

# **THE MANHATTAN PROJECT 2: MINUTES to MIDNIGHT**

## **ATOMIC POWERS EMBRACE THE STRATEGY OF DETERRENCE!**



A game for 2–5 players designed by Brandon Tibbetts  
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# “NUCLEAR TRIAD” BECOMES CORNERSTONE OF NATIONAL DEFENSE

It has been 20 years since the invention of the atomic bomb. The superpowers of the world remain embroiled in an ever-escalating arms race. The production of fissile material no longer poses a challenge for any nation. Instead, the race has switched to the development of a wide range of delivery systems. In a crisis, your nation will need to strike faster and farther—from land, sea, and air. Take charge of your nation’s “Nuclear Triad” and always remember: a credible threat is your most effective deterrent!

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## YOUR OBJECTIVE

You are the leader of a nuclear superpower. With the world on the brink of war, you must develop and deploy nuclear weapon systems of the following types:

- Ballistic Submarines
- Strategic Bombers
- Intercontinental Ballistic Missiles (ICBMs)
- Third World Nation Missile Installations

You may also earn points by:

- Building Anti-Ballistic Missiles (ABMs)
- Testing Nukes in your Mainland
- Gaining control over Third World Nations

Each turn, you must decide to **Place Workers** or **Retrieve Workers**.

When the final retrieval has been completed, the end of the game is triggered.

At the end of the game, the player with the most points is the winner.





# GAME COMPONENTS



1x Worker Assignment Board



1x Building Market Board



1x Technology Board with Score Track



1x Round Marker



4x Scoring Event Markers



1x End Game Event Marker



4x Scoring Event Information Cards



20x Decoy Cards



10x Nation Cards



63x Building Tiles  
(11x Factories, 11x Research Labs, 11x Reactors, 10x ICBM Silos, 10x ABM Launchers, 10x Test Sites)



17x Fighter Squadron Tiles



20x Double-Sided Level 1 / 2 Bomber Tiles



50x Nuke Discs



5x 5-Nuke Counters



5x 50 Point Tokens



70x 1-Dollar Coins

10x 5-Dollar Coins

5 sets of player pieces  
(1 set in each player color):



1x Player Board



15x Worker Tiles  
(6x Laborers, 3x Spies, 3x Generals, 3x Politicians)



8x Sub Cards



5x Colored Discs



8x Double-Sided Level 3 / 4 Bomber Tiles



5x Technology Tokens



1x Worker Limit Token

Nukes and money are considered to be unlimited resources. In the unlikely event that either runs out during play, use any suitable object as a substitute. All other resources are strictly limited to the quantities included in the game. 5-Nuke counters and 5-Dollar coins are included to save space. You may exchange them for single Nukes or Dollars at any time.

Each player may keep their Sub and Decoy cards hidden when they are in their hand (not deployed). Sub and Decoy cards must be kept hidden when they are deployed face down in any player's coastal waters. All other information in the game is considered strictly open/public and should be observable at all times by all players.



## SETUP

**IMPORTANT:** The base rules are for 3–5 players. If playing with only 2 players, refer to “Playing Minutes to Midnight With 2 Players” at the end of these rules.

When playing with 4 players, remove the following materials from the game:

- 1 Player Board
- 12 Building tiles (2 of each type)
- 3 Level 1 / Level 2 Bomber tiles

When playing with 3 players, remove the following materials from the game:

- 2 Player Boards
- 24 Building tiles (4 of each type)
- 6 Level 1 / Level 2 Bomber tiles

Place \$5 and 5 Nukes in each player’s Personal Supply.

### POSITION THE BOARDS

Place the 3 Main Boards (the *Worker Assignment Board*, the *Building Market Board*, and the *Technology Board*) near the middle of the table in any order and orientation you choose. The main boards should be visible and accessible to all players.

Place the Player Boards close to the 3 Main Boards. Make sure that all players can see and reach all of the player boards.

**BAD:** 2 of the Player Boards (outlined in red) are too far apart.



**GOOD:** All Player Boards are as close together as possible.



Leave a large open area near the 3 Main Boards for the **General Supply**. Leave an area next to each Player Board for that player’s **Personal Supply**.

### PREPARE THE SUPPLIES

Place these pieces in the General Supply:

- The rest of the Nukes and Money, the Level 1 / Level 2 Bombers, the Fighter Squadrons, and the Decoys
- All Level 3 / Level 4 Bombers of each player’s color
- All Sub cards of each player’s color
- 3 Laborers, 3 Generals, 3 Spies, and 3 Politicians of each player’s color

### PREPARE THE BUILDING STACKS

Shuffle the Building tiles face down, then divide them into 3 equal face-down stacks.



Place each tile from the first stack face up in the \$1 row of the Building Market Board, sorting the Buildings by type.



Do the same for the second stack, placing the tiles in the \$2 row, and for the third stack, placing them in the \$3 row.

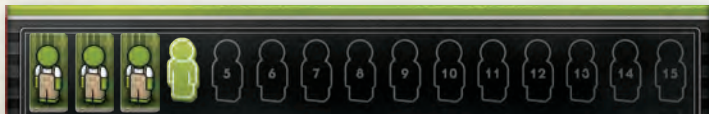


**Note:** When you are finished, some stacks may be uneven or completely empty.



### ADDITIONAL PREPARATIONS

Each player takes the 3 remaining Laborers of their own color and places them onto spaces 1–3 of their Worker Track along the bottom of their Player Board. Each player places their Worker Limit Token on the 4<sup>th</sup> space of their Worker Track to help keep track of how many workers they currently control.



Place 1 disc of each player's color on the "no control" space in each of their *opponents'* Third World Nation tracks. (Players *should not* have their own discs on their own Third World Nations.)



1. Place the Round Marker (translucent plastic disc) on the 0 space of the Score Track on the Technology Board.
2. Place 1 token of each player's color on the 0 space of the Score Track.
3. Place 1 token of each player's color on the leftmost space of each track on the Technology Board.
4. Shuffle the 4 Scoring Event markers and place them *in a random order* on spaces 14, 18, 22, and 26 of the Score Track. Orient them so that they each cover up the \$1/Nuke bonus marker associated with its space. Place the End Game marker on space 30.



*Playing Hint:* This spacing is recommended for your first game of *Minutes to Midnight*. After you have played the game a couple of times, if you'd like a longer game, please see "Extending the Game Length" on page 21 or the chart below.

Recommended scoring rounds and end game trigger for number of players and desired play length:

| # of Players | Normal Game                           | Long Game          | Epic Game          |
|--------------|---------------------------------------|--------------------|--------------------|
| 2            | 14, 18, 22, 26, 30 (start at round 5) | (not recommended)  | (not recommended)  |
| 3            | 14, 18, 22, 26, 30                    | (not recommended)  | (not recommended)  |
| 4            | 14, 18, 22, 26, 30                    | 15, 20, 25, 30, 35 | (not recommended)  |
| 5            | 14, 18, 22, 26, 30                    | 15, 20, 25, 30, 35 | 16, 22, 28, 34, 40 |

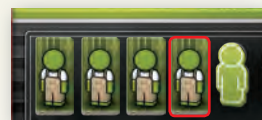
### DETERMINE TURN ORDER

Randomly choose which player will begin the game. Play will proceed clockwise with each player taking turns.

