

DOWNFALL

Conquest of the Third Reich



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Rulebook

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NOTE: Disregard rules marked by Naval orange if playing the **Overlord scenario.**

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When playing the **Overlord** scenario, disregard rules with the orange line to the left of or below the text.

Throughout this rulebook will be found numbers within brackets – e.g., [3.2] – which will indicate to the reader an important reference to another rule. These references may be ignored when reading through the rules for the first time, as their main use is to aid the reader in finding a specific related rule during play.

INTRODUCTION

Downfall is a two-player historical strategy game on the conquest of the Third Reich in World War II. The full game begins at the high-water mark of Axis expansion in November 1942 and ends in May 1945, or earlier, at Germany's surrender. One player controls the Western Allies and the other the Soviet Union in their joint effort to destroy the Axis. Though the two players share the goal of defeating the Reich, each seeks a victory that favors their dominance in post-war Europe.

To enable this competition between the Western and Soviet players, each player controls an Allied and an Axis **faction**, and seeks to defeat the Axis on one front while staving off Axis collapse on the other front.

The Western player commands the **Western faction**, comprising the United States, United Kingdom and Commonwealth nations; and also commands the **OKH faction**, that is the German and minor Axis armies facing the Soviet Union in eastern Europe and Russia (*Oberkommando des Heeres*).

The Soviet Union player commands the **Soviet faction** and the **OKW faction**, that is the German and Italian armies facing the Western allies in western Europe and the Mediterranean (*Oberkommando der Wehrmacht*).

The rules refer to players by faction. So, “*The OKW faction picks an order marker*” refers to the Soviet/OKW player acting for the OKW faction.

Each faction is in one of three controlling *ideologies*. The Western ideology includes the Western faction, the Soviet ideology includes the Soviet faction, and the Axis ideology includes the OKW and OKH factions. Thus, the objective hex of Berlin is controlled by the Axis ideology, not a particular Axis faction.

The Axis ideology (both factions) is the enemy of the Soviet and Western ideologies. However, the OKH faction and Soviet faction **fight** only each other, while the OKW faction and Western faction **fight** only each other. The Soviet and Western ideologies are not enemies of each other. Each ideology is friendly only to itself.

GAME COMPONENTS

- Two 22”x34” map sheets that abut to form one game map
- 351 cardboard playing pieces on three die-cut sheets
- 110 playing cards
- One rule book
- Ten 8.5”x11” player aids
- Four six-sided dice

COURSE OF PLAY

Downfall is played by four **factions**, with each player controlling two factions. One faction at a time has the **initiative**, allowing it to conduct an **action round**. The faction that starts the game with the initiative conducts the first action round.

In an action round, the active faction picks an **order**, pays its **initiative cost**, and then performs the order. An order may involve, but is not limited to, moving land and naval units, conducting combats, gaining reinforcements, placing partisans, or conducting strategic warfare. During the action round, all factions may have opportunities to play **action cards** from their hand to gain advantages in the situations specified on each card.

Initiative is indicated by the relative positions of the factions' **initiative markers** on the **initiative track**. Factions mark expenditure and loss of their initiative by advancing their marker along the track. At the end of each action round, the faction whose marker is in the least advanced position on the track has the initiative and will conduct the next action round.

Advancement of an initiative marker on the initiative track may trigger a **pending event**. At the end of each action round, each pending event is processed by ...

- resolving an historical event, and
- adjusting all factions' air units, and
- drawing action cards for one or more factions.

Action rounds continue, each conducted by the faction holding the initiative at that moment. When a faction's initiative marker reaches the end of the initiative track, it returns to the beginning of the track and continues advancing from there. A weather marker indicating the current weather period moves along the initiative track with the initiative markers, advancing by random die roll. Progress of the weather marker along the track triggers changes in weather conditions. When the weather marker reaches the end of the track, it returns to the beginning and a new Turn begins.

Turns continue until the Soviet or Western player fulfills a condition for winning the game.

GAME SCALE

Each land hex represents an area roughly 110 km across. Each game-turn represents four months of historical time. Combat units represent military formations of varying size: A unit with a maximum strength of 3 or 4 pips represents an army, 2 pips a corps, and 1 pip a division; though these comparisons vary with nationality.

Each Turn takes approximately two hours to complete. Total game play time ranges from 6 to 18 hours, depending on the scenario.

GLOSSARY OF COMMON GAME TERMS

Active. A faction is active when it has the initiative. A faction's land and ready naval units are active during a redeployment order in which their unit types are depicted on the order marker. All of a faction's combat units are active during an attack order. Air units are active at all times.

Adjacent. Two hexes that share a hexside are adjacent to each other. Units in adjacent hexes are adjacent to each other.

Contested. A sea area is contested if occupied by naval units of enemy factions.

Enemy. All units in the Western and Soviet ideologies are enemies of all units in the two factions of the Axis ideology. However, units in the Axis OKH faction fight only units in the Soviet faction, while units in the Axis OKW faction fight only units in the Western faction.

Difficult hexes. Mountain hexes are considered difficult terrain in snow weather. Swamp hexes are considered difficult terrain in mud weather. Movement, combat, and supply are limited in difficult hexes [per A.3].

Faction. See Introduction.

Free attack order. An order appearing on an action card that may be played and carried out at the start of a faction's action round, before picking an order marker.

Friendly. All units of a given ideology are friendly to each other. A hex (and any rail line in it) is friendly to a given ideology if controlled by that ideology or by no ideology.

Hit. A land combat or sea attack may result in the involved units receiving hits. Hits in land combat are applied per 8, Step 6; in sea attacks [per 9.2].

Ideology. Units belong to one of three ideologies. The Western ideology includes the Western faction; the Soviet ideology includes the Soviet faction; the Axis ideology includes the OKW and OKH factions. The Axis ideology is enemy to both the Soviet and Western ideologies.

Interception. An activity performed by a faction in a contested sea area triggers an interception check which may result in initiative expenditure by the acting faction and, in some cases, an optional sea attack by the enemy faction.

Interdicted. A naval unit is flipped from its ready side to its interdicted side to satisfy a hit in sea combat. An interdicted fleet can't be active.

Isolated. A combat unit becomes isolated if unable to trace supply during the Supply event, suffering the effects of 11.3.

Land Units. Collective term for combat units and partisan units.

Movement Points (MPs). During a redeploy order, all active units receive the number of MPs specified on the order marker. Each unit

spends its movement points to move – land units through land hexes and naval units through sea areas.

Objective. A hex outlined in red is an objective, always controlled by one of the three ideologies. Control of an objective by the West or the Soviets is worth a victory point to that ideology. Control of a strategic warfare track objective is worth a victory point for the West.

Order. The basic activities of the game, depicted on order markers selected and performed by the faction with the initiative.

Ops Order. A type of order involving movement and/or attacks by a faction's land and naval units.

Ready. A naval unit on its front side is ready. It can participate in supply trace, interception and sea attacks, and is active during a Redeploy order if depicted on the order marker.

Stack. Term for all the land units and air units in a given land hex.

Step or Pip. A measure of a unit's strength and size. Every land combat unit possesses 1 to 4 steps.

Unit. Any playing piece representing a combat formation, partisan, or naval force.

Victory Point (VP). Earned by the Soviet or Western faction for controlling objectives and satisfying certain Event conditions.

Walking route. Two adjacent hexes are said to be adjacent by walking route if a land combat unit could legally move across the hexside separating them.

COMMON SYMBOLS



Initiative



Roll 2 dice



Roll 1 die



Redeploy: number indicates movement points per unit.



Attack: number (if any) indicates number of attacks allowed.



Weather: Fair, Snow, Mud



Headquarters strength points



Dice roll modifier (DRM): Add value to dice when attacking; subtract value when defending.



Roll 2 dice and divide by 5 (rounding down) for the result.

1. THE GAME MAP



The game map portrays the European Theater of World War II from 1942-1945. A grid of numbered hexagons (hexes) over the geographic features regulates placement and movement of the playing pieces. Several tracks, boxes, displays and graphic aids surround the map area.

A. LAND HEXES

Land hexes and their intervening hexsides include terrain and geopolitical features such as rivers, mountains, rail lines and cities, and are defined in the map key [D]. Hexes outlined in red are objectives, important to own to win the game. Hexes with national flags are supply sources for units of that nationality.

A.1 LAND HEX OCCUPATION AND STACKING

Combat units, partisan units, and air units occupy land hexes. The number and type of units that may stack in the same hex together is limited. A hex can hold:

- Up to two combat units of the same ideology, with a total of no more than six pips, and
- One partisan, regardless of ideology, and

- One air unit alone or with units of the same ideology, but only in a hex with a city or rail line.

Stacking limits can't be exceeded. Stacking limits apply at the following times:

- when placing or relocating a unit due to an event or action card play;
- when placing a reinforcement unit or adding a reinforcement step;
- at the conclusion of the movement portion of an order;
- at the conclusion of a retreat;
- at the conclusion of an advance after combat.

A combat unit can't enter a hex containing a combat unit of a different ideology under any circumstances. Axis units of different factions can stack together.

A.2 LAND HEX CONTROL

Every land hex is controlled by one ideology or by no ideology. Control of a hex can change during play. Units' zones of control (ZOCs) do not affect ideology hex control.

City hexes (including port cities) are always controlled by one ideology. At the start of each scenario, all cities are Axis-controlled, except the following:

- All city hexes in nations and hexes printed as belonging to the U.K. are Western-controlled. This includes all cities in Egypt, Malta and Gibraltar.
- All cities in the Soviet Union and Ukraine to the east/south of the scenario's **start line** are Soviet-controlled.
- All cities in French North Africa and Libya not occupied by Axis units are Western-controlled.
- In the **Overlord** scenario, all city hexes in Sicily and Sardinia are Western-controlled, as are all cities in mainland Italy south of the **Overlord line**.

Control of a city hex changes when it contains combat units of a different ideology. The city then becomes controlled by that ideology and remains so even when empty. Control markers are available to mark city hexes where control might be unclear.

Objective hex ownership. An ideology that controls a city hex marked as an objective owns that objective, with one exception: An objective in a hex occupied solely by a partisan is owned by the partisan's ideology as long as the partisan remains the sole occupant, even though the partisan unit does not control the city hex.

Non-city hexes are controlled by the ideology that has a combat unit in the hex. If a non-city hex is empty, the ideology with the closest combat unit or friendly city (measured through land hexes by walking route) controls the hex. If an empty hex is equidistant from opposing units or cities, no ideology controls the hex. Control of non-city hexes matters when tracing supply – a faction can't trace supply overland or by rail through land hexes controlled by a different ideology.

