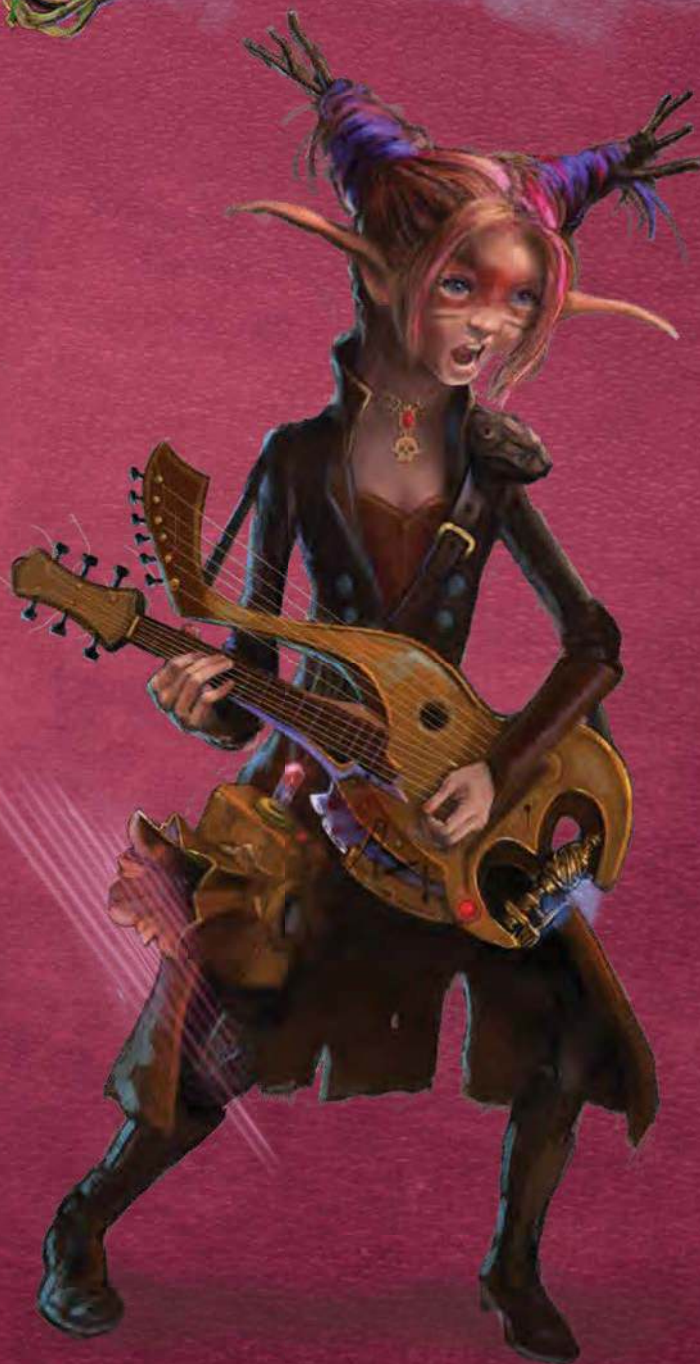


TOO MANY BONES

UNDERTOW



Rulebook
Version 2.1

A Note From Josh and Adam:

Welcome (back) to Daelore! Whether you're continuing your Gearloc adventures or stepping into Daelore for the first time, we want you to know that the game in front of you is the result of thousands of hours of hard work from not just us, but from so many others as well. Thanks to the incredible support of our Kickstarter backers and customers, Undertow has surpassed our wildest expectations. In addition to the usual suspects like Anthony LeTourneau and our current staff, we'd like to specially thank Ryan Howard and Justin Schaub for their efforts on this game. Ryan put in endless hours editing pages and pages of text while Justin helped bring many standardizations and clarifications to the Too Many Bones rule set. There are a legion of other contributors as well, and we hope the effort put forth by everyone involved shines through in the contents of your box. Best of luck on your journey, and we'll see you at The Break!

Josh and Adam

Duster's Journal Entry:

It's just as I feared. Nobulous and the Council have committed acts beyond the pale, and they continue to do everything in their power to cover them up. There is no more help and even fewer answers to be found behind Obendar's walls. This fight is beyond our abilities and won't be won without the aid of someone who has a better idea of what we're dealing with.

It's always been rumored that former Council member Mirawatt Hutson continues to survive somewhere on the edge of civilization. Should we be able to find her, perhaps we will have a shot. But Nobulous is right on our heels, and Southern Daelore is filled with even worse miscreants than those in the north. Survival will be a tenuous endeavor, but I'll admit, this crazy girl with the luitar can certainly hold her own.

Her name is Stanza, and when it comes to natural musical ability, I've never seen her like. In her hands (and hers alone), her meticulously customized luitar is capable of swinging a battle from certain defeat into victory. In just our short time together, I've heard tunes that have refreshed my resolve, compelled the enemy to illogic, and rendered our foes nearly immobile – stunned by beauty or gripped by despair, I've never been sure. And, when all else fails, she's not above dicing a goblin or a mech with the instrument's razor-sharp edge.

Her personality is as flamboyant and disarming as her style of play, and were I not in possession of a more stoic companion, I might go mad from her jokes and merry campfire songs. Fortunately, Nightshade remains my truest friend through these dark times: silent yet always felt, an extension of my being in a dusky battle, a warm place to lay my head after a long day. In my sojourns through the wild, I've often fantasized that I've become part wolf, but perhaps my constant partner is instead part Gearloc. He seems to understand my hopes and fears in a glance, and I'm glad he remains by my side – even though I know Stanza is still a little afraid of him.

In truth, be they wolf or bard, I'm happy for any friendship on this journey south. I'm most comfortable in the trees, amongst ample cover. Riding a raft on open water, I feel vulnerable and exposed, and the Sibron is no ordinary river. The waters are said to be teeming with tentacle-laden creatures. Best to keep my mind on the mission, rather than on what's below us...

TOO MANY BONES

UNDERTOW



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We consider this rulebook a living document and may continue to add and update as necessary with new expansions and content. Latest versions will be posted at toomanybones.com/rules

 You may notice YouTube icons in various places throughout this rulebook. Wherever this icon appears, it means we have created a video explaining that subject.

To view it, visit our YouTube channel at youtube.com/chiptheorygames and search that word or phrase. Happy viewing!

BOX CONTENTS



x18 1Pt Baddies



x5 3Pt Krelln Baddies



x5 3Pt Mech Baddies



Day Counter



x65 Health Chips



x2 Gearloc Chips & 1 Companion Chip



x4 Lane Markers



x4 Wreckage/Obstacle Chips



x12 5Pt Baddies



Battle Mat



x2 Gearloc Mats



x6 20Pt Baddies





x14 Special Encounters



x29 General Encounters



x12 Solo Encounters



x8 Tyrant Encounters



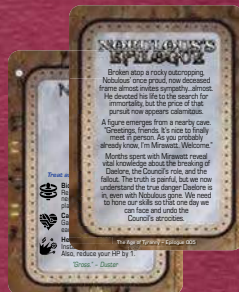
x32 Loot



x12 Trove Loot



x7 Campaign Cards



x5 Epilogue Cards



x2 Gearloc Initiative (Ini) Dice



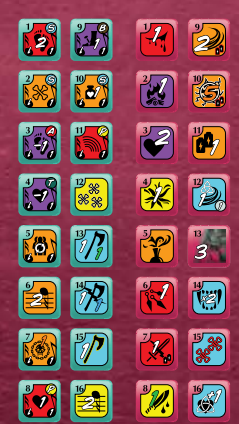
x2 Loot Dice



x8 Stat Dice



x8 Effect Dice



x32 Gearloc Skill Dice



x4 Baddie Ini Dice



x4 Lockpicking Dice



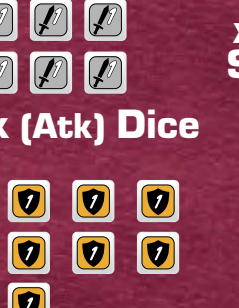
Round Counter



Day Counter & Cover Cards



x10 Attack (Atk) Dice



x16 Defense (Def) Dice



Marker



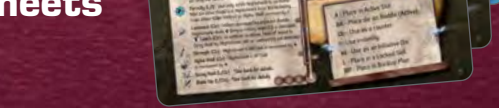
Tyrants x6 Cards, x14 Chips, x6 Dice



x2 Chip Storage Trays



x3 Dice Storage Trays



x3 Reference Sheets

OBJECTIVE

Game Objective

Your task is simple: Travel through Southern Daelore in search of a chosen Tyrant. Defeat the selected Tyrant within its day allotment to achieve victory.

GAME SET-UP

Let's start by setting up for your Adventure. Place the Battle Mat in the center of your play area.

Tyrant and Day Counter

Select a Tyrant or draw one at random (you may look at both sides and familiarize yourself with its Skills and Tyrant Die effects). Games can range from 1-2 hours depending on how many days are provided to reach the Tyrant and the number of Gearlocs in the party. Place the Tyrant's Card, Chip, and Die to the left of the Battle Mat.

Place the Day Counter Card and Chip (set to 1) directly below your Tyrant Card.



Exhausted Dice



Loot Area

Exhausted Dice



Loot Area

Encounters

Find any Tyrant Encounters associated with chosen Tyrant (1-3 blue cards and labeled with the Tyrant name at the bottom of the card) and set those aside. Place other Tyrant Cards in the game box.

Shuffle the General Encounter Deck (green and labeled "General" at the bottom), or Solo Encounter Deck (green and labeled "Solo" at the bottom) if playing with only one Gearloc. Draw Encounter Cards equal to the number of days (☀️) shown on your Tyrant Card minus 2 cards. Shuffle these together with the Tyrant Encounter Card(s) you set aside to form an Encounter Deck, and place to the left (story side up) of the Battle Mat as shown. Place unused General and Solo Encounter Cards in the game box. In rare instances where you run out of Encounters, you may replenish your Encounter Deck from the game box.

Finally, place a randomly chosen Day 1 (☀️, Special Encounter 001-004) and Day 2 (☀️, Special Encounter 005-008) Card, in order, on top of your newly created Encounter Deck. Place other Special Encounters in the game box (keep these accessible, as you may need them later on). Add Cover Card on top of Encounter Deck if you'd like to make Encounters even more of a surprise.

Loot & Trove Loot

Shuffle all Loot and Trove Loot Cards separately and place both decks (chest side up) to the right of the Battle Mat. Take the 4 Lockpicking Dice and place them nearby.

Baddies

Using the Baddie Type icons, Scales (🐉), Goblin (👹), and Beast (🐾) shown on your Tyrant Card, find all Baddies of these types. Flip them face down, shuffle, and create separate 1Pt, 5Pt, and 20Pt Baddie "Active Stacks." Also, shuffle and add stacks of 3Pt Krelln (🐙) and 3Pt Mech (🔧) Baddies into their own piles. Place these stacks above the Battle Mat. Place unused Baddie Chips in your game box (on occasion, you may need to access these Baddies for a specific Encounter). If you ever run out of Baddies in an Active Stack, reshuffle defeated #Pt Baddies to replenish that Active Stack.

Gearlocs

Each player chooses a Gearloc and places their selected Gearloc Mat, Gearloc Chip (with # of Starting Health Chips underneath it), Initiative (Ini) Die, and Stat Dice as shown. Adjust mat placement to your liking based on party size. Place Gearloc Reference Sheet nearby.

Find your Gearloc's 16 Skill Dice and place them in a Storage Tray near your Gearloc Mat (feel free to use tray covers for storing Atk and Def Dice near each Gearloc as well).

Using your Gearloc Reference Sheet (front right column), look for any Skills with a circle (🎯) next to their name. Your Gearloc starts the game with these Skills (find the Skill names on your Gearloc Mat and then place the Skill Dice with corresponding numbers into those slots on your mat).

Collectively choose a Party Leader, who is responsible for making tie-breaking decisions.

Other Components

Below the Battle Mat, make pools of Atk Dice, Def Dice, and Effect Dice. Set the D6 in this area as well.

Place the 4 Lane Marker Chips and Obstacle/Wreckage Chips above the Battle Mat as shown. Do the same for the 4 Baddie Ini Dice and Health Chip stacks as shown.

Lastly, place the Round Counter Die on the left side of the Initiative (Ini) Meter on the Battle Mat, set to R1. Make sure the Gearloc Adventuring Reference Guide (GARG) is close by.

You are ready for your Adventure!

GAMEPLAY OVERVIEW

While the main objective of Undertow is to take down the selected Tyrant, you must first earn enough Progress Points (Pts) to do so. It's also imperative that you strengthen your Gearlocs, honing their Stats and Skills with Training Pts in preparation for that final battle.

Both Progress Pts and Training Pts can be earned through daily Encounters. These situations will provide your party with choices that can result in peaceful outcomes or battles.

Let's start by discussing how and when all of this happens.

GAME PHASES

Each day of your Adventure will take you through 4 game phases. Once completed, a new day begins and you will repeat these phases.

1. New Day Phase

- Rotate Day Counter 1 day (skip this for Day 1).

2. Encounter Phase

- Draw an Encounter and read it to the party; if your party has earned enough Progress Pts, you may instead challenge Tyrant.
- Pick a choice (if applicable) and attempt to successfully complete it.
- If successful, go to the Reward Phase.
- If unsuccessful, skip the Reward Phase and go directly to the Recovery Phase.