1. The **first** player receives no starting bonus.
2. Give the **second** player an extra \$1.



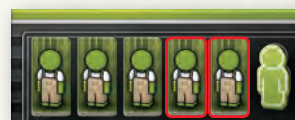
3. Give the **third** player 1 extra Laborer of their color from the General Supply.



4. Give the **fourth** player 1 extra Laborer of their color and an extra \$1 from the General Supply.



5. Give the **fifth** player 2 extra Laborers of their color from the General Supply.



**Note:** If a player receives extra Laborers, they must shift the Worker Limit Token on their Worker Track to the right to make room for their additional Laborers.



# HOW TO PLAY

Beginning with the start player and proceeding clockwise, players take turns until the game ends. Each turn, the active player decides to *place* workers or *retrieve* workers. Each time a player takes a Worker Retrieval turn, the Round Marker moves up 1 space on the Score Track. If it reaches a space with a Scoring Event, all players can score points. When the Round Marker reaches the End Game Marker, the end game is triggered, after which there is 1 final scoring and the player with the most points is the winner!

# PLAYER TURNS

On your turn, you must choose **1** of these 2 options: **Place Workers** or **Retrieve Workers**. Then, carry out the phases (in order) that correspond with the choice you have made.

### Restrictions:

- If you have no Workers available, you **must** choose to Retrieve Workers.
- If you cannot retrieve at least 1 Worker, you **must** choose to Place Workers.

# A WORKER PLACEMENT TURN

If you choose to place Workers, your turn is called a *Worker Placement* turn. During a Worker Placement turn, you can construct a Building and then place your Workers on various locations in order to receive benefits when you retrieve them later.

## WORKER PLACEMENT TURN PHASES

1. **Construct 1 Building (optional)**
2. **Make 1 or 2 Worker Placements (required)**

## 1. CONSTRUCTING A BUILDING

You may choose to construct a **single Building at the beginning of your Worker Placement turn**.

You may not construct a Building during a Worker Retrieval turn (unless you activate the Construction space on the Worker Assignment Board. For an explanation of this space, see “Construction,” page 12).

To construct a Building, take any Building from the Building Market Board and pay the cost shown on its row: between \$1 and \$3. You **must** immediately place the new Building onto 1 of the Mainland spaces of your Player Board. You may either place it on an empty space, or use it to cover a Building that is already on your Mainland. Covered Buildings are effectively removed from the game.



There are some cases in which you **cannot** cover a Building:

1. You **cannot** cover a Building that has a Worker or a Nuke on it.
2. You **cannot** cover a Test Site if it has been detonated (See “Test Site,” page 16, to see how Test Sites can become detonated).

If your Mainland is full and none of your existing Buildings can be legally covered up, then you cannot construct a new Building.

### Factory Construction Bonus

When you construct a Factory, you may immediately increase your Sub or Bomber Tech Level by 1 space: move your counter on either the Sub or Bomber Technology Track 1 space to the right. You may also collect 1 Fighter Squadron from the General Supply. Place your new Fighter Squadron in your Personal Supply.

**IMPORTANT:** Fighter Squadrons are *never* put directly into your Airspace when they are taken as a Factory Construction Bonus. That requires the “Deploy Aircraft” Military Action. (See “Deploy Aircraft,” page 16.)





Note that a worker placement usually means placing a single Worker, but in a few cases it means placing multiple Workers in the same location. Thus it is possible that you will be able to place more than 2 Workers on the same turn. Always remember that you are limited to making 2 *Worker Placements* in a turn, you are **not** limited to placing a certain *number of Workers* in a turn.

Also, if the Worker Placement space has a cost, you must pay that cost immediately in order to place there.

Workers include Laborers, Spies, Generals, and Politicians. Laborers are uniquely qualified to go to work in your own Buildings. Spies act like laborers but may only work in your opponents' Buildings. Generals are very important for taking Military Actions which generate most of the points in the game. Finally, Politicians are good for producing tax revenue and for gaining control over Third World Nations.

### Placing Workers on Buildings

You may place 1 of your available *Laborers* on 1 of your own Buildings or 1 of your available *Spies* on any opponent's Building. This uses up 1 of your 2 Worker Placements.

You cannot place a Worker on any Building that already contains a Worker.

You can only place Laborers on your own Buildings. You can only place Spies on your opponents' Buildings. Generals and Politicians cannot be placed on any Buildings.

Workers *cannot* be placed on ABM Launchers or on detonated Test Sites.

*Example: Ronald is taking a Worker Placement turn.*

- 1 He starts by building a Factory from the second row of the Building Market Board. He first pays \$2, then he takes the Factory tile and places it in an empty space of his Mainland.
- 2 Since he just built a Factory, he can advance either his Sub Tech or Bomber Tech 1 space on the Technology Track. He choses Sub Tech.
- 3 Then he gets to take 1 Fighter Squadron from the General Supply to use later.



*Example: Margaret decides to construct a Reactor at the beginning of her Worker Placement turn. After paying for the Reactor and taking it from the Building Market, she realizes that she has run out of spaces in her Mainland. She will have to cover 1 of her older buildings. She can't cover her Test Site, because it has been detonated. She can't cover her ICBM silo, because it has Nukes on it. She can't cover her Research Lab, because it has a Worker on it. She will have to cover either her ABM Launcher or her Factory.*

## 2. PLACING WORKERS

After constructing a Building (or choosing not to), you **must** then make **1 or 2 Worker Placements**. A "Worker Placement" means placing a Worker (or multiple Workers, if required) from your Worker Track onto a **single Building or** a space on the Worker Assignment Board **or** any player's Third World Nation.



*Example: During a Worker Placement turn, Ronald uses his first Worker Placement to add a Laborer to his new Factory. He then places a Spy on Nikita's Research Lab.*



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### Placing Workers on Worker Assignment Board Spaces

You may place a Worker (or multiple Workers, in some cases) on an **empty** space on the Worker Assignment Board. This uses up 1 of your 2 Worker Placements.

You cannot place a Worker onto a space that already contains a Worker.

