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The Munchkins have watched WAY too many spy flicks, and now the dungeon is full of enemy agents. Kill them and take their cheesy gadgets!

you. If you have any doubt about whether you should play a card, you could read below, or you could just charge ahead and do it.

COMPONENTS

168 cards. Rules. Six-sided die. Box.

SETUP

Three to six can play. You will need 10 tokens (coins, poker chips, whatever – or any gadget that counts to 10) for each player.

Divide the cards into the Door deck (with a door on the back) and the Treasure deck (with a pile of loot on the back). Shuffle both decks. Deal two from each deck to each player.

CARD MANAGEMENT

Keep separate face-up discard piles for the two decks. When a deck runs out, reshuffle its discards. If a deck runs out and there are no discards, nobody can draw any of that kind of card!

Your Hand: Cards in your hand are not in play. They don't help you, but they can't be taken away except by cards that specifically affect "your hand" rather than the items you are carrying. At the end of your turn, you may have no more than five cards in your hand.

Carried Items: Treasure cards can be played in front of you to become "carried items." See **Items**, below.

When Cards Can Be Played: Each type of card can be played at a specified time (see below).

Cards in play may not be returned to your hand – they must be discarded or traded if you want to get rid of them.

CHARACTER CREATION

Everyone starts as a Level 1 character with no loyalty and no class. (Heh, heh.)

Look at your initial four cards. If you have any **Loyalty**, **Class, Hireling**, or **Training** cards, you may (if you like) play one of each type by placing it in front of you. If you have any **Item** cards, you may play them by placing them in front of

STARTING AND FINISHING THE GAME

Decide who goes first by rolling the die. The owner of the game can then shoot anyone who doesn't like the result.

Play proceeds in turns, each with several phases (see below). When the first player finishes his turn, the player to his left takes a turn, and so on.

The first player to reach 10th level wins . . . but you *must* reach 10th level by killing a monster. If two players kill a monster together and reach 10th level at the same time, they both win.

TURN PHASES

(1) Open A Door: Draw one card from the Door deck and turn it face up. If it's a monster, you must fight it. See Combat. Resolve the combat completely before you go on. If you kill it, go up a level

(or, for a big monster, two levels – it will say so on the card). If the card is a trap – see **Traps**, below – it applies to you

immediately (if it can) and is discarded.

If you draw any other card, you may either put it in your

hand or play it immediately.

- **(2)** Look For Trouble: If you did NOT encounter a monster when you first opened the door, you now have the option of playing a monster (if you have one) from your hand and fighting it, as described above. Don't play a monster you can't handle, unless you're sure you can count on getting help!
- **(3) Loot The Room**: If you killed a monster, take the number of Treasures shown on the monster card. Draw them face down if you killed the monster alone, or face up if you had help.

If you met a monster but ran away, you don't get to loot the room.

If you did not meet a monster, or you met a friendly monster, you search the room . . . draw a second card from the $\bf Door$ deck, face $\bf down$, and place it in your hand.

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(4) Charity: If you have more than five cards in your hand, give the excess to the player with the lowest level. If players are tied for lowest, divide the cards as evenly as possible, but it's up to you who gets the bigger half. If YOU are the lowest or tied for lowest, just discard the excess.

It is now the next player's turn.

COMBAT

To fight a monster, check the Level at the top of its card. If your own Level, plus the Bonus from any items you are carrying, totals more than the monster's Level, you kill it. Many monster cards



have special powers which affect

combat – a bonus against one Loyalty or Class, for instance. Be sure to check these before resolving combat.

You may also use one-shot cards, such as Sleep Gas or the Loaded Die, *from your hand* during combat. A card is a one-shot if it says "Usable Once Only," or if it gives a Level increase.

You cannot steal or trade items while combat is going on. If other monsters (a Wandering Monster, for instance) join the fight, you must defeat their combined levels. If you have the right cards, you can eliminate one monster from the combat and fight the other normally, but you cannot choose to fight one and run from the other(s). If you eliminate one with a card but then run from the other(s), you don't get any treasure.

If you kill a monster, you automatically go up a level (two levels for some very dangerous monsters). If you were fighting multiple monster cards – see **Interfering With Combat** – you go up a level for each monster killed! But if you defeat a monster without killing it, you NEVER go up a level.

Discard the monster card(s) and draw treasure (see below). But note: someone may play a hostile card on you, or use a special power, just as you think you have won. When you kill a monster, you must wait a reasonable time, defined as about 2.6 seconds, for anyone else to speak up. After that, you have really killed the monster, and you really go up a level and get the treasure, though they can still whine and argue.