Land Hex Control – The five city hexes and all of the non-city hexes depicted in this example started as Axis-controlled. The Western ideology gained control of Bordeaux when the British unit entered that city hex. The presence of the Western unit also gives the West control of non-city hex 2610 and 2811, because the Western unit is the closest combat unit or city to these two hexes.



Hexes 2611, 2711, and 2812 are controlled by no ideology because they are equidistant from the Western unit and the Axis-controlled city hex of Toulouse. All other non-city hexes depicted remain Axis controlled. Marseille is an Axis-controlled port city hex and an objective hex. The Western partisan unit placed there gives the Western ideology control of the objective (only), while the port city remains controlled by the Axis ideology, and thus not eligible for a Western port-to-port move.

A.3 RESTRICTED HEXES AND HEXSIDES

An **impassable** hex can't be entered by a land unit. These include hexes:

- labelled as impassable,
- containing only sea,
- containing only land that is out of play (such as the hex directly east of hex 3719 (Copenhagen)).

A **hexside** is impassable if marked as such (per the terrain key) or if sea extends across the entire hexside and that hexside is not crossed by a rail line or strait.

An impassable hexside blocks the movement of land units and the tracing of supply in both directions. Zones of Control (ZOCs) do not extend across impassable hexsides and units can't attack across impassable hexsides.

Impassable hexes and hexsides – Hexside 2619/2620 is impassable. Hexside 2620/2520 is passable. Hexside 2420/2520 is impassable.



Difficult terrain – During Snow weather, the terrain in the mountain hex of Cassino is difficult. The OKW leg unit in Cassino may attack the Allied tank unit in Naples (and vice versa) because the hexside between Cassino and Naples is a rail hexside. The OKW leg unit may also attack hex 2221. However, the Allied unit in 2221 may not attack Cassino because an armored unit may not attack into or out of a difficult hex unless across a rail hexside.

The OKW unit in Cassino may move into 2319 but must stop there because a move out of or into a difficult terrain hex across a non-rail hexside is limited to one hex. If the OKW unit were to move across the rail hexside into Rome, it could continue moving.



CONDITIONALLY DIFFICULT HEXES. Mountain hexes are difficult in snow weather. Swamp hexes are difficult in mud weather.

- A land unit moving **into** or **out of** a difficult hex through a non-rail hexside can move only one hex total in a given order.
- An armored category unit can't attack into or out of a difficult hex across a non-rail hexside.
- Supply can't be traced into or out of a difficult hex across a non-rail hexside.
- Difficult conditions do not effect ZOCs.

A.4 NATIONAL BORDERS

Every land hex is part of a country; all hexes in the same country are contained in border lines.

WHO CAN CROSS NATIONAL BORDERS? Borders limit movement and retreat, but not advance after combat.

- Axis units can cross any national borders.
- Soviet and Western units can cross a national border into a country that contains a friendly unit (including a partisan), or contains an Axis unit, or is empty of units.
- Soviet units can't cross a border into a country containing only Western units, unless those Western units are partisans only.
- Western units can't cross a border into a country containing only units of the Soviet ideology, unless those Soviet units are partisans only.
- Partisan units can never cross a national border.

Effects of National Borders – This scenario (at bottom left) demonstrates how national borders limit movement and retreat of Western and Soviet units. Axis units are not affected by national borders.



- Germany may always be entered by Soviet and Western units
- Slovakia can't be entered by Western units because the nation is solely occupied by Soviet units.
- Hungary may be entered by Western or Soviet units because neither ideology has units in the country. Soviet control of Budapest is irrelevant.
- Italy can't be entered by Soviet units because the nation is solely occupied by Western units.
- Croatia may be entered by Soviet and Western units because both already have units in the nation.
- Romania may be entered by Western and Soviet units because there is an Axis unit in the nation.
- Serbia may be entered by Western and Soviet units. The Western partisan enables Western entry.
- Montenegro may be entered by Western and Soviet units. The Soviet partisan there does not prevent Western entry.

A.5 SCENARIO START LINES

Three start lines in the Soviet Union mark the OKH/Soviet front at the start of each scenario. A start line in Italy marks the OKW/Western front at the start of the Overlord scenario. Start lines mark city control per A.2.

B. WESTERN LAND AREAS

The map includes four land areas – United States, United Kingdom, African Colonies and Middle East. All land areas and the port cities within them are always controlled by the Western ideology. Any number of Western combat units and air units can occupy a land area. Units of non-Western factions aren't allowed in land areas. For purposes of port-to-port movement, units in a land area are considered to be in any port in that area. For purposes of land movement, the Middle East land area is considered to be one hex adjacent to the two land hexes it borders.

C. SEA AREAS

The map includes eleven named sea areas. Sea areas are bound by land and by sea boundary lines. Sea areas sharing a sea boundary line are connected to each other.

Any number of naval units of any factions can occupy a sea area. A sea area occupied by ready naval units of opposing factions is contested.

Port cities are located in land hexes or land areas and are accessible from the sea area surrounding the port symbol. Ports straddling the border of two sea areas are accessible from both sea areas.

Ports and Sea areas – The port of Brest in hex 3209 is accessible from the North Atlantic Ocean and the North Sea. The beach hex connected to Brest is located exclusively in the North Sea.

The port of Capetown (located in the African Colonies land area) is accessible from the South Atlantic Ocean and the Indian Ocean.



During an Ops order in which naval is active, up to 6 steps of active combat units can be moved from ports to friendly ports across any number of eligible connecting sea areas as long as each of those areas contains a ready friendly fleet. If a contested sea area is entered during the move, interception may occur [9].

Supply can be traced through eligible sea areas containing ready friendly fleets. If tracing supply through a contested sea area, interception may occur [11.2].

Movement across certain sea boundary lines is restricted where noted on the map.

For example, only Western units can move from the North Atlantic to the Western Mediterranean.

Note that the South Atlantic Ocean and Indian Ocean are connected.

SEA AREA HEXES. Some sea areas contain faint hexes. Sea hexes have no effect on the placement and use of naval units. Their purpose is to:

- allow an air unit's hex range to be counted across water [2.3];
- provide locations for **beach hexes**; a sea hex with a beach symbol pointing to an adjacent land hex is a beach hex, used exclusively by the Western faction to place a beachhead marker [2.4.2].

D. MAP KEY

This key identifies all terrain features and symbols in land hexes, land areas and sea areas.

E. STRATEGIC WARFARE (SW) DISPLAYS

The three strategic warfare displays are used by the Western and OKW factions to conduct strategic warfare and track its impact on various game functions [7.9]. Each strategic warfare display is an **objective**, controlled by the Western or Axis ideology.

Both factions can conduct strategic warfare in:

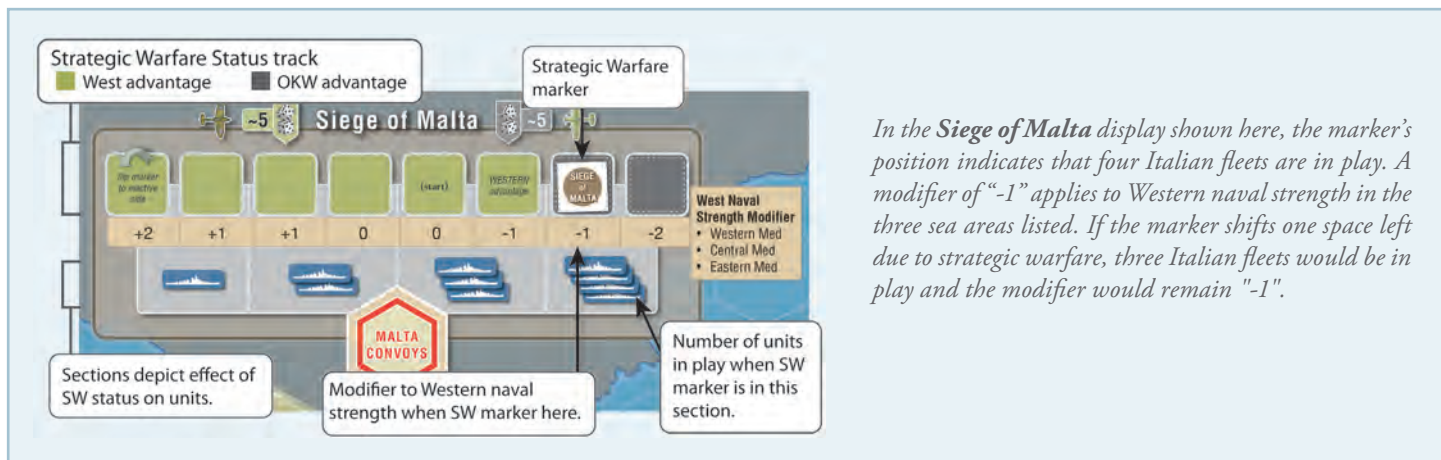
- **The Siege of Malta** to affect Western naval strength and the number of Italian fleet units in play;
- **The Battle of the Atlantic** to affect Western naval strength and the number of OKW submarine units in play;
- **Strategic Bombing** to affect the number of Western elite air units in play and Western action card draws.

Each SW display has a track of status boxes in which a status marker is placed and moved. Box color indicates advantage for the Allies or OKW. The faction with the advantage controls that strategic warfare objective. A strategic warfare order may shift the marker to the left (Western favor) or right (OKW favor). If the marker enters the leftmost box, the display becomes inactive at a permanent Western advantage.

The area below each display's status track is divided into four or five sections. Each section depicts the number of units of a specific type in play for the current SW status.

A unit unavailable due to SW is taken from the map and placed in the corresponding section of the SW display, one unit per section. A unit that becomes available due to SW is taken from the display and placed on the map.

A modifier listed with the current SW status affects Western naval strength (not in Strategic Bombing).



*In the **Siege of Malta** display shown here, the marker's position indicates that four Italian fleets are in play. A modifier of "-1" applies to Western naval strength in the three sea areas listed. If the marker shifts one space left due to strategic warfare, three Italian fleets would be in play and the modifier would remain "-1".*

F. OBJECTIVE TRACK

The Objective Track contains a box for every objective hex on the map and SW displays. Western or Soviet control markers are placed in or removed from the boxes to indicate current ownership of specific objectives and the number of objectives owned overall. An empty box indicates the objective is owned by the Axis ideology.

