

# POWER BARONS™

## 2. WHICH OPPONENT SHOULD YOU CHALLENGE?

There are several factors you should consider in deciding which opponent to challenge on your turn.

*Who's Ahead?* If you think you can win, challenge the player who's ahead: you could win some of his or her high-value cards. But if you just want to "flush out" your hand (lose intentionally to get rid of low-value cards), choose a player who doesn't have much in his or her bank account.

*What Kind of Power Base Do You Want to Build? And Where?* Before you challenge, always review the gameboard, to see where you need Power Bases. If you're challenging to win (not to "flush out" your hand), make sure you choose a Power Base that corresponds to a strong Power Card color in your hand. Occasionally, you may want to challenge an opponent for a Power Base you've *already* placed in his or her territory, because you know you can win the challenge. This is effective toward the end of the game, when you need to *buy* Power Bases you can't *win*. By challenging in your strongest color and winning, you won't gain a Power Base—but you *will* gain credits that will contribute toward buying the ones you need.

*What Power Cards Do Your Opponents Have in Their Hands?* When a player loses a challenge, all players get to see what the winner puts back in his or her hand. Try to remember what Power Cards and Political Influence Cards your opponents have, so you'll know what you're getting into when you challenge! This information is also helpful when you land on TAKE A POWER CARD or TAKE POLITICAL INFLUENCE.

## 3. WHY LOSE A CHALLENGE DELIBERATELY?

If your hand contains several Power Cards of low value, or too many cards of the same color, challenge a player to whom you can afford to give credits. Then "flush" some of these cards out of your hand by losing the challenge on purpose. When you draw new cards, you may draw some with higher values.

## For 3 or 4 Players

### OBJECT

*3-player game:* Be first to build 4 different Power Bases in both opponents' territories.

*4-player game:* Be first to build 3 different Power Bases in each opponent's territory.

**INITIAL ASSEMBLY:** First, follow the Initial Assembly instructions inside the box cover. Then follow the GAME SETUP instructions below.

While you're setting up the game, the SAMPLE SETUP illustration inside the box cover will show you where to place the game parts.

### GAME SETUP

1. **CHOOSE YOUR TERRITORIES:** Open up the gameboard for play, and select one of the colored land areas on the gameboard as your territory. All players do the same. There are 4 territories:

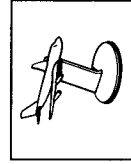
- THE AMERICAS      The yellow areas.
- EUROPE              The green areas.
- AFRICA              The blue area.
- ASIA                 The red areas.

2. **CHOOSE AND PLACE YOUR PAWNS:** Take the pawn that matches the color of your territory. All players do the same. *Note:* The Power Baron faces can be switched from pawn to pawn, as described in the Initial Assembly instructions. Place your pawn on the INVESTMENTS PAY OFF space with the name of your territory on it. All players do the same. These are your starting spaces.

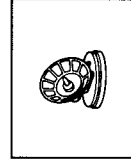
### 3. TAKE YOUR POWER BASES:

*3-player game:* Take 2 Power Bases of each type (shown below), to match the color of your territory and pawn. Place your Power Bases in front of you, off the gameboard. Place the extra Power Bases aside, out of play. Each player does the same.

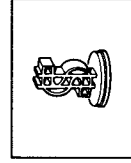
*4-player game:* Take 3 Power Bases of each type (shown below), to match the color of your territory and pawn. Place your Power Bases in front of you, off the gameboard. Each player does the same. *Note:* You won't use all 12 of your Power Bases: the winner only needs 9, and will have 3 left over at the end of the game.



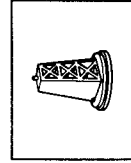
Transportation



Communications



Finance



Energy

4. TAKE A REFERENCE CARD: Fan the card deck and remove the Reference Cards—the 4 cards that show the TURN SEQUENCE and CHALLENGE SEQUENCE. Each player takes one to use during the game. Start the game with the TURN SEQUENCE side up, as shown inside the box cover.

5. DEAL THE CARDS: Shuffle the card deck, and deal 8 cards to each player. Hold the cards in your hand and take a look at them—but keep them secret from your opponents. Form a drawpile by placing the remaining cards facedown on the gameboard.

