

TOM LEHMANN

# RACE FOR THE Galaxy

Arc #3, Expansion #2

## Xeno Counterstrike

The galactic empires strike back at the hostile Xenos, contending for the pioneers, outcasts, and rebels who dwell in the frontier border.





These worlds will form the route to attack the Xeno hive systems, once the Xeno invasion is repulsed. Can you build the most powerful and prosperous galactic empire in the midst of war?

### OVERVIEW

*Xeno Counterstrike* is the sequel to *Xeno Invasion*, adding more start worlds and game cards, plus a new concept: frontier worlds. Together, these two expansions form the *Race for the Galaxy Xeno Wars* arc and should not be combined with any other expansions.

Up to 4 players can play *Xeno Counterstrike* without *Xeno Invasion*. With it, a 5th player can be added and the optional counterstrike game played. In it, after a successful repulse of the Xeno invaders, the empires then assault the Xeno satellite and hive worlds while the Xenos respond with desperate retaliatory strikes.

### CONTENTS

6 start world cards, numbered 10-15	2 gold Xeno defense tiles
5 Frontier/Conquest Settle cards	11 Xeno retaliation cards 
26 game cards	1 Xeno retaliation tile
18 Near Frontier cards 	10 Xeno system cards 
28 Far Frontier cards 	1 Xeno system deck tile
2 Frontier deck tiles	2 counterstrike bonus tiles
1 Xeno conquest track sheet	28 VP chips (10@1, 16@5, 2@10)
5 counterstrike summary cards	6 award chips (2@1, 4@5)
1 Successful Repulse card	3 damage/award chips

*Carefully remove the tiles and chips from their frames before play.*


## ADDING CARDS



*Xeno Counterstrike* cards have two red squares in their lower left corners. Before adding cards, remove any cards from other expansion arcs (with 1-3 gray marks or one gold mark). Add only the 6 start worlds and 26 game cards to the *Race for the Galaxy* cards. Do not add the Frontier or Xeno system cards. These cards have different backs and are used differently.

**Important.** In this expansion, as in *Xeno Invasion*, all *Explore* actions are *mix with hand*. To do an *Explore*, draw cards, add them to your hand, and then discard the appropriate number from any of your cards in hand.

*Tip:* many players find it useful to quietly state aloud how many cards they need to discard *before* adding their *Explore* draws to their hands.

*Example:* Ann has 4 cards in hand and 2 *Explore Draw+1* powers in her tableau. Ann calls *Explore+1* and draws 5 cards. As she adds them to her hand, Ann reminds herself, “Discard 3”, so she ends with 6 cards in hand.

**Xeno Worlds.** Many worlds are **XENO** military worlds, with a blue “fill” inside their defense numbers and an  icon.

**XENO** military worlds can be conquered normally, but *cannot* be settled using *Pay-for-Military* ( ) powers, such as the *Contact Specialist's* power.

**Military vs. Xeno.** Some powers provide *specific Military* vs. **XENO** worlds. This applies to Xeno military worlds and may be combined with other Military.

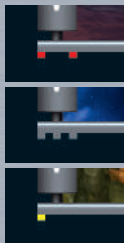
**Damage/Repair World, Xeno Defense.** These apply only in the *counterstrike* game. In the frontier game, some powers discard, instead of damaging, a world.

**Anti-Xeno Keyword.** Several 6-cost developments refer to **ANTI-XENO**, a term which appears in some card titles.

**Frontier Worlds.** Some powers refer to *Frontier* worlds. They are divided into Near and Far Frontier worlds in separate decks and need a Frontier settle to be placed.

**Costly Developments.** The *Anti-Xeno Fleets* and *Armada* have costs greater than 6. During scoring, these each count only 1 VP for *Galactic Federation*.

**Powers.** Most new powers are variations on existing powers. Those that are not have text descriptions and are described starting on page 9.




any Near Far

## FRONTIER GAME

The frontier game expands *Race for the Galaxy* with 2 differences:

- the *Frontier Settle* action enables players to settle Frontier worlds; and
- the game is extended by starting with more VP chips in the common pool (15/player, not 12) and ending on 15+, not 12+, cards in any tableau.

**Setup.** Add the 6 start worlds and 26 game cards before play. Set up the game normally, except put 15 VP chips/player (not 12/player) in the common pool. Give each player a *Frontier/Conquest Settle* action card.

Shuffle and set out the Near Frontier and Far Frontier decks. Put their summary tiles next to each deck as shown (no  icons).



Set aside the Xeno system, retaliation, *Successful Repulse*, and counterstrike summary cards, the Xeno conquest track sheet, and all other tiles and chips.