3. Reward Phase

- Gain all rewards specific to your choice. Also gain any general Encounter rewards.
- If rewards include Loot or Trove Loot, draw them now.
- If rewards include Training Pt(s), use them now.
- If rewards include Progress Pt(s), place card (with Progress Pt showing) under Tyrant Card.

4. Recovery Phase

- Trade Loot and Trove Loot within your party. Any loot! Any amount! To anyone...or leave it behind (discard whatever you like)!

- Make a Lockpicking Attempt. This can be on your Trove Loot or someone else's.
- Individual Options (each Gearloc may choose 1):
 - **Rest and Recover:** Heal to full HP.
 - **Search for Better Loot:** Discard 1 Loot or Trove Loot. Roll 6 Atk Dice. For each ☼ you roll, reveal a Loot Card – you may keep 1. If no ☼ is rolled, discard still happens.
 - **Scout the Area:** Roll a D6. On 1-3: Reveal a 1Pt Baddie; 4-5: Reveal up to a 5Pt Baddie; 6: Reveal up to a 20Pt Baddie. Reveal the first face down chip on the stack. Once revealed, you may leave that Baddie face up in the same position in the stack or cycle it to the bottom of that stack (returning it face down). *There is no limit to the # of Baddies you can reveal per stack.

This completes your day! Start over at New Day Phase.

*These game phases are what progress you through the game. They will make even more sense once you learn about Encounters, your Gearlocs, and how battles work.

ENCOUNTERS

Encounters are daily situations your party must overcome as it makes its way toward the Tyrant. Each day, your party will start by drawing an Encounter Card and reading it aloud. The front of the card presents a situation your party "encounters." The back lists your choices and the effects those choices will have on the Encounter (you may read the entire card and discuss before deciding).

Your party must choose one of the options offered. These choices will result in a peaceful outcome (☼) or a battle (⚔). Either way, you must successfully complete the Encounter to earn its rewards (usually Progress Pts, Loot, and/or Training Pts).



Battle Types



This battle takes place on water. Use water side of Battle Mat.



This battle takes place on land. Use land side of Battle Mat.

Encounter Card Icons



This Choice will result in a battle. *Must succeed to gain rewards and Progress.



This Choice does not result in battle. *May still have requirements for success.



Gain # Progress Points for completing this Encounter.



Each Gearloc draws 1 Loot.



Draw # Loot. *Party decides how to distribute.



Each Gearloc gains 1 Training Point.



Each Gearloc draws 1 Trove Loot.



Draw # Trove Loot. *Party decides how to distribute.

Encounter Text Colors

Choice Text, Choice Result Text, Flavor Text, Special Instructions

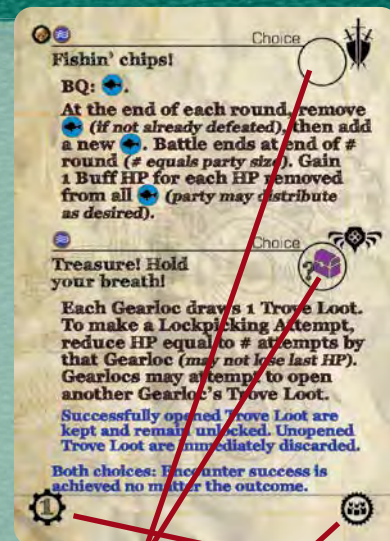
Certain choices may have rewards listed after that choice. General rewards given for successful completion of either choice are listed at the bottom of the card (left/right corners). *Refer to the key at left for Encounter Icon explanations.

A peaceful Encounter choice is automatically successful unless otherwise noted (see card example to the right). A battle Encounter choice is successful if at least one Gearloc remains on the Battle Mat after all Baddies are defeated. Once an Encounter is successful, the party moves into the Reward Phase.

If an Encounter is unsuccessful (peaceful or battle), your party does not gain any rewards. Discard the Encounter and move into the Recovery Phase.

Encounter Types

There are 3 types of Encounters in Undertow. Special Encounters are added to the Encounter Deck only when instructed in set-up or by another Encounter. Tyrant Encounters are added to the Encounter Deck based on which Tyrant you are facing (explained on page 7). Regular Encounters come in 2 sets: General and Solo Encounters (indicated on the front at the bottom of each card). Use Solo when adventuring with 1 Gearloc only. Use General for 2 or more Gearlocs.



Choice Rewards

General Rewards

REWARDS

Upon successfully completing an Encounter, check the card in 3 places for any rewards your party has earned. First, check to the right of your choice text for any rewards specific to your choice. Next, look in the bottom left (Progress Pts) and right (Training Pts, Loot, and Trove Loot) corners for any General Encounter rewards. Collect these rewards now. Then, move to your Recovery Phase.

RECOVERY

During your Recovery Phase, you may trade (give and/or receive) Loot and Trove Loot, make a Lockpicking Attempt (Lockpicking described on page 25 and on the Gearloc Adventuring Reference Guide (GARG)), and choose one individual option (described on the previous page).

Once your Recovery Phase is complete, your day ends, and you start over at the New Day Phase.

IMPORTANT:

Before we get into these Phases further, it's imperative that you have a solid understanding of your Gearloc and how your Gearloc Mat interacts with everything else. Please select a Gearloc Mat and place it in front of you for easy reference during this next section. Also, find your corresponding Gearloc Reference Sheet and keep it close, as we will be referencing it as well.

GEARLOC MAT

Your Gearloc Mat represents everything that makes your Gearloc unique and effective in battle. It can be built differently every Adventure!

1. Stat Area

- Each Gearloc has 4 Stats: Health (HP), Dexterity (Dex), Attack (Atk), and Defense (Def).
- Each has a Starting Stat (printed number on the mat) which can be increased by placing a Stat Die in the corresponding Stat Dice slot during the game. The Starting Stat plus the value of the Stat Die equals the current Stat of your Gearloc.
- You increase these Stats using Training Pts (🎲) from completing Encounters.
- A Training Pt gives you 1 Training Attempt for any Stat (or Skill).
- If a Training Attempt is successful, place (or increase by 1) a Stat Die in the slot next to the Starting Stat to reflect the new modified number (Stat Dice cannot go higher than 6).
- Stat Dice from Training remain throughout the Adventure.



▶ Health (HP)

- Your HP is the # of Health Chips your Gearloc currently has stacked under its Gearloc Chip.
- HP cannot exceed its max Stat (excess healing is lost). *Buff HP is separate from your HP and is therefore handled differently (see page 25).
- Losing your last HP means you are Knocked Out (KO'd; See page 23 for details.)
- An HP Training Attempt will always succeed. After Training in HP, add 1 HP to your Gearloc (in addition to increasing the HP Stat Die).

Dexterity (Dex)

- Your Dex is the max # of dice you may roll each turn (any combination of Atk, Def, and Skill Dice).
- Dex can also be spent to move your Gearloc on the Battle Mat (costs 1 Dex per moved position). Each Dex spent this way subtracts from the Dex available to roll dice this turn.
- A Dex Training Attempt will always succeed.

▶ Attack (Atk)

- An attack is the act of rolling Atk Dice (🎲) to damage (Dmg) your target. Rolling Skills is not considered to be an "attack" even if the Skills deal Dmg.
- Your Atk Stat is the # of Atk Dice you have available to roll **each turn** (not Exhausted when used).
- Each Atk Die costs 1 Dex to roll in battle.
- A target for your attack must be declared prior to rolling (one target only).
- Each rolled 🎲 is # Dmg that may be applied to target.
- If any Dmg is done to your target through use of Atk Dice, it is considered a "Hit."

- Each rolled ✂ may be placed in your Backup Plan (does not reduce # of Atk Dice available to you in future turns).
- An Atk Training Attempt requires you to roll your current Atk Stat (Starting Stat + Stat Die). If no ✂ are rolled, you are successful. If unsuccessful, there is no Atk Stat increase, but you may spend this Pt elsewhere.

▶ Defense (Def)

- Your Def Stat is the # of Def Dice (🎲) you have available to roll **each turn** (not Exhausted when used).
- Each Def Die costs 1 Dex to roll in battle.
- Each rolled 🎲 may be placed in an Active Slot (must use actual rolls—cannot combine results from 2 dice into 1).
- The total Def Dice currently in Active Slots will reduce available Def Dice for rolling this turn (e.g. Duster has a Def stat of 2. She rolls both Def Dice on her turn and gets a 1 and a 2 result. She chooses to place both dice in her Active Slots. Later in the round, a Baddie attacks her for 1 Dmg, so she chooses to remove the 1 Def from her Active Slot. It's now her turn again, but because she still has a Def Die in her Active Slot, she can only roll 1 Def Die this turn).
- The total # of 🎯 in your Active Slots is the # Dmg you prevent. Decrease 🎲 by this amount (in the example above, Duster had the choice between reducing a 2 Def to 1 or simply removing the 1). Def Dice must be used for all incoming Dmg first before removing HP, except True Dmg which must be applied directly to HP.
- Each rolled ✂ may be placed in your Backup Plan (does not reduce # of Def Dice available to you in future turns).
- A Def Training Attempt requires you to roll your current Def Stat (Starting Stat + Stat Die). Any ✂ rolled are rolled once more. If no ✂ are rolled after the second roll (or first), you are successful. If unsuccessful, there is no Def Stat increase, and you must spend this Training Pt elsewhere.

Innate & Innate +1

- Each Gearloc starts with a unique talent (Innate) and can use it throughout their Adventure. Use your Gearloc Reference Sheet to learn more about what it can do.
- Your Gearloc's Innate can be upgraded by using 6 ✂ on your Backup Plan. Once upgraded, this also lasts the entire Adventure, and its effects are explained on your Gearloc Reference Sheet.
- Play with the non-star side of your Gearloc chip face up until you upgrade to Innate +1, then flip it!

Attack Form (Ranged / Melee / Melee-Ranged)

- This determines how your Gearloc can target and attack. Melee Gearlocs can only target adjacent units. Ranged Gearlocs can target any unit. Melee-Ranged Gearlocs have their own instructions for targeting and attacking. See their Gearloc Reference Sheet for details.
- Your form also determines your Gearloc's Battle Mat starting position options in battle (we will discuss this later).



Unlike Skill Dice, Def and Atk Dice are never Exhausted and are available to you every turn...unless of course you travel up to Northern Daelore and try to take down a golem...or a bog wurm. But this is the south; we've got bigger fish to fry. So upgrade those Atk and Def stats and put them to good use!

GEARLOC MAT CONT.

2. Exhausted Dice Area

- When Skill Dice are used, they must be Exhausted (unless otherwise noted).
- Exhausted Dice are stored to the left of the Gearloc Mat for the remainder of the current battle and are no longer available to you. All Exhausted Dice are unexhausted after battle.
- Encounters may force you to Exhaust Atk or Def Dice. Each die Exhausted in this way reduces your Atk or Def Stat by 1 for the battle.

3. Prep Area

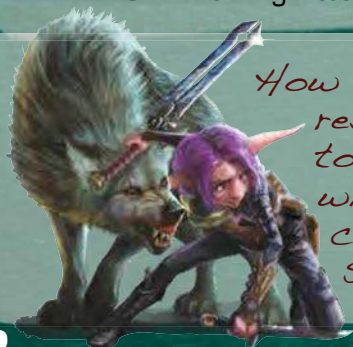
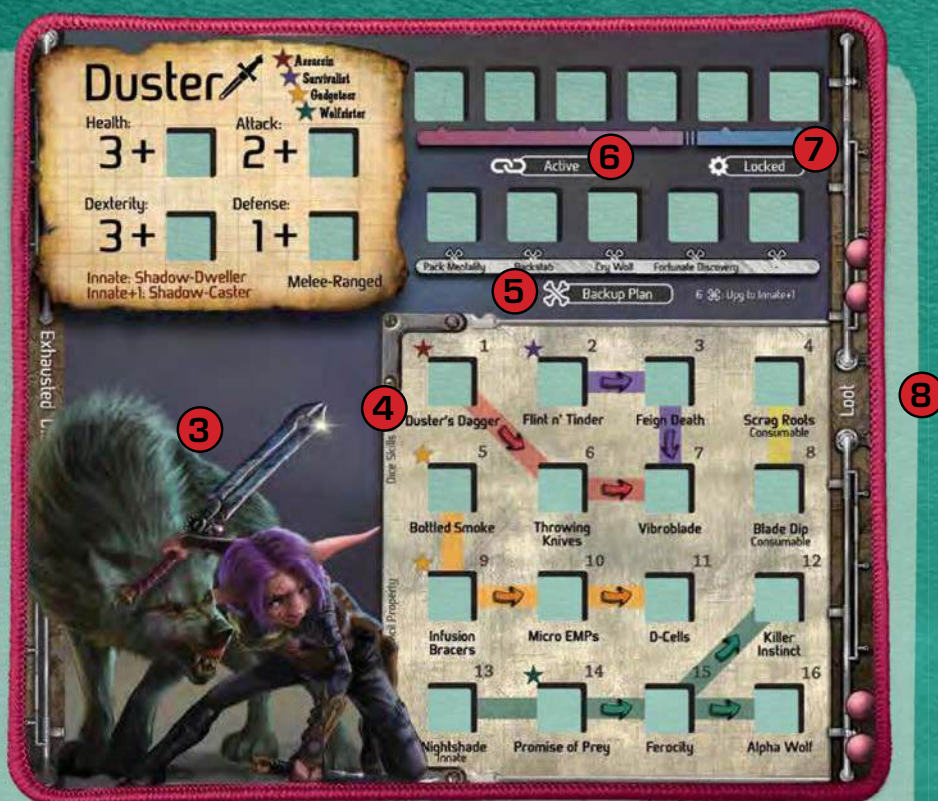
The picture of your Gearloc also serves as a staging area for certain components throughout the game.