G. VICTORY TRACK

The Victory Track shows the current Victory Point advantage held by the Western or Soviet faction. The Victory Point marker moves along the track as the Western and Soviet factions gain and lose victory points for objectives and events, moving toward the Soviet player for Soviet VP gain and toward the Western player for Western VP gain. If the marker enters the **10 VP** space at either end of the track, the game ends in a Soviet or Western victory

Markers for Western *Armor Reserves* and Western *Transport Points* are also placed on and moved along the Western half of the track to indicate the current number of those Western assets.

H. TURN TRACK

The game is played in turns, each representing four months of time, from November 1942 to May 1945, as shown on the Turn Track. The Turn marker is placed on the Track during game set up, from where it advances to indicate the current turn. Each turn space includes:

- A game turn number;
- The historical year and months represented by the turn;
- The weather – fair, snow or mud –in each of the turn's three successive weather periods.

I. INITIATIVE TRACK

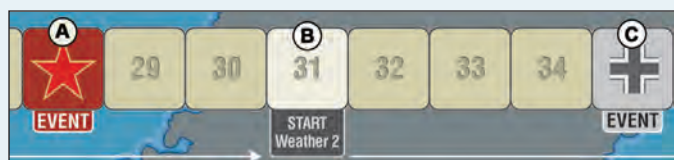
The initiative track, with spaces numbered from **01** to **91**, controls the player actions and game tempo. Four initiative markers, one per faction, are placed on and advance along the track as factions pay initiative. The faction whose initiative marker has advanced the least has the initiative, allowing that faction to conduct the next action round.

Special initiative spaces:

- **FACTION EVENT:** Entrance into one of these spaces by the indicated faction's initiative marker triggers a pending event [5.2].

- **WEATHER PERIOD:** The track is divided into three weather periods, corresponding to the three weather periods listed for the current turn on the Turn track. A weather marker moves along the track to indicate the weather period currently in effect [6 Step 1].
- **SPACE 91:** A marker advancing beyond this last space of the track returns to the beginning of the track, entering space **01** and continuing its advance from there. A marker that completes the circuit and returns to the beginning of the track is still considered to be "ahead" of the markers that haven't yet completed the circuit, even though in a space with a lower number.
- When the weather marker advances beyond Space **91**, a new game-turn begins [12].

Initiative track – In this portion of the initiative track, you can see (A) Soviet faction Event, (B) the first space of Weather Period 2, and (C) OKH Faction Event.



J. ACTION TRACK

The action track consists of ten boxes for holding **order markers** available for selection during each action round.

At the start of the game's first action round, the action track boxes are seeded with ten order markers pulled from the draw cup. At the start of each action round thereafter, empty boxes on the action track will be refilled by shifting order markers down the track and then placing a newly drawn order marker into each empty box.

A key on the action track depicts order markers that have two different sides, for the players' reference.

K. ORDER DISPLAYS

Players play their factions' order markers to their order display. Each faction has its own display with a row of **order boxes** and a **planning box**. When the active faction chooses an order to play, they place its marker in the matching empty order box in their display and pay the initiative cost printed there. (The box for each faction's Headquarters

order has a variable initiative cost [7.5].) An order marker placed in an order box is unavailable for the remainder of the game-turn.

Alternatively, the active faction may place their chosen order in their empty planning box, paying an initiative cost of 1. An order marker in the planning box is available to be chosen (and paid for and played to the order display) in a later action round.

Although each faction has 12 order markers, some order displays have more than 12 boxes to accommodate markers with different order choices on each side.

L. FORCE POOLS

Each player's force pool holds combat units, air units, partisans and beachheads available to their factions for placement on the map when allowed by an order, action card or event.

M. PENDING AREA

Playing pieces of all factions are placed in the pending area at the start of the turn in which they enter play, remaining there until the *HIGH COMMAND* event makes them available to their respective factions.

N. MARKERS AREA

Holds various game markers for access when needed.

O. OPTIONAL COMBAT TRACK

Holds optional markers to mark the Combat Column and Dice Modifier as reminders during the Land Combat procedure.

P. EVENT CARD DISPLAY

The Event Card Display consists of a sequence of three boxes that hold event cards. The event cards visible in each of the three boxes at a given moment are the three active event cards.

- 1) The event *draw pile* box holds the Pending Event card face-up atop the face-down draw pile of event cards;
- 2) The *current event* box holds the Current Event card face-up;
- 3) The *discard pile* box holds the Spent Event card face-up atop the discarded event cards. A western air unit depicted in the box is considered in play when the discard box is empty at the start of a new turn.

Players can inspect the discard pile, but not the draw pile.

Q. WEATHER CARD BOX

The weather card box holds a stack of three weather cards— fair, snow and mud—with the weather card for the current weather period face-up on top.

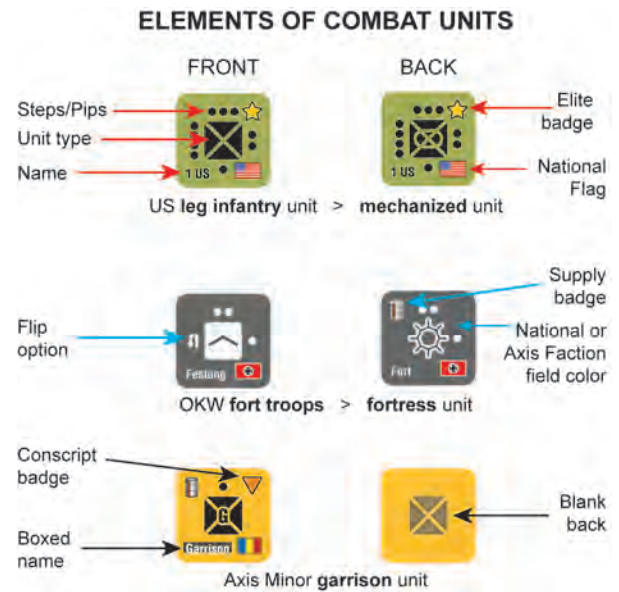
2. PLAYING PIECES

The playing pieces include :

- military forces -- combat units and partisans (collectively *land units*), air units and naval units;
- order markers; and
- various other game status markers.

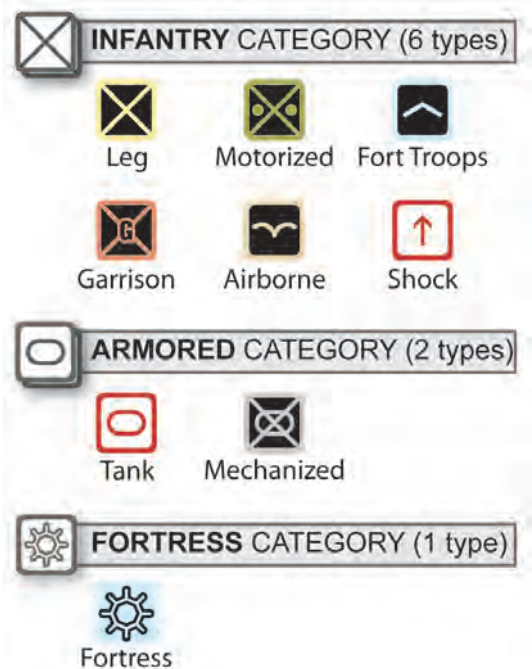
2.1 COMBAT UNITS

Combat units are the conventional ground forces of all combatant nations, occupying land hexes and land areas.



2.1.1 Combat Unit Categories And Types

Combat units come in three categories: Infantry, armored and fortress. Each category includes one or more unit types.



A combat unit's category and type determines, among other things:

- Eligibility for activation in a Redeploy order;
- Eligibility to be a *primary attacker* in an Attack order;
- Eligibility for strength bonuses or die roll modifiers during land combat;
- Eligibility to gain infantry or armored reinforcement steps.
- Eligibility to move port-to-port.

A rule or symbol for “infantry units” or “armored units” applies to all unit types of that category. A rule or symbol for a specific unit type such as “shock” or “fort troops” applies only to units of that specific type.




TWO-SIDED COMBAT UNITS. Combat units with an **unboxed name** have two printed sides, each a different unit type and unit category. These units can be flipped from one type to another in specific circumstances. Units with a boxed name have one printed side and can't be flipped. Two-sided units include these types:

- leg/mechanized  → 
- motorized/tank  → 
- fort troops/fortress  → 

When units flip:

- Leg flips to mechanized, and motorized to tank when they gain an armored step [7.7].
- Tank flips to motorized and mechanized flips to leg to satisfy a hit incurred in combat [8, Step 6].
- Fort troops may flip to a fortress instead of moving during a Redeploy order or instead of advancing during an Attack order, if depicted on the order marker [7.1.4].
- A fortress may flip to fort troops only when resolving the *HIGH COMMAND* event card.

SPECIAL UNIT TYPES. **Shock**, **airborne** and **fort troop** unit types have special abilities during an Ops order in which their specific unit type is depicted on the order marker. These unit types are active when the infantry category or their specific unit type is depicted, but their special ability is active only in the latter case. When a special ability is active:

- An airborne unit can participate in an attack as a flanking attacker when two hexes away from the target hex and is then returned to the force pool [8, Step 1]. 
- A fort troop unit can flip to its fortress side instead of moving or advancing [7.1.4, 7.2-7.4]. 
- Each shock unit in a Soviet attack gives a +1 strength modifier [8, Step 3]. 

2.1.2 Unit Factions And Nationalities

All factions include units of multiple nationalities. Nationality is noted by field color and national flags on combat and naval units, and by field color on air and partisan units.

All the units of the Western and OKH factions (controlled by the Western player) are distinguished by black symbols and print. All units

of the Soviet and OKW factions (controlled by the Soviet player) are distinguished by white symbols and print.

AXIS MINOR: All OKH and OKW nations other than Germany are Axis Minor nations. Italy and Bulgaria have units in both Axis factions.

WESTERN FACTION



OKH FACTION



SOVIET FACTION



OKW FACTION



2.1.3 Combat Unit Steps/Pips

The strength of a combat unit is represented by 1 to 4 pips on the edge of the unit currently oriented to the top. The unit is rotated to show the gain or loss of pips. A unit's current pips indicate:

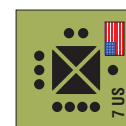
- how many hits it can take in combat;
- the unit's strength in combat when defending; and
- the unit's strength when declared the primary attacker in combat.

Adjusting unit pips:

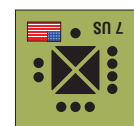
- When a unit loses a step, usually due to combat, rotate it counter-clockwise to show one less pip on the top edge. When a unit loses its last pip, it is eliminated and removed from play.
- When a unit gains a step, usually when assigned a reinforcement step, rotate it clockwise to show one more pip on the top edge.
- When a two-sided unit is flipped from one side to another, orient the unit so it retains its current number of pips.