These are used only in the counterstrike game.

Deal each player two start worlds to choose from, as described in *Xeno Invasion* or the *Race for the Galaxy* 2nd edition rules (page 8, sidebar).

**Play.** Play is as normal, except as modified below.

**Frontier Settle.** A player selecting *Frontier/Conquest Settle* must attempt to settle a Frontier world from a Frontier deck instead of placing a world from their hand. (Its *Conquest* portion applies only in the counterstrike game.) Other players who did not choose the *Frontier Settle* action may settle a world from their cards in hand normally during this *Settle* phase.

To do a Frontier settle, draw 3 cards from the Frontier deck of your choice: Near or Far. If your tableau has fewer than 5 cards, you must choose the Near Frontier deck. Each deck's tile shows the cost and defense ranges of the worlds in that deck. After examining your draws, choose 1 world to settle and discard the other 2 cards face down to the matching Frontier discard pile. Each Frontier deck has its own discard pile.

When you do a *Frontier Settle*, you do *not* receive a bonus card draw after successfully settling a world (instead, your bonus card is the world itself).

If you are unable or unwilling to settle any of the drawn worlds, keep 1 of them and discard the other 2 cards. You may place the card you keep with a later **regular** *Settle* action (and draw a bonus card) or you may spend it normally, discarding it to the matching Frontier discard pile (not the regular discard pile).

If more than one player chooses *Frontier Settle*, they simultaneously do this while resolving the *Settle* phase. If the needed Frontier decks do not have 3 cards for each player choosing *Frontier Settle*, then do this in player order, reshuffling discards as needed after each settle action.

If there are fewer than 3 cards in the needed Frontier deck (after reshuffling discards), then draw all its cards. If there are no Frontier cards left in either deck (or just the Near Frontier deck if your tableau has fewer than 5 cards), then replace the Frontier settle with a normal settle action (and draw a bonus card afterwards if you place a world).

**Important.** If you chose *Frontier Settle*, then — regardless of whether you placed a Frontier world — you may not choose *Frontier Settle* as your action next round. Tuck your *Frontier Settle* action card face up under your start world as a reminder and, after next round, return it to your action cards.

*Thematically, this restriction represents the extra effort involved in reaching the frontier.*

In the 2-player game for experienced players, you may attempt a *Frontier Settle* every round. Do not tuck your *Frontier Settle* card as above. If you choose both *Frontier Settle* and *Settle* as your actions, whichever *Settle* card is on top when your action cards are revealed is done first.

**Game End.** A Frontier game ends either after the common pool of 15 VPs in chips per player runs out (adding 10-VP chips, making change, and finishing that round normally) *or* if any player ends a round with 15 or more cards in tableau.

Three Far Frontier cards: *Deep Space Terraforming*, *Federation Frontier HQ*, and the *Xeno-Embattled Colony* can gain VP chips during the *Settle* phase. If this exhausts the VP chip pool, add the 10-VP chips, make change as needed, and the game will end after that round is done.

## COUNTERSTRIKE GAME

The counterstrike game requires *Xeno Invasion*. It begins as a combined invasion and frontier game that transitions to a conquest stage once the Xenos are *repulsed* by exceeding their repulse value (ending early if the Xenos defeat the empires). It then continues until at least one counterstrike end condition is met:

- the much larger VP chip pool (30 VPs/player) is exhausted,
- all Xeno systems are conquered, or
- the empires' total military vs. Xenos exceeds the Xeno *conquest* value.

**Important.** Tableau size (12+ or 15+ cards) does *not* end the game.

This version is much longer than a typical *Race for the Galaxy* game. Do not attempt it until you have played several frontier games.

**Setup.** Set up an Invasion game as in the *Xeno Invasion* rules, except:

- put 30 VPs in chips per player in the common pool,
- set out the Frontier decks (as in the frontier game above), and
- give each player a *Frontier/Conquest Settle* card.

**Play.** Play initially proceeds as a combined invasion/frontier game. Continue this stage until either: the Xenos defeat the empires; the larger VP pool runs out (unlikely); or the empires *repulse* the Xenos (likely, see below).

In the first two cases, the game ends and is scored as the invasion game.

Play Notes. As worlds can be damaged and repaired in invasion/counterstrike games, two Far Frontier worlds, the *Xeno-Embattled Colony* and *Xeno-Rebel Battleground*, enter play damaged and two settle powers, on *Run-Amok Robots* and *Scorched-Earth Defense*, require damaging, instead of discarding, a world in your tableau to use them (see these cards).