## GAME PLAY

### BASIC PLAY

The object of Power Barons is to place Power Base markers in each opposing territory. There are 2 ways to build a Power Base on your turn:

*Win* a Power Base by successfully challenging an opponent. A challenge is a duel of card play between you and an opponent—and it's the most important part of your turn. When you challenge an opponent and win, you get to place one of your Power Bases in the defeated opponent's territory.

*Buy* a Power Base whenever you accumulate 300 million credits in your bank account. You'll save some of these credits by banking extra cards on your turn—but you'll save most of them by banking the defeated opponent's cards after you win a challenge. You'll have to wait several turns before you're able to buy a Power Base; but once you've saved up enough credits, you'll get to place a Power Base of your choice in any opponent's territory on your turn.

**POWER CARDS:** There are 4 types of Power Cards (shown below). Each type is a different color, and each type matches a Power Base. Power Cards have values of 5 million to 50 million credits. During a challenge, the credit values of the Power Cards played determine who's ahead after each round of card play. *Note:* Although you'll be dealing with millions of credits, it'll be easier during the game to refer to the credit values on the cards as 50, 45, 40, etc., without mentioning "millions." Throughout these instructions, the term "millions" won't be used.



Transportation  
(purple)



Communications  
(red)



Finance  
(green)



Energy  
(blue)



**POLITICAL INFLUENCE CARDS:** There are 8 Political Influence Cards in the deck. They're similar to Power Cards in design and use; but their role in a challenge is different. Political Influence Cards can make or break a challenge in the final stages.

## THE TURN SEQUENCE

Begin the game by choosing a player to go first. Play continues clockwise, to the left, after the first player's turn.

The Turn Sequence side of your Reference Card lists four steps to be followed in order on each of your turns. They are:

1. Draw a card, bank a card.
2. Roll dice, move pawn, follow directions.
3. Challenge another player.
4. Buy power base for 300 credits.

These steps are explained in more detail below.

1. DRAW A CARD AND BANK A CARD. Take the top card from the drawpile, and place it in your hand. After examining your 9 cards, remove *any* card and place it faceup in your bank account. After drawing and banking, you'll have your basic 8-card hand again.

*Your Bank Account:* Your bank account is used to save enough credits to buy Power Bases. Whenever you have more than 8 cards in your hand, you bank one here. Also, when you win a challenge, you bank the cards you win from the defeated opponent's hand.

On this part of your turn, "deposit" a card of *any* type there, including Political Influence. Place the cards you bank faceup and spread them out, so that all players can see how many credits you've banked (see the SAMPLE SETUP illustration inside the box cover for bank account placement).

*The Draw Pile:* When the drawpile runs out, just shuffle the cards in the discard pile, and turn them facedown to form a new drawpile.

2. ROLL, MOVE, AND FOLLOW DIRECTIONS. Roll both dice and move your pawn clockwise around the board the number of spaces shown. Then follow the directions on that space (explained in the next section, THE BOARD SPACES).

*Pawn Movement:* You can hop over, or land on, an opponent's pawn without advantage or penalty.

3. CHALLENGE ANOTHER PLAYER. Challenge *any* opponent to a duel of card play. This step is not optional: you *must* challenge an opponent on every turn. Aside from the occasional Power Base you'll buy, *winning a challenge is the only way you can place enough Power Bases on the board to win the game.* Challenges are explained in detail under THE CHALLENGE SEQUENCE. Read this section carefully before you make your first challenge.

4. BUY A POWER BASE. Count up the credits in your bank account. If you've banked 300 of them, you *must* buy a Power Base. Here's how to do it:

Place your cards totaling 300 credits *faceup* in a discard pile, next to the drawpile. *Note:* You may have to throw in some extra credits for your Power Base, if you don't have exactly 300 credits—no change is returned. Beyond that, keep any remaining credits in your bank account, for future purchases.

Take one of your Power Bases, and place it in *any* opponent's territory. *Important:* You can't place more than *one* type of Power Base in a territory.

For example, if you want to buy a Finance Power Base in Asia, just place 300 credits faceup in the discard pile, then place one of your Finance Power Bases on any unoccupied dollar sign symbol in the Asian territory. **Important:** The type of cards you turn in to buy a Power Base don't have to match the type of Power Base you buy. If they did, it would be almost impossible to buy a Power Base! As long as you turn in 300 credits, it doesn't matter what type of cards they are.

This ends your turn. The player to your left now begins his or her four-part turn sequence.

