EMPYREAL
Spells & Steam

OPERATOR'S

MANUAL

EMPYREAL Spells & Steam

EMPYREAL: SPELLS & STEAM IS A GAME OF RAILWAY BUILDING, COMPANY DEVELOPMENT, AND CONTRACT FULFILLMENT IN AN EARLY-INDUSTRIAL FANTASY WORLD.

As a captain of industry, it's your job to bring the industrial age to this world of magic. Build railways to connect key resources to your network, then supply them to cities around the world.

Each magical resource you harvest will enable new technological developments that improve your capabilities. Each contract you fulfill will build up your company's infrastructure, leading to the development of new company-specific powers. Mine mana from the land to enable the construction of more lines, balancing the opportunities of the moment against the depleting environment and the machinations of your competitors.

ONLY THE SAVVIEST AND MOST CREATIVE INDUSTRIALIST WILL BE ABLE TO LEAD THE WORLD OF INDINES INTO THE MODERN ERA!

DESIGNER'S FOREWORD

Thank you for the interest and support for Empyreal: Spells and Steam! My goal as the designer for Empyreal was to make a train game that truly stands out in the large and crowded genre of train games. In that, with the help of the amazing artists and developers from Level 99 Games, I believe I have succeeded.

The first thing that sets Empyreal apart is the setting. Level 99 has set the game in the rich Indines world of BattleCON and Argent fame. This has allowed us to build a deep lore for the various companies and characters in the game. The second strength of Empyreal is the unique mechanics. By customizing and building your engine (pun intended) in a myriad of different ways, Empyreal allows you to try many different combos and execute a unique strategy in each play, and this really sets itself apart from most other train games which mostly focus on only route building and/or pick-up and deliver. This builds into the third strength, replayability. In true Level 99 fashion, there are many ways to play and many different parts of the game to explore so that each play will be very different from the last.

Empyreal has been in development continuously for over 3 years now, and I've poured a lot of blood, sweat, tears, and hours into creating the game. I'm proud to be working with Level 99 to bring you this excellent production, and hope it will give you many hours of enjoyment!

Trey Chambers, Designer

EMPYREAL Spells & Steam

IS PART OF THE
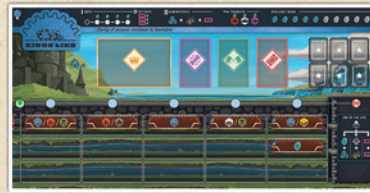
WORLD OF INDINES

Indines is a vibrant and diverse fantasy world that comes to life through an ever-growing line of games.

Meet your favorite characters from Empyreal again and continue the story in BattleCON and Argent: the Consortium.

COMPONENTS

6 Company Folios

6 Terrain Boards

210 Train Car Minis *(35 each)*

8 Captain Placards

67 Spellcar Tiles

51 Specialist Tiles
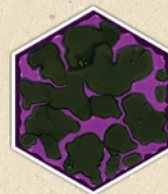
20 Wasteland Tiles

210 Goods Tokens *(35 each)*

30 Demand Tiles

10 Award Tiles

12 City Stands

6 Conductor Pawns *(1 each)*
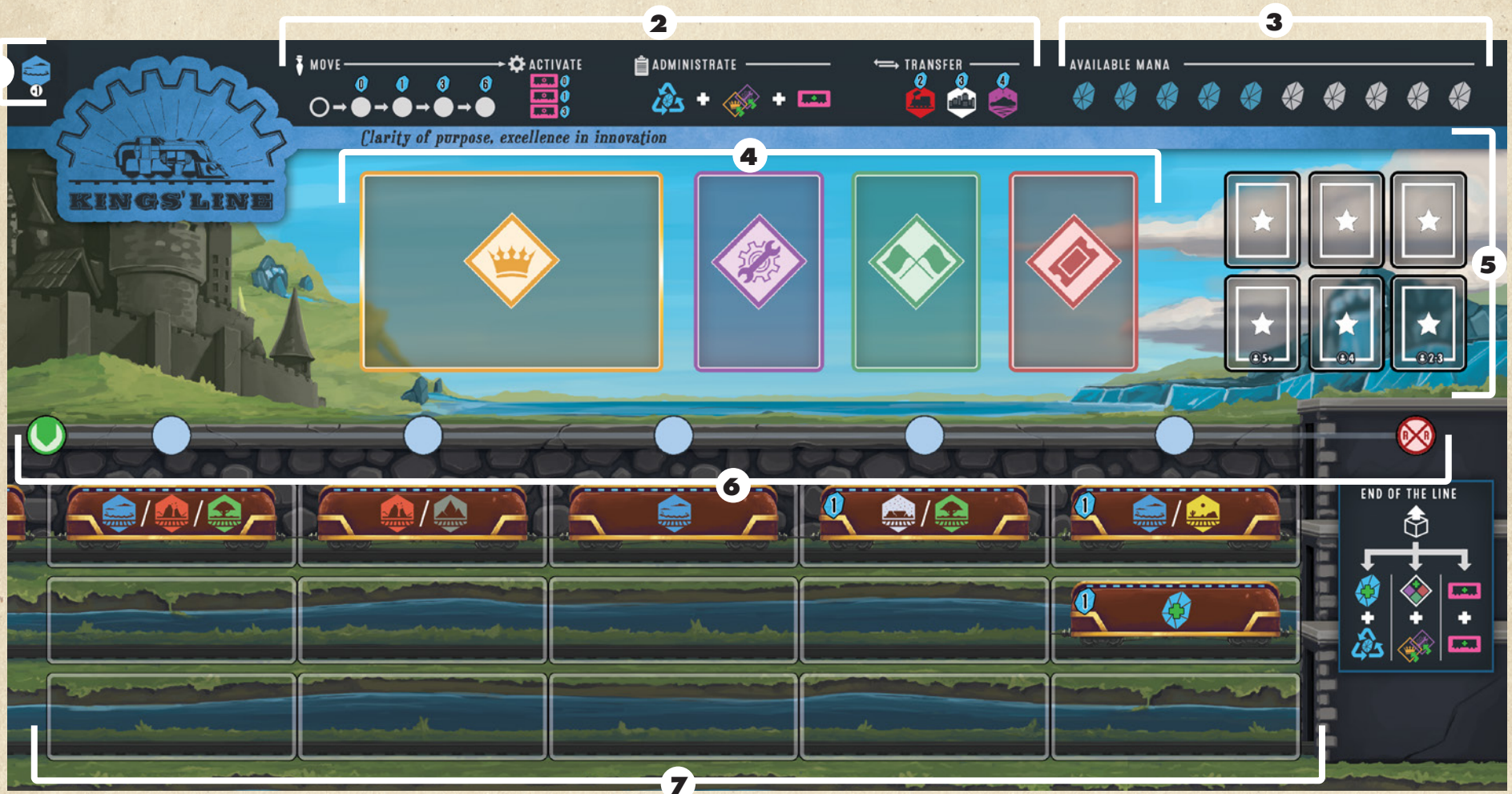

60 Mana Crystals

1 Start Player Token

INSIDE YOUR COMPANY FOLIO

Your Company folio is where most of the game's decisions are made.

It tracks your available actions, mana reserves, Spellcars built, and demands fulfilled.

Though folios may look quite different and have different Spellcars, all the elements are organized the same way for each Company.

As you collect and deliver Goods, you'll add them to your folio. You don't have to keep Goods directly on your folio; you just need to keep them nearby so they can be easily tracked for scoring purposes.

1. **Home terrain:** When setting up the game, you place one train car on this terrain type, plus one additional train car on an adjacent hex of any type except City or Wasteland.

2. **Action reference:** This area serves as a reminder for Move+Activate, Administrate, and Transfer costs.

3. **Available mana:** This area shows how much mana you have available. Unspent mana is kept in this area, while spent mana is pushed off of the folio *(but kept nearby)*. Players start with 5 💎 *(indicted by the blue crystals)* and can have a maximum of 10 💎.

4. **Specialists:** Specialists *(Left to Right: Captain, Engineer, Surveyor, Station Master)* are stored in the top area of the folio. They provide unique powers to your Company.

5. **Fulfilled demand:** Demand Tiles you acquire are placed here, showing how many different demands you have fulfilled. These contribute to your final score, along with the Goods you collect from the map.

6. **Conductor path:** This is the path that your Conductor takes to Activate your Spellcars. The first step on the path is marked with the Start icon. When your Conductor reaches the End of the Line *(marked with the End of the Line icon)*, it returns to Start.

7. **Railyard:** The Spellcars in your railyard determine where you can build and what effects you can use each turn. Fill in this area as the game progresses, expanding your Company abilities.

