monsters and treasures. If you just shuffle all 100 bases together, there isn't much chance for a player to get to see the bases that are best for the factions they are playing!

So, after everyone chooses their factions, grab just the bases from the sets they came from. For example, if you have Werewolf Teddy Bears vs. Granny Elder Things, take the bases from The Obligatory Cthulhu Set, Monster Smash, and What Were We Thinking? to make your base deck. There you go!

# THE PHASES OF A TURN

## 1. Start Turn

Some abilities happen at the start of your turn. This is when that goes down. Yo.

## 2. Play Cards

On your turn play one minion, play one action, or play one of each... for free! You can play your cards in any order. You don't have to play any cards.

### Minions

To play a minion, choose a base and put the minion card beside it, facing toward you. Do what the card says. (Cards that start with Special are a special case. See p. 10.)

### Actions

To play an action, show your card and do what it says. Boom! Then discard the action, unless it told you to play it on a base or minion.

## 3. Score Bases

After you are done playing cards, check to see whether any bases are ready to score (see p. 7). If any are ready, you must start scoring.

## 4. Draw 2 Cards

Just what it says: draw 2 cards.

If you need to draw, reveal, search for or look at a card and your deck is empty, shuffle your discard pile and put it on the table face down—that's your new deck. Start drawing from there.

The maximum number of cards you can have in your hand at this time is 10. If you have more than 10 after drawing, discard down to 10.

## 5. End Turn

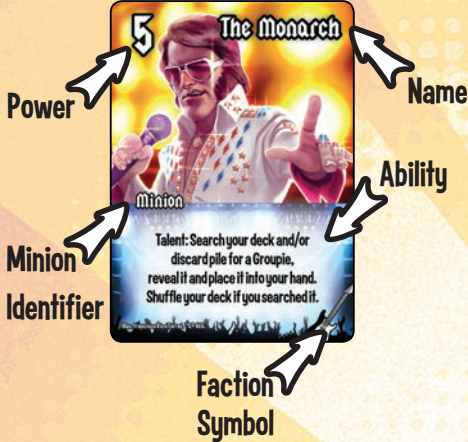
Anything that happens at the end of the turn happens here. Then check to see if any players have 15 or more victory points. If so, see Game Over, Man! on p. 8. Otherwise play passes to the player on the left.

## Card Resolution Order

1. Resolve the card just played.
2. Finish resolving other cards that are in the middle of resolving.
3. Resolve cards in play triggered by the card of step 1. If more than one, the current player chooses their order.
4. Play cards in hand triggered by the card of step 1. If more than one, go clockwise from the current player. (p. 7)
5. Discard the card of step 1 unless played on another card.

# GET TO KNOW YOUR CARDS!

## MINIONS



## ACTIONS



## BASES



This is what the base does. Its ability always operates while the base is in the middle of the table. It's sort of a combination of Special, Ongoing, and Awesome.

### Cheater! Y U Action Twice?

Abilities only happen when you play a card from your hand, or any time a card says "play." When minions just move around, that's not playing them.

# THE BIG SCORE

Score a base during the Score Bases phase if the total power of all minions on that base equals or exceeds the base's breakpoint (see p. 6). If more than one base is ready to score, the player whose turn it is decides which one to score first.

After a base has been chosen to score, players may use Special abilities that happen "**before**" the base scores. If the total power on a base drops below its breakpoint after it is chosen, you still finish scoring the base.

For example, the Teddy Bear player plays Love Overload to destroy two 5-power minions that other players have on the base, making him the player with the highest power. Even though the total power is below the new breakpoint, it still scores.



VP Tokens

## Me First!

Special abilities of cards in play are resolved first, in the order chosen by the current player. Then if more than one player wants to play a card with a Special ability, starting with the current player and going clockwise, each player uses a Special or passes. You can use a Special after passing, but it stops when all players pass in sequence.