**Repulse.** If the Xenos are repulsed, the game continues after a transition:

1. At the end of that round, award the two invasion bonus tiles (as per the invasion game rules). Shift all war contribution VP chips from players' bunkers to their other VP chips. Set out the two counterstrike bonus tiles.
2. Shuffle the Xeno retaliation cards to form the retaliation deck. Replace the invasion deck with the retaliation deck; the repulse tile with the matching gold Xeno defense tile (based on number of players); and the empire defeat tile with the Xeno retaliation tile (☀ side up). In a 2-player experienced game, flip the retaliation tile to its ☀ side.



Put the *Successful Repulse* card on top of the retaliation deck, using either its standard or 2-Player experienced side. Flip the Frontier deck tiles to their counterstrike sides (☀), to show that any failed Frontier settle increases all Xeno retaliation strengths that round by +4.

- Extend the repulse track with the conquest track sheet. Shift the Xeno repulse arrow onto this track to become the initial Xeno conquest value. Either add 33, 42, 52, or 61, for 2-5 player games respectively, to its value or subtract the arrow's current offset from the initial repulse value (the war contributions previously made) from the respective printed conquest value. (The number to add is listed below each printed initial conquest value.)

*Example. In a 3-player game, the initial 28 repulse value was reduced by 11 war contributions to 17. Shift the Xeno repulse arrow from 17 to 59 (17+42 or the printed 70-11) to be the initial Xeno conquest value. (The other arrow, marking total Military vs. Xenos, remains where it is.)*

- If playing with fewer than five players, separate the 5 Xeno *Satellite* and 5 Xeno *Hive* worlds and shuffle them facedown. For each fewer player, randomly return 1 *Satellite* and 1 *Hive* world to the box without looking at them. Shuffle the (remaining) *Satellite* and *Hive* worlds together to form the Xeno system deck and place its deck tile as shown on top of it.



- Give each player a counterstrike game summary card.

**Repulse “Breather”.** In the round after the Xeno invasion was repulsed, a *Develop* phase automatically occurs. During that round, no Xeno retaliation takes place (except in the 2-Player experienced version). Then, discard the *Successful Repulse* reminder card from the top of the retaliation deck.

**Continue play** with the following differences:

**Terminology.** Mentally replace all references (in rules, repair, and settle powers) to “invasion game”, “Xeno invasion”, and “Xeno repulse value” with “counterstrike game”, “Xeno retaliation” and “Xeno conquest value”, respectively.

**Xeno Conquest.** Players with at least 1 Far Frontier world or 16 cards in tableau may attempt to conquer a Xeno system world by playing their *Frontier/Conquest Settle* action card. Once any player meets either one of these conditions at the end of a phase, flip over the Xeno system deck tile and place it next to the deck.




*Thematically, a Far Frontier world or a large enough tableau means the empire has sufficient supply to reach and attack Xeno systems.*

A player with a tableau of 16 or more cards *must* attack a Xeno system world when they play their *Frontier/Conquest Settle* card; they can no longer attempt Frontier settles.

To attempt a Xeno conquest, draw 1 card from the Xeno system deck to attack (reshuffling if needed).

If several players choose *Frontier/Conquest Settle*, do this in player order. If you play *Frontier/Conquest Settle* and are eligible to do either one, choose which one you will attempt when you do your settle action.

If there are no Xeno systems left (after reshuffling), a player who chose *Conquest* may do either a standard settle (drawing a bonus card) or a Frontier settle (even if their tableau is 16 or more cards).

Xeno systems are either *Satellite* worlds, conquered like any other Xeno world, or *Hive* worlds, with defense listed as “?M+?X+#” ( ?  +3 ), equal to your combined Military and Military vs. Xenos of 9 or more, *plus* the listed value.


To defeat a *Hive* world – provided your total Military and Military vs. Xenos is 9 or more – you must add any mix of temporary Military or temporary Military vs. Xenos that equals or exceeds the listed value “#”.


*Thematically, Hive world defense represents the swarming tactics of massed Xenos defending their home worlds. The Xenos seek to evenly match and slightly outnumber all attacking forces and are therefore vulnerable to surprise maneuvers (temporary Military).*




If a Xeno conquest succeeds, place the card in your tableau. Similar to Frontier settles, do not draw a bonus card. If a Xeno conquest fails, *discard* the Xeno system to that deck’s separate discard pile and, if the Xenos retaliate this round, *all* retaliation attack strengths will be at +6.



Similar to Frontier settles, after a Xeno conquest attempt, tuck the *Conquest Settle* card under your homeworld. It is not available next round.


In the 2-Player experienced version, you may attempt a Xeno conquest each round. Do not tuck your *Conquest Settle* card as above.