SETTING UP THE GAME

1. **Build the map:** Assemble the terrain boards according to the configurations shown below. **When selecting terrain boards, make sure that you have a total of six Cities and each color City is represented once.**
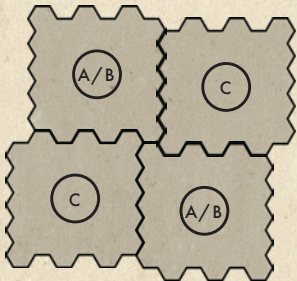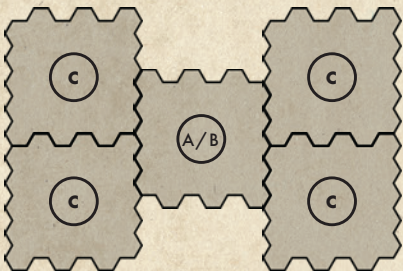
2 OR 3 PLAYERS

Use all A or all B boards
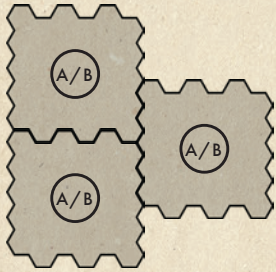
4 PLAYERS

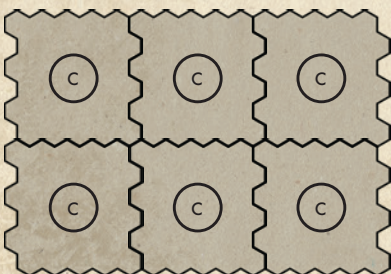Use two A or two B boards and two C boards

5 PLAYERS

Use one A or B board and four C boards

6 PLAYERS

Use all C boards

2. **Place Goods:** Place a Good token matching the terrain's color on each hex that is not a City or Wasteland *(purple)*. Keep extra goods to the side as the Supply.

3. **Place Demands:** Place a City stand on each City. Then place Demand Tiles matching the City's color into each stand.

2 PLAYERS	3-5 PLAYERS	6 PLAYERS
1 Double Demand	1 Double Demand	2 Double Demand
1 Triple Demand	2 Triple Demand	2 Triple Demand
1 Quadruple Demand	1 Quadruple Demand	1 Quadruple Demand

4. **Set up Spellcar Market:** Shuffle the Spellcar tiles and place them in the Spellcar Market tray. Deal out six Spellcar tiles face-up to form a Market.

5. **Set up Specialist Market.** Shuffle each of the three types of Specialist tiles separately. Keeping them face-down, randomly deal a stack of each type. The number of tiles in each stack should be equal to the *number of players plus one.* Place the three stacks in the Specialist Market tray. Return the other tiles to the box without looking at them.

6. **Determine Start Player.** Give the Start Player token to the last person who rode a train *(or choose a player randomly)*. Play will continue clockwise from the Start Player.

7. **Select Companies:** In reverse turn order starting with the last player, each player chooses a Company, as well as a Captain from that Company *(or a Wild Captain)*. They take their Company's folio, Company tray *(which includes train cars, Captain placard, and Conductor pawn)*, and five mana crystals.

8. **Place Headquarters:** Starting with the Start Player and continuing in turn order, players place two of their train cars on the map—the first on an unoccupied hex matching the Home Terrain shown on their folio, and the second on an adjacent unoccupied hex of any type except City or Wasteland.

FRIENDLY(ISH) COMPETITION

Not into hyper-competitive elements? Play as usual but remove the following items from the game:

CAPTAINS

- Bartok Kulle
- Drexl *(found in the expansion: As Above, So Below)*
- Koul Zenanen *(As Above, So Below)*
- Marcinae Shorec

ENGINEERS

- Aerlion
- Malandrax Mecchi

SURVEYORS

- Ariel Malephaise
- Cin Atalar
- Telemyr

STATION MASTERS

- Dareios Kuel
- Feylana Chorgitz
- Lucca Turlotte
- Tegusgan

SPELLCARS

- Car Bomb
- Corruption Junction
- Icecar
- Pollinator
- Switching Station
- Volcanic Vexxer
- Sludge Slinger *(As Above, So Below)*
- Transmogrifier *(As Above, So Below)*

ADVANCED RULES

Challenge yourself and add another level of strategy to the game with some extra objectives and rules! These different types of Advanced Rules may be combined with one another.

AWARDS

Awards give you extra points at the end of the game. After setting up the Specialist Market, shuffle the Award tiles and deal two of them face-up near the map. Return the other tiles to the box. *(In a 2-player game, remove the Second Opinion Award from the pool!)* **See page 20 for a list of all Awards.**

EXPERT

Once you're experienced with Awards, after determining Start Player but before Selecting Companies, deal out random Awards equal to the number of players plus two. In turn order, each player will eliminate one of these rewards until there are two remaining.

EPIC

For players that want a longer game and more time to bring their engines online, add one to the Demand Tile limit needed to trigger Game End. **Note:** This will increase the likelihood of the end game being triggered by a player running out of trains in their supply.

OPEN INFORMATION

When setting up the Specialist Market, place Specialists face-up so that players are aware of every Specialist in the game. This is not recommended for new players, as it's a lot of information to parse.

GAMEPLAY

The game starts with the Start Player taking their turn. Play continues clockwise, one player at a time.

During your turn, you may **Activate Specialists**. Then, you must choose a main action: **Administrate** or **Move+Activate**. When your Conductor reaches the End of the Line you may **Deliver**, then you must move your Conductor back to Start.

Continue until a player collects the required number of Demand Tiles: 6 for 2-3 players, 5 for 4 players, and 4 for 5 or more players. Once that happens, start the **Game End** *(page 12)* and determine the winner!

ACTIVATE SPECIALISTS

Specialists come in four different varieties. At the start of the game, you will only have access to your Captain. As you Upgrade your Company, you can gain new Specialists, but can only have one of each type *(unless otherwise specified).*

Captains and **Engineers** are activated by flipping them face-down, exhausting them. They become available again when you Administrate or use an effect to Refresh them.

Surveyors are activated by flipping them face-down. They are extremely powerful and can only be used once per game!

Station Masters can be activated each turn but do not flip over. Some have passive abilities that may be used multiple times per turn, others have a once-per-turn effect you may use when you Activate Specialists.

You can use any number of your Specialists in any order before taking your main action for the turn. You can also use Captains and Engineers more than once per turn if you're able to Refresh them! *See pages 16-19 for a list of Specialists and their abilities.*

ADMINISTRATE

The Administrate action allows you to take three actions: **Reclaim Mana**, **Refresh** your Captain and Engineer, and **Gain Spellcar**. Do all three of these actions in any order when you Administrate.

Reclaim Mana allows you to move all your spent mana back onto your folio to the Available Mana area.

Some Specialists and Spellcars have a Reclaim Mana icon that includes a number—in those cases, move only that much mana back onto your folio.

Refresh allows you to flip your Captain and Engineer tiles face-up.

Gain Spellcar allows you to take one Spellcar from the Market and place it in your railyard.

Any time there are only two Spellcars in the Market, discard them and deal a new Market of six Spellcars.

OBJECTIVE

Acquire Goods, improve your Company, and secure deliveries to score **Victory Points.**

You will gain VP based on the quantity of the Goods you deliver, the demand of the City to which you deliver, and end-game Awards.

The Company with the most Victory Points at the end of the game is declared the winner!

Runika's ability to Reclaim 5 ✹ is activated by flipping her tile face-down, then performing the effect.

PLACING SPELLCARS

You can place a new Spellcar in any column, but you must completely fill the second row of your railyard before placing a Spellcar in the third row.

Spellcars cannot be moved after they're placed unless specified by an effect.

You may cover your printed Company Spellcars with new ones, but only once you have all empty spaces filled.

SPENDING MANA

Most actions that you take will cause you to spend mana.

Spent mana is moved off your folio, but still within easy reach. When you **Reclaim Mana**, return all spent crystals to your Available Mana area to show that they can be used again. *(If a number is specified, instead move only that much mana back onto your folio.)*

GAINING MANA

Whenever you **Gain Mana**, a new crystal is added to your folio in the Available Mana area.

All companies have a limit of ten mana crystals. Any mana that would be gained beyond this is simply lost.

MOVE + ACTIVATE

The Move+Activate action allows you to move your Conductor and Activate Spellcars, which can Build Track and provide other useful effects.

MOVE CONDUCTOR

When you select the Move+Activate action, you **must** move your Conductor at least one space, and you **may** move it up to four. Your Conductor moves left to right from Start to the End of the Line. When it reaches the End of the Line, it returns to Start. *(See page 9 for details on the End of the Line.)* Each space your Conductor moves beyond the first costs successively more mana.