## Awarding VP

The players with the highest, the 2nd highest, and 3rd highest power on a base are the **winner**, **runner up**, and **third place!** They get victory points equal to the 1st, 2nd and 3rd number on the base card respectively. Anyone with the 4th highest power or lower gets nothing. If there are less than 3 players on a base, no one gets the VPs for the unclaimed spots. Dispense VP tokens in the appropriate amounts to everyone who scored. Special abilities that happen "**when**" a base scores may change how this happens. You must have at least one minion on a base to get victory points.

## Back to Your Corners

After scoring, players can use Special abilities that happen **“after”** a base scores. Then all cards still on that base go to their owners’ discard piles. This does not destroy them, but might trigger abilities that happen when they go to the discard pile.

Put the scored base into the base discard pile. Replace it with the top card of the base deck. Shuffle the base discard pile if needed. Check to see if another base is ready to be scored. Score it too, the same way.

## Game Over, Man!

At the end of any turn that someone reaches 15 VP, the player with the most victory points wins. If there is a tie for the most, keep playing turns until there isn’t. No sharing! Except for your two factions. You guys are BFFs.

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## Tie Fighter

If players are tied on a base, all involved players get points for the best position they tied for. So, if three players had 10, 10, and 5 power on a base when it scores, the winners with 10 power each get first place points! The player with 5 power then gets third place, not second. If two players tie for runner up, no one gets third place. Harsh.

If players tie for a base’s ability, they each get to use it. See Me First! on the previous page to settle conflicts.

## Scoring order:

1. Bases are checked to see if any are ready to score. If none are, go to the next phase.
2. The current player chooses a base that is ready.
3. Players may play and/or invoke any “Before scoring” special abilities.
4. VPs are awarded according to the current power totals. “When scoring” abilities may trigger now.
5. Players may play and/or invoke any “After scoring” special abilities. This may affect steps 6-8.
6. All cards on the base are discarded.
7. The base is discarded.
8. A new base is chosen to replace it.
9. Go to step 1.



# TERMS AND RESTRICTIONS

Some restrictions apply. See rules for details. Supplies limited.

**Affect:** A card is affected if it is moved, returned, destroyed, placed, or is changed in power or controller, has an action attached, or its ability canceled.



**After:** "After X do Y", means X is completely resolved before Y is done. (Unless X is "a base scores", p. 8)



**Control:** By default, each card you play is controlled by you. If you gain control of a card, it is as if you had played it: minions add to your power total, abilities on the card apply to you and you can use them, etc. Controlling a minion does not mean you control any actions played on it, but their abilities apply normally. When the card leaves play, it goes to the hand, deck or discard pile of its owner, not its current controller.



**Destroy:** This lets you remove a card that's in play and put it in the discard pile.



**Cancel:** This means the ability is treated as if it does not exist.



**Directly:** Card X directly affects card Y if X's ability does one of the things listed under "Affect", and Y is a target specified by X.

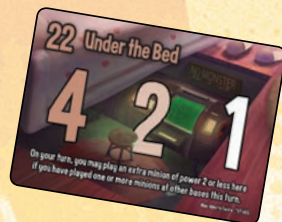
**Discard:** This lets you put a card that is not in play or has just been scored into the discard pile. It comes from your hand unless it says otherwise.



**Extra:** “Play an extra minion/action” means you increase the number of that type of card you can play in this phase by one. You don’t have to play the extra card right away, unless it was gained by a Special ability or outside the Play Cards phase. Like regular cards, extra cards are optional.



**On your turn:** This means during the normal Play Cards phase of your turn.



**In Play:** Cards in play are in the middle of the table, i.e. an active base or any card on it. Cards in the hand, deck or discard pile are not in play.



**Owner:** The player whose deck the card originally came from. Monsters and treasures have no owner.

**Move:** This lets you move a minion from one base to another, along with any actions on it. Moving a card does not count as playing it. Minion abilities do not happen when you move a card,

**Place:** This lets you relocate a card in a way not covered by other terms, such as from a base to the bottom of your deck, or from the discard pile to your hand.

but Ongoing, Special and Talent abilities still have their effects.

**Ongoing:** Most abilities happen and then they're over, or else they end at the end of the turn. Ongoing abilities are active for as long as they're around.