- This is where your Gearloc Chip with its current HP sits when not in battle.
- If your Gearloc receives Buff HP, it is placed here.
- Some Gearlocs even use this area for staging certain Skills as they are used in battle.

4. Skills Area

Skill Dice

- Begin your Adventure with all Skill Dice in your Storage Tray (out of play), except for any Skills your Gearloc starts with. These have circled bullets on your Gearloc Reference Sheet (🔴).
- Skills are learned through Training Pts. When you train/unlock a Skill, locate the numbered die in your Storage Tray that matches the Skill you're training and place it in your mat in its correct slot.
- The side showing on Skill Dice in your Skills Area usually doesn't matter (Counters are often the exception).
- Skills are usable only once per battle (unless otherwise noted). Rolling these dice, however, does not mean you must use them. You can choose not to use them if an undesired face is rolled (there are some exceptions, like Duster's Ferocity). Exhaust each Skill Die after use.
- Once trained/unlocked, Skill Dice are usable throughout the Adventure.
- Applying Skill Dice that deal Dmg to Baddies is not considered attacking them.
- Each Skill Die side has an icon that can be matched to your Gearloc's Reference Sheet to find out how this icon functions. It also shows where this die may be placed once it's rolled (e.g. Active, Locked).
- A Skill Training Attempt will always succeed.



How Skill Dice function can vary greatly. Some are immediately resolved, while others are placed into your Active Slot, waiting to be triggered. A few Skills even go into your Locked Slots, where they may remain for the entire Adventure, or until you choose to use them! To learn more about how each Gearloc's Skills work, read about them in the Gearloc Reference Sheets.

Professions

- A Profession is a related set of Skills unique to your Gearloc. Professions are listed in the top right corner of the Stat Area, and their corresponding Skills are linked by colored lines in the Skills Area.
- Starred (★) Skills (visible next to certain slots in your Skills Area) are always available for training.
- Some Skills will have arrows pointing to them and do not have a ★. These Skills must be learned in order, starting with a ★ Skill and following the arrows (if 2 arrows point to a Skill, only 1 is needed to unlock it).
- You do not need to unlock all the Skills in a Profession before starting another Profession.

Consumables

- Consumable Dice are special Skills that cannot be gained using Training Pts and are instead acquired through Loot or certain Backup Plans. *Some Gearlocs even start with certain Consumable Counter Dice on their mats.
- When you acquire a Consumable Die, take it from your Storage Tray and place it in your Skills Area (unless otherwise instructed).
- Once a Consumable is used, it is placed back in your Storage Tray and must be re-acquired to be used again. Consumables that act as Counters are the exception to this rule, and remain in your Skills Area throughout your Adventure.
- If a Consumable is to be exhausted or removed from an Active or Locked Slot, place it back in your Storage Tray.

5. Backup Plan (BP)

BP Skills

- Only 1 BP Skill may be used per turn.
- The cost of using a BP Skill varies from 1-6 ⌘ as shown on Gearloc Mat and Reference Sheet.
- Remove # ⌘ to use a BP Skill that costs #. ⌘ from Atk and Def Dice are simply removed, but Skill Dice used in this way must be Exhausted.

Managing Bones

- Any ⌘ rolled by your Gearloc may be placed in your BP. This includes ⌘ rolled outside of your turn (unless otherwise noted).
- Up to 5 total ⌘ may be stored within the BP from turn to turn.
- Line up ⌘ from left to right in the order they are earned.
- Use ⌘ from left to right. Shift unused ⌘ all the way left.
- ⌘ will remain in your BP until used. They must be removed at the end of battle or if KO'd.

Multi-Bones Dice

- These take up multiple slots on the BP (skip slots to show this).
- If the BP Skill uses up only part of a Multi-Bones Die, the entire die is used and any unspent ⌘ are lost.

Upgrading to Innate +1

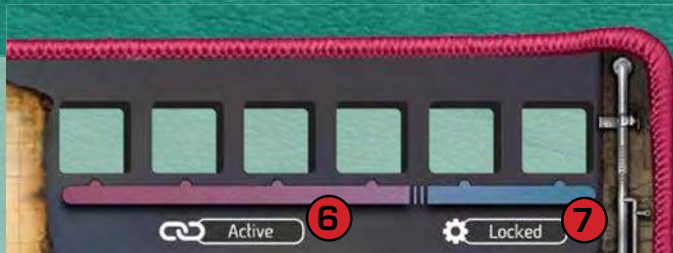
- You must use 6 ⌘ to upgrade to a Gearloc's Innate +1 (treat 6th ⌘ as if it is slotted into your BP).
- Flip over Gearloc Chip (to stars side) for the rest of the Adventure to indicate this upgrade!

Bones are misses, sort of. You will find that the vast majority of the dice that you roll may have one or more sides with the Bones icon. Oftentimes, these are an undesired result of the dice you rolled. However, they play a pivotal role in your decision-making process. You will always have the option of putting Bones into your Backup Plan.



6. Active Slots

- Place rolled Def Dice and Active (A) Skill Dice effects here. Ally Active (AA) Skill Dice effects are also placed in this area (by other Gearlocs). Specific Active and Ally Active Skill Dice effects are explained on the Gearloc Reference Sheets.
- Active Dice remain here until used and must be removed at the end of battle or if Gearloc is KO'd.
- Skill Dice in these slots must be Exhausted when used (unless otherwise stated).



7. Locked Slots

- Place rolled Locked (L) Skill Dice effects here.
- Locked Dice remain here from battle to battle until used. These dice must be removed if Gearloc is KO'd (unless playing in Adventurer mode – see page 29 for details).
- Skill Dice in these slots must be Exhausted when used (unless otherwise stated).

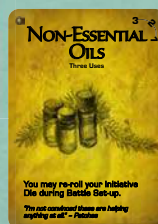
NOTE: To free up space, a player may remove dice from Active or Locked slots at any time during their turn or at the End of Battle. Certain Skills may also cause you to remove dice from these slots. Skill dice are always Exhausted when removed, while Def Dice are simply returned to the supply.

8. Loot Area

- When a Gearloc gains Loot or Trove Loot, they can store it to the right of their Gearloc Mat.
- Each Gearloc can hold up to 4 Loot/Trove Loot (when out of spots, choose to keep 4 spots worth of loot and discard remaining cards).
- Locked Trove Loot always only takes up 1 spot.
- Loot/Trove Loot is fully explained on Page 24.



8 Loot Area



IMPORTANT:

Now that you have a grasp on the intricacies of your Gearloc, we can introduce you to the opposition! Baddies (and eventually the Tyrant) are what you will be battling all the way to the end of your Adventure.

For this next section, find a 1Pt, 5Pt, and 20Pt Baddie, and grab a Tyrant Chip while you are at it. Keep these close for reference and comparison. Also, find your Gearloc Adventuring Reference Guide (GARG) and flip it to the back where the Baddie Skills are listed.

You are all set! Let's dig in!



BADDIE CHIP

Baddies represent the opposition you will face during your Adventure. Each Baddie comes with its own chip and stats.

1. HP

This is the max # of Health Chips a Baddie can have. Place # HP beneath a Baddie when it enters the Battle Mat.

2. Initiative

This determines the Baddie's starting spot on the Ini Meter. A Baddie Ini Die is used to indicate this.

3. Attack Form

Melee Baddies (⊗) can only target adjacent (not diagonal) opposing units. If none exist, they cannot attack or use Skills requiring a target this turn. Ranged Baddies (⊗) can target any opposing unit, regardless of mat position.

4. Creature Type



Scales
Krelln



Goblins
Mechs



Beasts

— Immune to Poison,
Weaken, Terrify, Stun,
Bleed, and Fatigue

5. Defense

This is the # of Def Dice this Baddie rolls on its turn (minus any already active Def Dice). Rolled ♣ is applied to top of Baddie Chip (making the die active). A Baddie does not need a target in range to roll its Def Dice. If icon here is ♣ (Armor), this Baddie gains # ♣ when entering Battle Mat (Def Dice are not rolled for this Baddie).

6. Attack

This represents the # of Atk Dice this Baddie rolls against its target on its turn. Total ♣ rolled is # Dmg dealt to target. If Baddie has multiple targets, these dice are rolled separately for each.

7. Skills

These Skills (in black) are always in effect. Refer to the GARG for a list of Baddie Skills and how they work. If Baddie has multiple targets, targeting Skills will trigger against each.

8. Baddie Backup Plan (BP) Skills

BP Skills (in blue with ⚡ icon) trigger if a Baddie rolls at least the # of ⚡ shown on the Baddie Chip from all its Atk and Def Dice rolls combined this turn. Rolled ⚡ do not carry over to the next turn.

If a triggered BP Skill requires a target and the Baddie has multiple targets, party may choose. BP Skills can only be triggered once per turn and are listed on the GARG. BP Skills trigger after resolving rolled Def and Atk, even if the Skill text indicates different timing.



9. Target(s)

Melee Baddies always pursue the closest opposing unit (route with fewest positions). If there is a tie, it will then use its ⊗ to determine which unit it targets and pursues. A Baddie's target (⊗) is either the weakest (♠, lowest HP) or the strongest (♣, highest HP) opposing unit. Party chooses on ties of strength.

Ranged Baddies only target their ⊗. Some Baddies will target multiple units (shown by # of figures within the ⊗ icon) but will not attack the same target more than once per turn. Roll Atk Dice for each target separately.



10. Extra Baddies

A Baddie with ☠ or ☠☠ adds one or two 5Pt Baddies to the top of the BQ immediately when it enters the Battle Mat.

11. Diagonal Movement

Baddies with ⊗ can move diagonally starting in R1.

Baddie Points (Pts)

There are 6 types of Baddies: Tyrants, 1Pt, 5Pt, 20Pt, 3Pt ♣, and 3Pt ⊗ Baddies. They are identified by their image or # Pts on the back of the Baddie Chip.

KRELLN

The rules below appear in other sections throughout the rulebook but have been consolidated here for easier reference. Feel free to skip this Krelln and Mech section on your first readthrough.

The Krelln

These are a special Baddie Type only found in Undertow. They will participate in all Encounters that require the use of them, regardless of the Tyrant you are pursuing. function somewhat differently than the other Baddies.

are used in BQ when indicated on the Encounter Card. After adding Baddie Pts, if battle uses these, are always placed on top of BQ. If **adding** these Baddies, they are in addition to Baddie Pts. If **including** them, you will subtract 3 Baddie Pts from BQ for each you include. You will not use excess if Baddie Pts don't allow.

Krelln Starting Positions

Each time a enters the Battle Mat, roll a D6 and place it on rolled # Krelln Starting Position. If position is occupied choose the next # up in sequence that is available (e.g. If 6 is occupied, unit goes to 1, if available).

In Battle

do not move like conventional Baddies. They cannot leave the Krelln Starting Positions intentionally, effectively requiring them to stay "in the water." At the start of a turn if it has no opposing unit to target, it will move to the next # Krelln Starting Position up in the sequence. At that point, if it has an opposing unit to target, it will attack as normal. If it doesn't, it attacks an adjacent raft position with no Wreckage (if more than one, party chooses). If the attack on the raft position is successful (rolls at least 1 Dmg), add a Wreckage Chip there.

If a is forced onto the raft (through Skills), it can only move 1 position toward nearest Krelln Starting Position each turn. Once it re-enters the water, it may use Skills and Atk. Non- Baddies cannot be displaced into a Krelln Starting Position for any reason.

During water battles (), Party Members may not intentionally move into a Krelln Starting Position. Should a Party Member find itself in one (via an Encounter or Baddie Skill), it must spend +1 Dex to "board the raft" (move out of this position). Additionally, moving onto a position with a Wreckage Chip costs +1 Dex (this means it's possible that it costs 3 Dex to move out of a Krelln Starting Position: 1 Dex for movement + 1 Dex for Wreckage +1 Dex to board raft). While a Party Member is in a Krelln Starting Position, it cannot spend Dex in any other way until after it boards the raft.

Wreckage

Wreckage is used to represent a position on the raft that has been destroyed. The raft can only be destroyed by a . When a position is "wrecked" by a , place a Wreckage Chip on that position. Wrecked positions cost +1 Dex for Party Members to move onto. Baddie movement is not affected by Wreckage. When a 5th Wreckage Chip is needed, the battle is ended and Encounter is unsuccessful. At the start of each new , the raft is fully repaired (no Wreckage).

MECH

The Mech

Like the , the are also only found in Undertow. They will participate in all battles requiring the use of them, regardless of the Tyrant you are pursuing. function somewhat similarly to the other Baddies with a few exceptions...

By definition, are a type of Bot. Because of this, they have some added benefits, including an immunity to: Poison, Weaken, Terrify, Stun, Bleed, and Fatigue.

are used in BQ when indicated on the Encounter Card. After adding Baddie Pts, if battle uses these, are always placed on bottom of BQ. If **adding** these Baddies, they are in addition to Baddie Pts. If **including** them, you will subtract 3 Baddie Pts from BQ for each you include. You will not use excess if Baddie Pts don't allow.

