

DON'T TURN YOUR BACK

"The boon which you and your companions ask is no small thing," the Wax King whispered. His voice was languid, and sonorous—like a parent telling a bedtime story. "I shall require a favor in return—a difficult favor, a complex favor." His head hung low, as though supporting a great unseen weight, and his features had a melted quality to them.

Alex looked across at the three Awake beside her—the friends she'd made in the days since she'd first gotten sucked into the madness of this city, brought together by their shared fears and needs. Now they had followed her here, to the Wax Kingdom, like the characters in the Wizard of Oz—each of them desperate for something they could get nowhere else. Each of them was strong in their own way; each had terrifying powers that had made it possible for them to get here alive and—more or less—sane. But now, looking at them in the wavering, jaundiced light of the Wax King's palace, they seemed terribly small and fragile. Alex looked back at the Wax King; every time she looked at him, he seemed changed.

"What do you want us to do?" Alex asked. She tried to sound resolute.

"Many things," the Wax King answered. "There are individuals I need to do particular things, or to stop doing particular things. There are some who need to leave their homes and go somewhere else. There are some that I need to fight one another, and some that I need to see defeated. And of course, there are several individuals that I need brought to me, here. I need *that* especially." As the Wax King stood up from his throne, it slowly started to melt into floor. He paced a little across the crude dais.

"You will need more than just your talents to achieve my ends. You will need to bribe, to threaten, to brutalize, to manipulate, to sacrifice... that is the way of the Mad City above. Are you prepared for this?"

Alex took a step forward, and one of the Blind Knights quickly interposed himself between Alex and the King. The Knight leaned in so close that Alex winced at the heat from his candle-flame eyes. She turned, and looked at the King over the Knight's shoulder. "If you can give us what we are asking for, we will do whatever you need."

"Ahhh..." the Wax King sighed, "I have not made myself entirely clear. Your pardon, it is a common failing of mine. You see, I can only do this favor for *one* of you."

"One?" Alex felt like someone had hit her in the stomach.

"The one who serves me best." The Wax King seemed vaguely to smile. "The rest of you will just have to join my retinue here." He gestured vaguely in the direction of one of his "smothered folk," hunched over in the corner, with a veil of wax concealing its face. The sight of it made Alex shudder involuntarily.

The Wax King continued, "If your little group is sufficiently loyal, I suppose you could work together, but... in light of the circumstances, it might be best if you all thought of this as a kind of tournament."

Alex looked sidelong at the others, and saw them looking back at her. No words were needed between them. All of them knew that friendships in the Mad City could only last as long as they were convenient.

"Now go with my Knights. They shall tell you what I require." This time the Wax King smiled discernibly as he turned away. "And *don't turn your back*, my dear Awake ones. *Never* turn your back."



2-4 PLAYERS

45-60 MINUTES

AGES 13+

MATERIALS: 1 city board, 1 candle tally board (score board), 4 player boards—in player colors, 4 candle tally markers—in player colors, 111 cards including a starting player card.

SETUP

- 1 Place the city board face-up in the middle of the table.
- 2 Remove the First Admonishment card from the District 13 Law deck, and shuffle the rest. In a 2- or 4-player game deal 7 Law cards at random. In a 3-player game, deal 8 Law cards at random; players should not look at the unused card(s). Place these cards face-down on the Law space in District 13, and place the First Admonishment card on top, face-up.
- 3 Each player takes a player board, a starting deck of Favor cards, an Acquisition deck, and a candle tally marker of the same color. All players put their candle tally marker on the "START" space of the candle tally.
- 4 Each player separates her starting cards (cards labeled "START" in the upper right corner) from her Acquisition deck (the rest of her cards).
- 5 Each player shuffles her Acquisition deck, places it face-down in the space designated "Acquisition deck" on her player board, and then turns 6 cards from this deck face-up, to the right of her player board. This is the player's available Acquisition card row, representing the Nightmares she can influence.
- 6 Each player then shuffles her starting cards and places them face-down in the space designated "Favor deck" on her player board. This is her draw deck, representing favors owed to her from the Nightmares of the Mad City.
- 7 Each player draws a hand of **4 cards** from her Favor deck.
- 8 The player who has been awake the longest goes first, and takes the starting player ("you go first") card.