**Play:** You play a card when it's one of the free cards you get in phase 2, or any time an ability specifically says that you're playing it. A card's ability happens when you play it. When cards are moved, placed, or returned, they're not being played, and their abilities don't happen.

**Return:** This means that a card goes back where it came from. When a card returns from a base, discard attachments on that card, and put it in its owner's hand.



**Talent:** This is an ability that the minion or action may use once during the Play Cards phase of each of your turns. You don't have to use it if you don't want to.



**Special:** Most abilities happen when you play a card. Special abilities happen at unusual times or in unusual ways. Special abilities might trigger on a card already in

play, or in your hand or discard pile. A card's ability will describe how it can be used. If you use a Special ability to play a card on your turn, it doesn't count as one of your free cards for that turn.

**Starting:** The power of a minion or breakpoint of a base before being modified by other abilities. Normally this is the number printed on the minion or base, but some cards can change it.



**To:** Some cards say, "Do X to do Y" (e.g. "Discard cards equal to a minion's power to destroy it.") With these cards, if X gets thwarted for any reason (e.g., you don't

have enough cards in hand), then you can't do any of X, or Y, either. So there.

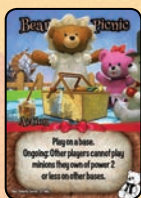
**Transfer:** This lets you relocate action cards or power counters from one minion to another. When adding counters to your minions (from the pool), or discarding counters from your minions (to the pool), that's not transferring.



# CLARIFICATIONS



**Attic Treasures:** If you have less than 3 cards in hand, place all you have and still draw 3 cards.



**Bear Picnic:** This does not affect monster play since no one owns a monster. It doesn't stop play of other players' minions (e.g. from Trade).



**Crypt Looter:** This triggers even when a base with minions on it changes (e.g. by Terraforming).



**Cuddle:** This does not cancel the abilities of actions on the minion, but it does cancel abilities granted by an action (e.g. Flighterizer). It does not cancel the treasure granted by monsters.



**Forgotten Horror:** Actions that move multiple minions (e.g. Ticket to Ride) and minions that move other minions to their base (e.g. Twister) only get one card draw from this.

Talents that move minions (e.g. Zeppelin) can trigger this only in the turn they are played, and only if used.



**Group Hug:** The power boost is calculated once and does not change when more minions are there, or the minion moves.



**Idaho Smith:** The new base is replaced after it scores, so the number of bases in play increases.



**Lost City:** Even if a different ability chooses the next base, Lost Cities can still let you play a minion on it.



**Lovely Bear:** If the highest opposing starting power is less than Lovely Bear's, no change happens.



**Snuggly Bear:** Multiple Snuggly Bears can be triggered by the same first minion and played.



**Turn Up to 11:** Monsters etc. still affect the breakpoint after the change to the starting breakpoint.

# VOID WHERE PROHIBITED

Often, card text and rules text will conflict. When there's a fight, card text wins. It has a black belt in rule-fu. Exception: Minion power and base breakpoint are never reduced below zero.

If cards conflict, the one that says you can't do something beats the one that says you can.

If multiple effects would happen at the same time, the player whose turn it is chooses the order.

You can play a card even if its ability can't or doesn't happen. For example, you can play an action that destroys a minion even if no minions are in play, or if the minion you choose is immune to destruction.

You must follow a card's ability, even if it's bad for you. Exceptions: Extra cards are optional, as are abilities that say you "may" do something.

If an ability says "any number" you may choose one, or even zero. You may play a card that says "all" even if there are no targets.

If you get to play extra minions or actions outside the Play Cards phase, you must play those extra cards immediately or not at all.

Anyone may look through any discard pile at any time.

"A minion" or "minions" means any minion in play, unless stated otherwise.

When a card goes to the hand, deck or discard pile, it goes to the one belonging to the card's owner (i.e. the player whose deck the card came from), no matter who played or controlled it.

When a card leaves play, any cards on it are discarded.

Specials may be played at any time they are applicable, even on other players' turns.