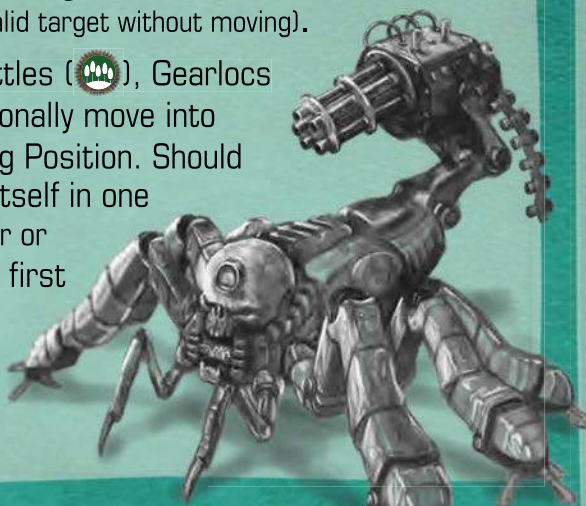
Mech Starting Positions

Each time a  enters the Battle Mat, roll a D6 and place it on rolled # Mech Starting Position. If position is occupied, choose the next # up in sequence that is available (e.g. If 6 is occupied, unit goes to 1, if available).

In Battle

 behave very much like conventional Baddies. They may move through and onto any available position on the Battle Mat, including Mech Starting Positions. No other Baddies can enter these positions intentionally. If a non- Baddie is displaced into one, it must use its first moved position to move out of Mech Starting Position (though it will remain in place if it has a valid target without moving).

During land battles (), Gearlocs may not intentionally move into a Mech Starting Position. Should a Gearloc find itself in one (via an Encounter or Baddie Skill), its first moved position cannot be a Mech Starting Position.



TYRANTS

Reaching and defeating the Tyrant is your main objective in Undertow.

Tyrant Card

A Tyrant Card front gives information about that Tyrant and shows the Creature Types you are to use for this Adventure. It also lists the Progress Pts () needed in order to challenge the Tyrant. While you are not required to challenge the Tyrant the day after earning the required , you must defeat the Tyrant before its  is exceeded in order to win.

The Tyrant Card acts as your Encounter Card for the



day. The back of the Tyrant Card instructs you on how to set up the Battle Mat for the Tyrant battle and explains each Skill the Tyrant has, including its Tyrant Die. You only need to defeat the Tyrant Baddie to win this battle.

A failed Tyrant battle is handled the same as an unsuccessful Encounter battle and can be tried again if you have enough days for another try.

Tyrant Chip

Each Tyrant has at least one chip that is used as a Baddie Chip in the final battle. Some Tyrants may have additional chips for use during their battle as well. Treat as Tyrant Chips.



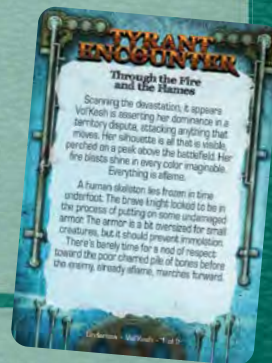
Tyrant Die

Each Tyrant with  on its chip has a unique Tyrant Die that is rolled once per Tyrant turn. Roll this along with its Atk and Def Dice.



Tyrant Encounters

Each Tyrant has Tyrant Encounter Cards specific to them. Tyrant Encounter Cards for the Tyrant you are pursuing are shuffled into your Encounter Deck before your Adventure begins.



IMPORTANT:

Congratulations! You are now ready for the Battle sections! With your new understanding of the Baddies and their Stats, we can now introduce you to where these battles will be taking place!

For these next sections, find your Battle Mat and stack a few Baddies next to it. Then, add the Round Counter Die to the Ini Meter area. Also keep your Gearloc (chip and die) nearby, as these are used on the Battle Mat as well.

While this section is being discussed, feel free to use your components to mimic what is being described.

THE ASHEN SUMMIT

BQ: Baddie Pts (party of 1 ignores this).

Place Vol'Kesh on top of BQ. At the start of each round, roll a D6. Vol'Kesh unleashes a fireball to that Mech Starting Position, dealing 1 Dmg to it and all adjacent positions.

Tyrant Skills:

Thick Skin 1: Ignore the first 1 Dmg this unit would take this turn (does not ignore Fire Dmg).

Stone Perch: Vol'Kesh cannot be targeted until Round 4 (equal to party size).

Tyrant Die:

Scaling Skin: Place this die on Vol'Kesh until the start of its next turn. Adjacent units that do Dmg to Vol'Kesh also deal that amount of Dmg back.

Ring of Fire: Deal 2 True Dmg to all non-adjacent units.

Set Ablaze: Strongest adjacent unit takes 3 True Dmg at the start of its next turn (once the die is on unit until triggered).

BATTLE MAT

Water Battle /Land Battle

Gearlocs often meet danger head-on in the form of battles. These will take place in one of two locations: either in the water on a raft or on land in a clearing. Encounter Cards will indicate, by using the icons above, which side of the Battle Mat to use.

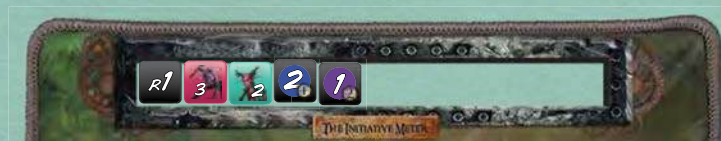
▶ 1. Initiative Meter (Ini Meter)

In battle, a single turn from each unit completes 1 full round. The Ini Meter tracks the current round and whose turn it is. It also gives you a visual forecast of who will be attacking next and in what order. Ini is built left to right on the meter from highest (going first) to lowest (going last).

- The Round Counter Die goes on the left side of the Ini Meter, starting with R1 (Round 1).
- Increase this die to R2, R3, etc. at the start of each new battle round.
- After R5, the  (Fatigue) rounds occur until the battle is completed. At the start of each  round, all units on the Battle Mat lose 1 HP (this is not counted as any specific type of Dmg and cannot be blocked or defended against in any way).

Ini Dice Placement (setting up for R1 of battle)

- Baddies have their Ini () indicated on their Baddie Chip. A Baddie Ini Die is used to represent this # on the Ini Meter (e.g. if a Baddie with 3 Ini is in Lane 1, use the blue Lane 1 Ini Die, and set it to 3 on the Ini Meter). Place the Ini Die of each Baddie in the Ini Meter (highest on left-most side, then in descending order). Any tie between Baddie Ini is then decided by their lane priority (a Lane 1 Baddie would go before a Lane 2 Baddie with the same Ini #).
- Each player rolls their unique Gearloc Ini Die to determine their spot on the Ini Meter. For any Ini tie that involves a Gearloc, the party chooses who goes first.



Ini Dice During Battle (R2 and beyond)

- After initial Ini placement is set for all units, the Ini # on the Baddie Chips and Ini Dice no longer matters. During battle, certain Skills can modify the Ini Meter, but always in relation to other units' current Ini Meter "spots."
- Units that enter the battle after R1 will always enter at the top or bottom spot of the Ini Meter. All Gearlocs, Tyrants, and 20Pt Baddies enter the Battle Mat at the top spot of the Ini Meter (again, Ini # is disregarded). All 1Pt, 5Pt, 3Pt , and 3Pt  Baddies enter the Battle Mat at the bottom spot of the Ini Meter. Follow R1 rules for any ties.
- Units with their Ini spots modified during the round will take their new spots only after End of Round (feel free to shift their Ini Dice to the side as a reminder).

2. Baddie Starting Positions

Use the colored positions for Baddies. Melee Baddies start on  positions; Ranged Baddies start on  positions. The first Baddie to enter the Battle Mat goes in Lane 1 (). The second Baddie goes to Lane 2, etc. As Baddies move, they may change lanes; therefore, place a Lane Marker Chip (matching its starting lane color) under each Baddie when it enters battle.

3. Krelln/Mech Baddie Starting Positions

Generally speaking,  are used in water battles () and  are used in land battles (). Each time a  /  enters the Battle Mat, roll a D6 and place Baddie on rolled # Krelln/Mech Starting Position. If position is occupied, choose the next # up in sequence that is available (e.g. If 4 is occupied, unit goes to 5, if available, or 6, 1, 2, etc until it finds an available position).

4. Gearloc Starting Positions

Use the gray positions for Gearlocs. Melee Gearlocs start on  positions; Ranged Gearlocs start on  positions; Melee-Ranged Gearlocs may start on either. Gearlocs may start on any lane and may even double up on a single lane.

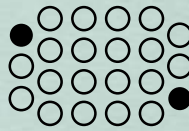
5. Adjacent and Diagonal Movement

When moving during the first 5 rounds, units can only move to orthogonally adjacent positions (see water Battle Mat example for adjacent positions). Starting with the first  Round (after R5), all units may move diagonally. Baddies with  can move diagonally starting in R1 (see land Battle Mat example below for diagonal positions). As a rule, units may not occupy the same position as or pass through other units.

6. Obstacle Chips

Obstacles are inanimate objects that can be found in various Encounters. These occupy positions which prohibit movement onto or through them. Obstacles may or may not have HP. Obstacles with HP may only be attacked by Party Members using Atk Dice. Once the last HP is removed, Obstacle is removed from Battle Mat. If an Obstacle starts with no HP, it cannot be removed. Baddies will not interact with Obstacles. Encounters that use Obstacles have a small graphic to show what types and where they are (see example on right).

● = Obstacles
● has HP equal to party size



7. Wreckage Chips

Wreckage is used to represent a position on the raft that has been destroyed. The raft can only be destroyed by a . When a position is "wrecked" by a , place a Wreckage Chip on that position. Wrecked positions cost +1 Dex for Party Members to move onto. Baddie movement is not affected by Wreckage. When a 5th Wreckage Chip is needed, the battle is ended and Encounter is unsuccessful. At the start of each new , the raft is fully repaired (no Wreckage).



BATTLE SET-UP

Most of the Encounters in Undertow will result in a battle (⚔️) of some sort. Sometimes, the Baddies you face are specifically defined on your Encounter Card, but more often, the Encounter will include “**BQ: Baddie Pts**” as part of the battle set-up.

Battle Queue (BQ)

Every battle must start with the creation of a BQ that contains the Baddies you will be facing for the fight. To build the BQ, you must refer to your Encounter Card and then assemble a stack of Baddie Chips using your Active Stacks. Except for scouted Baddies (which are face up), the BQ should always be assembled face down so the Baddies are unknown before the battle begins. Also, when creating the BQ, greater Pt Baddies should always be placed higher on the stack than lesser Pt Baddies. *If the BQ calls for a specific Baddie or type, search your Baddie Active Stacks first (shuffling them afterwards), then Defeated Stacks, then out of play Baddies.

IMPORTANT: ⚔️ and 🌀 are only added to BQ when indicated on the Encounter Card. If battle uses these, ⚔️ are always placed on top of BQ, and 🌀 are always placed on bottom of BQ.

Baddie Points (Baddie Pts)

“BQ: Baddie Pts” is a short way of saying you need to create your initial Battle Queue by calculating your Baddie Pts.

Step 1: Calculate Current Day x Number of Gearlocs in Party (e.g. Day 4 x 3 Gearlocs would be 12 Baddie Pts)

Step 2: Draw Baddies to equal Baddie Pts using highest Pt Baddies possible (e.g. 12 Baddie Pts means two 5Pt Baddies and two 1Pt Baddies).

Step 3: Stack ‘Em (e.g. two 1Pt and two 5Pt Baddies would be stacked top down: 5, 5, 1, 1).

Easy! Don’t forget to factor in any other Encounter requirements or Skill modifications that could affect this number. Sometimes, this can affect your Baddie Pts total BEFORE you draw your Baddies (e.g. going from 18Pts to 20Pts has a HUGE effect on which Baddies will be fought). Other times, Baddies are added to your BQ AFTER it’s been

created. All of this is determined and explained on your Encounter Card, so read it carefully! Unless otherwise stated, Baddies added to the BQ are added in their appropriate position in the stack (e.g. an added 20Pt Baddie goes on top, an added 1Pt Baddie goes to the bottom).

▶ Building a BQ

The following are examples of what building a BQ might entail for a party of 2 on Day 4:

- BQ: Baddie Pts, add # ⚔️ equal to party size (e.g. Build BQ using one 5Pt Baddie and three 1Pt Baddies, then add ⚔️ ⚔️ to the top of the BQ).
- BQ: Baddie Pts, add # Pts equal to party size (e.g. Build the BQ using two 5Pt Baddies).
- BQ: Baddie Pts, incl. 🌀 (e.g. Build BQ using one 5Pt Baddie, then add one 🌀 to the bottom of the BQ). **NOTE: For incl., you will subtract 3 Baddie Pts for each 🌀 you include. Do not use more 🌀 than Baddie Pts allow.**
- BQ: ½ Baddie Pts (rounded up) (e.g. Build BQ using four 1Pt Baddies).
- BQ: Baddie Pts, use 🐾 to create BQ before using other Baddies (e.g. Build BQ using a 🐾 5Pt Baddie and three 🐾 1Pt Baddies). This may require shuffling in defeated Baddies or using out of play Baddies.
- BQ: Baddie Pts. Party of 1-2: Add four 1Pt Baddies to BQ (e.g. Build BQ using one 5Pt Baddie and three 1Pt Baddies, then add four 1Pt Baddies after the other 1Pt Baddies).