TURN SEQUENCE

Turns in *Don't Turn Your Back* have 4 phases:

- **Phase 1: Place Cards**
- **Phase 2: Acquire Influence**
- **Phase 3: Score**
- **Phase 4: Clean Up and Draw Up.**

PHASE 1: PLACE CARDS

This phase will involve several rounds of card play. In each round, in turn order beginning with the starting player, each player may play 1 card from her hand onto an open space on one of the Districts. This card represents a Nightmare, who is repaying the player a favor by acting on her behalf. Each card specifies along the lower left edge which Districts it may access. The same card may have different uses depending upon where it is placed. In a **3-player game**, do not use the spaces marked with a “4” and in a **2-player game**, do not use the spaces marked with either a “4” or a “3-4.”

13 **HS** **CS** **WK** When cards are played in **District 13, The High School, The City Slumbering, or The Wax Kingdom**, their effect is based on their Pain  value; usually, the higher the Pain  number, the more effective that card will be. Such is the stuff of Nightmares! The effect of cards played in these districts will be resolved in the Acquire Influence and Score phases.

HS When players play cards into the **High School**, they must always play onto the open space that is closest to the start space.

WK Make sure you understand how cards played into the **Wax Kingdom** (see Game End and Winning) affect **scoring** at the end of the game—it will hurt your score if you play too few or too many into the **Wax Kingdom**.

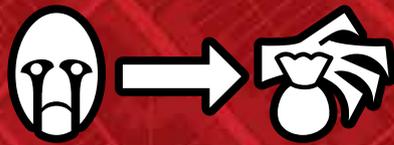
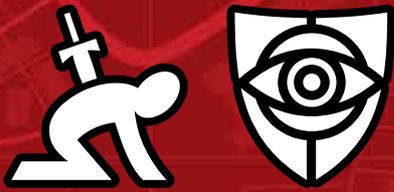
BB All cards that can be played in the **Bizarre Bazaar** have **text effects, which become active only when the cards are played on a Bazaar space**. These represent services that the Nightmares can perform or procure for you. Cards played in the **Bizarre Bazaar** mostly have immediate effects, which are resolved as soon as the card is played; a few cards have effects that will occur in later rounds or phases.

Whenever a text effect causes a player to **discard cards**, they are placed in that player's discard pile.

Whenever an effect causes a player to **draw cards**, they are drawn from that player's Favor deck. If a player needs to draw cards, and their draw deck has been exhausted, then they reshuffle their discard pile and place it face-down to become a new draw deck.

When cards occupy all the spaces in a District, then no more cards can be played into that District.





Some Bazaar cards (Smothered Folk, Clockwork Lieutenant, Lady In Hating, The Tacks Man, The Wax King, and Mother When) have **attack effects** which can adversely impact one or more other players. These effects can be **blocked** if the target player(s) has a defender card already in the Bazaar when the attack is played (Paperboy, City Desk Editor). Attacks which lower a player's score cannot reduce her score below 0.

Other cards (Face Merchant) may have a **special effect** in the Bizarre Bazaar that happens in a later round. These are marked so players **take notice** as it is likely to influence their choices.

Players continue playing 1 card at a time into open spaces on the District boards until each of them runs out of cards, has no open spaces they can legally play cards onto, or chooses to pass.

Once a player has passed, she may not subsequently play cards, even if another player's actions have created new options for her. When all players have passed, Phase 1 of the turn is complete.

PHASE 2: ACQUIRE INFLUENCE

CS The Pain value of cards played into The City Slumbering turn into points of cost , which players can use to acquire as many new cards as they can afford from their available Acquisition card row. The cost of new cards is in the upper right corner of the card. Some cards also give players additional points from the City Slumbering when they are played in the Bizarre Bazaar (Faceless, Dream Dealer).

Whenever a player acquires a card, that card is placed in the player's Favor discard pile. This card now represents a favor owed to her by a Nightmare. As a player acquires more influence over Nightmares, her Favor deck will increase.

A new card is immediately turned face-up from the player's Acquisition deck and placed face-up in her available Acquisition card row. If a player's Acquisition deck is exhausted when she needs to refill her Acquisition row, reshuffle the player's Acquisition discard pile (if any) and turn it face-down to become the new Acquisition deck.