- Moving one space is free.
- Moving two spaces costs **1** ✦.
- Moving three spaces costs **3** ✦.
- Moving four spaces costs **6** ✦.

ACTIVATE SPELLCARS

After moving your Conductor, you may Activate Spellcars in the space in which you stopped. Each space may contain either one, two, or three Spellcars in the column beneath it. You may Activate them in any order, but you can Activate each Spellcar only once.

Each Spellcar you Activate beyond the first costs successively more mana.

- Activating any one Spellcar is free.
- Activating two different Spellcars costs **1** ✦.
- Activating three different Spellcars costs **3** ✦ .

Some Spellcars have an inherent mana cost printed on them that must be paid to use that Spellcar. **Any mana gained from an Activation cannot be used to pay for additional Activations in the same turn**.

Many Spellcars allow you to **Build Track** *(see page 11)*, expanding your Company presence and helping you reach Cities. Others have unique effects, like letting you swap positions of Spellcars, or move a Good on the map. *See pages 14-15 for a list of Spellcars and their effects.*
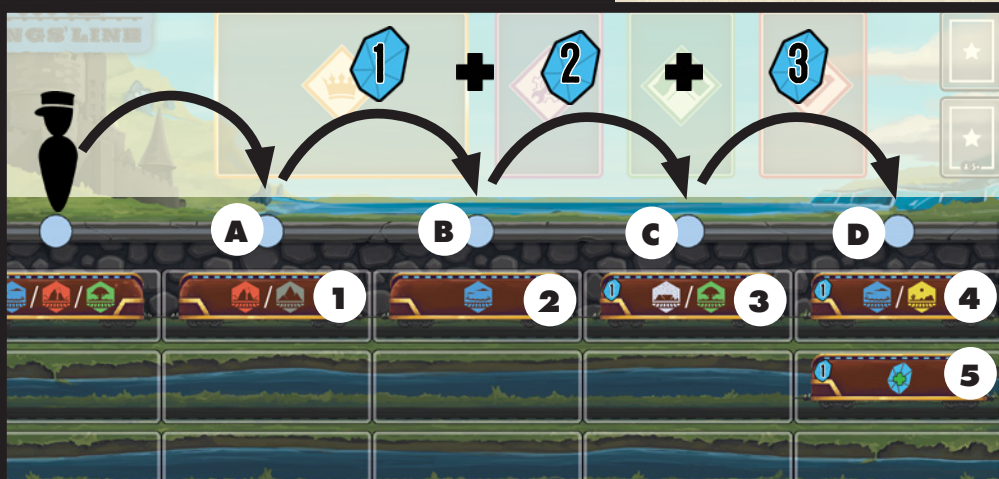
Runika has five options:

1. *Pay 0 ✦ to Move to A and Activate 1.*

2. *Pay 1 ✦ to Move to B and Activate 2.*

3. *Pay 3 ✦ to Move to C plus 1 ✦ to Activate 3.*

4. *Pay 6 ✦ to Move to D plus 1 ✦ to Activate one Spellcar (either 4 OR 5).*

5. *Pay 6 ✦ to Move to D plus 3 ✦ to Activate two Spellcars (both 4 AND 5).*

Note: Activating Spellcars 3, 4, or 5 costs an additional 1 ✦, since they each have an inherent cost.

END OF THE LINE

When your Conductor reaches the End of the Line, it must stop. First, you may make a delivery. Then choose an Upgrade for your Company. End your turn by returning your Conductor to Start.

DELIVER

Choose one City that is Network-Adjacent to you. Pick up any number of Goods of that City's color that are In-Network and add them to your folio.
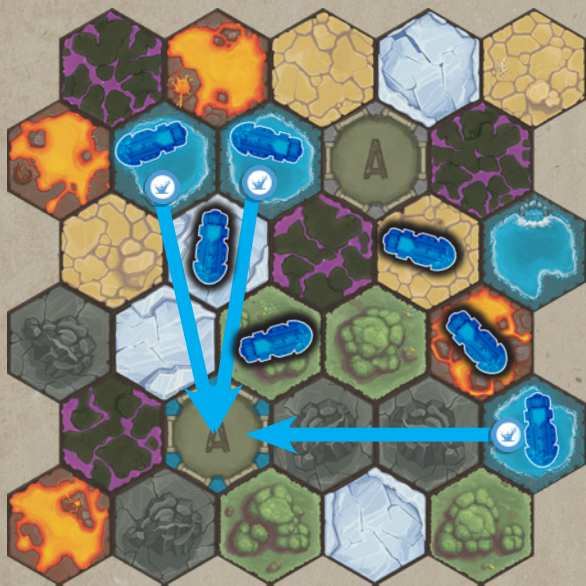
DEMAND TILES

If you picked up enough Goods in a single delivery to be eligible for a Demand Tile, take the appropriate tile and place it on your folio.

- If you delivered at least two Goods, you may take the 1VP Double Demand Tile.

- If you delivered at least three Goods, you may take the 2VP Triple Demand Tile.

- If you delivered at least four Goods, you may take the 3VP Quadruple Demand Tile.

You may take any one Demand Tile for which you qualify. For example, if you deliver four Goods and the Triple and Quadruple Demand Tiles were already taken, you would take the Double Demand Tile.

You may collect more than the required number of Demand Tiles to trigger the end of the game. Keep any extras nearby and make sure to count them in your final score!

Runika has 3 blue Goods in her Network, and the blue City is adjacent to her Network.

When delivering, she can deliver all 3 Goods and gain the Triple Demand Tile!

Note: Goods do not need to be directly connected to the City to be delivered. The rightmost Good in this example is still eligible for delivery.
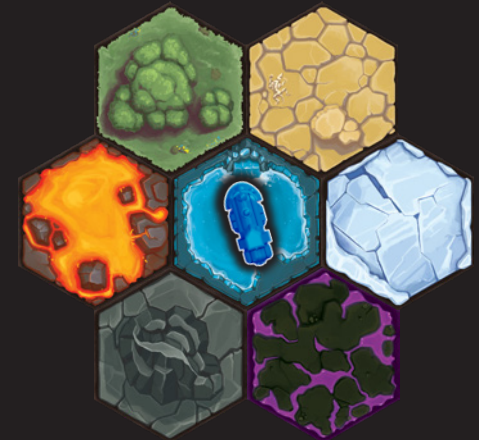
YOUR NETWORK

Most effects and abilities in the game will allow you to target things **In-Network** or **Network-Adjacent**.

In-Network means any hex containing one of your train cars.

Network-Adjacent means any hex adjacent to a tile containing one of your train cars.

A hex can be either In-Network or Network-Adjacent—never both.

The blue Kings' Line train car is on a lake.
That lake is In-Network.
The six surrounding hexes are considered Network-Adjacent.

Your Network does not have to remain connected! Because of Transfers and movement effects, not all of your train cars will remain adjacent to one another. Any train car in your Network can still deliver to any City adjacent to your Network! Because it's magic.

CHOOSING A SPECIALIST

When a player is choosing a Specialist, other players may continue by taking their turns. They have until their next turn to decide or until another player chooses to draft that same Specialist type—whichever comes first.

This is to keep the game flowing while players take time to make this important decision.

Space is limited and you cannot replace tiles you've already selected! If you would gain a Specialist, Spellcar, or mana and don't have room for it, that opportunity is lost!

Placing a Wasteland in 1 would destroy the Good in that hex.

The player cannot place a Wasteland in 2, since that hex is already a Wasteland.

They can also not place in 3 because that hex is not Network-Adjacent.

UPGRADE

When you reach the End of the Line, you also must **Upgrade** your Company, regardless of whether or not you made a delivery. Choose one of three Upgrades:

Gain Mana and Reclaim Mana

Gain Mana grants you a mana crystal *(up to a maximum of ten)*. The new mana crystal is added to your folio in the Available Mana area.

Then Reclaim Mana.

Gain Specialist and Refresh your Captain and Engineer

Gain Specialist allows you to choose a Specialist of a type you do not have yet. Pick up the entire stack of that type, select one, and place it on your folio face-up in its corresponding slot. Return the rest to the Market, face-down.

Then Refresh your Captain and Engineer.

Gain Spellcar twice

Gain Spellcar, then Gain Spellcar again.

If there are only two Spellcars in the Market after you select your first Spellcar, discard them and deal a new Market of six before selecting your second.

You may choose an Upgrade even if you can't gain the full effect. For example, if you choose to Gain Mana and Reclaim Mana but already have 10 mana, then you just Reclaim Mana.