## THE BOARD SPACES

Whenever you land on a board space, follow the directions below for the space you land on. **Important:** Whenever cards are gained or lost by such an action, players must bank or draw immediately, to maintain their basic 8-card hands.

**TAKE A POWER CARD.** Ask any opponent for a Power Card of a specific color—don't specify a credit value. Take the card without showing it to the other players. If your opponent doesn't have *any* of the requested color, you're out of luck!

**TAKE POLITICAL INFLUENCE.** Ask any opponent for a Political Influence Card. Just ask for a gray card—don't specify a credit value. Take the card without showing it to the other players. If your opponent doesn't have any Political Influence Cards, you're out of luck.

**SPY AND STEAL.** Ask any opponent to show you his or her hand. After secretly examining the borrowed hand, add *any* card from it to your *own* hand. Then return the remainder of the hand to its owner.

**INVESTMENTS PAY OFF.** The owner of that territory takes one card from the drawpile. Also, each player who has placed a Power Base in that territory takes one card from the drawpile for *every* Power Base he or she has there.

**REMOVE A POWER BASE.** Remove any opponent's Power Base from the board, and return it to its owner.

**LIMITED CHALLENGE.** Limit the challenge on your present turn to Power Cards only (no Political Influence Cards). Limited Challenge rules are explained under **THE CHALLENGE SEQUENCE**, below.

## THE CHALLENGE SEQUENCE

The challenge is the heart of the game. Millions of credits are won or lost here—and there's always a Power Base at stake!

A challenge consists of four separate rounds of card play—one round for each Power Card color. Each player has a surrender option after each round. **Note:** Players do *not* draw cards during a challenge. Both hands are replenished afterwards.

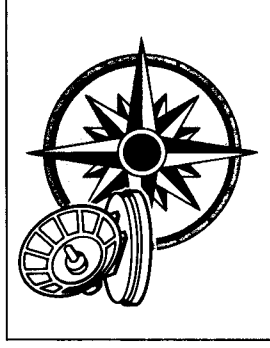
If neither player surrenders after four rounds, they resolve the challenge by playing Political Influence Cards (unless it's a Limited Challenge).

When you come to this part of your turn, flip over your Reference Card to the Challenge Sequence side, where the seven-part sequence is briefly described. On the next page is a detailed description of each part.

**1. CHOOSE OPPONENT AND POWER BASE.** As the attacker, begin the challenge by choosing any player to be the defender. Then name the type of Power Base you want to place in the defender's territory if you win the challenge.

**Note:** You can declare *any* type of Power Base, whether or not you have a matching Power Card in your hand. But remember, you can only place *one* Power Base of each type in a territory.

Place your declared Power Base in the compass circle on the gameboard, as a reminder. Power Cards of that color played during the challenge will have *double* the credit value for both players!

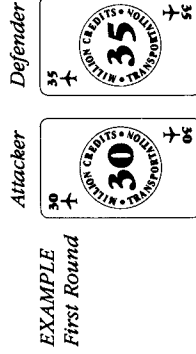


**EXAMPLE:** As the attacker, you say, "I challenge (my opponent) in Communications." Then you place one of your Communications Power Bases on the compass circle, and begin the first round of the challenge. The credit values of any Communications Power Cards played during this challenge will be doubled.

**2. ATTACKER PLAYS POWER CARD.** As the attacker, you play the first card in every round. Play a Power Card of *any* color from your hand faceup in front of you, regardless of the type of Power Base declared.

**3. DEFENDER PLAYS MATCHING POWER CARD.** Now the defender must play a Power Card of the same color in front of him or her (if possible).

After the first round, both players announce the total amount of their credits played, then calculate who's ahead so far in the challenge—and by how many credits.



**EXAMPLE**  
First Round

In the first round, the attacker plays a Transportation Power Card worth 30 credits.

The defender responds with a Transportation Power Card worth 35 credits. The players calculate the score: so far, the defender leads by 5 credits.

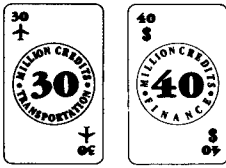
**4. LOWER TOTAL MAY SURRENDER.** After the first round, the player with the lower total has first option to surrender. If this player surrenders, he or she loses the challenge, and both players follow the rules for **WINNING A CHALLENGE**; if not, the player with the higher total may surrender.