3 pips



2 pips



1 pip

A unit can't gain more steps than its printed maximum number.

PIPS AND UNIT FACING. To help keep track of current unit steps, facing of all units should be kept consistent. For example, if the players are seated to the north and south of the map, orient all Western/OKH units so their current top edge faces north on the map, and orient all Soviet/OKW units to face south on the map.

Rulebook unit facing: For convenience of the reader, illustrations show all units facing in the same direction, with current strength at the top of the unit.

2.1.4 Unit Name

Every unit has a name, either an historical designation (usually an army, nationality, or location) or a name denoting the unit's purpose, such as *garrison* or *detachment*. Specific names have no effect on play, however graphic treatment of names indicates the following:

- A name in a box indicates the unit can't be flipped.
- A name not in a box indicates the unit has two sides and can be flipped.
- Soviet reinforcement units with *Gd* (Guard) in their name enter play by replacing Soviet units on the map per the *HIGH COMMAND* event.

2.1.5 Unit Badges

★ **ELITE BADGE:** Indicates a unit of higher quality than typical for its nationality. The badge contributes to an elite advantage when attacking or defending in land combat.

One Soviet redeploy order activates only their elite units.

▼ **CONSCRIPT BADGE:** Indicates a unit of lower quality than typical for its nationality. The badge contributes to a conscript disadvantage in combat.

📦 **SUPPLY BADGE:** The unit is always in supply. This does not extend to other units in the same hex.

2.1.6 Combat Unit Zones Of Control

Every combat unit exerts a zone of control (ZOC) into its own hex and each land hex adjacent (via walking route) to its hex, as well as into each land hexspine radiating from its hex, as long as both hexes bordering that hexspine are in the unit's ZOC. Zones of control do not extend across impassable hexsides. A unit's ZOC into a hex is not negated by the presence of another faction's units in that hex.

A unit's ZOC restricts movement, retreat and supply of enemy units only. That is, ZOCs of Soviet and Western units affect all units of the Axis ideology, and vice versa. ZOCs of Soviet and Western units do not affect each other. ZOCs of OKH and OKW units do not affect each other.

MOVEMENT: A unit can't move across a hexspine in an Enemy Zone of Control (EZOC), and must stop moving upon entering a hex in an EZOC.

RETREAT: A retreating unit can't cross a hexspine in an EZOC or enter a hex in an EZOC.

SUPPLY: A supply path can't enter a hex in an EZOC unless that hex is occupied by a friendly unit.

Zones of Control

Example 1: The depicted units project a zone of control into the six adjacent hexes and six radiating hexspines. The Soviet unit can't move into the hex to its east because it cannot cross a hexspine in an enemy's ZOC. It can, however, move to the hex to its northeast because, although it is moving from one ZOC to another, it is not crossing a hexspine in an enemy ZOC.



Example 2: The OKH unit projects a ZOC into the hex 2735 across the strait hexside. It does not project a ZOC into hex 2835, due to the intervening sea, and does not project a ZOC into the 2735/2835 hexspine. The Soviet unit can move directly across that hexspine.



2.2 PARTISAN UNITS

The Western and Soviet factions (only) have partisans – land units representing irregular forces operating in specific countries. Partisans are placed in and move through land hexes, but only within their assigned country. Once placed, partisans remain in their assigned nation unless eliminated.



PARTISAN ATTRIBUTES: Partisans are placed in specific countries via the *Partisan Warfare* order and the Western action card *BIG THREE CONFERENCE*. They are not reinforcements.

- Partisans have no ZOC and ignore EZOCs.
- Partisans are always in supply [2.1.5].
- Partisans can stack with combat units and air units of any ideology, even enemy units.
- A partisan can't enter a hex containing a partisan.
- Partisans are not affected by the presence of Western and Soviet combat units and vice versa.
- Partisans do not control hexes.
- The objective in a hex occupied only by a partisan is owned by the partisan's ideology for victory point purposes, as long as the partisan remains the sole occupant of the hex. If the partisan vacates the hex or a combat unit of a different ideology enters the hex, the partisan's ideology loses ownership of the objective.

EFFECTS ON AXIS COMBAT UNITS: Each time an Axis unit moves, retreats or traces supply into a partisan's hex, that Axis faction pays 1 initiative.

MOVEMENT: A partisan may move only during a Redeploy order in which a partisan is depicted on the order marker. Partisans disregard the presence of all combat units when moving. A partisan can't move or retreat across the border of their country.

COMBAT: A partisan can't attack. If stacked with an Axis unit that is attacked, the partisan negates the strength modifiers of terrain beneficial to the Axis defender in the hex and on the bordering hexsides.

- Axis units (only) can attack a partisan alone in a hex or stacked with Axis units. The partisan defends with a strength of one pip and is eligible for defensive strength and die roll modifiers (except the modifier for defensive air superiority). HQ cards and combat cards can't be played on behalf of a lone defending partisan.
- If a partisan is attacked when stacked with Axis units, one of those Axis units must be the primary attacker.
- A partisan stacked with friendly units defending in combat does not contribute strength to the defense, but may be eliminated to satisfy a combat hit.
- When a partisan retreats, any adjacent hex in the same country and not containing a partisan or Axis unit is a valid retreat hex, regardless of Axis ZOCs.
- An eliminated partisan is removed from the game.

2.3 AIR UNITS

Every faction has air units representing their air power in a given region of the map. Air units provide *air superiority* in land combat, or prevent enemy air superiority.



RANGE: Each air unit has a printed range of 4 hexes (5 hexes if elite), indicating that the unit can support all land combats within that many hexes of its hex or land area. Air range is traced through land, sea and impassable hexes, ignoring terrain and enemy units.

For purposes of tracing range, air units in the United Kingdom (UK) land area are considered adjacent to the six beach hexes abutting the UK area.

ELITE BADGE: Some air units have an elite badge, which counts toward the elite modifier in land combat and breaks ties when determining air superiority.

2.3.1 Air Unit Properties

- Air units don't have ZOCs and can't control hexes;
- May stack freely with friendly units, but can't stack with other air units in a hex;
- Are always active throughout all factions' land combats;
- Can't be alone in a hex in the ZOC of an enemy combat unit;
- Can't retreat or move, except to rebase (see below).

2.3.2 Air Unit Placement

The number of air units each faction has on the map at a given moment matches the number of air unit symbols depicted in the three boxes of the event card display. When event cards update, the owning faction removes air units from the map and places them into their force pool, or takes air units from the force pool and places them on the map, so that their air units on the map always match the number visible in the event display [10.3].

Exception: The Axis JETS air unit is placed and removed only by play of the Axis *JETS* combat card (Axis card #27).

An air unit can be placed only into a hex with a friendly **city** or **rail line** from which supply can be traced to a supply source for any nationality in its faction [11]. Additionally, Western air units can be placed in the United Kingdom or Middle East land areas.

An air unit can't be placed into a hex in the ZOC of an enemy combat unit unless the placement hex is occupied by a friendly combat unit.



Air Unit Placement – At the start of the Campaign game, the three event cards together show four air units: two Soviet, one Western, and one Axis. An OKH air marker placed on the Event card with the Axis air unit during set-up means that the Axis air unit belongs to the OKH faction. Therefore, two Soviet, one Western, and one OKH air unit are placed on the map during initial set up.

REBASE: If an air unit is ever alone in a hex in the ZOC of an enemy combat unit, the owning faction must immediately rebase the air unit to the nearest hex or land area eligible for placement of that air unit (their choice if more than one hex qualifies). Rebasing does not apply to air units in land areas. Other than rebasing when required, air units do not change map locations once placed.

2.3.3 Air Units In Land Combat

The faction in a combat with more air units in range of the combat hex in fair or snow weather has *air superiority*, thus gaining a die roll modifier in that combat. If the number of opposing air units is equal, the side with more elite air units in range has superiority; otherwise, neither side has air superiority.

An air unit contributes toward air superiority for all land combats in its range. Air units don't take losses in combat and can't be eliminated. The elite badge on an air unit counts toward determining elite advantage in all combats within the air unit's range, regardless of weather.

Air Unit Rebasing – The OKH air unit is not stacked with a friendly combat unit and is in the ZOC of a Soviet unit. Therefore, it must immediately rebase. It may not rebase to hex 2837 because of the Soviet ZOC there. It also may not rebase to hex 2736 because that hex does not have a friendly city or rail line. The closest hexes that are eligible rebase destinations are Novorossisk, Krasnodar, and 2936. All three hexes are equally distant from the rebasing air unit so the OKH faction will choose among them.



2.4 NAVAL UNITS

Naval units include fleets and submarines (subs). They are placed in and operate in sea areas only. All naval units have two sides – *ready* and *interdicted*.



NATIONAL FLAG and FIELD COLOR match those of combat units.

NAVAL STRENGTH. Value contributed by the unit when resolving interception and sea attacks in a contested sea area.

INTERDICTED. Naval units may be interdicted (flipped) as a result of sea attacks. An interdicted unit is treated as if non-existent, remaining immobile in its sea area. An interdicted unit flips back to ready when the *HIGH COMMAND* event occurs.

INTRINSIC AIR. Two Western fleet units have an air symbol on their ready side, used when resolving interception and sea attacks (but not land combat).

Air Unit Range and Superiority – The Western faction is planning to attack both Tunis and Tripoli during fair weather. It has two air units in range of Tunis (A and B) and one elite air unit in range of Tripoli (only B). The OKW faction has an air unit stationed in Sicily in range of both hexes. The Western faction will have air superiority over Tunis because its two air units outnumber the lone Axis air unit. The Western faction will also have air superiority over Tripoli because the Western air unit is an elite air unit and therefore wins ties.



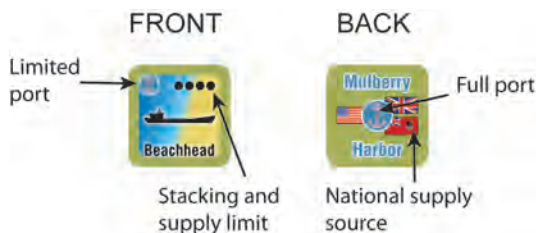
FIXED LOCATION. A naval unit with a printed sea area name is permanently assigned to that sea area and can't move from there.