These Upgrades are not granted when you perform a delivery by some other means, such as a Spellcar or Specialist effect.

After completing your Upgrade, return your Conductor back to the Start of the track.

GAME EFFECTS

A wide range of abilities and effects can be found throughout the game. The most common effects— Place Wasteland, Build Track, and Transfer—can appear on Specialists and Spellcars. *For a reference of all other effects, see pages 14-15 for Spellcars and pages 16-19 for Specialists.*

PLACE WASTELAND

Many abilities *(particularly those of Gesselheim Imperial)* will allow you to place a Wasteland tile onto the map, adjacent to or within your Network.

When a Wasteland is placed, it destroys every Good in that hex—remove the Good*(s)* from the map and place it back into the supply. Any existing train cars in that hex are placed on top of the new Wasteland. You cannot place Wasteland into a City or on top of another Wasteland.

If the supply of Wasteland tiles is exhausted, further Place Wasteland actions have no effect.

BUILD TRACK

The Build Track effect allows you to place one of your train cars into a **Network-Adjacent** hex of the given terrain type. A single hex can hold up to 3 train cars. **You cannot build or move a train into a hex where you already have a train,** but with certain effects an opponent may move one of your trains into a hex where you already have one. A train car can never occupy a City.

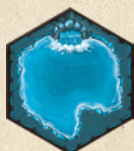| DESERT	FOREST	GLACIER	LAKE	LAVA	MOUNTAIN	WASTELAND

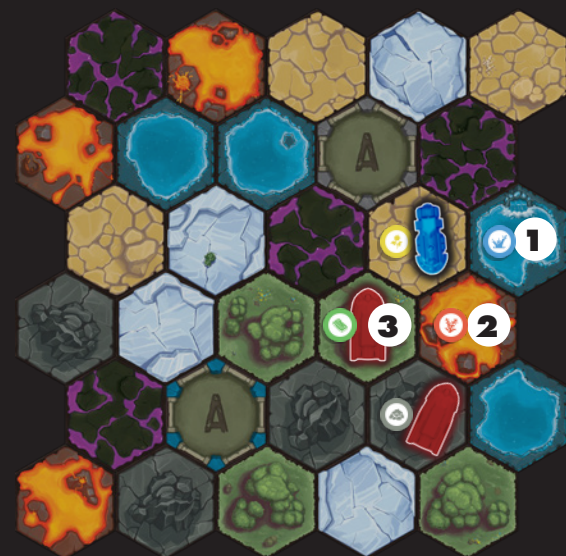| ANY TERRAIN (EXCEPT WASTELAND)	ANY TERRAIN ON THE EDGE OF THE MAP (EXCEPT WASTELAND)	ANY TERRAIN ANYWHERE (EXCEPT WASTELAND)	YOUR COMPANY HOME TERRAIN	TERRAIN CONTAINING AT LEAST ONE COMPETITOR TRAIN CAR

You must always Build Track on a Network-Adjacent hex unless the Global icon *(at right)* **is shown.** If an ability tells you to Build Track adjacent to a City or Wasteland, you must Build Track in a hex that is Network-Adjacent and also adjacent to a City or Wasteland.

🌐 **GLOBAL**

TRANSFERS

In order to get to far-away locations, you can **Transfer**. Transfers allow you to skip certain kinds of terrain in order to reach other areas faster. You can perform any number of Transfers of any different type each time you Build Track, but each Transfer costs mana separately.

City Transfers cost 3 🔹, and allow you to Transfer over a City when you Build Track.

Wasteland Transfers cost 4 🔹, and allow you Transfer over a Wasteland when you Build Track.

Competitor Transfers cost 2 🔹, and allow you to Transfer over a hex containing at least one competitor's train car when you Build Track. The cost is always 2 🔹, no matter how many competitor trains are in the hex.

If a competitor has built over Wasteland, you must pay for a Wasteland Transfer instead of a Competitor Transfer.

You can perform a Transfer with any effect that allows you to Build Track, so long as the first hex you choose to Transfer over is Network-Adjacent and the hex you choose to build in is a legal target.

The blue Kings' Line player could build on 1 with a Lake Build, on 2 with a Lava Build, or on 3 with a Forest Build.

There is no penalty to building on the same hex as the red Kerigan player with 3, except for the risk that the opponent might Deliver the Good in that hex before they are able to.

The blue Kings' Line player is building on Glacier.

They could pay 3 🔹 to Transfer over the City and build on 1; pay 4 🔹 to Transfer over the Wasteland and build on 2; or pay 4 🔹 to do two Transfers over the red Kerigan tracks and build on 3.
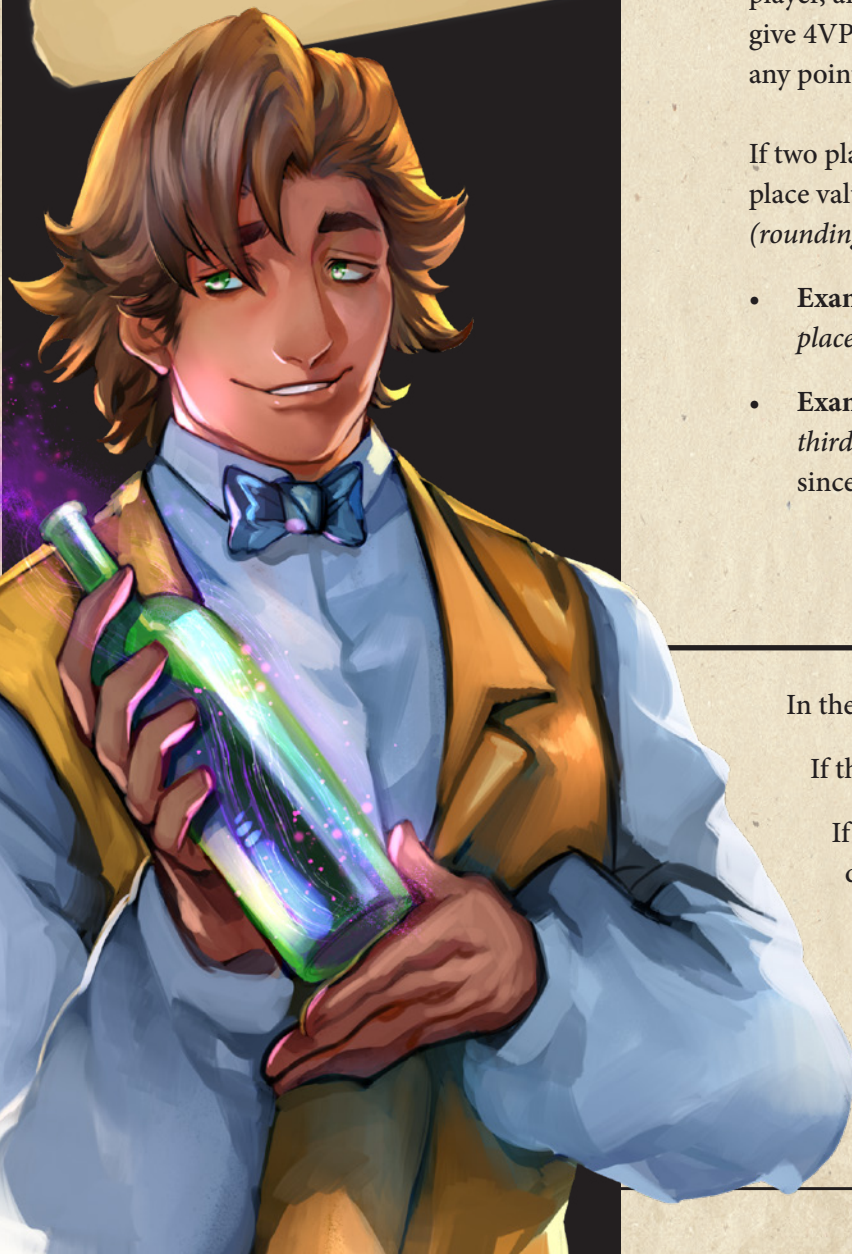
REQUIRED DEMAND TILES

2-3 PLAYERS: 6 TILES

4 PLAYERS: 5 TILES

5+ PLAYERS: 4 TILES

You may collect more than the required number of Demand Tiles before the game is over. Keep any extras nearby and make sure to count them in your final score!

Running out of trains is also an end-game trigger!

GAME END

After any Company has collected the required number of Demand Tiles or runs out of train cars, continue playing until all Companies have taken the same number of turns *(so until play returns to the Start Player)*.

Once this is done, each Company may make one final delivery in *reverse turn order* starting with the last player. This final delivery is not a full turn—players may not use Specialists or Move the Conductor during it. You may still earn Demand Tiles if your delivery is eligible for one.