**5. HIGHER TOTAL MAY SURRENDER:** If the player with higher total surrenders, he or she loses the challenge (by choice, in spite of having the higher total), and both players follow the rules for **WINNING A CHALLENGE**; if not, the challenge continues.

**6. REPEAT STEPS 2 THROUGH 5 UNTIL ALL 4 ROUNDS ARE PLAYED, OR A PLAYER SURRENDERS.** If neither player surrenders after the first round, the challenge continues, as follows:

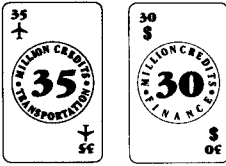
**Second, Third And Fourth Rounds:** You (the attacker) start each of the next three rounds by playing a Power Card of a different color. Then repeat Steps 3, 4 and 5.

**EXAMPLE**  
**Second Round**



*After the first round, neither player surrenders.*

*The attacker plays a Finance Power Card worth 40 credits.*



*The defender plays a Finance Power Card worth 30 credits.*

*Total after second round: Attacker: 70 (30 + 40) credits.  
 Defender: 65 (35 + 30) credits.*

*The attacker leads with a +5. Neither player surrenders.*

**EXAMPLE**  
**Third Round**



*The attacker plays a Communications Power Card worth 25 credits.*



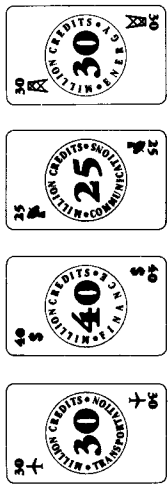
*The defender plays a Communications Power Card worth 20 credits.*

*Note: Because these cards match the declared Power Base (Communications), the credit values of both are doubled (50 credits for the attacker, and 40 credits for the defender).*

*Total after third round: Attacker: 120 credits.  
 Defender: 105 credits.*

*The attacker now leads with a +15. Neither player surrenders.*

**EXAMPLE**  
Fourth Round



The attacker plays an Energy Power Card worth 30 credits.



The defender plays an Energy Power Card worth 40 credits.

Total after fourth round: Attacker: 150 credits.  
Defender: 145 credits.

The attacker still leads, with a + 5. Neither player surrenders.

**7. CONCLUDE THE CHALLENGE:** If neither player surrenders after the fourth round, the challenge concludes in one of two ways:

**Limited Challenge:** If you (the attacker) are on a Limited Challenge board space, the challenge ends, and the player with the higher total wins the challenge. In case of a tie, the defender wins. Both players then follow the rules for WINNING A CHALLENGE.

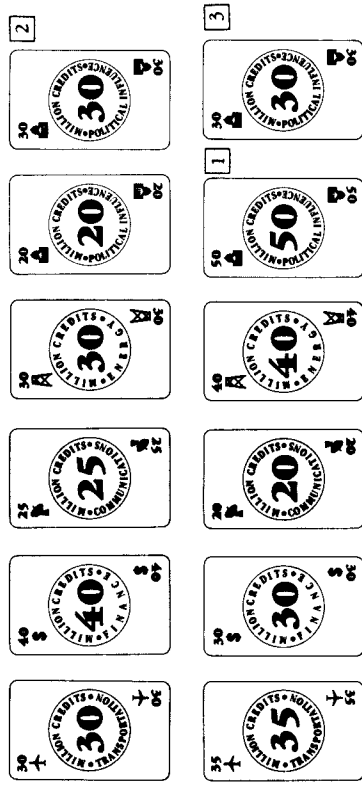
**Example:** If the attacker's pawn were on a Limited Challenge board space, the challenge would end here, and the attacker would win with a + 5 final score.

**Full Challenge:** If you (the attacker) are *not* on a Limited Challenge board space, it's a Full Challenge, and a round of Political Influence Cards follows. The Political Influence round of play differs from the Power Card rounds in two ways: first, each player can play more than one Political Influence Card at a time; and second, each player has an option to surrender *before* playing Political Influence. *Important:* If you can't play enough Political Influence credits to beat your opponent, you *must* surrender! See TIES, under ADDITIONAL CHALLENGE RULES.

**SEQUENCE OF PLAY IN THE POLITICAL INFLUENCE ROUND**

- A. The player with the lower total after the fourth round plays one or more Political Influence Cards.
- B. The opposing player may then surrender, or play one or more Political Influence Cards.
- C. The Political Influence round continues, each player in turn playing (a) Political Influence Card(s), until one of the players surrenders. Then both players follow the rules for WINNING A CHALLENGE.