BB Note: The Harvester's Bazaar effect causes a card to be acquired during the Place Cards phase. The Harvester causes the player to move all cards from her Acquisition row to her Acquisition discard, draw 6 new cards for the Acquisition row, and immediately acquire a card of Cost 2 or 3. The Harvester's effect thus creates an Acquisition discard pile, separate from the player's Favor discard pile. This space is marked on the player board.



PHASE 3: SCORE

Players first score the High School and then District 13.

HS In the High School, the player with the highest total Pain value scores 1 Candle for each point of Pain on her own cards played in the High School. Ties are broken in favor of the tied player with a card **closest to the start space** of the High School board. The other players in the High School get 1 Candle for each card they played into the High School. After scoring, count the number of cards held in the High School by the player with the most cards played there, and remove that many cards from the left end of the High School, beginning with the start space. Shift any remaining cards in The High School to the start end of the board. These cards will remain in the High School during the next turn.



13 District 13 awards Candles and other benefits based on the conditions specified on the **Law card** for that turn. There is usually a reward for having the highest total Pain value on cards played into District 13. Sometimes there are rewards for players who come in 2nd, for tied players, or for all players who play in District 13. Occasionally, the Law condition creates penalties (again, a player's score cannot drop below 0).

After the benefits are awarded for District 13, discard the current Law card, and turn a new Law card face-up for the next turn.

PHASE 4: CLEAN UP AND DRAW UP

WK In the Wax Kingdom, you can trade your influence over a Nightmare for increased favor in the court of the Wax King! **Cards played in the Wax Kingdom are transferred to the face-down Encased pile.** These cards have been permanently removed from the player's decks, but will help players compete for an endgame Candle bonus (See Game End and Winning).

Players then remove their played cards from the Bazaar, District 13, City Slumbering, and return them to their discard piles. Cards left in the High School after the Scoring phase remain until the next Scoring phase. If players have any unplaced cards left in their hands, they may choose either to keep or discard these. They then draw their hands up to 4 cards. The starting player card passes to player on the left of the current starting player, and the next turn begins.



HIGH SCHOOL MATH:

Blue: 4 Pain, WINS = 4

Orange: 3 Pain, 1 card = 1

Teal: 2 Pain, 1 card = 1

Blue won with two cards. The two leftmost cards are removed and returned to their players.



GAME END & WINNING

The game ends at the end of the 8th turn (or 9th turn in a 3-player game); this is the turn on which the final Law card is scored, so don't worry about counting turns, the Law deck will do that for you.

First, players should remove their Start cards from their decks. (Start cards do not contribute towards the player's endgame bonus.)

Next, the cards in the Encased pile of the Wax Kingdom are turned face-up and the Pain ♠ values on them are tallied for each player. How much Pain ♠ a player Encased ♣ in the Wax Kingdom has will determine how many bonus points she will score for the cards still in her deck. In other words, you don't score points for the cards that you Encased ♣, but the amount of Pain ♠ you Encased ♣ affects how you score the cards you've retained.

The player with the **highest total Pain ♠** value in the Wax Kingdom scores **1 Candle ♠ for every point of Cost ♣** on the cards (not start cards) in her deck.

The player with the **2nd-highest total Pain ♠** value in the Wax Kingdom scores **1 Candle ♠ for every point of Pain ♠** on the cards (not start cards) in her deck.

The player with the **3rd-highest total Pain ♠** scores **2 Candles ♠ for every card** (not start cards) in her deck.

The player(s) with the **4th-highest total Pain ♠** scores **1 Candle ♠ for every card** (not start cards) in her deck.

If two players tie for one level of scoring, they both receive the benefit of the next lower level of scoring (e.g. if two players tie for 1st Place, they both score the 2nd Place bonus, and the player with the next lowest score gets the 3rd Place bonus).

The player with the most Candles ♠ is the winner. In the event of a tie, the tied player with the highest total Cost value of cards in her deck is the winner.



What you've Encased determines how you score your bonus (but you don't score *those* cards).

Start cards and remaining acquisition deck cards don't count (remove them).