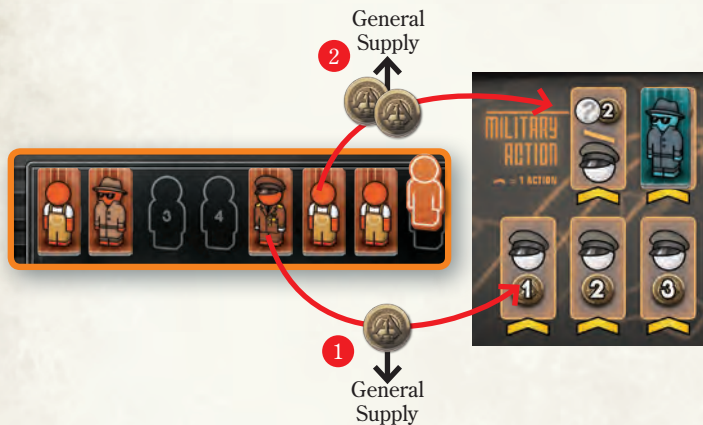
If the space shows a money (💰) symbol on it, you must pay the amount shown to the General Supply in order to place a Worker there.

If the space shows a (👤) symbol on it, you may place any type of worker there.

If the space shows a certain type of Worker on it, you may only place the type of Worker shown in that space. If the space shows more than 1 Worker, then you must place the number of Workers shown in that space.

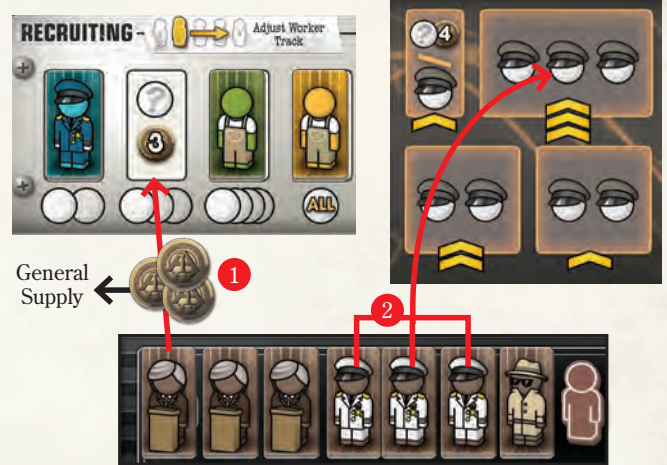
**Remember:** Even if a space requires multiple Workers, it still only uses 1 of your 2 placements.

Some of the Military Action spaces show a General and (👤) + money separated by a “/” symbol. To use that space, you must **either** place a General **or** pay the amount of money shown to place any other kind of Worker in the space.



**Example:** **1** On her turn, Margaret uses her first Worker Placement to place her General on a Military Action space of the Worker Assignment Board. Since that space also shows \$1, she must pay \$1 to the General Supply.

**2** Margaret wishes to make her second placement in a Military Action space as well, but she is out of Generals. Fortunately, 1 of the available spaces accepts any kind of Worker with a payment of \$2. She pays the \$2 and places 1 of her Laborers there.



**Example:** **1** Indira makes the first Worker Placement of her turn on 1 of the Recruiting spaces. All of these spaces require a payment of money, but any kind of Worker may be used for them. She is short on Laborers but has more Politicians than she needs, so she decides to send a Politician there and pay the \$3. **2** For her second placement, she sends all 3 of her Generals to a Military Action space.

### Placing Workers on Third World Nations

You may place a *Politician* (or 2, if required) on an empty Third World Nation space on **any** Player Board—even your own if you wish. This uses up 1 of your 2 Worker Placements.

You cannot place a Politician onto a Third World Nation space that already contains a Politician.

As with spaces on the Worker Assignment Board, a space that shows multiple Politicians requires you to place the number of Politicians shown. A space that shows \$3 requires a payment of \$3 to the General Supply in order to place a Politician on it.



**Example:** **1** After his first Worker Placement (a Laborer on 1 of his own ICBM Silos) **2** Nikita uses his second placement to put 2 Politicians in a Third World Nation space on his own Player Board.





**Example:** ❶ For her first Worker Placement, Margaret places a Spy on Nikita's Factory. ❷ For her second placement, she places a Politician on 1 of Ronald's Third World Nation spaces, paying the required \$3.

## A WORKER RETRIEVAL TURN

If you choose to retrieve Workers, your turn is called a *Worker Retrieval* turn. During a Worker Retrieval turn, you will advance the Round Marker on the Score Track, then retrieve all your Workers in *any* order. As you retrieve your Workers, you will activate the spaces and/or Buildings they were in.

### WORKER RETRIEVAL TURN PHASES

1. Advance Round Marker (required)
2. Retrieve All Your Workers (required) and Take Actions (optional)
3. Possible Scoring or End of Game

#### 1. ADVANCING THE ROUND MARKER

At the beginning of your Worker Retrieval turn, you **must** move the Round Marker forward **1 space on the Score Track**.

If there is a Nuke symbol or \$1 symbol not covered by a score marker next to the space you moved the Round Marker to, take the item shown from the General Supply and place it in your Personal Supply.

If the Round Marker reaches a Scoring Event Marker, *all* players can score points *after you finish your turn*.

If the Round Marker reaches the End Game Marker, it triggers the end of the game (see "Ending the Game and Final Scoring" on page 20).

**IMPORTANT:** All players should work together to make sure that the Round Marker is always advanced whenever any player retrieves Workers.

**Example:** Mao is taking a Worker Retrieval turn. He first moves the Round Marker up 1 space on the Score Track, onto a space with a Scoring Event marker. At the end of his turn, that Scoring Event will be resolved. No \$/Nuke bonus is collected, as the icon is covered.



**Example:** Indira is also taking a Worker Retrieval turn. She moves the Round Marker up 1 space onto a space with a Nuke symbol, so she collects 1 Nuke from the General Supply before retrieving her Workers and activating their spaces.



#### 2. RETRIEVING WORKERS

When you take a Worker Retrieval turn, you **must** retrieve *all* of your Workers from all Buildings and spaces. You may choose to retrieve your Workers in any order you wish. Each Building or space is **activated** (allowing you to take actions and receive resources) when your Worker is retrieved, so the order is often an important consideration!

Your retrieved Workers must be placed on empty spaces of the Worker Track on your Player Board, to the left of the Worker Limit Token, *unless* they are on Education spaces. Workers on Education spaces *do not* get returned to your Worker Track. You must return them to the General Supply instead.



When a space contains multiple Workers, you must retrieve them all at the same time. The space is only activated once regardless of the number of Workers retrieved from it.



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When you retrieve a Worker (or Workers) from a space or a Building, you **must** carry out the effect of that space or Building immediately **OR** decline that action and simply retrieve your Worker(s).

### Activating Third World Nation Spaces

*Third World Nation actions can be used to change who controls that Third World Nation. Control of a Third World Nation allows you to place Nukes there, which can earn points during scoring.*

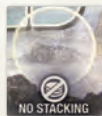
Each Third World Nation has 3 spaces where a Politician (or Politicians) may be placed. Each space, when activated, allows you to move **any 1 of the markers** on that nation. You may move your own marker, or 1 belonging to another player.