SCORING

Total VP for each Company is equal to the sum of the following values:

- **Goods delivered**: 1VP for every Good delivered

- **Demand bonus:** VP equal to the sum of the values on collected Demand Tiles

- **Award tiles (Advanced):** 6VP to the player who best fulfills each objective, 4VP to the second-place player, and *(in games with four or more players)* 2VP to the third-place player. In a 2-player game, give 4VP to the best player only—no second-place Award should be given. In order to qualify for any points, a player must have at least a value of 1 towards the Award.

  If two players tie for an award, add the next-place value and split evenly, and do not award the next place value. If three or more players tie for an award, add the next two values in and split evenly *(rounding down, if necessary)*.

  - **Example**: Player A and Player B both tie for 1st. Add 6VP *(for first place)* and 4VP *(for second place)* and split among the tied players, giving each player 5VP. Third place is awarded as 2VP.

  - **Example**: Players A, B, and C all tie for second place. Add 4VP *(for second place)* and 2VP *(for third place)* and split among the tied players, giving each player 2VP. Third place is not awarded since it was already added in and split.

TIEBREAKERS

In the event of a tie in total VP, the Company that delivered the most total Goods wins.

If there is still a tie, the Company that placed the most trains wins.

If there is still a tie after that, the Company furthest from the Start Player *(in turn order)* is declared the winner.

FREQUENTLY ASKED QUESTIONS

Is an In-Network hex also considered Network-Adjacent?

No.

What happens if I need to Place Wasteland and there is no Network-Adjacent hex that isn't a Wasteland or City?

While this situation is unlikely to happen, you would skip placing the tile.

Can Specialist abilities stack with each other?

Yes, unless specifically stated otherwise.

If an ability tells me to Build Track and I don't want to, do I still have to build?

No, but keep in mind that it's almost always a good idea to build as much track as possible.

If an ability tells me to destroy a Good for an effect but I don't want (or can't take) the effect, can I still destroy the Good?

No, you must be able to do both parts of these abilties.

What if there aren't enough Goods left in the supply to perform an effect?

If you run out of Goods, do not perform the effect.

In a team game, can I Deliver Goods from my teammate's Network?

No.

TEAM VARIANT

Team up with fellow captains of industry to form powerful alliances and put your rivals out of business! Empyreal can be played 2v2, 2v2v2, or 3v3 *(and 2v2v2v2 or 4v4 with the expansion, As Above, So Below).*

- **Set up the game as normal.** Alternate seating so that every other player is on the same team *(or every third player is on the same team in 2v2v2).*

  - **Example**: In a 2v2v2 game, start with a player from team A. Second player should be a player from team B, and third player should be a player from team C. Then start the order again with the fourth player being a player from team A.

- **Do not use Awards.**

- **Discounted Transfers.** Transferring over your teammates' train car costs only **1** 🔷.

- **Work together.** Effects and abilities that refer to 'competitor' cannot be used with your teammate. Their trains are not considered a competitor's trains.

  - **Exception**: If a Specialist has an ability that copies a target ability, you may choose to use these to copy your teammate's abilities.

- **Add scores together.** Add each team's Goods and Demand Tiles together to get their team score.

- **Earn bonus points.** For each color of Good, give 5VP to each team that had the most of that color. *(If there's a tie, all tied teams receive 5VP.)* Add these bonus points to the team score. Use those final totals to determine the winning team!

SPELLCAR REFERENCE

COMMON SPELLCARS

BUILD ON TWO

Build Track on each of the terrain types shown in an order of your choosing. *(These have an inherent cost of 2 🔷.)*

RIME CUTTER

FREE CITY & WASTELAND TRANSFER

Build Track on the terrain type shown. One City and one Wasteland Transfer is free for this build. *(You may use either, both, or neither of these free Transfers.)*

OASIS TRANSPORT

FREE COMPETITOR TRANSFER

Build Track on the terrain type shown. One Competitor Transfer is free for this build. *(Using this free Transfer is optional.)*

DIGMAX 1000

PICK ONE OF THREE

Choose and Build Track on one of the three terrain types shown. *(These have an inherent cost of 1 🔷.)*

TUNDRA TERRAFORMER

PICK ONE OF TWO

Choose and Build Track on one of the two terrain types shown.

TRAIL BLAZER

RECLAIM MANA

Build Track on the terrain type shown, then Reclaim 1 🔷.

GEOTHERMAL CAR

UNIQUE SPELLCARS

ARCTIC SHOCKER

Build Track on Glacier, then place any color Good from the supply into that hex. *(This has an inherent cost of 2 🔷.)*

ARCTIC SHOCKER

CAR BOMB

Each competitor must discard a Spellcar of their choice from their railyard. *(This has an inherent cost of 1 🔷.)*

CAR BOMB

CORRUPTION JUNCTION

Place Wasteland and Gain Mana. *(This has an inherent cost of 1 🔷.)*

CORRUPTION JUNCTION

DEEP ONE

Build Track on any Mountain anywhere on the map. *(This has an inherent cost of 2 🔷.)*

DEEP ONE

FLOW CONTROLLER

Reclaim 3 🔷.

FLOW CONTROLLER

FOLLOW THROUGH

Build Track on any terrain already containing at least one competitor's train car. *(This has an inherent cost of 1 🔷.)*

FOLLOW THROUGH

GILT RUNNER

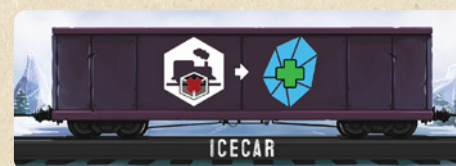Gain Specialist or Refresh your Captain and Engineer. *(This has an inherent cost of 2 🔷.)*

GILT RUNNER

HORIZON CHASER

Build on any terrain *(except Wasteland)* on the edge of the map.

HORIZON CHASER

THE HYPETRAIN

Gain Spellcar twice. *(This has an inherent cost of 1 🔷.)*

THE HYPETRAIN

ICECAR

Return an In-Network Good to the supply, then Gain Mana.

ICECAR

LIMITED EXPRESS

Copy a Spellcar to the immediate left or right of this one *(in the same row)*. You must pay any costs associated with that Spellcar. *(This has an inherent cost of 1 🔷.)*

LIMITED EXPRESS

LIQUID PURIFIER

Build Track on Lake and Gain Mana. *(This has an inherent cost of 2 🔷.)*

LIQUID PURIFIER

LUXURY CARRIAGE

Gain Specialist or Gain Spellcar. *(This has an inherent cost of 1 ⬡.)*

MANA SURGER

Gain Mana. *(This has an inherent cost of 1 ⬡.)*

MEDITATION MECHA

Gain Spellcar.

METRO

Build on any terrain *(except Wasteland)* that is adjacent to a City.

MIRROR BOX

Choose a hex in your Network with a Good on it. Place a Good of the same color from the supply onto that hex. *(This has an inherent cost of 1 ⬡.)*

POLLINATOR

Choose an In-Network hex. Move a Good from an adjacent hex into that hex. *(This has an inherent cost of 1 ⬡.)*

POLLUTION SOLUTION

Build Track on two Wastelands. *(This has an inherent cost of 1 ⬡.)*

REFINERY CAR

Gain Specialist or Gain Mana. *(This has an inherent cost of 2 ⬡.)*

REFORESTER

Build Track on Forest, then place a green Heartwood Good from the supply on that hex. Do this twice. *(This has an inherent cost of 3 ⬡.)*

SCIENCE CAR

Gain Mana or Gain Spellcar. *(This has an inherent cost of 2 ⬡.)*

SEARING SUPPLIER

Deliver one Good. *(This has an inherent cost of 1 ⬡.)*

SPICE CONVOY

Build Track on Desert and Refresh your Engineer. *(This has an inherent cost of 1 ⬡.)*

SUBURBAN EXPRESS

Build Track on any terrain *(except Wasteland)* that is Adjacent to a City or Wasteland. *(This has an inherent cost of 1 ⬡.)*

SWITCHING STATION

Swap the position of one of your train cars with a competitor train car in an adjacent hex. *(This has an inherent cost of 1 ⬡.)*

TERRAFORMER

Build Track on Wasteland, then place any color Good from the supply onto that hex. *(This has an inherent cost of 2 ⬡.)*

TRANSFORMER

Copy the effect of a Spellcar from the Market. You must pay any inherent costs for that Spellcar. *(This has an inherent cost of 1 ⬡.)*

TRANSMUTER

Replace an In-Network Good with a Good of your choice from the supply. *(This has an inherent cost of 1 ⬡.)*

VOLCANIC VEXXER

Build Track on Lava, then choose a Good adjacent to that hex and return it to the supply. *(This has an inherent cost of 1 ⬡.)*

WORLDSPANNER

Build on any two different terrain types. *(This has an inherent cost of 3 ⬡.)*

SPECIALIST REFERENCE

CAPTAINS AND THEIR COMPANY SPELLCARS

BARTOK KULLE
Gesselheim Imperial
Chief Engineer

Build Track on Wasteland OR Place Wasteland. If you would destroy any Goods with this placement, add them to your folio instead.