▶ Battle Set-up Sequence

Now that you understand BQ basics, let’s go through the battle set-up from start to finish.

1. Trigger “Before Battle” effects and Skills such as Stanza’s Luitar Skill.
2. Use Encounter Card instructions to build your BQ and add Obstacles.
3. Place top Baddie from BQ in its appropriate lane and Battle Mat position (also its HP, Lane Marker, and Ini Die). Continue placing Baddies until there are 4 on the mat or the BQ is empty. *See page 18 for more on Baddie placement and Ini.
4. Roll party’s Ini Dice. Add them to Ini Meter.

5. Place Party Members onto Battle Mat in appropriate positions (with existing HP).
6. Make sure your Round Counter Die is set at R1.
7. Trigger "Start of Battle" effects and Skills such as Gasket's "Steambot" Innate.

You are ready to battle! Each unit will now take its turn, starting with the left-most (top) Ini spot!

IN BATTLE: BQ

▶ BQ in Battle

During battle, you may still have Baddies in your BQ (due to having more than 4 Baddies to start or from Skills like Signal, which calls more Baddies to the BQ). These Baddies will not join the battle until there are fewer than 4 Baddies on the Battle Mat. If that is the case, after End of Round, the Baddie(s) from the top of the BQ will join and assume the first available Lane Marker(s) and Ini Dice (see page 18, "Ini Dice During Battle").

Place the Baddie in the lane that matches its Lane Marker and on the position matching its Attack Form. If that position is occupied, the Baddie will instead take the first available Baddie Position (starting with Lane 1 and working up) that matches its Attack Form. Then, it will try lanes of the other Attack Form (again, starting with Lane 1).

Each time a  or  enters the Battle Mat, roll a D6 and place it on rolled # Starting Position. If position is occupied choose the next # up in sequence that is available (e.g. If 6 is occupied, unit goes to 1, if available).

IN BATTLE: GEARLOC TURN

Gearloc Movement and Targeting

Melee Gearlocs may use # Dex to move # adjacent (diagonal after R5) positions and target 1 adjacent Baddie each turn. Ranged Gearlocs may use # Dex to move # adjacent (diagonal after R5) positions and may target 1 Baddie anywhere on the Battle Mat each turn. No "line of sight" is needed.

Melee-Ranged Gearlocs (e.g. Gasket, Duster) may use # Dex to move # adjacent (diagonal after R5) positions and target 1 adjacent Baddie each turn. Use the Gearloc Reference Sheets to learn how some of these hybrid Gearlocs may be able to target non-adjacent Baddies on the Battle Mat.

*Some Gearloc Skills may allow for selecting non-target Baddies, Battle Mat positions, or even multiple Baddies!

During water battles () , Party Members may not intentionally move into a Krelln Starting Position. Should a Party Member find itself in one (via an Encounter or Baddie Skill), it must spend +1 Dex to "board the raft" (move out of this position). Additionally, moving onto a position with a Wreckage Chip costs +1 Dex (this means it's possible that it costs 3 Dex to move out of a Krelln Starting Position: 1 Dex for movement + 1 Dex for Wreckage +1 Dex to board raft). While a Gearloc is in a Krelln Starting Position, it cannot spend Dex in any other way until after it boards the raft.

During land battles () , Party Members may not intentionally move into a Mech Starting Position. Should a Party Member find itself in one (via an Encounter or Baddie Skill), its first moved position cannot be a Mech Starting Position.

▶ Gearloc's Turn Sequence

* **Loot:** Unless otherwise specified, use loot anytime during your turn (even before triggering Effects).

1. **Start of Turn:** Be sure to trigger any Effect Dice on top of your Gearloc Chip.
2. **Move Gearloc:** You may use # Dex to move # adjacent (diagonal after R5) available positions.
3. **Determine Target:** Select a target for your Atk Dice, Skill Dice, and/or BP as needed.
4. **Select and Roll Dice:** Your remaining Dex represents how many dice you may roll. The dice you may choose from are determined by your current Atk Stat, Def Stat, and available

Skill Dice (e.g. If you have a current Atk Stat of 2, Def Stat of 1, and 3 available/rollable Skills, you have 6 dice you can choose from to roll. If your Dex is 3 and you did not move this turn, you can only choose 3 of those 6 dice options). All selected dice must be rolled simultaneously.

5. **Resolve the Roll:** *See next section.

6. **Baddies React:** Sometimes Baddies have Skills that trigger after they are attacked.

7. **End of Turn**

Resolving the Roll

Note: As a Gearloc, you do not need to use the result of any dice you roll unless the Profession or rolled icon rules state otherwise. For instance, if you roll Atk Dice successfully and then realize you are attacking Goblin Devastator with Detonate and don't want to hit it yet, you do not need to use your result. Or, if you roll D-Cells Skill Die (Duster) and the result is a 1 charge instead of 3 charges, you can choose not to place that Skill Die in an Active Slot and place it back in its slot in your Skills Area (Dex is still counted for the roll).

After your dice are rolled, feel free to do any of the following, **in no particular order**:

- **Resolve Target Dmg and Effects:** Deal  Dmg and any other Dmg results or effects from your Skills to your target.
- **Resolve Non-Target Dmg and Effects:** Some Skills may apply to non-target units. Others may be Instant Skills that do not apply to other units at all. Go ahead and use these Skills as desired.
- **Allocate Active, Locked and Backup Plan Dice:** Place any rolled  you want to use into open Active Slots. You may also place any applicable Skills into your Active (or a Gearloc's Ally Active) and Locked Slots. Also, you may place  in Backup Plan slots as desired.

- **Use your Backup Plan:** You may use your BP only once per turn. Remove #  to use BP Skill that costs #.



IN BATTLE: BADDIE TURN

Baddie Skills

All Baddie Skills are unique and trigger at very specific times throughout the battle depending on the Skill. Be sure to review all Skills of Baddies as they enter the Battle Mat so you know when they apply. For Baddie Skills that require a target, that target must be within attack range in order to apply that Skill (e.g. Poison, Mischief, etc).

Baddie Movement and Targeting

 Baddies do not move and can target any opposing unit on the Battle Mat.  Baddies may move up to 2 adjacent (diagonal after R5) available positions per turn. They will always target and move toward the closest opposing unit (route with fewest available positions). If there is a tie for "closest," use its  (discussed on page 15) to determine which unit it pursues. If still a tie, party chooses the target. A  Baddie will always take the shortest possible route toward an available position adjacent to its target. If there are multiple possible shortest routes, party chooses which it will take. If there are no routes to any targets, the Baddie will not move. A Baddie does not move if it is already adjacent to an opposing unit.

 do not move like conventional Baddies. They cannot leave the Krelln Starting Positions intentionally, effectively requiring them to stay "in the water." At the start of a  turn if it has

no opposing unit to target, it will move to the next # Krelln Starting Position up in the sequence. At that point, if it has an opposing unit to target, it will attack as normal. If it doesn't, it attacks an adjacent raft position with no Wreckage (if more than one, party chooses). If the attack on the raft position is successful (rolls at least 1 Dmg), add a Wreckage Chip there.

If a  is forced onto the raft (through Skills), it can only move 1 position toward nearest Krelln Starting Position each turn. Once it re-enters the water, it may use Skills and Atk. Non- Baddies cannot be displaced into a Krelln Starting Position for any reason.

 behave very much like conventional Baddies. They may move through and onto any available position on the Battle Mat, including Mech Starting Positions. No other Baddies can enter these positions intentionally. If a non- Baddie is displaced into one, it must use its first moved position to move out of Mech Starting Position (though it will remain in place if it has a valid target without moving).

▶ **Baddie's Turn Sequence**

1. **Start of Turn:** Effects trigger. Resolve applicable Effect Dice sitting on the Baddie Chip (e.g. Bleed, Poison, Disable, etc).
2. **Determine Target(s).**
3. **Move:** Move Baddie if  and not adjacent to an opposing unit (see Movement and Targeting above).
4. **Skills:** Any Skill for this Baddie that does not list a specific time it happens should be resolved now, if possible.
5. **Roll Dice:** Roll all of Baddie's inactive Def Dice and also roll its Atk Dice (only if target is within attack range). *If Baddie can target multiple units () and they are in attack range, roll its Atk Dice for each.
6. **Resolve the Roll:** In order – place rolled  on Baddie, apply total rolled  to target, and resolve any  triggered Skills. Tyrants will then resolve their Tyrant Die result (if applicable).
7. **Gearlocs React:** Don't forget to trigger Gearloc Skills if they apply!
8. **End of Turn**

KO'S AND WIPES

▶ **Getting Knocked Out**

Getting "KO'd" during battle is going to happen to you. It's not unusual, especially if you get a nasty roll! Do not be discouraged by this! KO's are an inevitable part of being a fearless Gearloc!

If you are KO'd (lose your last Health chip), your Gearloc Chip and Ini Die come off the Battle Mat immediately and are placed in your Gearloc Prep Area. All slotted Active, Locked, and Backup Plan Dice are removed (Skills are Exhausted) from your mat. Loot stays with you but is not usable while you are KO'd. *Certain Gearlocs have Skills that can revive KO'd Gearlocs. These Skills are specifically defined on those Gearlocs' Reference Sheets.

Full Party "Wipe"

If your entire party runs into bad luck and all Gearlocs are KO'd, the battle immediately ends, but the Adventure continues! Skip the Reward Phase and move directly to the Recovery Phase for that day. Unless you have loot that grants HP, each Gearloc will likely have to choose "Rest and Recover" as their individual choice option during this phase.

BATTLE RESULTS

Successful Battle

Remove all dice from each Gearloc's Active Slots and BP. Dice in Locked Slots may remain. Place all Exhausted Skill Dice back into the Skills Area. Remove any remaining Buff HP from Prep Area. Place all Party Members, with their remaining HP, back on their own Gearloc Prep Area and move to the Reward Phase.

*Game Phases are discussed in detail on pages 8 and 9.

Unsuccessful Battle

Remove all dice from each Gearloc's Active Slots, Locked Slots, and Backup Plan. Place all Exhausted Skill Dice back into the Skills Area. Remove any remaining Buff HP from Prep Area. Place KO'd Gearlocs on their Gearloc Prep Area (if not there already).

Place any undefeated Baddies face down on the bottom of their appropriate Active Stack and move directly into the Recovery Phase.

IMPORTANT:

Now that you understand the basics of battle in Undertow, we can't forget to talk about the best part...the spoils! This section is short but is packed with lots of final details you won't want to miss!

Go ahead and grab a Loot Card, a Trove Loot Card, and your 4 Lockpicking Dice. Also keep your GARG handy!

Once we are done here, it's on to an actual playthrough. You are almost there!

LOOT/ TROVE LOOT

In order to have a chance at taking down a Tyrant, your party will need to find some Loot and, if lucky, some Trove Loot along the way. Here are a few details about both:

- There are two kinds of loot: Loot and Trove Loot.
- You are limited to 4 loot per Gearloc at any time (when exceeded, choose 4 to keep, and discard remaining).
- Turn a loot card with multiple uses to show it has been used (start with highest #).
- After fully using loot card, discard it.
- Unless stated otherwise, outside of battle, loot can be used or discarded at any time.
- During battle, if not specified otherwise, loot must be used on your turn.
- Trove Loot should remain "chest" side up until fully opened through successful Lockpicking Attempts (this counts as a loot).
- Used Single-battle loot stays on your Gearloc Mat's Prep Area until End of Battle.
- Some unique Encounters and Campaign Cards may need to be used as Loot (place in Loot Area).
- **Heavy:** Counts as 3 loot.
- **Permanent:** Do not discard when used.
- **Backup Plan Extensions** grant additional BP Skills that you may use  for. Using this counts as using your BP for this turn.



As you unlock Trove Loot, you can keep track of the locks you've solved by connecting the pipes to your Gearloc mat! One pipe connected means you solved one of the three locks, and so on! Solve all three? That means it's unlocked. Flip it over and take it for a spin.

Calm down, it wasn't that hard. Better Trove Loot is usually tougher to unlock.



LOCKPICKING

▶ The need for Lockpicking can come from a random Encounter or any Trove Loot you manage to get your hands on. There are 4 Lockpicking Dice used in this process consisting of 1 Intuition Die and 3 Action Dice. You can learn more about how these work on the GARG.

Each Gearloc will have an opportunity to make 1 Lockpicking Attempt per day on any discovered Trove Loot during the Recovery Phase. If you manage to solve only the 1st or 2nd lock during an attempt, those locks remain solved, giving you a head start on your next attempt. Also, your Lockpicking Attempt can be used on someone else's Trove Loot instead of your own if you see that as more beneficial.



MISC.

Buff HP

Add # HP to a Gearloc's Prep Area. When taking Dmg, remove from Buff HP before removing HP from the Gearloc. Def Dice take effect before removing Buff HP. Buff HP is not counted towards Baddie targeting choice (strongest/weakest) or removed with True Dmg. You can have multiple Buff HP active at the same time.

D6 (deep blue & black marbled with numbers)

Use this specific die for any situation requiring the use of a D6.

Damage Types

Damage (Dmg): Amount of HP to remove from target. This can be mitigated by Def Dice, Skill: Hardy, etc.