If you cannot defeat the monster, you have two choices: ask for help or run away.

ASKING FOR HELP

You may ask any other player to help you. If he refuses, you may ask another player, and so on, until they all turn you down or someone helps. Only one player can help you.

You can bribe someone to help. In fact, you'll probably have to. You may offer them any Item(s) you are currently carrying, or any number of the Treasure cards the monster has. If you offer them part of the monster's treasure, you must agree whether they pick first, or you pick first, or what.

When someone helps you, you add their Level and their Bonuses to yours.

The special abilities or vulnerabilities of the monster also apply to your helper, and vice versa. For instance, if you are not Russian, but a Russian helps you, then Agent Orange is at -2 to fight you, but the Inform-Ant is at +2.

If someone successfully helps you, the monster is slain. Discard it, draw treasure (see below), and follow any special instructions on the monster card. **You** still go up a level for each slain monster. Your helper does **not** go up.

If nobody will help you . . . or if somebody tries to help, and your fellow party members hurt you or help the monster so the two of you *still* cannot defeat it . . . you must run away.

RUNNING AWAY

If you run away, you don't get any levels or treasure. You don't even get to loot the room (that is, draw a face-down Door card). And you don't always escape . . .

Roll the die. You only escape on a 5 or better. Some items make it easier to run away. And some monsters may be fast, giving you a penalty to your roll.

If you escape, discard the monster. You get no treasure. There are usually no bad effects . . . but read the card.

Some monsters hurt you even if you get away from them!

If the monster catches you, it does Bad Stuff to you, as described on its card. This may vary from losing an item, to losing one or more levels, to Death.

If two players are cooperating and still can't defeat the monster(s), they must *both* flee. They roll separately. The monster(s) CAN catch them both.

If you are fleeing from multiple monsters, you roll separately to escape each one, in any order you choose, and suffer Bad Stuff from each one that catches you.

DEATH

If you *die,* you lose all your stuff. You keep your class(es), loyalty(s), training, and level – your new character will look just like your old one. You also keep any persistent Traps that were affecting you.

Looting The Body: Lay out your hand beside the cards you had in play. Starting with the one with the highest level, each other player chooses one card . . . in case of ties in level, roll a die. If your corpse runs out of cards, tough. After everyone gets one card, the rest are discarded.

Your new character appears immediately and can help others in combat on the next turn . . . but you have no cards.

On **your** next turn, start by drawing *two* from each deck, facedown. You can play Loyalty, Class, Hireling, or Item cards in the same way as when you started the game.



TREASURE

When you defeat a monster, either by killing it or using a card to eliminate it, you get its Treasure. Each monster has a Treasure number on the bottom of its card. Draw that many treasures. Draw facedown if you killed the monster alone. Draw face-up, so the whole party can see what you got, if someone helped you.

Treasure cards can be played as soon as you get them. Item cards can be placed in front of you. "Go Up A Level" cards can be used instantly.

CHARACTER STATS

Each character is basically a collection of weapons, armor, and gadgets, with three stats: Level, Loyalty, and Class. For instance, you might describe your character as "an 8th-level Russian Assassin with Interrogation Training, a License to Maim, and a Sniper Rifle."

Your character's sex starts off the same as your own.

Level: This is a measure of how generally buff and studly you are. (Monsters have levels, too.) Keep track of your level by placing tokens in front of you. Level ranges from 1 to 10. You will gain and lose levels constantly during play.

You gain a level when you kill a monster, or when a card says that you do. You can also sell items to buy levels (see **Items**).

You lose a level when a card says that you do. Your level can never go below 1. However, your *effective* level in a combat can be negative, if cards give you penalties.

Loyalty: Characters may be loyal to the Americans, Russians, British, or Chinese. If you have no Loyalty card in front of you, you have no loyalty.

Each Loyalty allows you different special abilities or penalties (see the cards). You gain the abilities of a Loyalty the moment you play its card in front of you, and lose them as soon as you discard that card. Loyalties are fragile things in the world of munchkinly spies! You can discard a Loyalty card at any time, even in combat: "I don't wanna be Russian any more."

You may not have more than one Loyalty at once unless you play a Double Agent or Triple Agent card. You may not have two copies of the same Loyalty card in play.