Place Wasteland, then Build Track on it.

DOLORES MALEPHAISE
Afterworld Express
Executive Chairwoman

Pay 1 🜨 to move a Good from any hex on the map that does not have a competitor train car into your Network.

Choose an In-Network hex. Move a Good from an adjacent hex into that hex. *(This has an inherent cost of 1 🜨.)*

MARCINAE AYLE SHOREC
Caterpillar Conveyance Consortium
Principal Director

Return an In-Network Good to the supply to move your train car from that hex to an adjacent hex.

Build Track on any terrain *(except Wasteland). (This has an inherent cost of 1 🜨.)*

WILD CAPTAINS

These two special Captains are Consultants and can be played as the leader of any Company!

IRIALANDRADAYAMORELLA
Truly Ultimate Perfect and Best Railway
Consultant Ever Forever

Pay 1 🜨 to Gain Specialist or Build Track on any terrain *(except Wasteland)* adjacent to a City.

RAYLEIGH KERIGAN
Kerigan Transcontinental
Executive Vice President

During this turn, Move your Conductor one, two, or three spaces for free. Moving four spaces costs 2 🜨.

Gain Specialist or Refresh your Captain and Engineer. *(This has an inherent cost of 1 🜨.)*

RUNIKA ZENANEN
Kings' Line
Lead Artificer

Reclaim 5 🜨.

Gain Mana. *(This has an inherent cost of 1 🜨.)*

SETH CREMMUL
Golden Sands Company
Superintendent Foreman

During this turn, Activate all Spellcars on your Conductor's space for free. Ignore any inherent Spellcar costs.

Gain Spellcar.

TRIAS BLACKWIND
Trias Blackwind Railway Consultancy
Founder

Build Track on your Home Terrain or Refresh your Engineer.

SPECIALIST REFERENCE

ENGINEERS
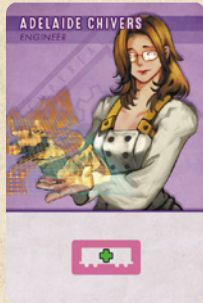
ADELAIDE CHIVERS

Gain Spellcar.

AERLION

Place Wasteland. During this turn, you may Transfer through it for free.
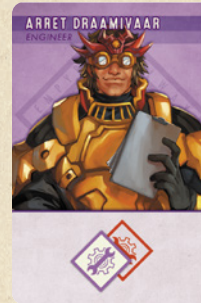
ARRET DRAAMIVAAR

Copy the ability of another player's face-up Engineer.
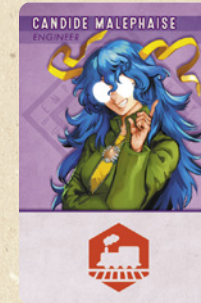
CANDIDE MALEPHAISE

Build Track on a hex that has at least one competitor train car.

DAEDALUS KHIMSEY

Deliver one Good from your Network.

ELOI KLAUS

When you Move + Activate this turn, Activate any number of Spellcars for free and Reclaim 1 ⬡. *(You must pay any inherent costs.)*
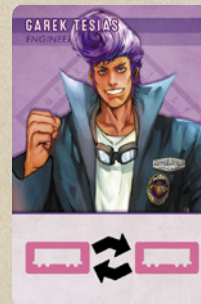
GAREK TESIAS

Swap the position of 2 Spellcars on your folio or move one to an empty slot. *(You may move a Spellcar into the third row of your railyard this way even if you have not filled the second.)*

IRION JUIZ

Pay 1 ⬡ to move one of your train cars to an adjacent hex.
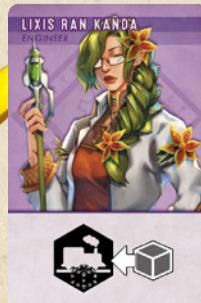
LIXIS RAN KANDA

Choose a hex in your Network that does not contain a Good. Place a Good that matches that terrain from the supply onto that hex.

LUC VON GOTT

Pay 1 ⬡ to Gain Mana.

MALANDRAX MECCHI

Pay 1 ⬡ to choose an In-Network hex. Move a Good from an adjacent hex into that hex.

MANCH

Pay 1 ⬡ to Refresh your Captain.
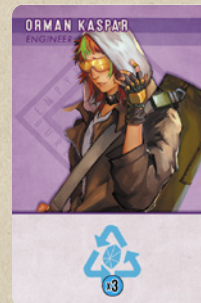
ORMAN KASPAR

Reclaim 3 ⬡.

RIXIA VAN SORREL

Pay 1 ⬡ to choose a hex in your Network with a Good on it. Place a Good of the same color from the supply onto that hex.
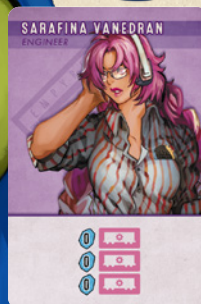
SARAFINA VANEDRAN

When you Move + Activate this turn, ignore inherent mana costs on Spellcars. *(You must pay Move + Activate costs.)*
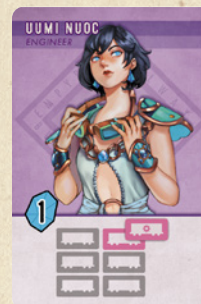
UUMI NUOC

Pay 1 ⬡ to copy the effect of a Spellcar from the Market. You must pay any inherent costs for that Spellcar.

WENDY THRISTLE

One Competitor, City, or Wasteland Transfer during this turn is free.
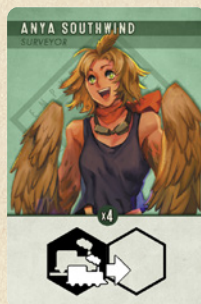
SPECIALIST REFERENCE

SURVEYORS
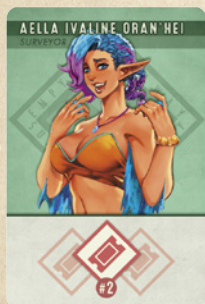
AELLA IVALINE ORAN'HEI

Draw three Station Masters from the supply. Choose one and put it into play over Aella. Return the other two to the supply.
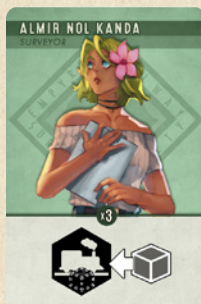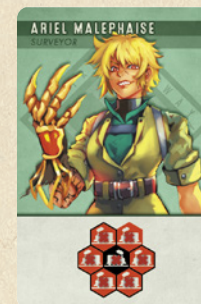
ALMIR NOL KANDA

Choose a hex in your Network that does not contain a Good. Place a Good matching that terrain from the supply onto that hex. Perform this ability up to three times.

ANYA SOUTHWIND

Move one of your train cars to an adjacent hex. Perform this ability up to four times. You may move the same train car multiple times.

ARIEL MALEPHAISE

Choose a hex in your Network. Remove all train cars *(including your own)* in that hex and adjacent hexes from the map and return them to their Company's supply.

CIN ATALAR

Choose a hex in your Network. Move all Goods from adjacent hexes into that hex.
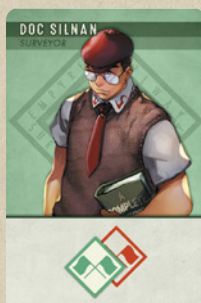
DOC SILNAN

Copy the ability of another player's Surveyor *(face-up or face-down)*.
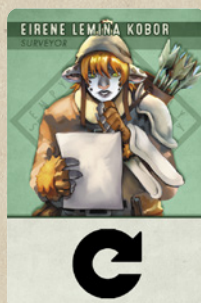
EIRENE LEMINA KOBOR
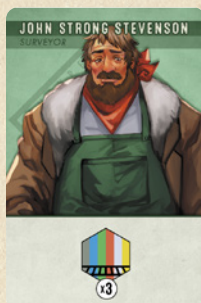
Take an extra turn after this one.
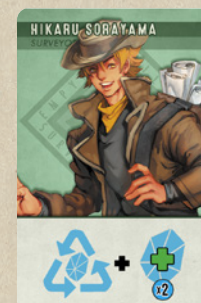
HIKARU SORAYAMA
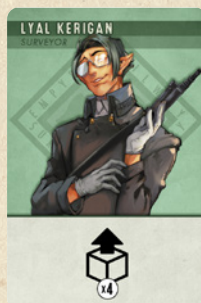
Reclaim Mana and Gain 2 💰.
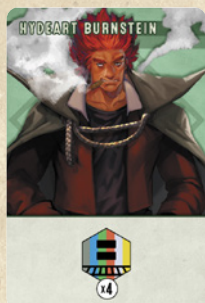
HYDEART BURNSTEIN

Choose one terrain type *(except Wasteland)*. Build Track on up to four different hexes of that type.
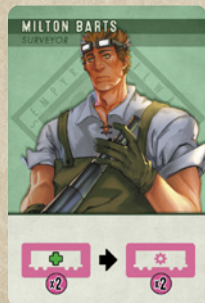
JOHN STRONG STEVENSON

Build Track on any terrain *(except Wasteland)*. Do this up to three times.