2.4.1 Properties Of Naval Units

- Any number of naval units of any factions can be in a sea area.
- Naval units don't have ZOCs and don't control sea areas.
- Ready fleets allow their faction to trace supply through the sea area.
- Naval units in a contested sea area can intercept enemy activity there and, in some cases, can attack enemy naval units [9].
- Naval units are active during their faction's Ops order if depicted on the order marker.
- Active fleets allow active eligible combat units moving port-to-port to pass through their sea area.
- Active naval units without fixed locations can move through sea areas.

2.4.2 Western Beachheads

Two beachhead markers start the **Husky** and **Overlord** scenarios in the Western force pool. In the Campaign scenario, the markers enter the force pool per the *HIGH COMMAND* Event on Turn 2 or later.



BEACHHEAD PLACEMENT. During a Western Ops Order in which naval is active, the Western faction can pick up an empty Beachhead marker from the map or their Force pool and place it into an empty eligible beach hex, paying the *Transport Point* cost listed in the beach hex to do so.

A beach hex is eligible for beachhead placement if allowed in the current weather condition and the hex is not marked closed.

LIMITED LAND AND PORT HEX. A beach hex with a beachhead marker gains the attributes of a Western-controlled land hex and port, with the following limitations:

- Stacking is limited to **four steps** in a beachhead hex.
- A unit moving to or from a beachhead via port-to-port movement can't cross a sea area boundary line.
- A beachhead port does not provide a strength point to units defending there in combat.
- During the *SUPPLY* Event, no more than four Western steps can trace supply through a beachhead port.
- A Western unit can't trace supply through a beachhead port for purposes of receiving reinforcement steps.
- An air unit can't be placed there.

BEACHHEAD REMOVAL. A beachhead marker is removed in two instances:

- When the Western faction chooses to pick up the beachhead and place it in a different beach hex as described above.
- If no Western unit is in the beachhead hex and an Axis unit is in the hex to which that beach points at the start of an OKW

action round; in this instance the beachhead marker is placed in the Western force pool.

MULBERRY HARBOR. A beachhead marker may flip to its Mulberry side when resolving the *NAVAL DOMINANCE* action card. A mulberry harbor is a permanent land hex with an unlimited port/city and is a supply source for the United States, Canada, and the United Kingdom. It can't be removed from the map.

BEACHHEAD AND MULBERRY LAND ACCESS. A placed beachhead or mulberry harbor is adjacent by walking route only to the land hex to which the beach hex arrow points. Only Western units can move, retreat or advance across that beach hexside. Axis units may attack a Western-occupied beachhead/mulberry from the hex across that beach hexside but can't advance across it.

A beachhead or mulberry harbor (empty or occupied) does not block enemy supply trace or port-to-port moves to a port in the adjacent land hex.

2.5 ORDER MARKERS

Factions play order markers to conduct operations and other activities. The 48 order markers consist of:

- seven operations (Ops) orders for each faction;
- five Western general orders;
- five Soviet general orders;
- ten general orders shared by the Axis factions.

During game set-up, order markers are put in an opaque cup (the "draw cup"), except for specific markers that are set up on the Order displays.

At the start of each action round, order markers are drawn from the cup to fill empty spaces on the Action Track. Then, the active faction picks and plays one of their order markers from the action track or their planning box.

2.5.1 Ops Orders

Play of an Ops order marker allows the active faction to move its units and/or conduct attacks [7.1-7.4].



REDEPLOY: In this order, units of the categories and types depicted are activated to move, each with the number of Movement Points specified. In addition to combat unit categories and types, a redeploy order may have these symbols:



Elite combat units are active.



Naval is active, allowing naval unit movement, port-to-port moves, and Western Beachhead placement.



Partisan units are active.

ATTACK: This order allows the faction to conduct up to the number of attacks specified. All units are activated to attack. Each attack must include a unit of the categories or types depicted as the primary attacker.

2.5.2 General Orders

Play of a general order marker allows the active faction to perform various activities in support of their war effort [7.5-7.12].



MARKERS WITH DIFFERENT ORDERS ON EACH SIDE:

Western and OKW Ops order markers have an Ops order on one side and a strategic warfare order on the other. The faction may play it for either order, if able.

All Axis general order markers show the same order on an OKW side and an OKH side. Either Axis faction may pick the order to play for their faction within the restrictions of 6 Step 3.

The Western and Soviet factions each have three order markers with Recruit on one side and Mechanize on the other. The faction may play their markers for either order, if able.

2.6 OTHER MARKERS

INITIATIVE MARKERS. Each faction has an initiative marker, placed and moved along the initiative track to mark payment of initiative. The faction whose initiative marker is least advanced along the track has the initiative.



A faction's initiative marker is flipped to its **PENDING EVENT** side when moved into or past an event space for the faction, as a reminder that an event will be resolved at the end of the action round, after which the marker is flipped back.

The **CURRENT WEATHER** marker is placed on and moved along the initiative track. The marker's location in one of the three weather period sections of the track indicates the current weather period of the game turn. When the weather marker completes a circuit of the track and returns to the beginning of the track, a new game turn begins.



STRATEGIC WARFARE MARKERS; one each for the **Siege of Malta**, **Battle of the Atlantic** and **Strategic Bombing** tracks. Each marker is moved along the track in either direction as the Western and OKW factions conduct strategic warfare [per 7.9]. Each marker is flipped to its *Inactive* side when moved into the leftmost space of its track, indicating that warfare on that track is closed.



CONTROL MARKERS indicate ideology control. Soviet and Western markers are placed in spaces on the objective track to mark control of the corresponding objectives on the map. Axis control markers are placed in hexes on the map as necessary to remind players of Axis control of cities, ports and other key hexes.



For example, Axis control markers in Chania (1526) and Rhodes (1729) indicate those island ports are Axis controlled, even though no Axis units are there.

ISOLATED MARKERS are placed on combat units determined to be isolated during the *SUPPLY* Event, on the *Isolated 1* side if newly isolated, or the *Isolated 3* side if remaining isolated from a previous *SUPPLY* Event.



OKH/OKW AIR MARKERS are placed on event cards to mark which Axis faction receives the air unit depicted on the card [10.3].



The **ARMOR RESERVES** and **TRANSPORT POINTS** markers are placed in Western spaces of the Victory Track and move along the Western side of the track to indicate the number of armored steps in the Western armored reserve and the number of Western Transport Points available for placing Beachhead markers.



BEACH CLOSED MARKERS are placed in certain beach hexes per scenario set-up instructions, and are removed when directed by events.



AIRDROP MARKERS are on the flip side of the two Western Airborne units. The Western player can convert airborne units to airdrop markers by play of the *AIRDROP* action card.



The **VICTORY** and **GAME-TURN** markers are placed on and moved along their respective tracks.



OPTIONAL MARKERS include: the **Column** and **DRM** (dice roll modifier) markers placed on the optional combat track as a reminder during the Land Combat Procedure, and the **United Nations VPs** marker placed on the Victory Track to remind players if a faction has a net advantage in the number of VPs earned due to the *UNITED NATIONS* event card.



3. THE CARDS

3.1 EVENT CARDS

There are 19 event cards of which 15 are available each game turn. Available event cards are set up in the three boxes of the **Event Card display** with the top card in each box revealed as the *pending event*, the *current event*, or the *spent event* (referred to collectively as the three *active events*). During play, each time a faction conducts the event procedure, they advance the event cards and resolve the current event.

Each event card has three sections:



ACTION CARD DRAWS: When an event card becomes the pending event, each faction draws an action card for each of their card symbols depicted along the top of the card.

Removed on reveal (not shown). Some event cards include an instruction to immediately remove the card when revealed as the pending event on a specific turn and replace it with another event, before drawing action cards.

CURRENT EVENT: When an event card becomes the current event, the event text in this section is implemented.

PERSISTENT ADVANTAGES: As long as the event card is visible in any of the three boxes of the Event Card display, as the *pending*, *current* or *spent event*, the advantages in this section of the card apply. Advantages include faction air units in play and faction dice roll bonuses.

3.2 ACTION CARDS

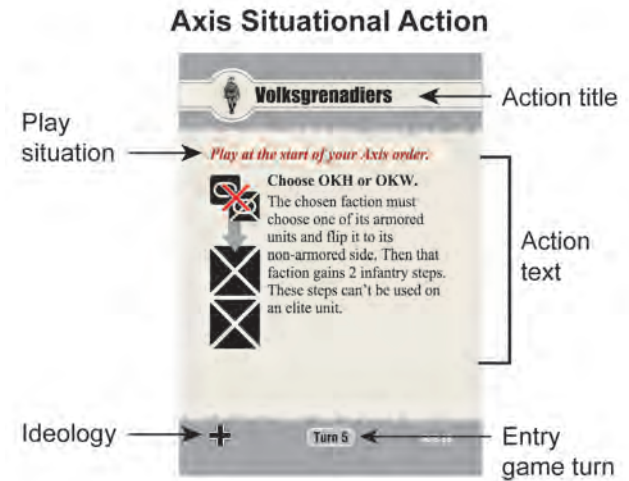
Each ideology has a deck of action cards. Factions draw Action cards from their ideology's deck due to events and other activities, and can play them in various game situations.

When drawn, an action card is placed in the faction's hand. For convenience, players can hold action cards for both of their factions in a single hand, as long as each card is played only for its faction. Action cards can be held indefinitely; there is no hand size limit.

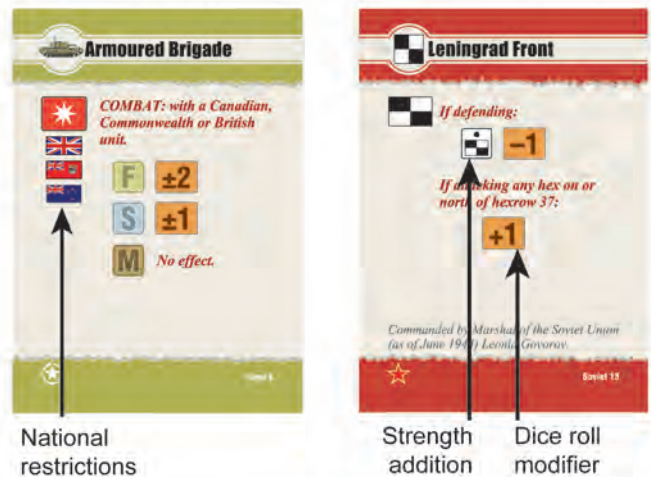
There are three types of action cards:

- **SITUATIONAL** action cards can be played when the situation on the card applies.