If at least 1 Xeno system world is conquered this round, flip the Xeno retaliation tile over to its  side. No retaliation will occur this round.

**Xeno Retaliation.** This replaces the invasion step of the invasion game. Do it if the Xeno retaliation tile shows  and the Xenos are not defeated. Xeno retaliation is performed as an invasion step except:

- it uses Xeno retaliation cards (not invasion cards);
- hand out these cards, high to low: “”, “”, and then “”;
- these cards’ attack strengths are +4 or +6 for *all* players if a Frontier settle or Xeno conquest failed, respectively, but never more than +6; and
- the awards differ (given in the same order as the cards were assigned).


When handing out retaliation cards, “M+#” (  ) is *lower* than just “#” (  ), as shown by the decreasing number of borders around the retaliation attack values. (This is the *reverse* of the invasion game assignment order.)

Some retaliation cards list “?M+?X+#” (  ), equal to your combined Military and Military vs. Xenos, *plus* the listed # value. To successfully defend against them, you must exceed the listed # using any mix of defense, temporary Military, and temporary Military vs. Xenos.

The awards for successful defense against retaliation differ from the invasion game. The *highest* admiral(s) receive extra defense awards if they successfully defend, as shown on the defense tiles.



*Thematically, this represents a shift in public opinion, from valuing a weak military force that managed to defend against an invasion to valuing a strong military force that drives off a retaliatory strike.*

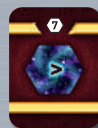
**Important.** After either doing or skipping Xeno retaliation, always set the retaliation tile to its  side.

**Game End.** The counterstrike game ends either by exhausting the VP pool of 30 VPs/player or by defeating the Xenos. The Xenos are defeated either by equaling or exceeding the Xeno conquest value (similar to the invasion game) or by conquering *all* Xeno system worlds.


Neither tableau size nor failing to defend against Xeno retaliations can end the counterstrike game (unlike the Invasion game).

In all cases, finish the round and then award the counterstrike bonus tiles before determining the winner.

The *Greatest Contributor* bonus tile goes to the player with the most VPs in VP *chips* (not awards) at game end. (Once the conquest stage is reached, war contributions are not kept separate from other VP chips.)



*Thematically, every economy is now on a war footing. While war contributions continue, consumption now represents mobilizing your populace to support the war effort.*

The *Greatest Conquerer* bonus tile goes to the player who conquered the most Xeno system worlds (  ).



In the case of ties for bonus tiles, each player tied for most receives the bonus VPs. Give the award tile to one of the tied players and 7 VP chips as needed to the other tied players.

Players total their VPs normally, including all award chips and tiles. War contribution VP chips (but not defense awards or bonuses) *do* count towards *Galactic Renaissance*. Damaged worlds do not provide VPs and do not count for any other card's VPs.

## NEW CARD POWERS (by phase)

### Upon Placement (attribute, not power)



Put a good on this production world when it is *placed* in your tableau.

## II: DEVELOP

### Draw After Placing Military



Draw 2 cards after placing a development that provides military (but not *specific* or *temporary* military).

### Replace World with Development



May discard a world, possibly damaged, from your tableau and replace it with a development with a *printed* cost < 6.

*This is not a Develop action. It cannot be combined with other Develop powers.*

### Discard Good to Reduce Cost



May reduce the cost to place a development by discarding one good of the specified *kind*.



### Discount for Non-Military Worlds



Reduce the cost to place a development by 1 for every two non-military worlds in your tableau.

## III: SETTLE

### Draw More During Frontier Settle



When drawing Frontier worlds to settle, draw 3 *plus* the specified number of worlds to choose from.

### Discard Good to Reduce Cost



May reduce the cost to place a world by 2 by discarding 1 Genes good or, up to 3 times, any good.

### Frontier World Settle Discount



Reduce the cost of placing a Frontier world by 3.

### Reduce Cost to 0 and Gain 5 VPs



May discard a *Near* Frontier world from your tableau to place a world at 0 cost and gain 5 VPs. This power cannot place Alien (●●) or Xeno worlds (⊗).

### Gain VP Upon Frontier Settle



Gain 1 VP if one or more Frontier worlds were placed this round (by any player).

### Gain 1 VP (during Settle)



### III: SETTLE (continued)

#### Discard Good for Temporary Military



May discard one good of the specified *kind* to gain the listed temporary Military.



May discard one good of the specified *kind* to gain the listed temporary Military vs. Xenos.



May discard up to 2 Alien Technology goods to gain +1 temporary

Military *and* +2 temporary Military vs. Xenos per good discarded.