Class: Characters may be Assassins, Playboys, or Tourists. If you have no Class card in front of you, you have no class. Yeah, I know, we did that one already.

Each class has different abilities, shown on the cards. You gain the abilities of a class the moment you play its card in front of you, and lose them as soon as you discard that card. Some class abilities are powered by discards. You may discard any card, in play or in your hand, to power a special ability. Note that if you have NO cards in your hand, you cannot "discard your whole hand."

See the Class cards for when abilities can be used. Note that once a monster is revealed, the fight is on.

You can discard a Class card at any time, even in combat: "I don't wanna be a Tourist any more." When you discard a Class card, you become classless until you play another Class card.

You may not belong to more than one Class at once unless you play a Super Munchkin card. You may not have two copies of the same Class card in play.

Training: Secret agents can get many kinds of advanced training, represented by Training cards. You gain the advantages of Training the moment you play its card in front of you, and lose them as soon as you lose or discard the card.

You may have only one Training at a time, unless you get the Extra Training card.

You may discard a Training card at any time, even in combat.

ITEMS

Each Item card has a name, a power, and a value in gold pieces. (Of **course** spies use gold pieces! Briefcases full of Krugerrands!)

An item card in your hand does not count until you play it; at that point, it is "carried." You may carry any number of items!

Anyone can carry any item, but some items have use restrictions: for instance, the American Pie can only be used by an American. Its bonus only counts for someone who is, at the moment, American.

Likewise, you may also use only one headgear, one item of armor, one pair of footgear, one vehicle, and two "hand" items (or one "two hands" item), unless you have

(or one "two hands" item), unless you have a card that lets you cheat or the other players don't catch you. If you own two or more vehicles, for instance, only one of them can help you.

Some cards are labeled Gun and Knife, and other cards specifically affect Guns, Knives, and your ability to use them.

You should indicate items that can't help you, or extras not being worn, by turning the cards sideways. You may NOT exchange items being used during a combat or while running away.

Selling Items for Levels: During your turn, you may discard items worth 1,000 gold pieces and immediately go up one level. If you discard (for instance) 1,100 gold pieces worth, you don't get change. But if you can manage 2,000 worth, you can go up two levels at once, and so on. You may sell items from your hand as well as those you are carrying.

Americans get a bonus when selling items.

You may not sell, trade, or steal items DURING a fight. Once you expose a monster card, you must finish the fight with the equipment you have.

WHEN TO PLAY CARDS

Instructions on the cards always override the general rules. However, no card can reduce a player or monster to Level 0 or below, and no player can reach Level 10 except by killing a monster.

MONSTERS

If drawn face-up, during the "Open A Door" phase, they apply immediately to the person who drew them. They must be fought immediately.

If acquired any other way, they may be played during "Looking For Trouble," or played on another player with the Wandering Monster card.

For rules purposes, each Monster card is a single monster, even if the name on the card is plural.

Monster Enhancers

"Stolen Nuclear Weapon," "In A Black Helicopter," and similar cards are Monster Enhancers. They raise the level of monsters (and "Shoddy Equipment" lowers the level). They may be played by any player during any combat.

All enhancers add together. However, if there are two different monsters in play, due to a Wandering Monster card, the player who plays an enhancer must choose which one it applies to.

TREASURES — PLAYING THEM

Any treasure card may be played to the table as soon as you get it, or at any time during your own turn.

Some Treasure cards are "specials" (like "Go Up A Level"). You may use these at any time, unless the card itself says otherwise. Follow its instructions; then discard it.

Treasures — Using Them

Any one-shot ("usable once only") item can be played during any combat, whether you have it in your hand or on the table.

Other items cannot be used unless they are in play. If it's your turn, you can play them and use them immediately. If you are helping someone, or fighting out of turn for some reason, you cannot play new items from your hand to the table.

TRAPS

If drawn face-up, during the "Open A Door" phase, they apply to the person who drew them.

If drawn face-down or acquired some other way, they may be played on ANY player at ANY time. Any time, do you hear me? Reducing someone's abilities just as he thinks he has killed a monster is a lot of fun. Most traps affects the victim immediately (if they can) and are discarded. A few traps have persistent effects. Do not discard these until their conditions are satisfied or you use a Wishing Ring on them.

If a trap can apply to more than one item, the victim decides which item is affected unless the trap specifies otherwise.

If a trap applies to something you don't have, ignore it. For instance, if you draw "Lose Your Armor" and you have no armor, nothing happens; discard the trap.