The power of a minion not in play is only the number printed on it, but once in play its power includes all modifications.

If not stated, the effects of an ability expire at the end of the turn, or when its card leaves play, whichever is sooner. Exception: with no stated deadline, a control change of a minion lasts indefinitely.

"You" on a minion or action means the controller of the card; on a base it means any player it describes, often the current player. "Other players" means everyone except "you". "Your" cards are those you control, whether or not you own them.

"Here" means the base the card is at; "there" means the location just referred to on the card.

If you "look" at a card, show it to no one else. If you "reveal" it, show it to everyone else.

# THE FACTIONS

This set of Smash Up features four factions, which combine to make 6 possible decks. Counting all the Smash Up sets, there are now over 1000 possible faction combos! Mix and match factions to suit your play style.

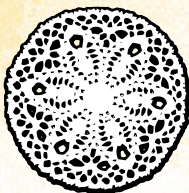
## Explorers

This faction doesn't belong in a museum! They belong on bases! The Explorers use their fearless sense of adventure to move quickly onto new bases and establish your power there quickly. By helping you control the flow of bases, they can nearly guarantee fortune and glory... or at least points.



## Grannies

Everybody loves grandma! And grandma loves you, let me find something in my bag here for you... Grannies keep close tabs on the family, even if that family includes dinosaurs or zombies! They always know who is coming and going, and that slight busybody-ness can come in incredibly handy when planning your strategies for smashing bases.



## Rock Stars

Hello Cleveland! Let's ROCK!!! Rock Stars want to put on the best show for their fans, and sell out the biggest venues. The biggest venues of course being those with the highest breakpoint. Put on a massive concert and focus on those bases for the win.



## Teddy Bears

Who could possibly come between you and your bear when you were little? Nothing. Because those bears had more up their sleeves than you ever knew. Just try looking at their owners the wrong way and you're in trouble. In the sweetest ways possible!



## Moar Factions!

Does more than one person want to play Teddy Bears? Great! Combine two sets of Smash Up so people can draft and play the same factions against one another. Remember, you can't put two of the same faction together though! Just use one set of bases when combining.

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## Legal Mumbo-Jumbo

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Blah blah blah.

Warning: Choking hazard! Not for use by children under 3 years of age.

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## Smash Up the Interwebs

[www.alderac.com/smashup](http://www.alderac.com/smashup)

**Questions?** Email [CustomerService@alderac.com](mailto:CustomerService@alderac.com)

# ALL YOUR BASICS

## Set Up

Each player chooses two factions and shuffles them together to make a 40-card deck. Draw a hand of five cards. Place one more base card than you have players in the middle of the table (for example, use five bases for four players).

## On Your Turn

Play 1 minion and 1 action in either order. You can play less if you want to. Follow all instructions on card abilities as you play them.

Check to see whether any bases can be scored. If they can, score them.

Draw two cards. Discard down to a hand of 10 if necessary.

## Scoring

After you are done playing minions and actions, if the total power of all minions meets or exceeds a base's breakpoint, that base scores.

The players with the highest, second highest, and third highest power get the victory points for the winner, runner up, and third place, as shown on the base. In case of a tie, each player receives full victory points for the highest place he or she qualified for.

Resolve the ability on the base, discard minions there, and then replace it.

## Winning

When one or more players have 15 or more victory points just before a turn ends, the one with the most victory points wins. In case of a tie, play another turn.

If you are playing with the Obligatory Cthulhu Set, remember to check for Madness cards VP reduction at the end of the game. Then if any players are tied for most victory points, the player with the lowest number of Madness cards wins. Further ties share the win!

## Additional Rules

When a card disagrees with the rules, the card wins.

If cards conflict, the one that says you can't do something beats the one that says you can.

If multiple effects happen at the same time, the player whose turn it is determines their order.

You can play a card even if its ability can't happen.

You must follow a card's ability, even if it's bad for you. If a card says you "may" do something, you have a choice whether to do it.

If an ability says "any number" you may choose zero. You may play a card that says "all" even if there are no targets.

Anyone may look through any discard pile at any time.