#### Discard World for Temporary Military



May *discard* or, in counterstrike games, *damage* a world in your tableau to gain +6 temporary Military or



+2 temporary Military vs. Xenos, respectively.

#### Military / Specific Military / Defense




+1 Military *and* +1 Military vs. Xenos for every two non-military worlds



or each Frontier world in your tableau, respectively.



+1 Military vs. Xenos for each  world in your tableau.



+1 Military vs. Xenos and +1

Defense for each  world in your tableau.



+1 Military and +1 Defense for each **IMPERIUM** card in your tableau.



+1 Defense for each **REBEL** military world in your tableau.



+2 Defense for each Frontier world in your tableau.

Defense *applies only in Invasion and Counterstrike games.*

### \$: TRADE

#### Cannot Sell Good



A good on this world cannot be sold (using the *Trade* bonus).

Consume *powers, such as the Trade League's power, can be used.*

Trade League *does score for this power.*

### IV: CONSUME

#### All Goods



Discard all remaining goods for 2 cards or



1 VP and 1 card apiece, respectively.

## V: PRODUCE

### Cannot Produce



A good cannot be produced on this world.

*Neither the Produce bonus nor windfall production powers can produce a good on this world.*

### Discard to Produce



May discard 1 card so that this world produces a good during *Produce*.

*If no card is discarded, this world does not produce a good.*

*A player can discard a card gained from Diversified Economy to produce this good, but cannot gain a card for doing so (as one power cannot interrupt another power).*

### Draw for Worlds / Imperium Cards



Draw 1 card for each **REBEL** military world,



**IMPERIUM** card, Alien

Technology world,

or pair of Frontier worlds in your tableau, respectively.



*Frontier world pairs can be any mix of Near and Far Frontier worlds.*

## CREDITS

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Thank you all!


Special Thanks: Trisha Huang and Chris Lopez

# COUNTERSTRIKE GAME SUMMARY

## Counterstrike Game Summary

**Setup:** as Invasion game, except set out Frontier worlds and put 30 VPs in chips per player in the pool.

After the Invasion game ends with a Xeno repulse:

- award invasion bonuses; set out new bonus tiles;
- replace invasion tiles with counterstrike tiles;
- replace invasion deck with retaliation deck ;
- add conquest sheet; shift repulse arrow, offsetting it;
- prepare Xeno system deck: 1 hive & satellite/player.

**Round 1:** a Develop phase automatically occurs.

**Frontier Settle:** may not be done if you have a 16+ card tableau.

**Xeno System Conquest:** requires a Far Frontier world or a 16+ card tableau.







**War Contributions & Repairs:** as in Invasion game.

**Xeno Retaliation Step:** see other side.




**Game End:** empty VP pool; conquer all Xeno systems; or total Military vs. Xenos  $\geq$  Xeno conquest value.

## Retaliation Step

end of round, after any hand limit discards

1. Update admiral disks, high to low.
2. Check Xeno conquest:  
If total Military vs. Xenos is  $\geq$  conquest value, the game ends; skip the rest of this step.
3. Check Xeno retaliation:  
If the Xeno retaliation tile shows , flip the tile to  and skip the rest of this step.
4. Flip 1 retaliation card per player:
  - Assign retaliation strengths by disks, high to low,  before  before . Then, move the bottom admiral disk in each stack to the top.
  - If the strength (+4 or +6 (max.) with failed Frontier settle or Xeno conquest) is  $\geq$  Military vs. Xenos, including any Xeno Defense  and temporary Military, damage (flip over) 1 world.
  - Otherwise, player receives 1-2 defense awards as shown on the defense tile.

## Xeno System Defense Values and Retaliation Attack Strengths

Xeno <i>Satellite</i> worlds:	10	12	14	16	18
Xeno <i>Hive</i> worlds (*M+X $\geq$ 9):	M+X+2	M+X+2	M+X+3	M+X+4	M+X+6
Xeno Retaliation  :	M+3	M+4	M+5		
Xeno Retaliation  :	8	10	12		
Xeno Retaliation  :	M+X+2	M+X+3	M+X+4	M+X+5	M+X+6

“M+#” equals the player’s Military+#, *before* adding any specific Military vs. Xenos.

“M+X+#” equals the player’s Military+# *including* any specific Military vs. Xenos.

Neither includes temporary Military or, for retaliation, the player’s Defense vs. Xenos.

To successfully defend, a player’s total must *exceed* the Retaliation attack strength.

\*To attack a *Hive* world, the player’s Military plus Military vs. Xenos must be  $\geq$  9.

If you have any comments, questions, or suggestions, please write to us at:

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