True Dmg: Amount of HP to remove from target regardless of Def in play. Only in cases where Skills directly affect True Dmg can this number be modified, such as Skill: Hardy.



Dangerous Darts (Choice on some Encounters)

Each player and opponent starts with 10 HP. Between **Atk Dice**, **Def Dice**, and **Status Effect Dice** (the *Poison, Weaken, and Stun Effect Dice*), players must choose 3 dice but no more than 2 of any kind. You will roll the same dice each turn. Non-Gearloc opponents always choose **2 Atk Dice** and **1 Status Effect Die** (the *Poison, Weaken, and Stun Effect Dice*).

Once dice are chosen, the game begins with your opponent rolling their 3 dice (*Gearlocs always go second*). Take turns rolling available dice. Apply rolled Def Dice to self. Deal Dmg and apply rolled Status Effect Dice to opponent (*Poison, Weaken (player's choice), Stun*).

✂ are used for the Dangerous Darts Backup Plan (must be used the same turn they are rolled – no storing up!). Only Gearlocs may use this!

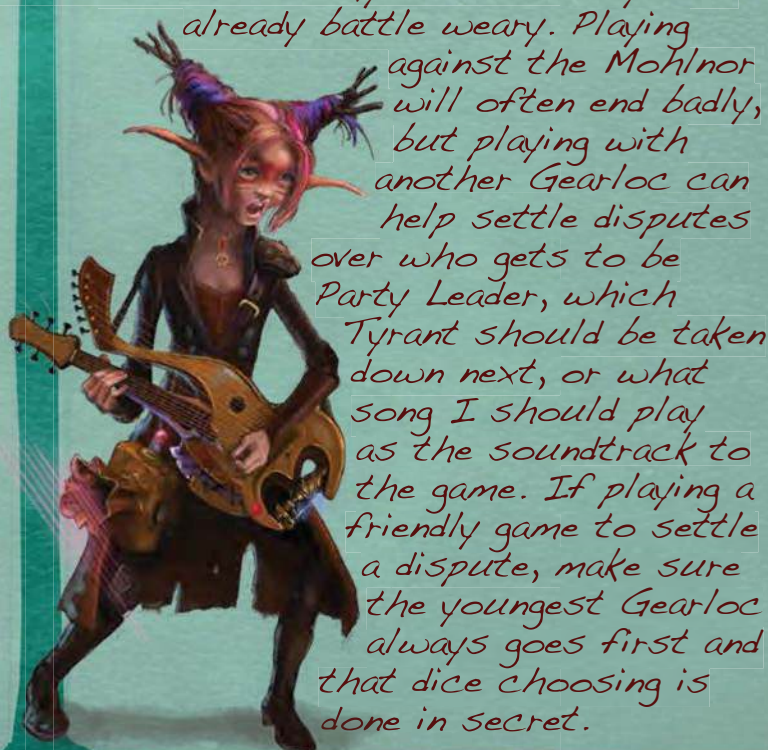
✂ – Remove an applied die from self or opponent (Effect or Def).

✂✂ – Stun opponent until the start of your next turn.

✂✂✂ – Instant Knockout – You win!

Remove all your opponent's HP to win!

Oh goodie. Dangerous Darts. The Mohlnor never allow a fair fight. That said, it can be a quick way out of a sticky situation if you're already battle weary. Playing



against the Mohlnor will often end badly, but playing with another Gearloc can help settle disputes over who gets to be Party Leader, which Tyrant should be taken down next, or what song I should play as the soundtrack to the game. If playing a friendly game to settle a dispute, make sure the youngest Gearloc always goes first and that dice choosing is done in secret.

Day Counter (Chip and Card)

At the start of each day, rotate this chip by 1. This happens regardless of whether your previous Encounter was successful or not. You must challenge and defeat the Tyrant before the Day Counter exceeds the Tyrant's



 *If Encounter requires you to immediately find and proceed (yet today) to another Encounter, do not increase Day Counter.

Effect Dice

These dice are used to help remember when a specific Effect is in use or applied to a unit on the Battle Mat. There are two different Effect Dice covering many different Effects that can be found in Too Many Bones. Not all of these are necessarily found in Undertow. Place this die on the Baddie or Gearloc Chip to show the Effect is Active. There can be at most 1 of each Effect on any unit. If a second of the same Effect would be applied, the new Effect replaces the current one. Some text may refer to “negative Effects,” those considered negative are: Poison, Weaken, Stun, Disable, and Terrify.



Loot Die

If Loot Die is on Battle Mat, a Gearloc adjacent to position with Loot Die may spend 1 Dex any time on their turn to pick it up. When picked up, immediately roll it and gain results. Units can be on the same position as a Loot Die.

-  Heal yourself for 2 HP. Draw 1 Loot.
-  Heal yourself for 2 HP. Acquire a Consumable Die of your choice.
-  Draw 2 Loot.
-  Draw 1 Trove Loot.
-  Shuffle *Special Encounter – The Ebonite Doorway* into Encounter Deck, if not already shuffled in or completed (otherwise, this result does nothing).

Progress Points (Pts)

Progress Pts  represent the party's advancement toward the Tyrant. Stack all

successfully completed Encounters, with their  showing, under the Tyrant Card to easily reference how many Progress Pts your party currently has. Once you earn enough Progress Pts to equal or exceed the  shown on your Tyrant, you may choose to face the Tyrant instead of drawing an Encounter during your next Encounter Phase.

Reviving a Gearloc

Any Gearloc that has been KO'd may be Revived with a Skill. When a Gearloc is Revived, set its HP to # shown on Skill, and it re-joins the battle after the end of the current round. Remember, anytime a Gearloc enters the Battle Mat after R1, it will assume a Starting Gearloc Position and be placed at the top spot of the Ini Meter.

Taking a Turn for a Baddie

There are times in which you may need to take a turn for a Baddie. This does not take the place of the Baddie's turn, but rather allows you to take an additional turn immediately using that Baddie. When taking this turn, treat this Baddie as an Ally. Gearlocs will move Baddie (up to 2 spaces), assign target(s), use Skills, and roll Atk/Def Dice as shown on chip. All of these are optional.

Training Points (Pts)

A Party Training Pt (🔧) is earned through the successful completion of Encounters. When a 🔧 is earned, each Gearloc gains a Training Pt that can be used toward a Training Attempt of one of their Skills or Stats.

Training HP, Dex, or a Skill will always succeed. However, training in Atk or Def requires a successful attempt in order to increase this Stat. A failed attempt means you will be forced to train in something else with that Training Pt. The training process is covered in the Gearloc Mat section (page 10-11) and on the GARG.



PLAYING AS ABOMINATION

SPOILER ALERT: DO NOT READ THIS PAGE UNTIL INSTRUCTED TO DO SO BY AN ENCOUNTER IN THE GAME!

Read only if you completed the 3rd level of the Lab (Special Encounter – 012) by choosing to: Escape into the machine.

Now you've done it. It seems you've gone and permanently altered your body in an attempt to escape the labs. You now find yourself as the pinnacle of Nobulous' research and experimentation, The Abomination (Abom). You're in for a tough road, but the text below will guide you as you adjust to life in your new bio-vessel.

For the remainder of your Adventure, you'll be a strange and terrifying combination of both Gearloc and Tyrant. You'll use the Abom's Tyrant Chip, Lane 4 Marker Chip, the Lane 4 Ini Die (set to 4 as listed on chip), and have full access to Abom's Tyrant Die. You'll still apply any effects that reference being a Gearloc, but beware. You're still partially under Nobulous' control, and that could spell disaster in certain circumstances.

Abom will be treated as a fellow Gearloc by the party. Abom keeps any loot obtained as a Gearloc and can acquire and use loot just as any other Gearloc can. Abom still participates in the Recovery Phase, though it cannot using Training Pts. There are also some other interesting benefits to playing as Abom. Because it is a Mech, it is immune to Poison, Weaken, Terrify, Stun, Bleed, and even Fatigue! It also gains the usage of the Mech Starting Positions. Abom may start each battle in any Melee Starting Position (Baddie or Gearloc) or any Mech Starting Position. Abom can move freely in and out of the Mech Starting Positions during battle.

Abom's Tyrant Die is a part of each of its battles, even for you! Use the Abom Tyrant Card as a reference for your Tyrant Die results. The first time Abom enters the Battle Mat (use the Lane 4 Marker), the Tyrant Die is added to the bottom of the Ini Meter (and will remain on the Ini Meter until the end of the battle). This Tyrant Die is separate from and in addition to the Abom's Ini Die (Lane 4 Ini Die), and acts as Abom's autonomous programming (thus taking its own separate turn in battle). Roll this Tyrant Die once it is reached in the Ini Meter, apply the result, and then place it back in the same spot of the Ini Meter.

When playing as Abom, other Baddies will treat you as an opposing unit. Thankfully, Abom is always using the Lane 4 Marker (& Die) when in battle. This means only 3 Baddies are allowed on the Battle Mat at a time. This is true even if Abom is not on the Battle Mat – simply set Lane 4 Marker and Die aside until the next time Abom enters the Battle Mat!

Abom can be KO'd just like any other Gearloc by losing its last HP, but it can also be brought back into play via its Tyrant Die. It often re-enters the Battle by being added into the BQ (yes, even when playing as Abom). While Abom is in the BQ, it is still "in play". Therefore, the battle will not end while Abom is in the BQ. However, the instant Abom is not on Battle Mat or in the BQ it has no representation in the battle. This means when playing as a party of 1, the Abom Tyrant Die cannot send you to the BQ as the battle is already lost.

Special modification for final battle with Nobulous: If Abom has somehow managed to reach the final battle against its creator, a nasty surprise is in store for Nobulous. Contrary to normal set-up for the Nobulous battle, Abom does not start in the BQ, but rather on the Battle Mat with its fellow Gearlocs. Furthermore Nobulous, in his haste, will be placed on the bottom of the BQ (after building BQ) without waiting for Abom to fall in battle first.



CAMPAIGN MODE

For those of you who want to experience a longer and more complete journey, Undertow comes with a built-in Campaign. This mode gives you an opportunity to face multiple Tyrants, further spec out your Gearloc, and play out the full story we created for Undertow. *For those who have or are familiar with Age of Tyranny, this Campaign is quite different from AoT so be sure to read this entire section.

Days and Progress

The Campaign is a 3-Tyrant extended Adventure. The first Tyrant is always Barnacle; the second is drawn at random between The Goblin Queen, Vol'Kesh, or Kollossum; and the third and final Tyrant is always Nobulous.

Your party has 18 Days (18) to reach and defeat Nobulous. You may face Barnacle after 5 Progress Pts (5) are achieved. After each defeated Tyrant, Progress Pts are reset but Days are not. The second Tyrant may be faced after another 3 Progress Pts (3), and then Nobulous may be challenged after 4 more Progress Pts (4).

Campaign Set-up

To start a Campaign, select your difficulty (pg 29) and Gearloc(s), and then use Barnacle's Tyrant Card to set up your Encounter Deck, Baddie Active Stacks, etc. as if you were playing a single-Tyrant Adventure. In addition to normal set-up rules, locate and shuffle the 7 Campaign Cards and also set aside the 5 Epilogue Cards. You are ready to start your campaign!

Play to Barnacle normally with the only difference being that there is a max day requirement of 18. *While the max day requirement is 18, those unable to defeat Barnacle in 10 days will have a very hard time defeating Nobulous.

Defeating a Tyrant

Once Barnacle is defeated, locate its Epilogue Card and read it (front). Then, draw a Campaign Card, reading the front and gaining the rewards on the back. Campaign Cards grant you your first

Progress Pt toward your next Tyrant. They also offer other unique rewards such as Persistent effects and maybe even the die from the last defeated Tyrant (☹️)!

If awarded a Tyrant Die, choose a Gearloc to receive it and treat it as Loot: Permanent. Details on what this die does in the hands of a Gearloc can be found on the back side of that Tyrant's Epilogue Card (place card with Tyrant Die in Loot Area).

Continuing Campaign

Once rewards are gained, party takes a Recovery Phase, then draws next Tyrant or selects Nobulous (if this is the third Tyrant). Set-up for these Tyrants per normal, with the following adjustments:

- Day Counter is not reset and is rotated forward at the start of the next day.
- All remaining Encounter and Tyrant Encounter Cards from the previous Adventure are discarded, while any Special Encounters will remain to be shuffled into the next Encounter Deck that is created.
- When creating your new Encounter Deck, do not add Day 1 or Day 2 Encounters. Instead, draw # Encounter Cards equal to the Progress Pts requirement for that Tyrant (Second Tyrant: 3, Nobulous: 4), add Tyrant Encounters, and then add set aside Special Encounters back in. Shuffle these cards, and you are ready to continue.

Campaign Mode is the "canonical" way to play through the Undertow story. You'll go tentacle-to-tentacle with the legendary guardian of the Sibron, face one of 3 Tyrants fighting for power in Southern Daelore, and then have a climactic battle with Nobulous right outside The Break. While this is the way Campaign Mode is designed to be played, feel free to have fun and improvise with your own variants! Throw in a Tyrant from the original TMB for a wholly unique Adventure!



EASING INTO UNDERTOW

Southern Daelore is no cakewalk. In fact, some Gearlocs may struggle finding success even on Day 2 of their Adventure! Don't be disheartened! Undertow was designed to be quite challenging. We also understand that it can take some time to fully grasp the intricacies of Undertow and each Gearloc. Therefore, we have developed 3 difficulty levels to help you get your feet wet. We suggest that you start your Adventure in the first mode until you find yourself being challenged to a degree that is comfortable for you, and then adjust accordingly.