Score bonus Candles ♠ using those favor cards that remain in your deck (draw, hand, & favor discard.)



BAZAAR SERVICES

PROVIDED BY YOUR NIGHTMARES

Blind Knight: Allows you to move a card from your hand or discard pile directly to the Encased pile in the Wax Kingdom (not to the Wax Kingdom play spaces), and score 1 Candle ♠ for each Pain ☹ on the card you Encased. You can use this effect even if the Wax Kingdom spaces are all occupied, and you can use this effect to encase cards that cannot normally be played in the Wax Kingdom.

City Desk Editor: Lets you score 3 Candles ♠, and makes you immune to other player's attack effects for the rest of this turn.

Cleaner: Lets you draw 1 card, and score 1 Candle ♠.

Clockwork Lieutenant: Lets you attack another player by discarding any 1 card from a District 13 space and then moving the Clockwork Lieutenant card to the vacated District 13 space. The discarded card goes into the target player's discard pile. You cannot use this attack effect on any player who has already played the Paperboy or City Desk Editor this turn.

Dream Dealer: Provides 2 additional points of cost when it is played in the Bizarre Bazaar; it can also be played directly in the City Slumbering for 2 points.

Faceless: When you play Faceless in the Bizarre Bazaar, it gives you 1 additional point of cost from the City Slumbering. It can also be played directly in the City Slumbering.

Face Merchant: Lets you draw 1 card immediately. On a later round in the same turn you may discard the Face Merchant and play a different Bazaar-capable card onto the vacated space. The Face Merchant is useful if you want to ensure that you can play a Bizarre Bazaar card late in the turn.

Fortune Taker: Allows you to draw 4 cards from your Favor deck. You must choose two of these cards to discard, and 2 to add to your hand.

Harvester: When you activate your Harvester cards, discard the 6 cards in your Acquisition row—moving them to your Acquisition discard pile (not your Favor discard pile). Turn 6 new cards face-up to form a new Acquisition row, and immediately choose 1 card of Cost 2 or 3 to acquire—placing this card in your Favor discard pile. Refill the Acquisition row to 6 cards, as after any acquisition. If your Acquisition deck runs out, shuffle your Acquisition discard pile and place it face-down as a new Acquisition deck.





Lady In Hating: Lets you attack another player by discarding any 1 card from a High School space and then moving the Lady In Hating card to the vacated High School space. The discarded card goes into the target player's discard pile. You cannot use this attack effect on any player who has already played the Paperboy or City Desk Editor this turn.

Mother When: Lets you score 4 Candles. As an attack, she forces all other players to discard 1 card. Players who have already played the Paperboy or City Desk Editor this turn do not have to discard.

Paperboy: Lets you draw 2 cards, and makes you immune to other players' attack effects for the rest of this turn.

Shameful: Lets you draw 2 cards.

Smothered Folk: Lets you attack another player, by moving one of their cards from a Wax Kingdom space to the target player's discard pile. Your Smothered Folk card then moves from the Bizarre Bazaar to the vacated space in the Wax Kingdom. Since this means the Smothered Folk card will be Encased at the end of the turn, this attack can normally only be done once. The high Pain value of the Smothered Folk card makes it valuable to encase. You cannot use this attack effect on any player who has already played the Paperboy or City Desk Editor this turn.

The Tacks Man: As an attack he reduces the other player's scores by 2 Candles. Players who have already played the Paperboy or City Desk Editor this turn do not lose 2 Candles. In addition, you turn over the top card of your Favor deck and place it immediately onto a legal, open space in any district except the Bazaar. If there is no legal place to play this card, it is added to your hand.

The Wax King: Lets you draw 2 cards and score 2 Candles. As an attack, he forces all other players to discard down to a hand of 3 cards. Players who have already played the Paperboy or City Desk Editor this turn do not have to discard. The Wax King also has a high Pain value, and it can be useful to Encase him in the Wax Kingdom near the end of the game.

LAWS OF DISTRICT 13

The 13th Admonishment: The player with the most Pain ☹️ in District 13 can acquire any 1 card from their available Acquisition card row, without paying the cost, and place it on top of his/her Favor deck. If there is a tie for 1st Place, then all players tied for 1st score 3 Candles 🕯️ and do not get to acquire a card.