- **HEADQUARTERS** cards can be played in a Land Combat, one by each faction in the Combat. A faction's HQ card includes a **strength addition** and/or a **dice roll modifier** gained by the faction in the combat.
- **COMBAT** cards can be played by each faction in a land combat, in any quantity.



Allied Combat Action Soviet Headquarters Action



ENTRY GAME-TURN. Action cards not available on Turn 1 are printed with a turn on which the card is added to the appropriate draw pile.

PLAYING ACTION CARDS. Factions may play action cards from their hand when the situation specified on the card applies. A situational action card's instructions are resolved when played.

- The situation *"Play when you have the initiative, before choosing an order"* applies after any weather roll and action track refills. An action card played in this situation allows you to perform a "free" attack order, resolved before you pick an order marker for your action round.
- An action card with the situation *"Play at the start of your order"* can apply to an order on an order marker you just picked and paid for, or to a "free" order on another action card you just played.

- Some situational action cards grant a faction infantry steps or armored steps. Assign infantry steps within the options and restrictions of 7.6.1 and 7.6.2. Assign armored steps within the options and restrictions of 7.7.1 and 7.7.2.

DISCARDING ACTION CARDS. After resolving an action card, discard the card. HQ cards and combat action cards are discarded at the conclusion of the combat for which they are played. Discards are placed in the action card discard pile for that ideology.

RESHUFFLE. The action card draw pile for an ideology is reshuffled when the draw pile becomes empty. All three action card draw piles are reshuffled when any faction resolves the *FATE* action card, before discarding the card. To reshuffle a draw pile, shuffle together all cards in its discard pile and draw pile, forming a new draw pile.

ACTION CARD KNOWLEDGE. Cards in hand are secret from the other player; the number of cards in hand for each faction is public knowledge. Cards in draw piles are kept face-down and secret from both players. Cards in a discard pile may be examined by either player.

3.3 REFERENCE

WEATHER CARDS – summarizing the effects of **fair**, **snow**, and **mud** weather are stacked in the weather box with the current weather face-up on top.

ACTION ROUND/INITIATIVE COSTS CARD and **EVENT/NEW TURN PROCEDURES CARD** summarize these items for reference during play.

COMBAT/KEY RULES SUMMARIES and **ORDERS SUMMARY.** 8.5”x11” play aid cards summarize these items for reference during play.

SETUP DISPLAYS. All of the information needed to set up the game’s three scenarios are shown on six 8.5”x11” displays. Each side of a display covers setup for one faction for a given scenario.

4. SETTING UP FOR PLAY

Begin by choosing one of three *Downfall* scenarios to play. Each starts in a different year of WWII and goes to the war’s end.

- **CAMPAIGN GAME:** Starts on Turn 1, November 1942.
- **HUSKY SCENARIO:** Starts on Turn 3, July 1943.
- **OVERLORD SCENARIO:** Starts on Turn 5, June 1944.

The **Overlord** scenario starts late in the war, by which point the West had established naval supremacy in the Atlantic and Mediterranean. To reflect this, naval activity is abstracted in the **Overlord** scenario. If playing this scenario, disregard all passages in this rulebook marked with orange. Instead refer to Rule Section 14. Overlord Naval Supremacy.

For all scenarios, set up both map sheets, aligning them to create a single game map.

After deciding who will play which side, hand out the four setup displays for the scenario – the Soviet and OKW displays to the Soviet Player, and the Western and OKH displays to the West player. Refer to the setup displays to place every unit and marker on the map, and to place the playing cards either on map, in decks off-map, in hand, or aside for later use.

When placing combat units in hexes, orient each to match the number of steps shown on the setup display. Units and markers assigned to a Turn number can be stacked in the like-numbered box of the Turn Track or can be kept on the setup display until they enter play.

Order markers designated for the “Action Pool” go into a draw cup. Use an opaque container such as a coffee mug as the draw cup.

Each player takes an **Orders** play aid and a **Combat & Key Rules** play aid. Keep the two small play-aid cards handy for reference.

The faction whose initiative marker sets up in the lowest numbered space of the initiative track has the initiative at game start. That faction starts play by conducting the first action round.

- **Campaign:** Soviet faction starts with initiative.
- **Husky and Overlord:** Western faction starts with initiative.

5. INITIATIVE

Each faction's initiative relative to other factions is indicated by the positions of their Initiative markers on the Initiative Track. The faction whose initiative marker is in the lowest-numbered space at the start of an action round has the initiative and will conduct that action round. When two or more markers are in the same space, the faction whose marker is on the bottom of the stack has the initiative.

For example, at the start of the campaign game, the initiative marker for the Soviet faction is in Space 19 and the other markers are in spaces 20, 21, and 22. The Soviet faction has the initiative and will conduct the first Action Round.

Exception: A faction is not eligible for the initiative if their Initiative marker has completed a circuit of the initiative track and returned to the track's beginning while other initiative markers have yet to complete that circuit. This ineligibility lasts until all four faction markers have returned to the beginning of the track.

5.1 INITIATIVE COSTS

The active faction pays initiative during their action round to play an Order [6, Step 3]. In addition, factions also pay initiative due to, among other things:

- tracing supply through a contested sea area;
- moving, retreating or tracing supply into an enemy partisan's hex;
- play of the Command Failure or Material Shortages order by the opposing Axis faction;
- play of the Wolf Packs action card;
- certain Event card outcomes.

To mark initiative paid by a faction, advance the faction's initiative marker that number of spaces along the track toward higher-numbered spaces. Initiative markers always move forward, never back. If the initiative marker ends its advance in a space with another initiative marker, place the advancing marker on top of the stack.

A marker advancing beyond Space 91 (thus completing a circuit of the track) moves to Space 01 at the beginning of the track and continues its advance from there. A marker that completes a given circuit is considered further along the track than all initiative markers that have not yet completed that circuit, even though that marker will be in a lower-numbered space than those markers until they complete the circuit.

5.2 EVENT TRIGGERS

Some initiative track spaces are marked as a trigger for a faction event. If a faction's initiative marker is moved into or past a space marked as an event for that faction, flip the marker to its "Pending Event" side, as a reminder that the faction will resolve an event at the end of the current action round [10]. Don't flip a faction marker when it enters an event space for a different faction.

6. ACTION ROUNDS

Downfall is played in continuous **action rounds**, each conducted by the faction with the initiative. The faction conducting an action round is the **active faction**. When a faction completes an action round and any pending events are resolved, then the faction that has the initiative at that time conducts the next action round, even if it's the faction that just went.

Conduct an action round in the following steps. These steps may be interrupted by play of situational action cards, when the situation on the card applies.

- 1) Update weather, if necessary
- 2) Fill the action track, if necessary
- 3) Pick and place an order marker
- 4) Pay the order's initiative cost
- 5) Perform the order
- 6) Resolve events, if any

Step 1. UPDATE WEATHER

Skip if the Weather Marker is ahead of your initiative marker on the initiative track.

If the Weather marker is in a space behind your Initiative marker or in the space with your initiative marker, advance the Weather marker to your initiative marker's space (if not already there), then roll two dice and advance the Weather marker a number of spaces equal to the dice result, but not beyond the space occupied by the initiative marker furthest ahead on the track.

Weather roll and update – *The Western faction has the initiative on Turn 2 and checks the position of the Weather marker. It is behind the Western initiative marker, which means the Weather marker must be moved up. First, the Western player advances the Weather marker to the space with the Western initiative marker and then rolls two dice with a result of 6. They advance the Weather marker six spaces to space 36.*



Note that if the roll had been 7 or higher, the Weather marker would still have advanced only to space 36, because it can't advance beyond the most advanced Initiative marker.



As the Weather marker has entered weather period 2 on Turn 2, there is a change in the weather from fair to mud. The Western faction adjusts the stack of weather cards, revealing the mud card on top.

- When the Weather marker enters a new weather period on the track (space **01**, **31** or **61**), complete the weather marker's move and adjust the Weather cards to show the weather indicated for the new weather period of the current turn on the Turn Track. That weather is now in effect.
- If the weather marker moves beyond space **91**, a new Turn is triggered. Complete the Weather marker's move and interrupt the Action Round to conduct the New Turn Procedure [12].
- A weather roll can never be modified.

Step 2. FILL THE ACTION TRACK

Slide order markers down the action track (to lower-numbered boxes) to fill in any empty boxes. Then beginning with the lowest numbered empty box, draw and place an order marker in every empty box. If markers run out, boxes remain empty.

Filling the action track – After checking for a weather update, the active Western faction checks the action track. The previous faction chose an order from space 7 in the last action round so the track must be refilled. The Western faction first slides the order markers in spaces 8, 9 and 10 down to fill the gap then draws a new order marker from the draw cup to place in space 10.



Step 3. PICK AND PLACE AN ORDER MARKER

Select an order marker for your faction from the action track. Place it into the empty box depicting that order on your faction's order display or into your faction's empty planning box.

OR

Select the order marker currently in your faction's planning box and place it into the empty box depicting that order on your faction's order display.

OR

If no order markers for your faction are on the action track and the draw cup is not empty, choose the **Re-seed order**. No order marker is picked [7.12].

- You may select an order marker with two different sides if either or both sides are available to your faction. Flip the marker to the side depicting the order your faction is selecting.
- Your Axis faction can't choose an order from the action track matching one already in your order display or planning box.
- In the rare situation where there are no order markers for the active faction in both the action track and their planning box AND the draw cup is empty, no order is selected. Instead, advance the faction's marker to the next space on the initiative track containing another faction's marker and skip ahead to Step 6.

Step 4. PAY THE ORDER'S INITIATIVE COST

Pay the initiative cost shown on the box in which you placed the order marker (also shown on the Orders play aid). In addition to this cost, **pay one initiative for every order marker selectable by your active faction that is on the action track ahead of** (in a lower-numbered box than) **the marker you picked from the action track**. Advance your active faction's initiative marker a number of spaces along the Initiative track equal to this total cost.

- **Headquarters Order Initiative Cost.** If you picked the HQ order and placed it in the HQ order box, now choose any **Ops** order on your faction's Order display (it doesn't matter if the box has an order marker in it or not). The initiative cost shown for that order is what you pay, and you will perform that order in the next step. The HQ order marker remains in the HQ order box.
- **Re-seed Order Initiative Cost.** If you pick this order, pay three initiative.
- It costs 1 initiative to place an order marker into your faction's planning box, regardless of the order. *When you do so, your faction performs no order.*
- When your Axis faction pays additional initiative for Axis order markers ahead of the order marker you pick, pay only for order markers your faction can actually play.