*Undertow is a game that requires you to learn and adapt. Oftentimes this learning comes through brutal battles and party KO's. If this is not your style of play or hampers your enjoyment of the game, hang out at the Adventurer level as long as you like, or feel free to modify it further! Bottom line, make sure you are enjoying the Adventure!

Adventurer – Use this mode when just starting out and learning the game.

- Add 2 to your Gearloc's HP Stat before starting Day 1.
- Gain 1 Training Pt before starting Day 1.
- If KO'd during your Adventure, dice in your Locked Slots may remain.

Heroic Adventurer – Use this mode when you have a basic understanding of the game.

- Add 1 to your Gearloc's HP Stat before starting Day 1.
- Gain 1 Training Pt before starting Day 1.

Legendary Adventurer – Use this mode when you are ready for the true challenge of Undertow!

- The ultimate test of Gearloc skill and mettle.
- No training freebies.
- Undertow, straight up.

STOP & READ!!!



The hard part is over! Overwhelmed? Take a deep breath and let Duster and me walk you through a couple of sample days. You'll be fighting and strategizing like a pro in no time. The best way to learn is one day, one skill, and one baddie at a time. So flip back to pages 6 and 7 and get your game set up. We'll be using Barnacle as our Tyrant, so prepare your Baddie Stacks accordingly. Then come on back and get ready to play!

LIVE BATTLE



Greetings, adventurer! Let's spin a tale, one that 'locs sing of when drinking their ale! The battle is pitched; to avoid a defeat, make sure you read both our Gearloc Reference Sheets!

Stanza, are you really going to narrate this whole battle in rhyme? I'd rather you didn't. In fact, as Party Leader, I insist you don't. Before any Gearlocs start their Adventure, they too must pick a "Party Leader" to make decisions when the group can't agree. In this particular Adventure, we're going after Barnacle, so make sure your Baddie Active Stacks are made up of Beast-Type (🐾), Goblin-Type (👹) and Scales-Type (🐉) Baddies. We'll probably be facing a few Mech-Type (🔧) and Krelln-Type (🔱) Baddies as well, so make sure those Baddie types are shuffled in their own, individual piles. Set your Day Counter (📅) at 1, and make sure your Encounter Deck starts with Encounters from Day 1 (📅) and 2 (📅) in order, followed by 8 additional shuffled Encounters that include 6 General Encounters and Barnacle's 2 Tyrant Encounters.



They're on Adventurer difficulty, Duster, don't fret! It's the easiest mode of this treacherous event! We each get +2 HP Stat as our lot, so place your Stat Die (value 2) in the slot!

She's annoying, but she's right. You'll also each get 1 Training Pt (🎓) to spend as you please. I never leave camp without my blade at the ready, so use my Pt to place Skill: Duster's Dagger in its slot on my Gearloc Mat.



I'll learn Skill: Under the Old Zelfey! You're now ready start the first day!

Day 1

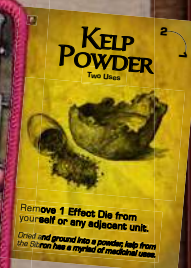
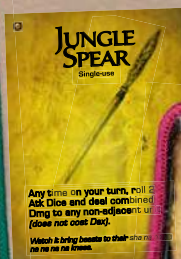
Time to kick off this Adventure by drawing the top card, Special Encounter 001 – Eat or Retreat. The party has decided it wants to get moving so it chooses Choice 1 – Keep moving. This is a peaceful Encounter with no requirements for success. This means the party can move right to the Reward Phase.

Stanza and Duster each draw 1 Loot; Stanza gains Loot: Jungle Spear, and Duster gains Loot: Kelp Powder. They each also gain 1 Dex (per their choice reward), so each Gearloc places a Stat Die (value 1) in the Dex slot; each Gearloc now has 4 Dex. They also each gain 1 Training Pt (🎓). Duster decides to start training her companion, Nightshade, so she learns the Skill: Promise of Prey (she already starts with Skill: Nightshade, per her Innate Skill). Stanza learns a new song from the Emo Screamer Profession line, Skill: Dissonant Dissidence. Each places their newly unlocked Skills in their respective slots on their Gearloc Mats. The final reward is 1 Progress Pt (📈) for the party. Place this card, with the point showing, under the Tyrant Card to track the progress of this Adventure! Only 4 more Progress Pts are needed (within 6 days) to take on Barnacle!



We're already done! You've completed the day! Except, but of course, the Recovery Phase. No need to trade loot, and nothing to Lockpick, so to our individual options we'll stick. Our HP is full; what's beyond is much scarier. I think it is best if we both Scout the Area.

Stanza's resorting to slant rhymes, I see. Okay, I rolled a 4 and revealed a 5Pt Primate Trapsmith, and Stanza rolled a 2 and revealed a 1Pt Kobold Collector. The kobold looks manageable, so we'll leave it on top of the stack, but I'd rather not deal with a Trapsmith at this point, so let's cycle it to the bottom. Things are looking safer out there already, so let's rotate the Day Counter to Day 2 (☀).



Your Gearloc Mats should now look like this.

Day 2

After a restless night, the party draws its next Encounter, Special Encounter 005 – Fish and Gearlocs Stink After Two Days. After discussing their options, the party is split; so Duster, being the Party Leader, decides on Choice 1 – To the raft. Go ahead and set up the Battle Mat to the side with a raft on it. This is a water battle (🌊).

Note:

A battle's difficulty greatly depends on the party size and Baddies you face! Certain days and Baddie combinations can result in a very tough battle! During battle, your Gearloc(s) may be Knocked Out (KO'd) from losing all HP. If there are no surviving Gearlocs at the end of battle (all Gearlocs KO'd), there will be no Progress or Rewards for that day, and the Encounter Card is discarded. You will begin the next day (increase Day Counter by 1) by drawing a new Encounter Card. Don't give up! Losing a battle (or failing a peaceful Encounter) is part of the Adventure!

Before entering any battle, size up the opposition by preparing the BQ. This is a multi-step process that involves party size, what day you're on in the Adventure, and any special rules in your Encounter. This time, this process is fairly straightforward: BQ: Baddie Pts, incl. 🌊. Remember, the Baddie Pt equation is **Current Day x Number of Gearlocs in party**. So for us, on Day 2 with 2 Gearlocs, our Baddie Pts are 4.





Normally we don't know what Baddies we'll fight, but thanks to my scouting, this turned out alright! Use the kobold to prepare your stack, then reveal a Krelln Lurer that goes on top of that!

Hold up Stanza, you've lost me. I'd better explain this. Since we were including the Krelln (and not simply adding it), we reduced our Baddie Pts for this battle from 4 down to 1. That's why we only add the 1Pt Kobold Collector to our BQ and then the 3Pt Krelln-Type (👁️).



Now, place the Baddies in order on the Battle Mat. The first Baddie will get the Lane 1 Marker and Ini Die, the second will get the Lane 2 Marker and Ini Die, and so on. Place each Baddie's HP stack first, then their corresponding Lane Marker, and then

the Baddie Chip itself. Krelln-Type (👁️) Baddies are placed differently than normal. Roll the D6 (we rolled a 2), and place the Krelln Lurer in the corresponding Krelln Starting Position. Since the kobold is a typical Melee Baddie, placing him in the Lane 2 Melee Baddie Position is easy. Don't forget, per the Encounter condition, the injured Krelln only has 2 HP.



(Start of R1)



If you're battling more than 4 Baddie things, the extra foes will wait face down in the wings. At round's end, if 1 Baddie has been defeated, another comes out 'til the BQ's depleted! When a new BQ Baddie hits the table, use the first Lane Marker and Ini Die available.

That last line was really stretching it.



Earlier, we skipped over a couple of things for simplicity's sake, so let's circle back and cover them now. We start in the Before Battle phase of this Encounter, so Stanza rolls her Luitar Die and gains 4 Focus. Stanza, go ahead and put that die in your Prep Area to remind you of your current Focus amount.

Next, we'll move to the Battle Set-up Phase. When the Kobold Collector (after Krelln Lurer) enters the Battle Mat, it will use its Skill: Equipment to roll the D6. We rolled a 5, which gives the kobold an Eyeglass, increasing its Ini from 3 to 5 (manually adjust its Ini Die now). Duster rolled an Ini Die result of 3, and Stanza rolled a 2, so on the Ini Meter their dice will be third and fourth, after the Round Counter Die, Kobold Collector's 5 Ini, and the Krelln Lurer's 4 Ini.



Poor unfortunate rolls! So sad! A 2!



If you're making a pop culture reference, Stanza, I don't understand it. Okay, now that the Baddies are on the mat, let's place our Gearloc Chips (using the diagram on the previous page) and start this battle already!

Gearloc Placement and Ini Reminder

Gearlocs are always placed onto the Battle Mat after the Baddies. All Gearlocs roll their Ini Dice and place them into the Ini Meter, along with the Baddies, in descending order. Then, each Gearloc is placed, along with their current HP stack, onto a Gearloc position that matches its Attack Form.

First up is the Kobold Collector (remember, its Skill: Equipment gave it +2 Ini). It has Melee Atk Form, so it will move up to 2 positions toward the closest (no tie-breaker here needed to determine the weakest) opposing unit, Duster. There are actually 2 positions where the party could "lure" the Baddie—can you figure out which 2? Go ahead and move the kobold to one of these positions. It rolls 1 Def Die (🎲), successfully gaining 1 Def (🔱). The Def is placed on top of that Baddie Chip.

Next up is the Krelln Lurer. After checking for (and not finding) Gearlocs on Battle Mat adjacent to it, the krelln must move to next position. It moves from Krelln Starting Position 2 to 3. It now has a Gearloc for a target, which means the raft will not be wrecked this turn. It uses Skill: Shock, which means Duster must exhaust a Skill Die. Duster reluctantly chooses Nightshade, as she doesn't think the wolf will have a chance to come into play much this battle. The krelln also attacks Duster with 2 Atk Dice (🎲). It lands both successfully and deals 2 Dmg (🔱) to Duster (remove 2 HP).

Baddie Movement and Targeting Reminder

Melee Baddies may move up to 2 adjacent positions per turn. They will always move toward and attack the closest (route with fewest positions) opposing unit. If there is a tie for "closest," use its 🌀 to determine which it pursues. If a Melee Baddie is already adjacent to an opposing unit, it will not move. Ranged Baddies do not move and can target any opposing unit on the Battle Mat. Also, at the start of a 🌀 turn if it has no Gearloc to target, it will move to the next # Krelln Starting Position up in the sequence. At that point, if it has a Gearloc to target, it will attack as normal. If it doesn't have a Gearloc to attack, it still attacks an adjacent raft position with no Wreckage.

Ouch! That rotten krelln bit me in the arm and scared off my wolf! Time to hit back! I will stay put to conserve Dex and roll 1 Atk Die (🎲), 1 Def Die (🎲), Duster's Dagger and Promise of Prey. Hmm...I rolled 1 ✂, Bleed +1 Dmg (🔱), 1 Def (🔱), and Promise of Prey. I need to place Promise of Prey in one of my Locked Slots until Nightshade comes on to the Battle Mat to use it – even though it won't be on the mat until the next battle. My Def Die goes in my Active Slot, and my Bone (✂) goes in my Backup Plan. My Duster's Dagger result is applied by removing 1 HP from the krelln and placing a Bleed Effect Die (🔱) on top of its Baddie Chip.



Now, it's Stanza's turn.



Under the Old Zelfey, my love and I must go, but his face I shall not see again, 'til I join him down below...

Okay, she's too focused on the song to explain this part to you. At the start of Stanza's turn, she gets a chance to play some songs. As you heard, she has spent 1 Dex to play Under the Old Zelfey, placing the Skill Die in her Active Slot and gaining 1 Buff HP that is placed in her Prep Area. Then, she spends 2 Dex to move toward the kobold to take the heat off of me. Let's see...looks like she's spending her last Dex to roll Dissonant Dissidence – and she gains an Epic Drop! She rolls the Loot Die and finds that she heals for 2 HP (which has no effect, as she's already at max HP), and she gains a Consumable Die of her choice. By the way she's restringing her luitar, I can tell she's adding Skill: Luitar Strings to her Gearloc Mat. Since Dissonant Dissidence was rolled in the traditional way, it is now exhausted.



The Gearlocs have reached the end of the round. At this time, they would normally add Baddies that were waiting in the BQ to the Battle Mat using the first available Lane Marker and Ini Die (then add any Gearlocs if they were revived from being KO'd), but there are no Baddies remaining. The Start of Round rotates the Round Counter Die to R2, and the battle resumes at the top (left-most side) of the Ini Meter once again.

Kobold Collector is up again. Since it is already adjacent to an opposing unit (Stanza), it will not move this turn but will instead attack its only target. The kobold only rolls the 1 Atk Die (1d6) because its Def Die (1d6) is already in use (on top of chip). The kobold successfully rolls 1 Dmg (1d6). Remove 1 Buff HP from Stanza's Prep Area.

(Start of R2)

Now it is the Krelln Lurer's turn. At the Start of Turn, Effects trigger – which means that Bleed does 1 True Dmg (1d6) to this unit. Since this is the last HP that the krelln had, the Baddie is removed from Battle Mat and its Ini Die removed from the Ini Meter.