1 of the spaces allows you to move 1 marker 1 space in the direction of “no stacking.” Another allows you to move 1 marker up to 2 spaces towards “no stacking.” The third allows you to move 1 marker forward OR backward 1 space (not both).



**Stacks of Markers:** If you choose to move a marker that is in a stack with other markers, remove it from the stack but be careful not to change the order of the other markers in the stack. Move the chosen marker to its new position. If there is already a marker or a stack of markers there, simply place the marker on top of the stack.

The “no stacking” space can only hold 1 marker at a time. No marker can be moved on top of the marker in the “no stacking” space.”



The positions of the markers on the Third World Nation track indicate which player (if any) has control of the nation. The player whose marker is *highest* on the track (closest to “no stacking”) has control of the nation. If more than 1 player has a marker in the highest position, then the player whose marker is on top of the stack has control. Only 1 player at a time may have control of each Third World Nation.

If there are any Nukes present in a Third World Nation, those Nukes belong to the player who has control of the Nation.

Any markers in the “no control” space of a Third World Nation cannot control that nation, even if it is the top marker on the stack.



When you move a marker on a Third World Nation track, it is possible that you will cause a player to lose control of that nation. If this happens when there are Nukes in that nation, remove **all** of those Nukes and put them back in their owner’s Personal Supply.



*Example: Mao removes his Politician from Margaret’s Player Board. He then moves his own disc on her Third World Nation Track up 2 spaces. Since his token is now on top of the stack closest to the “no stacking” space, he takes control of the Third World Nation. This forces Nikita, the former controller, to take his Nukes back home to his Personal Supply.*

### Activating Worker Assignment Board Spaces

The result of activating a space on the Worker Assignment Board depends on the type of space you are retrieving your Worker from. In general, you receive the benefit or resource pictured *under* the space:

#### Recruiting

*Recruiting increases the number of Laborers you have available, allowing you to take more Worker Placement turns before you are forced to take a Worker Retrieval turn.*

Take the number of Laborers (of your color) shown underneath the Recruiting space from the General Supply. If there are not enough Laborers left in the General Supply, you may still collect those that are available.

Move the Worker Limit Token on your Worker Track to the right a number of spaces equal to the number of Workers you collected. Place your new Workers on empty spaces of your Worker Track to the left of your Worker Limit Token. If you manage to collect all 15 of your Workers, simply remove your Worker Limit Token from the track.





**Example:** Next, Mao removes his Laborer from a Recruiting space and places it back into his Worker Track. The action underneath the Recruiting space allows him to collect 3 Laborers. He will only be able to collect 2, however, since that is all that remains in the General Supply. He moves his Worker Limit Token up 2 spaces because he collected 2 new recruits. He then takes his last 2 Laborers from the General Supply and places them on his Worker Track.

**Education**

Education can be used to convert Laborers into other types of Workers, allowing you to take advantage of more specialized actions.

Education spaces are similar to Recruiting spaces with one main difference: the Worker that you retrieve from that space must be returned to the General Supply before you collect the new Worker shown under the space. So, you do not change the position of the Worker Limit Token on your Worker Track.

**Playing Hint:** If you've changed your mind about this action, you can simply retrieve the Worker you placed here and return it to your Worker Track instead of converting it to a new type of Worker.

**Note:** The first Education Space that produces a Politician also produces \$1, as shown below that space. Take \$1 from the General Supply at the same time you collect your new Politician. Place the \$1 in your Personal Supply.

**Example:** When Mao removes his Laborer from the Education space, it goes back to the General Supply. In return, he takes a new Spy and adds it to his Worker Track.

**Counter Espionage**

Counter Espionage allows you to remove enemy Spies from your Buildings, preventing your rivals from using your Buildings against you.

When you retrieve your Spy from 1 of the Counter Espionage spaces, you may also remove an opponent's spy from 1 of your Buildings and activate that Building yourself. Return your opponent's Spy to their Worker Track. Your opponent receives no benefit. If there are no Spies on any of your Buildings, then you must retrieve your Spy from Counter Espionage without taking any action.



**Example:** Now Mao retrieves his Spy from the Counter Espionage space, and forces Ronald to take his Spy off of Mao's Factory. Then, Mao gets to activate his own Factory while Ronald gets nothing!



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## Construction

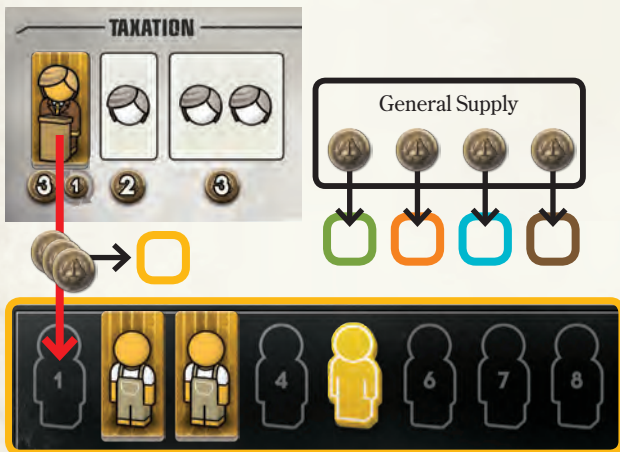
*Construction gives you another way to construct new Buildings, without paying any money.*

The Construction space allows you to construct a single Building at no cost during a Worker Retrieval Turn. Take a Building from any row of the Building Market Board and place it on a Mainland space of your Player Board, following the rules for “Constructing a Building” on page 6.

## Taxation

*As unavoidable as death, Taxation can refill your nation’s treasury so you can pay for more actions.*

When you remove a Worker (or Workers) from a Taxation space, take the amount of money shown below that space from the General Supply. The “(\$1)” below the leftmost space means that *each of your opponents* also collects \$1 when you activate that space.



*Example: Mao finally gets around to collecting his Politician from the Taxation space. He gets to take \$3 from the General Supply, but each of the other players also gets to take \$1. Isn't Mao generous?*

## United Nations

*Influencing the United Nations is a quick and easy way to alter the control of Third World Nations.*

When you remove your 3 Politicians from the United Nations space, you may move 1 disc in 2 different Third World Nations either forward or backward 1 space each. When moving the discs, you must follow all of the rules explained in “Activating Third World Nation Spaces” on page 10.



*Example: Indira removes her 3 Politicians from the United Nations. Then she moves her own disc forward 1 space on Ronald’s Third World Nation and Margaret’s disc backward 1 space on Nikita’s Third World Nation.*

## Production

*Production is key to adding to your stockpile of Nukes. Alternatively, it can allow you to build Subs and Bombers, even if you don’t have a Factory of your own.*

If you retrieve a Worker from either of the 2 spaces on the left, collect 2 Nukes from the General Supply. If you retrieve from the rightmost space, it has the same effect as activating a Factory on your own Player Board. **You do not need to own any Factories to take this action.** For an explanation of the function of a Factory, see “Activating Buildings” on page 13.