The Bass-Ward Act: The player with the most Pain ☹️ in District 13 scores 4 Candles 🕯️. If there is a tie for 1st Place, all tied players score 5 Candles 🕯️. 2nd Place scores 6 Candles 🕯️. If there is a tie for 2nd Place, all tied players score 7 Candles 🕯️.

The First Admonishment: This card should always be at the top of the Law deck at the beginning of the game. The player with the most pain in District 13 scores 6 Candles 🕯️. If there is a tie for 1st Place, then all players tied for 1st score 4 Candles 🕯️. All other players with cards in District 13 this turn score 3 Candles 🕯️.

Have Us A Corpus: All players with at least 1 card in District 13 can acquire any 1 of the cheapest cards currently in their available Acquisition card row, without paying the cost, and place that card on top of their Favor deck.

The Lie Your Ground Law: The player with the most pain in District 13 scores 2 Candles 🕯️ for every 1 Pain ☹️ she has on card she has played in District 13 this turn. If there is a tie for 1st Place, then all players tied for 1st score 3 Candles 🕯️. All other players with cards in District 13 this turn score 2 Candles 🕯️.

My Gun's Law: The player with the most Pain ☹️ in District 13 scores 4 Candles 🕯️ for each card she has played in District 13 this turn. If there is a tie for 1st Place, all players tied for 1st score 3 Candles 🕯️ for each card they have played in District 13 this turn. All other players with cards in District 13 this turn score 2 Candles 🕯️.

The Sawtooth Act: The player with the most pain in District 13 scores 7 Candles 🕯️. If there is a tie for 1st Place, then all tied players lose 1 Candle 🕯️. All other players with cards in District 13 this turn lose 2 Candles 🕯️.

The Somnambulation Act: Any players who haven't played any cards in District 13 this turn lose 4VP.

The Statute of Elimination: The player with the most Pain ☹️ in District 13 scores 8 Candles 🕯️. If there is a tie for 1st Place, all tied players tied for 1st Place score 6 Candles 🕯️ and 2nd Place still scores. The 2nd Place player scores 5 Candles 🕯️. If there is a tie for 2nd Place, all players tied for 2nd Place score 4 Candles 🕯️.

The Wax Tax: The player with the most Pain ☹️ in District 13 takes any 1 card from her available Acquisition card row, and puts it into the Encased pile face-down. If there is a tie for 1st Place, then all tied players put any 1 card from their available cards into the Encased 🗝️ pile.





A GUIDE TO THE MAD CITY

Down a lonely alleyway, under a starless sky, lies a city that never was, yet is: the Mad City, where Nightmares walk the streets, and a good night's sleep can get you killed.

Every now and then, the Awake — chronic insomniacs from our world, the City Slumbering—break through the barriers of normal human perception and cross over to the Mad City, becoming trapped there, gaining abilities fuelled by madness and exhaustion. Most of the Awake live a short, phantasmagorical, frantic life in the Mad City, before it quite literally eats them alive. However, there are those rare few who manage to master the city, and even find a way to escape...

THE CITY SLUMBERING

“So, you want me to go harvesting dreams from the slumbering, do you? Well, I’ll cut you... in for a share.”

Nightmares journey to the City Slumbering, bringing Pain  to the sleeping to harvest their darkest dreams. You may trade your share of dreams to gain influence over one or more Nightmares — but like most dreams, they only last the night, so use them while you can.

Short of a few special services offered in the Bazaar, this is the only way to grow your influence over the Nightmares of the Mad City. Keep an eye out for acquisitions that will play well to your strategy, and harvest wisely. Nightmares with high Pain  values that can be played here will expand your influence quite rapidly indeed. It is important to acquire new and more powerful cards, especially in the early part of the game. It can be risky to forego this in favor of scoring points in the short term.

THE BIZARRE BAZAAR

“Ah yes, the bazaar of the bizarre, where anything can be bartered and everything is for sale. An excellent place to retain services not readily available elsewhere.”

Some Nightmares have special contacts or are themselves able to provide particular services under the peculiar conditions of the Bizarre Bazaar. Use your influence to deploy them there and reap the benefits. And remember, this is a limited time offer — if you don't act fast, the opportunities found here will elude you.