LYAL KERIGAN

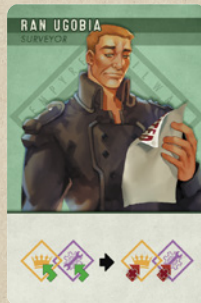Deliver up to four Goods of a single type from your Network. *(This delivery is eligible for Demand Tiles.)*

MILTON BARTS

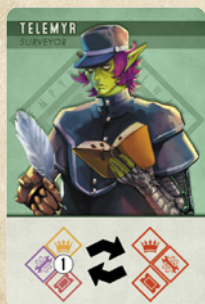Gain Spellcar twice, then Activate them both for free. *(You must pay any inherent costs.)*

MINDRA DIRAC

Choose a hex in your Network. Build Track on each adjacent hex *(if able)*.

RAN UGOBIA

Refresh your Engineer and Captain. You may immediately use them without exhausting them.
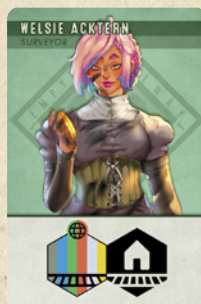
TELEMYR

Permanently swap your Captain, Engineer, or Station Master with another player's. If the Specialist you take was exhausted, Refresh it.
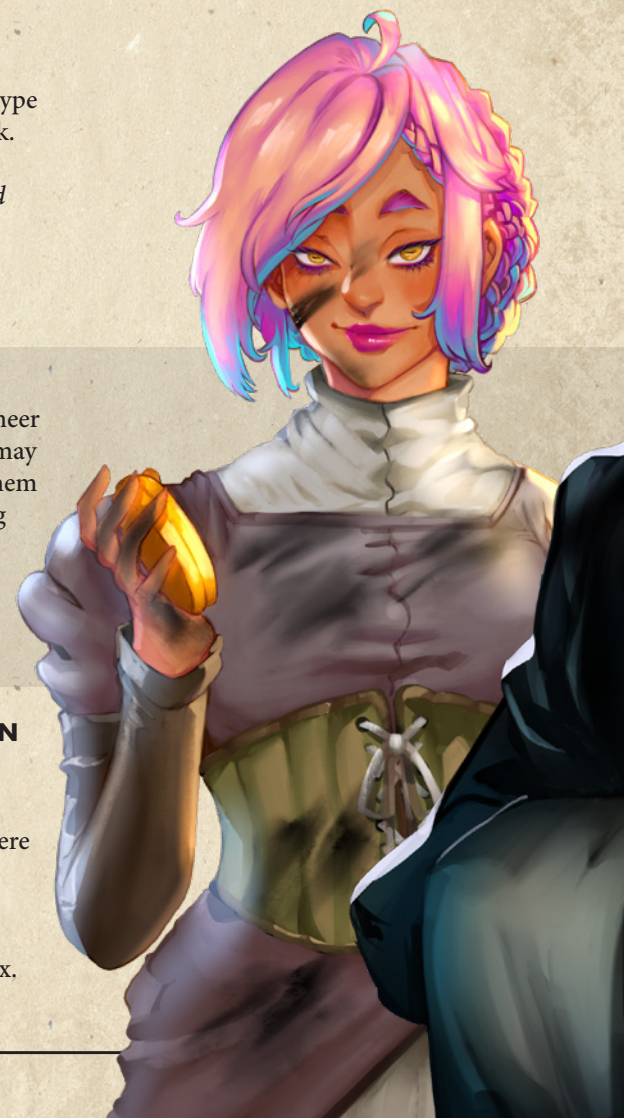
WARDLAW O'BRIEN

Swap the position of any two Demand Tiles on the map. Do this up to two times. To claim one of these swapped Demand Tiles, ignore the City color and Deliver Goods that match the tile's color.

WELSIE ACKTERN

Build Track on any terrain *(except Wasteland)* anywhere on the map. Then Build Track on any Home Terrain adjacent to that hex.
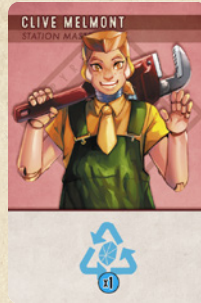
SPECIALIST REFERENCE

STATION MASTERS

ANTINE FRASS
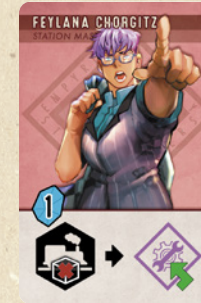Whenever you Build Track, City Transfers are free.

CLIVE MELMONT
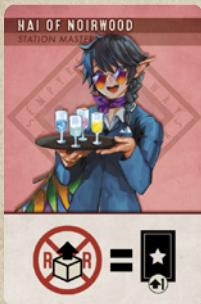During the Activate Specialists phase of your turn, Reclaim 1 ⬡.

DAREIOS KUEL
During the Activate Specialists phase of your turn, you may Return two In-Network Goods to the supply then Gain Mana.
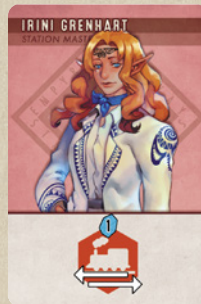
FEYLANA CHORGITZ
During the Activate Specialists phase of your turn, you may pay 1 ⬡ to return an In-Network Good to the supply, then Refresh your Engineer.
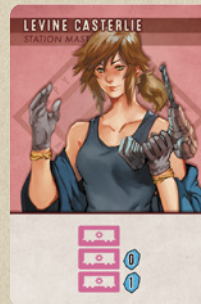
HAI OF NOIRWOOD
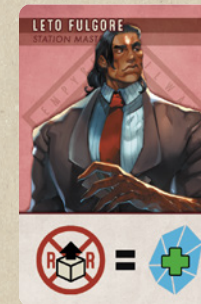You may claim Demand tiles worth 1 more than you qualify for when you Deliver at the End of the Line.

IRINI GRENHART
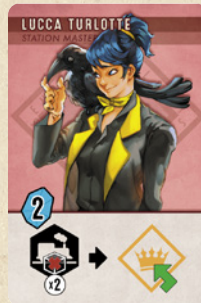Whenever you Build Track, Competitor Transfers cost only 1 ⬡.

LEVINE CASTERLIE
When you Move + Activate, your second Spellcar Activation is free, and your third Spellcar Activation costs 1 ⬡. *(You must pay any inherent costs.)*
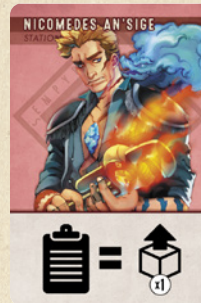
LETO FULGORE
When you Deliver at the End of the Line, you may Gain Mana.

LUCCA TURLOTTE
During the Activate Specialists phase of your turn, you may pay 2 ⬡ to return any two In-Network Goods to the supply, then Refresh your Captain.

NICOMEDES AN'SIGE
When you Administrate, you may Deliver one Good.

PERIL
Instead of Activating *after* you Move your Conductor, you may Activate *then* Move. Moving to the End of Line this way moves you back to Start without delivering.
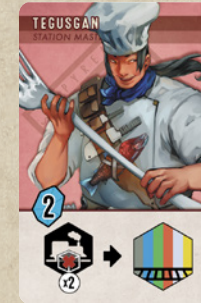
SANATHES DANAH
Whenever you Build Track, Wasteland Transfers cost only 1 ⬡.

SIMON LA FAUCHEUSE
Moving your Conductor one or two spaces is free. Moving three spaces costs 2 ⬡. Moving four spaces costs 4 ⬡.