*Example: Mao removes his Politician from the “Use 1 Factory” Production space. He then receives the benefits of activating a Factory, just like activating a Factory on his own board (see page 13). Note that he gets to do this even though he doesn’t have any Factories of his own.*



**Proliferation**

*Proliferation is 1 way to deploy your Nukes to your ICBM Silos. An empty silo does nothing but sit there like a hole in the ground!*

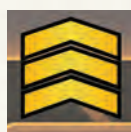
Put up to 1 Nuke on **each** of your ICBM Silos, taking them from your Personal Supply. You may not place a Nuke on an ICBM Silo if it would then have more Nukes than your current ICBM Tech Level, as shown.



*Example: At long last, Mao gets to retrieve his last General from the Proliferation space. Then he gets to place 1 of his Nukes on each ICBM Silo he owns. Unfortunately, 1 of his Silos is already full, so he only gets to place Nukes on his other 3 Silos.*

**Military**

When you retrieve a Worker (or Workers) from any Military space, you may take 1 or more Military Actions. The number of chevrons underneath the Military Space indicates the number of Military Actions that you may take. When activating a space that produces multiple actions, you *may* choose the same action more than once.



There are 4 kinds of Military Actions. See “Military Actions” on page 16 for detailed explanations. You can also refer to your player aid for a short summary of the Military Actions.

**Activating Buildings**

The effect of activating a Building depends on the type of Building you are retrieving your Worker from and, in some cases, the type of Worker you are retrieving (Laborer or Spy):

**Factory**

*Factory actions are used to build Subs and Bombers, which can earn points during scoring. They can also be used to produce money.*



When you activate a Factory, you may take 2 actions, chosen from the following list:

- Build a Sub (of your color)
- Build a Bomber (of your color or no color)
- Take \$1 from the General Supply

You may choose 2 different actions or you may choose the same action twice.

**IMPORTANT:** If you activate your own Factory with your Laborer, it operates at your own Sub and Bomber Tech Levels. If you activate an opponent’s Factory with your Spy, it operates at your *opponent’s* Tech Levels. The following conditions must be met in order for you to build a Sub or a Bomber:

- The Sub or Bomber you wish to build must be available in the General Supply.
- If you build a Sub, the Factory’s operating Sub Tech Level must equal or exceed the Tech Level of the Sub.
- If you build a Bomber, the Factory’s operating Bomber Tech Level must equal or exceed the Tech Level of the Bomber.
- You must have enough Nukes in your supply to build the Sub or Bomber (shown on the Sub card or the Bomber tile).



You do not have to build Subs or Bombers in Tech Level order. For example, if you raise your Sub Tech Level to 3 before building your first Sub, you may then build Level 3 Subs with your Factory right away. (And so can your opponents when they use their Spies on your Factory.)

If you build a Sub, take a Sub (of your color) from the General Supply, show it to the other players, and add it to your hand. Afterwards, keep your hand hidden from the other players. Pay the number of Nukes shown on the card to the General Supply. If you build a Level 1 or Level 2 Sub, also take 1 Decoy from the General Supply into your hand. If you build a Level 3 Sub, take 2 Decoys into your hand. Decoys are limited. If there are no more Decoys remaining in the General Supply, you do not get a Decoy with your Sub.

If you build a Bomber, take the Bomber from the General Supply and place it in your Personal Supply, flipping it to the correct side. Pay the number of Nukes shown on the tile to the General Supply.

**Note:** Level 1 and 2 Bombers have no color and may be built by any player. Level 3 and 4 Bombers are player-colored and may only be built by a specific player.

**IMPORTANT:** Once Bombers are constructed, they **must not** be flipped over again for the duration of the game. There is no way to “upgrade” Bombers.

**IMPORTANT:** Bombers are never put directly into an Airspace when they are built. That requires the “Deploy Aircraft” Military Action. (See “Military Actions” on page 16.)



**Example:** ❶ Ronald retrieves his Laborer from his Factory. Since his Bomber Tech level is at 3, he can use his Factory to produce Bombers up to level 3. ❷ For his first Factory action, he produces a level 3 Bomber. He pays the required 2 Nukes to the General Supply and takes his new Bomber into his Personal Supply. ❸ For his second Factory action, he chooses to take \$1 from the General Supply.



**Example:** For his next Worker Retrieval, Ronald retrieves his Spy from Margaret’s Factory. Margaret’s Factory can’t make level 3 Bombers like Ronald’s own Factories can, since her Bomber Tech Level is only at 1. But her Sub Tech Level is at 3, so Ronald decides to use both Factory actions this time to make Subs. He only has 12 Nukes left, though, and that’s not enough for 2 level 3 Subs. He uses the Factory to make a level 2 Sub and a level 3 Sub. He pays the required 12 Nukes to the General Supply, then he takes the Sub cards and 3 Decoys into his hand.

## Research Lab

Research Lab actions can either produce money or improve your nation’s technological advancement, allowing you to deploy more and better weapon systems.



A Research Lab gives you 2 choices: You may use it to collect \$2 from the General Supply **OR** you may advance your marker 1 space on *any* 1 of the Technology Tracks: Sub Tech, Bomber Tech, Reactor Tech, ICBM Tech, or ABM Tech. The function of a Research Lab is the same whether you activate your own Research Lab with a Laborer or an opponent’s Research Lab with a Spy.





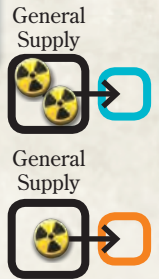
*Example: Then Ronald retrieves his Spy from Nikita's Research Lab. While it is tempting to take the \$2 he could get for this, he decides instead to use the Research Lab to advance his ABM Tech Level by 1. Nikita pounds his shoe on the table in protest of this outrage!*

**Reactor**

Reactors are a reliable source of Nukes, which you will need in order to build and deploy your weapon systems.

When you activate your own Reactor with a Laborer, it produces a number of Nukes equal to your Reactor Tech Level. Take the Nukes from the General Supply and add them to your Personal Supply.

When you activate an opponent's Reactor with a Spy, it produces Nukes equal to its *owner's* Reactor Tech level. Take the Nukes from the General Supply. Keep half of them for yourself (rounded up). Give the remaining Nukes to the owner of the Reactor. As with all other spaces and Buildings, you have the option to decline the action and simply retrieve your Spy without producing any Nukes at all. But if you choose to produce Nukes, you must produce the full output of the Reactor.



*Example: Ronald continues his campaign of espionage by retrieving his Spy from Margaret's Reactor. Since she has Reactor Tech Level 3, the Reactor creates 3 Nukes. Ronald takes 2 of them and gives the third to Margaret. Allies should always help each other, after all.*

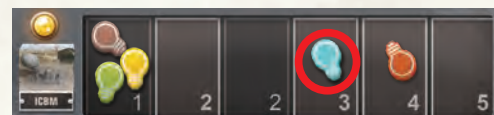
**ICBM Silo**

An ICBM Silo can be used to hold Nukes ready for use. Unlike Subs and Bombers, Nukes in an ICBM Silo don't need to be deployed to be effective.