The Bazaar tends to see a lot of bustle during play. Many Nightmares wish to ply their services here, but there's only so much room to go around. Play your defenses early, and reserve a spot with a Face Merchant if you can. And remember, a Nightmare that lets you draw cards extends the number of rounds you have to play in a turn — a potent service indeed. Often the Bazaar is the first district to fill with player cards, so be careful not to get shut out!

DISTRICT 13

“Don’t step outside the law in District 13. The penalties are... severe.”

Law and order changes at the whim of the Nightmares in District 13. Those who can navigate what passes for a legal system in the Mad City can reap great rewards from it, here. Make your case, and use your influence carefully, but watch out for the loopholes — they have a tendency to form nooses.

Make sure to read the Law that’s in effect each turn and look for an opportunity to exploit it. The court only hears so many cases at a time, so deploy your Nightmares quickly if a Law offers something you need.

THE HIGH SCHOOL

“Welcome to Mother When’s Finishing School for Bad Little Boys and Girls! You do look like a naughty one. Do you need to be finished?”

With instruction occurring under the watchful eye of Mother When, who some say is an incarnation of Death Itself, it is particularly difficult to exert influence here without committing to a longer-term campaign. Favors done for the Wax King here have a tendency to hold a Nightmare back until school lets out.

You can score quite a number of Candles  if you play this one cleverly. High-value cards played further back from the head of the class can stay in residence for multiple turns, scoring each turn as they move forward. But mind your Pain  tally — those who don’t go for the throat simply don’t live up to their potential. Concentrating on scoring in the High School or District 13, while encasing the cards for the other in the Wax Kingdom *can* be good strategy. However, it can be risky to totally eliminate your ability to play in any district.

WAX KINGDOM

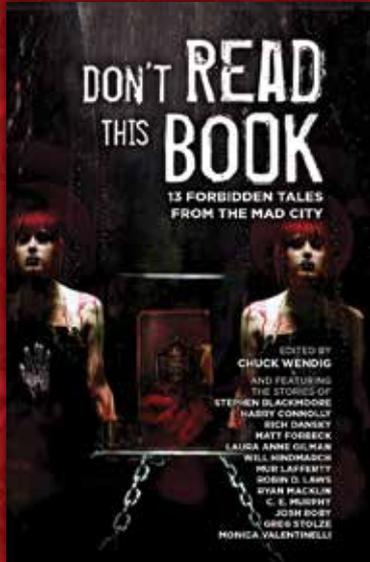
“Currying favor with me directly, are you? A bold choice, and potentially fruitless. We shall see what comes of it.”

Here you may pay tribute to the Wax King himself! Pass your influence over a Nightmare to the Wax King instead of keeping it for your own use, but do so carefully — whether or not he *values* it highly enough won’t be revealed until the final bell tolls.

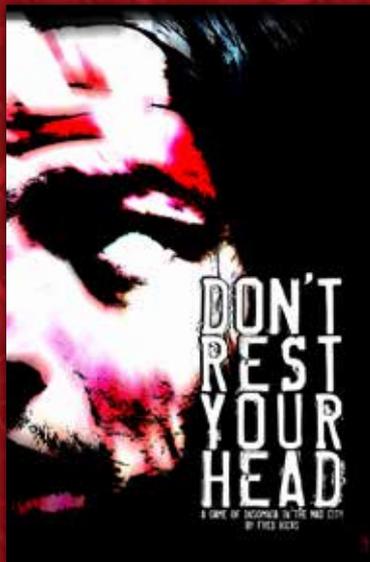
The Wax Kingdom gives you an opportunity to convert underperformers into a greater advantage in the endgame. Encase Start cards once you’ve acquired influence over superior Nightmares. Make sure you understand how your Encased cards will affect scoring in the endgame! While placing well here can win the game for you, it’s no guarantee; all the same, ignore the Kingdom at your peril. Those who don’t play the Wax King’s game are often crushed beneath its machinations. At the same time, if you encase too many of your most valuable Nightmares in order to get the best bonus, you’ll have few cards left in your deck to score with the Wax Kingdom bonus at the end of the game!



**DELVE FURTHER
INTO THE MAD CITY**



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