For example, if there are two Axis Recruit orders on the action track ahead of the order you pick, you pay just one additional initiative, because only one of those Recruit orders can be played by your faction.

Step 5. PERFORM THE SELECTED ORDER

Skip if you placed your selected order marker in the planning box.

Perform your selected order per its instructions in rules Section 7. If you picked the HQ order, perform the Ops order you chose and paid for in Step 4.

Step 6. RESOLVE EVENTS, if any.

In initiative order, each faction with its Initiative marker on its *Pending Event* side conducts the *Event Procedure* [10]. As each faction completes the Event procedure, flip its pending event marker to its Initiative side. Repeat until all factions' markers are on their initiative side.

Picking an Order and Paying its Cost



Example 1: The Western faction selects the Recruit/Mechanize order marker from the action track. One other Western order marker is in a lower-numbered box of the track. The Western faction then places the order marker into one of three boxes of their choice on the Western Order Display:

- (A) Place it in the Recruit box and pay 16 initiative (15 for the order cost and 1 for the Western order marker ahead of it on the action track); OR
- (B) Flip it to its Mechanize side, place it in the Mechanize box, and pay 16 initiative (15+1); OR
- (C) Place it in the Western planning box and pay 2 initiative (1 for the planning box cost and 1 for the other Western order marker on the action track). Placing it in planning does not commit the Western faction to recruit or mechanize; in a later action round it could be used for either (assuming the corresponding box in the order display is empty).

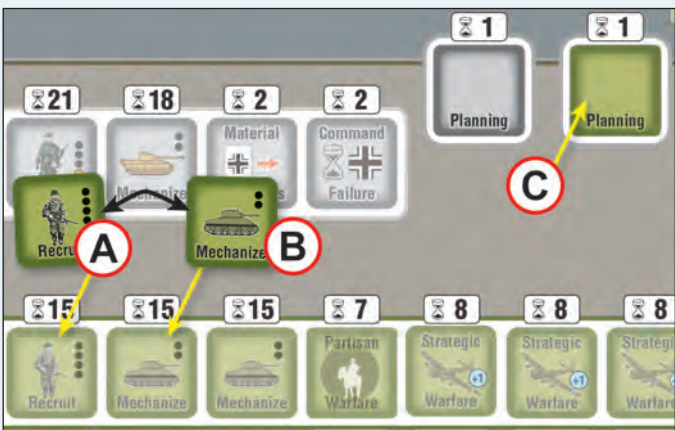
Example 2: The Soviet faction selects their STAVKA HQ order marker from the action track (no other Soviet order markers are ahead of the HQ marker) and places it into the Stavka HQ box on the Soviet Order Display. They now choose to pay for and perform any Soviet Ops Order shown on the Soviet Order Display, even if that order's box is already occupied by a marker. They choose the Redeploy Order costing 4 initiative.



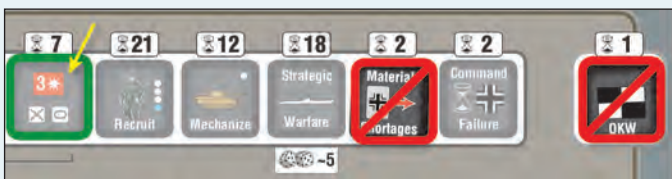
The Soviets advance their Initiative marker four spaces and then perform the Redeploy order. The Initiative marker passes an OKW event space which does not trigger an event.



Example 3: The OKW faction has the initiative. On the action track are an Axis Headquarters order and a Material Shortages order, with the OKH versions of each on the reverse. The OKW faction can't select either order marker because markers for those orders are already on the OKW order display. Instead, they select the OKW Attack order and place it on the OKW Order Display, paying 7 initiative. There is no additional cost for the two Axis orders ahead of the Attack order on the action track, as neither of these orders can be selected by the OKW faction at this time.



The Western faction places the order into their planning box and advances their initiative marker two spaces, passing a Western Event space. The Western faction flips their initiative marker as a reminder to resolve an event.



7. ORDERS

The faction with the initiative performs the order on their selected order marker in Step 5 of the action round.

7.1 REDEPLOY OPS

When this order is performed, units of the categories and types shown on the order marker (and only those units) are activated for movement. This may include combat units, naval units and partisan units.



One Soviet redeploy order activates all elite Soviet units for movement.

The active faction can:

- move active combat units through land hexes and land areas;
- move active partisans through land hexes in their country;
- move active naval units through sea areas;
- move up to 6 steps of active combat units port-to-port across eligible sea areas when naval is active;
- flip fort troops units that do not move to their fortress side, if shown on the order marker;
- if Western and naval is active, place a beachhead marker in an eligible beach hex, per 2.4.2.

All of these moves may be conducted and sequenced in any order.

Exception: Movement of naval units, including placement of beachhead markers, must be completed before port-to-port movement of combat units begins. In other words, once a port-to-port move is conducted, naval movement is not allowed.

An active unit can spend Movement Points (MPs) in its move up to the number of MPs shown on the order marker (3, 4 or 5). Generally, the movement of one unit must be completed before another unit can begin moving. Active units that begin their movement in the same hex or area may choose to move together as a single move to the same destination.

7.1.1 Move Land Units On Land

Land units can move from hex to hex expending MPs in each hex they enter.

The cost to move from a hex to an adjacent hex connected by a rail line is 1MP, regardless of the terrain in either hex or intervening hexside. The cost to move from a hex to an adjacent hex not connected by rail line varies, as shown on the Move Costs Chart, and an additional MP is assessed if moving across a water hexside.

A unit can move as many hexes as its MPs allow, but can't enter a hex unless it has at least as many MPs remaining as the total cost to enter that hex.

LAND MOVEMENT RESTRICTIONS:

- A combat unit can't move across a hexspine in an enemy ZOC [2.1.6]. A unit must stop moving upon entering a hex in an enemy ZOC.
- A combat unit can't enter a hex occupied by a combat unit of a different ideology. An Axis combat unit may enter a hex occupied by a combat unit of the other Axis faction and can end its move in such a hex within stacking limits.
- An Axis combat unit that moves into a hex occupied by a partisan must pay 1 initiative.
- Mountain and swamp hexes are **difficult** during snow and mud weather respectively. A land unit moving into or out of a difficult hex can move only one hex, unless doing so across a rail hexside.
- Active partisans move within the limits of 2.2.
- National borders may restrict movement of Soviet and Western units per 1.A.4.

7.1.2 Move Combat Units Port-To-Port

During a redeploy order in which naval is active, active combat units other than fortresses and fort troops that start their move in a port hex or in a land area with a port can move through any number of adjoining eligible sea areas to a friendly port, as long as there is an active ready friendly fleet in every sea area crossed during the move. A port-to-port move costs all of the unit's MPs, regardless of the number of sea areas entered. A combat unit can't end its move "at sea."



PORT-TO-PORT 6-STEP LIMIT. A faction can move up to 6 steps worth of units port-to-port in a single order. Units relocated or moved via action card play do not count against this limit.

BEACHHEAD PORT RESTRICTION. A combat unit moving port-to-port to or from a beachhead can't cross a sea boundary.

NAVAL INTERCEPTION. A port-to-friendly port move may be conducted into one or more contested sea areas. However, each time a move enters a contested sea area, an interception check occurs that may cost the active faction initiative [9.1], and the enemy units have the option to conduct a sea attack there [9.2].

7.1.3 Move Naval Units By Sea

Active ready fleet and sub units can move from sea area to adjoining sea area, expending 1 MP in each area they enter. A fleet or sub can move as many sea areas as its MPs allow. However, a fleet named with a sea area can't move.

The presence of ready enemy naval units in a sea area does not prohibit a naval unit's move into the area. However, when a naval unit (or units moving together) enters such a contested sea area, an *interception check* occurs, which may cost the active faction initiative [9.1], and the enemy units have the option to conduct a sea attack there [9.2].

7.1.4 Convert Fort Troops To Fortress

During a Redeploy order in which the order marker depicts the fort troops unit type, active non-isolated fort troops units may move or may flip to their fortress side instead of moving. When the fort troops unit type is not depicted on the order marker but the infantry unit type is, fort troops can move but can't flip.



Redeploy Ops Order

Example 1: The Western faction plays the 3 Redeploy order. This allows the Western faction to move all Western units of the following categories and types, each up to 3 movement points:



- All units in the armored category (including both tank and mechanized unit types)
- All naval units
- All airborne type units



The Western faction moves the following units in the depicted area. **Units A and B** may move because they are both armored units. **Unit C** may move because it is an airborne unit. It moves through a friendly-occupied hex, ending its move in Le Havre. **Unit D** may not move, because it is a motorized unit that falls in the infantry category, not depicted on the chosen order marker.

Example 2: The OKH faction selects the 5 redeploy order. This order allows the OKH faction to move any OKH units in the infantry category (including leg, motorized, fort troops, and garrison unit types) and any OKH units in the armored category (including tank and mechanized unit types), each up to 5 movement points. In addition, any OKH fort troop units may use their special ability to flip to their fortress side instead of moving.



The OKH faction uses this redeploy order to make moves to reorganize their lines. **Unit A** moves 2 hexes due west. The first hex costs 1 movement point, the next hex costs 2 movement points plus 1 additional movement point to cross the river. This unit has spent 4 movement points out of 5, but does not have enough to continue moving west, and so stops. **Unit B** moves one hex west. **Unit C** also moves west. It costs 2 movement points to enter the hills due west plus 1 additional movement point to cross the river, 1 movement point to enter the clear hex to the west, and its final movement point to enter the clear hex to the northwest. Note that all of these units are leaving Soviet zones of control and must only stop moving when entering a ZOC. **Unit D** is a fort troops unit and uses the special fortress icon on the order marker to flip from its infantry side to its fortress side (shown). **Unit E** may move because this Hungarian leg unit is controlled by the OKH faction.

Example 3: Port-to-Port Movement – The OKW faction plays a redeploy order that allows them to move all of their units: infantry category, armor category, and naval units. They want to evacuate the tank unit from Tunis to Naples via port-to-port movement. The unit is already in a port, so it is eligible to move, and the Italian fleet in the Eastern Mediterranean allows it to move through that sea area. It moves to the friendly port of Naples. There are no enemy naval units in this sea area so this move is not intercepted. Once the tank unit arrives at Naples, its move is complete; it may not continue to move during this action round. Additionally, the OKW faction has moved three of the six total steps it may move this order using port-to-port movement.