When you activate 1 of your ICBM Silos with a Laborer, you may exchange any number of Nukes between your Personal Supply and that Silo with 1 limitation: Your Silo can never have more Nukes than your current ICBM Tech Level.

Although you may place a Spy on an opponent's ICBM Silo, retrieving that Spy does not perform any action. Your Spy serves only to prevent your opponent from placing a Worker on their own Silo.



*Example: Finally, Ronald retrieves his Laborer from his ICBM Silo and places his 3 Nukes there.*



## Test Site

You can detonate a Test Site to create an effective deterrent. The nation that detonates the most Test Sites earns a bonus during each Scoring Event in the game and once at the end of the game.



When you activate 1 of your Test Sites with a Laborer, you may detonate between 1 and 7 Nukes from your Personal Supply. You choose how many Nukes to detonate, but you must detonate at least 1 Nuke when you activate your Test Site. Place the detonated Nuke(s) in the General Supply. You earn 1 point for each Nuke that you detonate, adjusting your marker on the Score Track accordingly. Then flip the Test Site face down. Now that the Test Site has been detonated, no Worker may ever be placed on it again, and no Building may be constructed over it.

Although you may place a Spy on an opponent's Test Site, removing that Spy doesn't allow you to perform any action. Your Spy serves only to prevent your opponent from placing a Worker on their own Test Site.

**Note:** In addition to the 1–7 points that Test Sites produce immediately when activated, they can also produce points during each Scoring Event. See “Test Site Scoring” on page 18 for further details.



**Example:** Tired of being ignored, Margaret decides it's time to use those Nukes she's been collecting. She retrieves her Laborer from her Test Site and flips the tile over. Then she puts all 7 of the Nukes in her Personal Supply back into the General Supply and advances her marker on the Score Track 7 spaces.

## ABM Launcher

ABM Launchers can protect your nation from the nuclear arsenals of other nations, awarding you points during scoring, if your technology is advanced enough.



Since ABM Launchers cannot have Workers placed on them, they cannot be activated.

## MILITARY ACTIONS

Military actions are used to deploy your weapon systems or force other nations to withdraw weapon systems that they have deployed against you. Most weapon systems have no effect unless they are deployed!

When you retrieve a Worker (or Workers) from a Military space on the Worker Assignment Board, you may take the number of Military Actions indicated under that space. You have 4 actions to choose from, which you may take in any combination:

- Deploy Aircraft
- Deploy Subs
- Sweep for Subs
- Move Nukes Overseas

### Deploy Aircraft

Place up to 4 aircraft (Bombers or Fighter Squadrons) from your Personal Supply on spaces in your Airspace or your opponents' Airspaces.

A Fighter Squadron can only be placed in your own Airspace. You may place it on an empty space, or you may use it to replace an opponent's Bomber. Return the replaced Bomber to its owner's Personal Supply.

A Level 1 or 2 Bomber (no color) can only be placed on an empty space in your own Airspace. A Level 3 or 4 Bomber (your color) may be placed on an empty space in any player's Airspace.







*Example: Margaret retrieves her Spy from a space that gives her 1 Military Action. She decides to use the action to deploy her air force. She starts by placing 2 of her Fighter Squadrons in her own Airspace, forcing Nikita and Ronald each to take back 1 of their Bombers. Then she places her Level 2 Bomber in an empty space of her Airspace, and her brand-new Level 3 Bomber in an empty space of Mao's Airspace.*

### Deploy Subs

Place up to 2 cards from your hand (Subs or Decoys) face down in the Coastal Waters of each of your opponents' Player Boards.



*Example: Nikita takes a Deploy Subs action. Since he has 4 opponents, he could place a maximum of 8 cards (2 cards each). Unfortunately, he only has 5 cards. He decides to place 2 cards each in Ronald's and Margaret's waters, 1 card in Mao's, and 0 cards in Indira's waters. He thinks carefully about which card to place where, and secretly deploys them face down.*

### Sweep for Subs

Without looking at them, pick up all the cards in your Coastal Waters and shuffle them. Turn over up to 2 of the cards. If a revealed card is a Decoy, put it back in the General Supply. If it is a Sub, return it to its owner's hand. Return any remaining cards face-down to your Coastal Waters without looking at them.

### Move Nukes Overseas

Move up to 5 Nukes between your Personal Supply and any Third World Nation that you control, or between 2 different Third World Nations that you control. All the Nukes that you move must have the same origin and destination. You may keep a maximum of 10 Nukes in each Third World Nation that you control.



*Example: Indira uses a Military Action to move her Nukes overseas. She moves 5 Nukes from her supply to empty spaces in the Missile Installation area of Margaret's Third World Nation. She is able to do this because she is the one who controls that nation.*



*Example: Margaret also uses a Military Action to move Nukes overseas. She moves 5 of her Nukes from Nikita's Third World Nation directly to Ronald's Third World Nation. Her Nukes will be much more secure there due to her larger lead on that nation's track.*

## 3. SCORING EVENTS

There will be 4 different Scoring Events during the game. The order of these events is determined by the Scoring Event markers on the Score Track. Scoring Events occur when a player takes a Worker Retrieval turn and advances the Round Marker (not a player's scoring token) onto a Scoring Event Marker. First, that player completes their turn, then that Scoring Event is resolved.



After the Scoring Event is resolved, the next player begins their next turn.

During a Scoring Event, all players can earn points. When you gain points, move your token on the Score Track to show your new score.



## ABM Defense

During all Scoring Events *except* Bombers, you will first need to know your **ABM Defense Value**. This value is equal to the number of ABM Launchers on your Mainland *multiplied* by your ABM Tech Level.



*Example: Ronald has built 3 ABM Launchers. His ABM Tech Level is on the "4" space. The total ABM Defense Value for his nation is 12 (3 Launchers × 4 Tech Level = 12).*

## Test Site Scoring

At the beginning of each scoring event, the player (or players, if tied) who has the most **detonated** Test Sites earns a bonus of **3 points**.

Each of the Scoring Events, and how points are awarded, are explained below.

## Sub Scoring

After scoring for detonated Test Sites, reveal all the cards in every player's Coastal Waters. Return all Decoys to the General Supply. Then, each player scores points as follows:

- Collect **7 points** if your ABM Defense equals or exceeds the *total number* of enemy Nukes (printed on your opponents' Sub cards) in your Coastal Waters. It is possible to collect this bonus even if your ABM Defense is 0.
- Collect **1 point** for each Nuke on your own Sub cards in your opponents' Coastal Waters.

You do not collect any points for any Nukes on your undeployed Subs (still in your hand).

Finally, return all deployed Subs to their owners' hands. At the end of Sub Scoring, all Coastal Waters on every Player Board will be empty.