Duster is up. She spends 1 Dex to move adjacent to her target and spends the other 3 Dex to roll 2 Atk Dice (2d6) and 1 Def Die (1d6) against the kobold – Duster must remove a Def Die from an Active Slot to roll it (she is looking for Bones). Duster successfully rolls 3 Dmg (3d6) and 1 Def (1d6)! Place Def Die in Active Slot, and remove 2 HP and the Def Die (which is now available to be rolled again) from the kobold.

Stanza is ready to finish the battle! She rotates her Under the Old Zelfey Die down



to Vamp (since rotating to section 2 would actually heal the kobold and Duster, as it affects all units, and she doesn't want that). Even though she is "using" 1 Focus to Vamp (remember, Focus is not a consumable resource, but rather a constant, which is why she still has 4 Focus), Stanza still has 4 Dex to use now. She is already next to the kobold, and she only has 1 Atk and 1 Def Die left to roll; so she spends 2 of her remaining Dex to roll both, successfully rolling 1 Dmg (1²) and 1 Def (1²)! After she applies them, the last Baddie is defeated.



Hurrah! We have beat them; the enemy's dead! And us with no hair out of place on our heads! We must clear from the mat, since the battle's complete. Place our chips in the Prep Area (with current HP). Next is Recovery, but your guide is all done! Keep on fighting 'til victory o'er Tyrants is won!



GETTING TECHNICAL

Undertow has a lot of intricacies. We've found that oftentimes rephrasing certain rules can be helpful for players' understanding. Below are some common questions and edge cases you may encounter, along with an explanation of how they are handled. Still have a question? Make sure to check out the Too Many Bones and Undertow searchable knowledge base at chiptheorygames.com/support. Here you'll find answers to many questions about specific Gearloc Skills, tricky Encounters, and lots of other helpful information. We add to the knowledge base regularly – feel free to submit a question for us to add!

- **Atk and Def Dice in Backup Plan: Do Atk and Def Dice in my Backup Plan count against my Attack and Defense Stat?**

No, Atk and Def Dice in your Backup Plan do NOT count against your Atk and Def Stat, meaning they do not count against the # of Atk and Def Dice you can roll on your turn.

- **Backup Plan Extensions: How does a Backup Plan Extension work (found on certain Trove Loot)?**

A Backup Plan Extension is an item that gives you more Backup Plan options. Just like your Gearloc's current Backup Plan Skills, there is a  cost involved when using this new Backup Plan Extension. That cost is listed on the card.

- **Baddie Movement/Targeting: What happens if a Melee Baddie targets a Gearloc that is completely surrounded?**

This should never happen. Melee Baddies will not target an opposing unit it doesn't have a route to. If the closest opposing unit does not have an open adjacent position, then the Baddie will target the closest opposing unit that does.

- **Poison: How does Poison work if I'm hit with it multiple times?**

Poison is not cumulative. Rather, the counter will always be set to the more recent Poison Effect value being applied. For example: If you have a Poison 2 Effect Die on you and a Baddie with Poison 1 targets you with that Skill, your Poison Effect Die should be set to 1. The reverse is also true: Poison 1 is increased to Poison 2 if a Poison 2 Baddie targets you second. As a general rule, a unit can have only 1 of any given Effect on it at a time.

- **Search for Loot: Can a partially "used" loot (one with multiple charges) be discarded to Search for Better Loot?**

Yes. As long as the Loot or Trove Loot takes up a spot in your Loot Area, it counts as a "loot" for situations such as this.

- **Multiple steps in a single phase: When more than 1 thing happens during the same phase, how do we know which order things are processed?**

For all instances, when processing multiple things within a phase, it's player's choice. This goes for Gearlocs and for Baddies (use this to your advantage)!

e.g. Stanza has a Poison 1 Effect Die, has Loot: Kakler Nest, and has learned Skill: Siege of Caron – As it is Stanza's choice, she chooses to Intro Siege of Caron before processing the Poison 1 Effect Die, removing that die with the Skill. Then Stanza uses a single charge of her Loot to also heal up for 2 HP.

- **Targeting: Can I choose one target for my Atk Dice and a different target for my Skill Die and a different target for my damaging Backup Plan?**

No. You only get one target per turn, which is declared before you choose which dice are rolled. Any Skills, Backup Plan choices, or Atks that have the word "target" in their description must be used on the same target in a given turn. That being said, if a Skill or Backup Plan does not use the term "target" (such as Duster's Throwing Knife Skill), then that Skill or Backup Plan does not need to be used on the same Baddie as your target.

- **How do I add Barnacle's Tentacles to the Battle Mat and BQ?**

Tentacles being placed directly on the Battle Mat are placed in the order listed on the Encounter Card. Tentacles added to the BQ are added in a random order.

- **Baddies cannot pass through other Baddies during movement. What about moving diagonally past 2 adjacent Baddies?**

This is allowed, as it is not considered passing through a unit. The Baddie is simply moving between them.

- **Atk and Def Dice Pool: What is a dice pool? What if all Def Dice are in use?**

Your party shares the same general Attack and Defense Dice (white) that are used by the Baddies. This pool is not meant to be limited. Once in a great while, the Def Dice pool may run out (from dice on Baddies, Gearlocs, or in Backup Plans). If a Gearloc runs out of Def Dice to roll, others should exchange Def Dice ☒ in their Backup Plans for Atk Dice ☒ to free up dice for rolling.

- **Attacking: What does it mean to "Attack" (for Baddies and Gearlocs).**

Attacking is the act of rolling Atk Dice (white) on a target. Rolling Skills is not considered an "Attack" even if Skills do Dmg.

- **Baddie Active Stacks: I had to search for a Baddie in my Active Stacks, what happens now?**

Some Encounters require you to face a specific Baddie or type, once found, shuffle your Active Stacks (except for any scouted Baddies) and place your scouted Baddies back on top of the stacks.

- **What happens if a Baddie is removed from the Battle Mat for any reason?**

Baddies can be removed from a battle and put back in the BQ for various reasons (Ghillie's "Lure Away" for example). When this happens, any effects are removed from Baddie, Baddie health is recovered, Ini Die is removed and reset according to Ini Dice During Battle Rules (page 18) and Baddie is placed back on the Battle Mat under normal Baddie BQ – In Battle rules (page 21).

- **KO'd Gearlocs: When I am KO'd, can I do anything at all?**

When KO'd, you've been knocked out and cannot contribute to the battle any longer unless you are Revived (a unique Gearloc Skill your party may or may not have access to). Usually, when a player is KO'd, they become the person that rolls for and moves the Baddies. This helps move the battle along. Or, it's time to get yourself some popcorn.

- **Multi-target Target Selection: If a Baddie has multiple targets (☒) or (☒), who will it target first?**

This Baddie will target the weakest, then the next weakest. On ties, party can choose.

- **Rolling Attack Dice: As a melee unit, can I roll Atk Dice (for a chance to roll Bones) even if I'm not adjacent to a Baddie?**

No. Gearlocs, like Baddies, must have a target within attack range in order to attack (roll their Atk Dice).

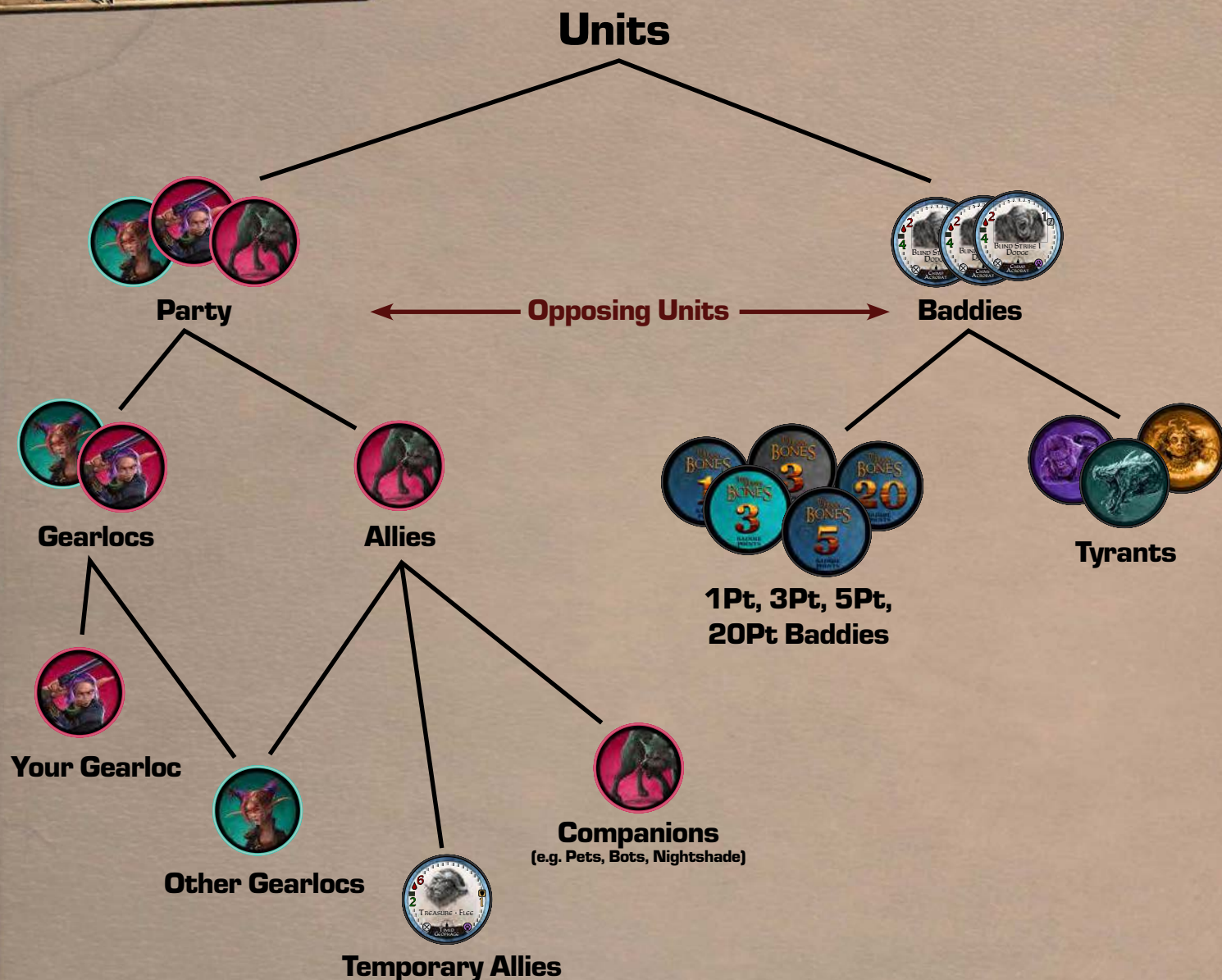
- **Units with Untargetable Effect Die: Can units with Untargetable Effect Die on it still be damaged?**

Yes. They cannot be targeted but they can still take damage in other ways.

Further FAQs can be found on our website here: toomanybones.com/rules

BoardGameGeek is also a great place to ask your rules questions!

UNITS EXPLAINED



Units

In Undertow, a **unit** refers to any playable chip in the game (*does not include Lane Markers, Day Counter, or Health Chips*). All units fall under two categories: **Party** and **Baddies**. These two categories, in relation to one another, are referred to as **Opposing Units**.

Included in the **Baddies** category are all 1Pt, 3Pt, 5Pt, and 20Pt Baddies, as well as all Tyrants.

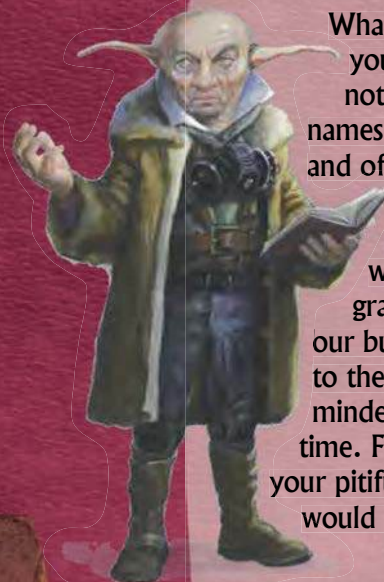
The **Party** falls under two categories: **Gearlocs** and **Allies**. The **Gearlocs** category contains all Gearlocs: yours and all of the other players'. The **Allies** category also includes all other Gearlocs, as well as Temporary Allies and Companions.

In the example above, if you are playing as Stanza, she would be Your Gearloc. All text referring to Your Gearloc or Gearlocs would be referring to her. Duster would be another member of your Party, as well as a Gearloc. The Timid Geophage would be an Ally, but only when the card "Betting the Farm" allows you to take control of it. Nightshade would be both a Companion and Ally.

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What are you doing back here? Were you expecting something? There's nothing here but some feeble human names. They appear to be insignificant and of little import. History will forget these fools, the same way it forgets all humans. They are a weak and cowardly race, lacking the gray matter to contribute anything to our burgeoning society. Pay no attention to these imbeciles; they are simple-minded wretches who have wasted your time. Find something else to entertain your pitiful mind. I imagine a simple riddle would be enough.

—Nobulous Grint



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Think we could explain something better in our rules?
We are open to suggestions at toomanybones.com/rules.

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