CLASSES, LOYALTIES, AND TRAINING

These cards may be played to the table as soon as they are acquired, or at any time during your own turn.

DOUBLE/TRIPLE AGENT, SUPER MUNCHKIN, AND EXTRA TRAINING

Normally, you may have only one Loyalty, one Class, and one type of Training. These cards let you have more.

You can play Double Agent any time you have one Loyalty in play. You may add a second Loyalty at the same time or later, as long as you still have Double Agent out; you are now (for instance) both British and Russian, with the advantages and disadvantages of both. You lose Double Agent at any time you have no Loyalty card in play.

Triple Agent works the same way but allows **three** Loyalties! Note that you cannot be a Double-Double or Double-Triple agent.

You can play Extra Training any time you get it, even if you have no Training at all. It increases by one the number of Training cards that you can have in play.

You can play Super Munchkin any time you have one Class in play and you have a second Class card to add to it. You lose Super Munchkin if you lose either of your class cards.

HIRELINGS

If you draw a Hireling, either face up or face down, you may play him immediately or keep him in your hand for later. You may play him at any time, even in combat, as long as you have only one Hireling in play at a time. You may discard Hirelings at any time. You may not trade Hirelings . . . they are not "items."

OTHER MUNCHKIN STUFF

very munchkinly. Do it.

There will be times when it will help you to play a Trap or Monster on yourself, or to "help" another player in a way that costs him treasure. This is

TRADING

You may trade Items (but not other cards) with other players. You may only trade items from the table – not from your hand. You may trade at any time except when you're in combat – in fact, the best time to trade is when it's not your turn. Any item you receive in a trade must go into play; you can't sell it until it's your turn.

You may also give items away without a trade, to bribe other players – "I'll give you my Flying Car if you won't help Bob fight Dr. Maybe!"

You may show your hand to others. Like we could stop you.

FASTER PLAY

For a quicker game, each player starts with four cards from each deck, and gets four from each deck when he returns from death.

Any time a Loyalty, Class, Super Munchkin, or Double/Triple Agent card is on top of the discard pile, any player may discard a "Go Up A Level" card from his hand and claim it. If multiple players try to claim a card, they roll dice. The winner gets it; the loser keeps his Level card.

INTERFERING WITH COMBAT

You can interfere with others' combats in several ways:

Use a one-shot card. If you have Sleep Gas, for instance, you could help someone by using it against their foe. Of course, you can "accidentally" hit your friend with the gas, and it will count *against* them.

Play a card to enhance a monster. These are cards that make a monster worse . . . and give it more treasure. You can play these either during your own combats or during someone else's combat.

Play a wandering monster. This sends a monster from your hand to join any combat.

Trap them, if you have a Trap card.

RULES CONTRADICTIONS OR DISPUTES

When the cards disagree with the rules, follow the cards. Any other disputes should be settled by loud arguments among the players, with the owner of the game having the last word.

COMBINING THIS GAME WITH OTHER MUNCHKIN GAMES

Blender *Munchkin* is fun. Your Russian/Chinese Feline Elf Assassin can go storming through the dungeons of Gothdom, hunting the Humongous Mortal Kom Bat in its Black Helicopter . . .

Shuffle all the Treasure cards together. Shuffle all the Door cards together. You now have two tall decks.

Use the "Faster Play" rules (see box).

Traps and Curses are treated as the same kind of card. Any reference to a Trap also means a Curse, and vice versa. Likewise, Credits and Gold Pieces are the same thing.

All characters may have all kinds of "stats" . . . Races, Classes, Styles, Loyalties, Training, and Powers!

Hirelings, Sidekicks, Minions, and Mooks are all the same "hireling" class, but each one can carry items or be enhanced only as that particular card says.

Training works like Style in *Munchkin Fu*, but they are not two words for the same thing. You can have both Training and Styles. Any card from another set with Knife or Dagger in the name counts as a Knife. Any card from another set with Gun in the name, plus the Big Black Automatic in *Munchkin Fu*, is a Gun. Any Steed, or anything with Car in the name, is a Vehicle. Otherwise, it's NOT.

Big items (from *Munchkin*) and Complex items (from *Star Munchkin*) are NOT the same thing, and all rules from both games apply normally. Normal characters may carry only one Big item and use only one Complex one.

Professor Moribundy and the Spook Spook are labeled "Undead." This has no effect in *Munchkin Impossible*, but in other games, it will.

Weirdness: The Gas Mask will automatically defeat the Gas Giant!