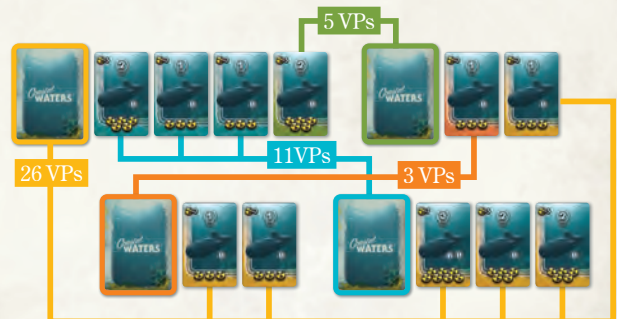
*Example: At the beginning of Margaret's Worker Retrieval turn, she advances the Round Marker onto the Sub Scoring Event Marker. She finishes her turn, then Subs are scored for all players. After scoring the detonated Test Sites, all players reveal the cards in their Coastal Waters, turning them face up. All Decoys that are revealed are returned to the General Supply.*



*Next, each player compares their ABM Defense to the number of Nukes in their Coastal Waters. Mao and Margaret earn their 7 VP Defense Bonuses but Ronald and Nikita do not. It seems Nikita has foolishly advanced his ABM Technology quite far but has forgotten to build any ABM Launchers!*

|  |  |
|--|--|
| <br>17 Nukes<br>15 Defense<br><b>BONUS DENIED</b>        | <br>6 Nukes<br>6 Defense<br><b>7 VP BONUS ACHIEVED</b> |
| <br>16 Nukes<br>20 Defense<br><b>7 VP BONUS ACHIEVED</b> | <br>6 Nukes<br>0 Defense<br><b>BONUS DENIED</b>        |

*Now each player gets 1 point for each Nuke they have deployed. Notably, Mao gets a whopping 26 VPs for the Nukes he managed to sneak into all 3 of his opponents' waters! Finally, each player takes back all of their deployed Subs and returns them to their hands. The world rests a bit easier again now that the oceans are free from hidden dangers.*





## ICBM Scoring

After scoring for detonated Test Sites, each player checks their ABM Defense. Each player who has an ABM Defense that is greater than or equal to the player *other than themselves* with the most Nukes on ICBM Silos (or who is tied for the most) collects **4 points**. It is possible to collect this bonus even if your ABM Defense is 0.





Then, determine which player has the most Nukes on their ICBM Silos:

- If you have the *most* Nukes (and you have at least 1), you collect **7 points** (even if tied for most).
- If you have the *second most* Nukes (and you have at least 1), you collect **4 points** (even if tied).

If multiple players tie for the most ICBMs, then it is still possible for 1 or more players to score 4 VP for second most ICBMs.

Finally, every player collects **1 point** for each Nuke on their own ICBM Silos. After scoring ICBMs, do not remove any Nukes from ICBM Silos.

**Remember:** ICBM Silos themselves are worth nothing. In order to receive any benefit from a Silo you have built, you must assign Nukes to it.

|  |  |   |  |
|--|--|---|--|
|  | Greatest Threat: 12 ICBMs<br>Defense: 5<br><b>BONUS DENIED</b>         |  | Greatest Threat: 12 ICBMs<br>Defense: 6<br><b>BONUS DENIED</b>       |
|  | Greatest Threat: 12 ICBMs<br>Defense: 12<br><b>4 VP BONUS ACHIEVED</b> |  | Greatest Threat: 4 ICBMs<br>Defense: 7<br><b>4 VP BONUS ACHIEVED</b> |

**Example:** Nikita retrieves his Workers and triggers ICBM Scoring, which is resolved after he finishes his turn. First, the players score detonated Test Sites. Then they turn their attention toward ICBMs. Nikita has the most ICBMs (12), so he represents the greatest threat to the other 3 players. Margaret and Mao have the second most ICBMs (4), so Nikita's greatest threat is 4. The players compare their individual ABM Defense values to their greatest threats and determine if they are eligible to receive their defense bonuses.

Next, Nikita receives 7 VPs for having the most ICBMs. Margaret and Mao both receive 4 VPs for having the second most ICBMs. What's going on with Ronald's board? He constructed 3 ICBM Silos but failed to equip them with any ICBMs. Without ICBMs his Silos are useless!

Finally, each player gets 1 VP each for each of their ICBMs. That's 12 for Nikita, 4 for Margaret, 4 for Mao, and 0 for poor Ronald.

## Third World Nation Scoring

After scoring for detonated Test Sites, it's time to score the Third World Nations. Each player scores points as follows:

- Collect **4 points** if your ABM Defense equals or exceeds the *total number* of Nukes in the Third World Nation on your board. It is possible to collect this bonus even if your ABM Defense is 0.
- Collect **3 points** for each Third World Nation that you control.
- Collect **1 point** for each of your Nukes in a Third World Nation you control.

After scoring Third World Nations, do not remove any Nukes from Third World Nations.

|  |  |   |  |
|--|--|---|--|
|    | 5 Nukes<br>5 Defense<br><b>4 VP BONUS ACHIEVED</b> |    | 7 Nukes<br>6 Defense<br><b>BONUS DENIED</b>          |
|  | 0 Nukes<br>0 Defense<br><b>4 VP BONUS ACHIEVED</b> |  | 10 Nukes<br>14 Defense<br><b>4 VP BONUS ACHIEVED</b> |

**Example:** The players are performing Third World Nation scoring. First, detonated Test Sites are scored. Then, each player compares their ABM Defense value to the total number of Nukes in their own Third World Nations. Only Margaret is denied the defense bonus this time. Ronald even managed to earn his defense bonus even though his ABM Defense is 0!

Next, Ronald scores 6 points for controlling 2 nations. Margaret and Mao score 3 points for controlling 1 nation each. Nikita, sadly, does not control any nations, so he does not receive any points for nation control.

Finally, each player collects 1 point for each Nuke in the Third World Nations they control: Ronald scores 15 and Mao scores 7. Neither Nikita nor Margaret have any Nukes installed, so neither of them get any points for Nukes.



## Bomber Scoring

During Bomber Scoring, ABM Defenses do not award any points. After scoring for detonated Test Sites, each player earns points as follows:

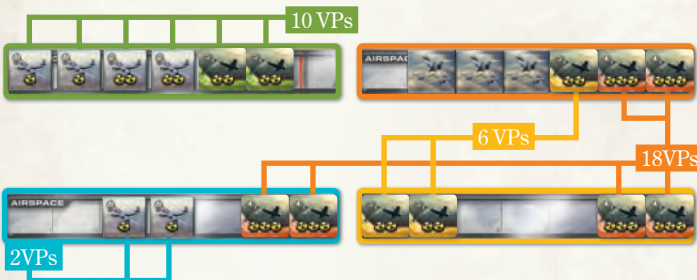
- Collect **7 points** if there are **no** enemy Bombers in your Airspace.
- Collect **1 point** for each Nuke on your deployed Bombers. This includes your Level 1 and 2 Bombers in your own Airspace *and* your Level 3 and 4 Bombers wherever they are deployed. Do not collect any points for Nukes on your undeployed Bombers (still in your personal supply).