TEGUSGAN
During the Activate Specialists phase of your turn, you may pay 2 ⬡ to return any two In-Network Goods to the supply then Build Track on any terrain *(except Wasteland)*.
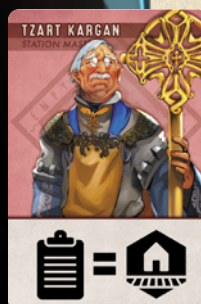
TZART KARGAN
When you Administrate, you may Build Track in your Home Terrain.

VIONA LARONE
When you Move + Activate, you may pay 1 ⬡ to Activate a single Spellcar twice. You may not Activate any other Spellcars this turn. *(You must pay any inherent costs.)*
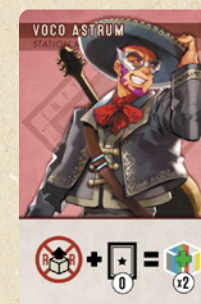
VOCO ASTRUM
If you Deliver at the End of the Line without taking a Demand Tile, add two Goods from the supply to your folio. These Goods must match the color of a City connected to your Network.

AWARDS

BRANCH OFFICE

Most separate rail groups *(A rail group is one or more adjacent train cars. A train car can only be part of one rail group.)*

CACHE

Most Goods remaining in your Network

CONGLOMERATE

Largest single rail group *(A rail group is one or more adjacent train cars. A train car can only be part of one rail group.)*

COSMOPOLITAN

Most train cars adjacent to Cities

DIVERSITY

Most different colored Demand Tiles

DRIVE BY

Fewest train cars adjacent to Cities

EDGELORD

Most train cars along the edge of the map

FOCUS

Most Demand Tiles of a single color

SECOND OPINION

Most train cars on hexes containing at least one competitor train car

(Remove during 2-player games)

TECHNOLOGIST

Most Specialists, Spellcars, and Mana in total

(Do not count any printed Company Spellcars)

CRIZMA

A chunky purple slush that can be recovered from deep drilling operations.

This metastable hydraulic expands with more force than it is compressed with, and is a key component of perpetual energy engines that are becoming more and more commonplace.

EHRLITE

This blue metal is liquid in its normal form and causes spatial distortions in nearby areas.

Firing causes it to solidify, and casting the correct shapes allows dimensional travel, the creation of pocket worlds, and even limited teleportation. Just a small quantity of this metal is extremely valuable.

HEARTWOOD

Shards carved from the heart of ancient trees, Heartwood is said to contain the 'soul' of the tree.

When planted, heartwood can grow into any shape and size a druid desires. Shards of this substance are highly sought after by developing communities, where they are used for rapid suburban construction.

HYLATINE

The dried leaves of this desert plant have potent healing properties.

Chewing them provides a short term immunity to diseases and binding them to a wound causes rapid healing. Scientists are now experimenting with ways of converting them into vaccines for all sorts of maladies.

RITHERWHYTE

The oft-touted "wizard's herb" which is commonly smoked by sorcerers to heighten mental acuity.

Now more widely available, Ritherwhyte is being used as a spice in cooking, an emulsifying ingredient in soaps, and a vitamin supplement for students preparing for end-term exams.

VITAL SILVER

A dull silvery-white metal often found deep within mountains.

Vital Silver provides heightened physical capacity to those who maintain skin contact with it, but withdrawal creates enervating symptoms. Traditionally used as a trace component in armor and weapons, new therapies are now being researched for medicine.

AFTERWORLD EXPRESS

When Dolores Malephaise, Third Princess of the Afterworld, learned of the industrial revolution sweeping the land of Indines, she saw an opportunity to gather up many of the ghosts that had evaded her grasp since ages long past. Thus, the gruesome Afterworld Express was set up. So far, their attempts at a passenger line have been met with mixed results, but companies who have taken a chance on their freight operations have been impressed by the results.

Dolores is known in the Afterworld as the 'maker of monsters', and the Afterworld Express' trains are some of her most diabolically impressive creations. These creatures act with mechanical precision, though in truth they are otherworldly beasts clad in metal armor polished to shine like bone. Under the dark of night, they can be seen wandering from their tracks, searching for wayward spirits to gobble up and carry back to their master.

DOLORES MALEPHAISE
Executive Chairwoman

CATERPILLAR CONVEYANCE CONSORTIUM

Distressed by the pollution and natural imbalance that could be caused by the growing industrial revolution in Indines, forward-thinking Dryad Marcinae Ayle Shorec founded the Caterpillar Conveyance Consortium to offer the people of the world a green alternative for freight and passenger transport.

The "locomotives" of the CCC are large caterpillars with gondolas attached to their backs and freight cars pulled behind. These behemoths eat their way across the landscape as they travel, making the construction of new railways trivial.

Marcinae has big plans to break into air freight in the next few years, once her 'engines' start retiring.

MARCINAE AYLE SHOREC
Principal Director

GESSELHEIM IMPERIAL

Impressed by the boom of industry flourishing in the northern lands, the Overlord of Gesselheim ordered his chief military engineer, Bartok Kulle, to establish the Gesselheim Imperial, a nationally-backed rail service intended to unite the remote villages and outposts of the sprawling southern wasteland.

Gesselheim is filled with difficult terrain: roughs, deserts, mountains, lava floes, glaciers, and more. In order to make the long trek across the wastelands and break through any obstructions, Bartok designed the *Titan Series* locomotives for pure power.

Though the company's operations have left a swath of destruction in their wake, they've done a remarkable job of beating a path across the previously untraversable wastes *(which don't look that much worse than they used to, all things considered)*.

BARTOK KULLE
Chief Engineer

GOLDEN SANDS COMPANY

The quest to unify the lands didn't begin exclusively in the east. In the western deserts of Sanghalim, haphazard caravans have been operating for hundreds of years. At the orders of the Holy Empress, Seth Cremmul consolidated these independent operations to form the Golden Sands Company, a modern transportation company that would unite the large desert theocracy.

The trains of the Golden Sands Company are works of art and design. Luxury passenger cars are arrayed with the rich wealth of the desert's many gold and gemstone mines, as well as the talents of the world's most renowned artisans. Where travel through the desert was once arduous, the Golden Sands Company allows passengers to travel in luxury befitting of rulers.

SETH CREMMUL
Superintendent Foreman

KERIGAN TRANSCONTINENTAL

Kerigan Railways is already an established regional service in the northern land of Willat, set up over a hundred years ago by Elvan business magnate Mars Kerigan. Now that the world is opening to trade, Mars' second daughter, Rayleigh, has expanded the service into a Transcontinental Railway to help build the path between Kor Karoli in the east and Empyreal City in the far west.

The *Tridian Mk. XII* is the fastest locomotive so far developed, the pride of Kerigan Transcontinental. This engine is the top of the line for express freight delivery and passenger travel. Combining exceptional luxury, security, and speed, passage on these trains is expensive. Despite the cost, Kerigan's reputation for excellence ensures that these express lines are constantly booked to capacity.

RAYLEIGH KERIGAN
Executive Vice President

KINGS' LINE

After retiring early from her service as the Jeffrian military's Chief Armiger, Artificer Extraordinaire Runika Zenanen decided to join forces with one of her brothers and set up the Kings' Line as the central kingdom's premiere railway line. While her brother Koul handles the finances and business development of the company, Runika works on the field, planning new lines and constantly improving the performance of her engines.

Runika's mastery of artifice has created the *Relic Runner*, a locomotive powered by the same technology that moved ancient golems, optimized and improved for modern use. Golem cores provide a far more stable source of energy than raw mana, allowing the Relic Runners to operate longer than other trains on a similar amount of fuel.

RUNIKA ZENANEN
Lead Artificer

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ICON REFERENCE

DESERT	FOREST	GLACIER	LAKE	LAVA	MOUNTAIN	WASTELAND	CITY	ANY TERRAIN EXCEPT WASTELAND	ANY HEX ON THE EDGE OF THE MAP	YOUR NETWORK	COMPETITOR NETWORK
HOME TERRAIN	TRANSFER	YOUR TRAIN CAR	COMPETITOR TRAIN CAR	START	END OF THE LINE	DELIVER	MOVE	ACTIVATE	SPELLCAR	ACTIVATE SPELLCAR	GAIN SPELLCAR
MANA	GAIN MANA	RECLAIM MANA	GAIN SPECIALIST	CAPTAIN	ENGINEER	STATION MASTER	SURVEYOR	PLACE WASTELAND	GLOBAL	ADMINISTRATE	DEMAND TILE
GOOD	ANY COLOR GOOD	TAKE ANOTHER TURN	REFRESH	EXHAUST	DESTROY						