**EXAMPLE:** The attacker is *NOT* on a Limited Challenge board space, so the challenge continues with Political Influence Cards, as shown below.



- 1 The defender (low total) plays the first Political Influence Card, worth 50 credits. This puts the defender in the lead with a + 45.
- 2 The attacker responds by playing two Political Influence Cards worth 20 and 30 credits—a total of 50 credits. The attacker now takes the lead by + 5.
- 3 The defender plays a Political Influence Card worth 30 credits, and pulls ahead by + 25.

**CONCLUSION:** The attacker holds one more Political Influence Card, worth 20 credits. This isn't enough to put him ahead of the defender, so he surrenders rather than play the card, and the defender wins the challenge.

**WINNING A CHALLENGE**

Every challenge has two possible conclusions: either a player surrenders, or the challenge is played out, and the highest total wins. In either case, both players follow these rules:

- A. The winner takes the cards played by the loser, and places them faceup in his or her bank account.
- B. The loser takes enough cards from the drawpile to replace the lost cards.
- C. The winner puts the cards he or she played back into his or her hand.
- D. If you (the attacker) win the challenge, move your declared Power Base from the compass circle to any unoccupied matching symbol on the defender's territory.
- E. If the *defender* wins the challenge, you (the attacker) take back your declared Power Base from the compass circle. *The defender never wins a Power Base.*

**ADDITIONAL CHALLENGE RULES**

The following challenge rules cover unusual circumstances not shown in the above examples.

1. **SURRENDERING A CHALLENGE:** In the Power Card rounds of play, neither player can surrender until each player has played at least one card.
2. **TIES:** If a challenge is tied after a round, the attacker has first surrender option. If a challenge is tied going into the Political Influence round, the attacker plays the first Political Influence Card(s).  
If the challenge ends in a tie, the defender wins the challenge.

3. **WHEN YOU CAN'T MATCH A POWER CARD.** If the attacker doesn't have a Power Card to lead off a round, the attacker calls out the color, and announces that he or she doesn't have a Power Card in that color. The defender then plays a Power Card of that color—if possible. Players then have surrender options as described above.

If the defender can't match the color the attacker plays (or calls out), the defender announces that he or she doesn't have any cards in that color, and the round ends. Players then have surrender options as described above.

## HOW TO WIN THE GAME

In a 3-player game, the first player to build 4 different Power Bases in both opponents' territories wins the game.

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## STRATEGY HINTS

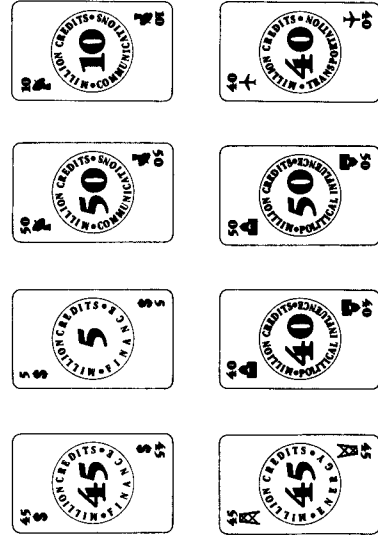
### 1. WHAT TO KEEP, AND WHAT TO BANK?

You should *always* try to have at least *one* Power Card of each color in your hand—and one or two Political Influence Cards.

Keep some low-value cards in your hand. Use them to give away to opponents on TAKE A POWER CARD or TAKE POLITICAL INFLUENCE board spaces. Meanwhile, your high-value cards of those colors will be protected—and your bank account will grow faster!

Late in the game, you may want to bank high-value cards, to "beef up" your bank account. This will give you a better chance to buy the Power Bases you haven't been able to—and aren't likely to—win.

*Here's an example of a well-balanced hand:*



*With this hand, you could probably win a Limited OR Full Challenge. And your low-value cards protect your high-value cards of the same color.*

### 2. WHICH OPPONENT SHOULD YOU CHALLENGE?

There are several factors you should consider in deciding which opponent to challenge on your turn.

**Who's Ahead?** If you think you can win, challenge the player who's ahead: you could win some of his or her high-value cards. But if you just want to "flush out" your hand (lose intentionally to get rid of low-value cards), choose a player who doesn't have much in his or her bank account.

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