Then, return all deployed Fighter Squadrons and Bombers to their owners' Personal Supplies. At the end of Bomber Scoring, all Airspaces on every Player Board will be empty.

*Example: The players are performing Bomber Scoring. They score the detonated Test Sites. Then they check their Airspaces for enemy Bombers. Only Nikita's Airspace is free of enemy bombers, so he is the only player who collects the 7 point defense bonus.*



Next, each player collects 1 point for each Nuke on all of their deployed Bombers.



To wrap up Bomber scoring, all players take back all of their deployed Bombers and Fighter Squadrons and return them to their Personal Supplies. The world breathes a sigh of relief now that its skies are clear once again.

# ENDING THE GAME AND FINAL SCORING

The end of the game is triggered when any player chooses to retrieve Workers on their turn and advances the Round Marker onto the End Game Marker on the Score Track. **Each of the other players** then takes 1 final turn following the normal turn order. After these final turns are taken, it's time for the *Final Scoring*.

## FINAL SCORING

First, detonated Test Sites are scored 1 more time, just like in each of the earlier Scoring Events: If you have at least 1 detonated Test Site, and you are 1 of the players with the *most* detonated Test Sites, you collect **3 points**.

Then, points are awarded for Subs, ICBMs, Third World Nations, and Bombers, following the steps described under "Scoring Events."

**IMPORTANT:** Do not score detonated Test Sites for each of the 4 Scoring Events during Final Scoring. Detonated Test Sites are only scored ONCE during all of Final Scoring.

## THE CLOCK STRIKES MIDNIGHT (OR, WINNING THE GAME)

After Final Scoring is complete, the player with the most points is the winner!

If there is a tie, the winner is the tied player with the most Nukes printed on all of their Bombers and Subs. (All of your Bombers and Subs should be in your Personal Supply by this time.)

If there is still a tie, the winner is the tied player with the most Nukes in their Personal Supply (not including Nukes on Bombers or Subs).

If there is still a tie after both of the above tiebreakers, the tied powers are forced to share the world between them.



## PLAYING MINUTES TO MIDNIGHT WITH 2 PLAYERS

When playing with only 2 players, follow all of the base rules with the following exceptions:

### SETUP

Remove the following materials from the game:

- 3 Player Boards
- 36 Building tiles (6 of each type)
- 9 Level 1 / Level 2 Bomber tiles

Start the game with the Round Marker on space 5 of the scoring track instead of on space 0.

Place a marker for *both* players in the “no control” space of *both* Third World Nations.

### RULES

You can move your markers in both Third World Nations—the one on your board and the one on your opponent’s board, and you may gain control over either 1 (or both). As long as you have control over a Third World Nation, you may place Nukes there.

Conduct Third World Nation Scoring normally with the following exception for its ABM Defense bonus:

- Collect **4 points** if your ABM Defense equals or exceeds the total number of Nukes in all Third World Nations controlled by your opponent.

When you take a Deploy Subs Military Action, you may deploy up to 4 cards to your opponent’s Coastal Waters (instead of only 2).

Decoys never return to the General Supply. Instead, when you remove them from your Coastal Waters due to a Scoring Event or a Sweep for Subs Military Action, they are returned to your opponent’s hand.

### ENDING THE GAME

When you advance the Round Marker onto the End Game space, finish your turn and then conduct Final Scoring. Your opponent does not get a final turn.

## EXTENDING THE GAME LENGTH

For your first game of *Minutes to Midnight*, it is recommended that you follow the setup rules as described for a “normal” game, regardless of the number of players.

Once you have learned the game, you may wish to extend the game length by placing the Scoring Event and End Game Markers differently during setup:

### LONG MODE

**Long Mode is only recommended when playing with 4 or 5 players.**

To extend the length of the game, place the Scoring Event Markers on spaces **15, 20, 25, and 30**, and place the End Game marker on space **35**.

### EPIC MODE

**Epic Mode is only recommended when playing with 5 players.**

To make the game even longer, place the Scoring Event Markers on spaces **16, 22, 28, and 34**, and place the End Game marker on space **40**.



## NATION CARDS

*The Manhattan Project: Minutes to Midnight* comes with optional Nation Cards. You can add them to the game to give each player a unique ability.

For your first game of *Minutes to Midnight*, the Nation Cards are not recommended. Even when playing without the Nation Cards, you may still give 1 card to each player so they may use the reverse side of the card as a reference.

To play with the Nation Cards, distribute 1 Nation Card to each player by any method you like. We recommend that you shuffle all of the Nation Cards and deal 2 face down to each player. Each player secretly chooses 1 card to use for the entire game, and places the other card face down to use as a player reference. Once all players have chosen, the Nations are revealed and each player announces their Nation and its ability. The rest of the setup proceeds normally.

The rules for each nation are printed on its card. Here are some clarifications of each nation's abilities:

### USA/France/Britain

Each of these Nations can pay \$2 instead of \$3 to construct a certain type of Building. This only affects construction at the beginning of a Worker Placement turn. The normal rules apply in all other situations. If you activate the Construction space during a Worker Retrieval turn, for example, you may still construct any Building for free.



### SOVIET UNION

When you pay \$1 to make a third Worker Placement, you may use it to place a Spy on an opponent's Building as normal or by using your once-per-turn ability to use a Politician as a Spy.



### CHINA

When you pay \$1 to make a third Worker Placement, you can only use it to place a Laborer on your own Building.



### PAKISTAN

You may return a Building you have constructed to the Building Market Board. You choose which row to return it to (setting its new cost). You must place the Building on the space that matches its type.



### ISRAEL

You may only use your abilities during a Worker Retrieval turn.

When using your ability to deploy a Fighter Squadron, it must come from your Personal Supply—you *do not* get a free Fighter Squadron from the General Supply when you use this ability.



When using your ability to construct an ABM Launcher, all the normal rules for constructing a Building apply.



**INDIA**

When using an Education space that is different from the one you placed your Worker on, the space does not have to be empty in order for you to use it.

**NORTH KOREA**

After you demand \$2, your opponents must decide among themselves whether or not they will pay. If they decide to pay, they must also decide how to split up the responsibility of paying for it: 1 opponent may pay you the \$2 alone, or 2 opponents may each agree to pay you \$1. The other players do not have to agree: if any player (or players) decide to pay, the other players cannot prevent them from doing so.

**GERMANY**

You may only use your first ability during a Worker Placement turn. You may only use your second ability during a Worker Retrieval turn.





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### Thanks to our Fans:

Jason & Erin Preder  
Chuckie Llewellyn  
Daniel Green  
All our Kickstarter Backers



<http://www.MinionGames.com>