7.2 ATTACK OPS

When this order is performed, all combat units in the active faction are activated for attacks. The active faction may declare a number of attacks up to the number stated in the attack order.



Attacks are declared and resolved one at a time, in any order, using the Land Combat Procedure [8]. Each attack involves active combat units attacking all eligible enemy units in one hex adjacent to those active units. At least one of the units in an attack must be of a unit category or type depicted on the attack order marker. The active units in a combat are the attackers and the enemy units in the attacked hex are the defenders.

WHO FIGHTS WHOM?

- **Soviet** units attack only hexes containing at least one **OKH** unit. If the hex contains units of both Axis factions, both units are attacked and the OKH faction makes all defender decisions and card plays in the combat.
- **Western** units attack only hexes containing at least one **OKW** unit. If the hex contains units of both Axis factions, both units are attacked. The OKW faction makes all defender decisions and card plays in the combat.
- **OKH** units attack only **Soviet** and Soviet-allied units. An OKW unit stacked with an attacking OKH unit does not participate in the combat.
- **OKW** units attack only **Western** units. An OKH unit stacked with an attacking OKW unit does not participate in the combat.

COMBAT ELIGIBILITY

- An attack must include a unit of the category or type depicted on the attack order, designated the *primary attacking unit* by the active faction. Any number of additional units adjacent to the defending hex may participate.
- A given combat unit can participate in only one combat per order.
- A given combat unit or partisan can be attacked only once per order. A given hex can be attacked only once per order.
- Partisans and fortress units can't attack but can defend.
- An air unit can support any number of combats as attacker or defender, as long as the defending hex is within range.
- A unit can't attack across an impassable hexside.
- An armored category unit can't attack into or out of a **difficult** hex unless doing so across a rail hexside.

7.3 REDEPLOY/ATTACK OPS

When this order is performed, units of the categories or types shown on the order marker are activated for movement, with each active unit able to spend MPs up to the number of MPs shown on the order marker. Movement is conducted per the rules for the Redeploy Ops order [7.1].



When all movement is complete, all units in the active faction are activated for attacks. The active faction conducts up to the number of attacks shown on the order marker. The primary unit in each attack must be of a category or type depicted on the order marker. Attacks are conducted per the rules for the Attack Ops order [7.2] and the Land Combat Procedure [8].

7.4 ATTACK/REDEPLOY OPS

When this order is performed, all units in the active faction are activated for attacks. The active faction conducts up to the number of attacks shown on the order marker. The primary unit in each attack must be of a category or type depicted on the order marker. Combats are conducted per the rules for the Attack Ops order [7.2] and the Land Combat Procedure [8].



Then, when all allowed attacks are complete, units of the categories or types shown on the order marker are activated for movement, with each active unit able to spend MPs up to the number of MPs shown on the order marker. Movement is conducted per the rules for the Redeploy Ops order [7.1].

7.5 HEADQUARTERS

This order is a “wild card” allowing the performance of any Ops order. If the HQ order is picked, the active faction will, in Action Round Step 4, choose any *Ops* order in the faction's Order Display and pay the initiative cost of that Ops order. The chosen Ops order will be performed in Step 5, per that order's instructions.



7.6 RECRUIT

When this order is performed, the faction gains up to four infantry steps. Gained steps can be assigned to infantry units of any nationality in the faction by adding steps to units in play or bringing infantry units from the faction's force pool into play.



- The recruit order applies to units in the infantry category.
- In an Axis recruit order, at least one step must go to an Axis minor unit if possible.
- In a Soviet recruit order, no more than *one* step can be assigned to Shock units.
- Infantry steps not used during the recruit order in which they are gained are forfeit.

7.6.1 Add Infantry Step

Assign one or more gained steps to an eligible infantry unit in a land hex or land area by rotating the unit to show a one-step increase for each step assigned. An infantry unit is eligible if the unit:

- is not at its full strength; and
- can trace supply to a supply source for its nationality.

Tracing supply across a contested sea area during the recruit order triggers an interception check [9.1] by enemy naval units and an optional sea attack [9.2].

7.6.2 Enter Unit From Force Pool

Any infantry-type unit in the active faction's force pool can be brought into play at any step level depicted on the unit, by spending gained infantry steps equal to the step level desired. Upon doing so, place that infantry unit in a valid supply source hex or area for the unit's nationality at the step level paid for.

A unit entering from a force pool can be placed only in a friendly-controlled supply source hex or land area showing a national flag matching the unit's flag.

Yugoslav combat units have no national supply source. They are placed on the map and receive steps only by play of the Soviet action card *NATIONAL LIBERATION ARMY*.



7.7 MECHANIZE

When this order is performed, the faction gains the number of armored steps shown on the mechanize order marker. Gained armored steps can be spent to:



- add a step to an armored unit on the map; or
- flip an eligible unit on the map to its armored side.

Armored steps not assigned during the mechanize order in which they are gained are forfeit.

7.7.1 Add Armored Step

To assign a gained armored step to an eligible unit in the Armored category (tank or mechanized type) in a land hex or land area, rotate the unit to show a one-step increase. An armored unit is eligible if the unit:

- is not at full strength; and
- can trace supply to a supply source for its nationality.

Tracing supply through a contested sea area during the mechanize order triggers an interception check [9.1] by enemy naval units and an optional sea attack [9.2].

7.7.2 Flip Infantry To Armored

To flip an eligible leg or motorized unit in a land hex or land area, spend one gained armored step and flip the unit from its leg/motorized side to its armored side, retaining the same number of steps. A leg or motorized unit is eligible if the unit:

- is armored on its flip side; and
- can trace supply to a supply source for its nationality.

Recruit order – The Western faction selects a recruit order, giving them 4 infantry reinforcement steps. They use 1 step to place a single-step US leg unit in the United States from the Western force pool.



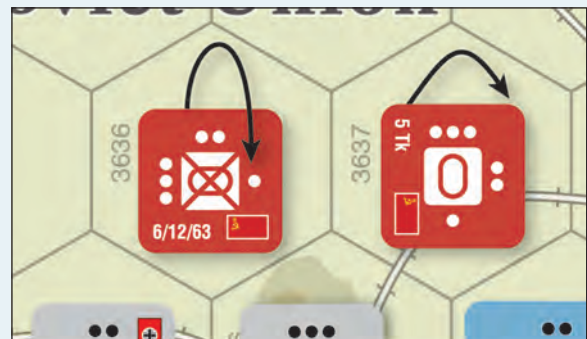
They use 2 steps to increase a British motorized unit in the UK from 2 steps to 4 steps.



They use their last step to increase unit A, a 2-step British leg unit in North Africa, to a 3-step unit. The British unit must be able to trace supply to receive this reinforcement; in this case, supply is traced by rail to Casablanca and from there across the North Atlantic Ocean to the UK. The Western faction may not use this order to add steps to unit B because it is an armored type and this order may only be used to add infantry type steps.



Mechanize order – The Soviet faction selects a Mechanize order, giving them 2 armored reinforcement steps. They flip an infantry unit to its mechanized side and rotate a tank unit to add an armored step to it. Note that this is allowed even though both units are in Axis zones of control as long as the unit can trace supply.



7.7.3 The Western Armored Reserve (WAR)

When performing the mechanize order, the Western faction (only) has the additional option of using their armored reserve. The Western faction can:



- assign one or both gained armored steps to the WAR. For each step so assigned, advance the WAR marker one space away from “0” on the Victory track (in the Western faction's favor), but not beyond the “10” space.
- spend available armored steps from the WAR as if gained in the Mechanize order. For each step spent from the reserve, move the WAR marker one space toward “0” on the Victory Track. When the marker is on “0”, the WAR holds no steps.

7.8 PARTISAN WARFARE

Soviet and Western factions only.



When this order is performed, roll two dice.

- 2–4 = fail; the order ends with no result
- 5–9 = roll once on the Partisan Table (on the play aid)
- 10+ = roll twice on the Partisan Table

For each roll on the Partisan Table, place a friendly partisan into an empty hex in the country indicated for your faction, but not in Africa. The placement hex can't be closer by walking route to a friendly unit than it is to an enemy unit. If placement is impossible, the partisan is forfeit.



7.9 STRATEGIC WARFARE (SW)

Western and OKW factions only.



When this order is performed:

- First, if performed by the Western faction, they gain a Transport Point. Advance the Transport Point marker one space away from “0” on the Victory track, but not beyond the “10” space.
- Then, the active faction may choose an active SW track and roll two dice.

STRATEGIC WARFARE DIE RESULTS:

- 2–4 = fail; the order ends.
- 5–9 = move the status marker on the chosen SW track one box in either direction.
- 10+ = move the status marker on the chosen SW track two boxes in either direction.

Movement of the status marker on the track for the chosen SW may:

- change which faction has the advantage in that SW;
- affect units associated with that SW;
- change modifiers to Western naval strength;
- end that SW.

7.9.1 Change In SW Advantage

If the SW status marker moves from a box in one faction's advantage on the status track to a box in the other faction's advantage, control of the corresponding SW objective changes. If the Western faction now has the advantage, place a Western control marker in the corresponding box on the objective track. If the OKW faction now has the advantage remove that Western control marker.

Partisan Warfare order – The Soviet faction selects the Partisan Warfare order marker. They roll two dice with a result of “8”, indicating that they receive one Soviet partisan unit.

To determine where to place the partisan, they roll two dice again and look up the result of “4” on the Partisan Table. The partisan unit must be placed in an empty hex in Ostland that is not closer to a Soviet combat unit than an Axis combat unit. All hexes marked with an “O” in the illustration are eligible.

The Soviets choose to place their new partisan unit in hex 3526.

7.9.2 Change To Units Due To SW

If a SW order results in an SW status marker moving into a box in a different section of the display, adjust units on the map as follows:

Siege of Malta: The number of Italian fleet units in sea areas should match the number depicted in the section containing the SW status marker.

- If there are too many Italian fleets in sea areas, the OKW faction removes ready or interdicted fleets from sea areas as required. As each fleet is removed, place it in the rightmost empty section of the Siege of Malta display, ready side up.
- If there are not enough Italian fleets in sea areas, the OKW faction takes fleets from the Siege of Malta display, beginning with the leftmost, and places each in any sea area with an Italian-controlled port. This placement does not trigger sea combat.

After adjustments, there should be one Italian fleet unit in each display section to the right of the section occupied by the Siege of Malta marker.

Battle of the Atlantic: The number of OKW sub units in sea areas should match the number depicted in the section containing the SW status marker.

- If there are too many OKW subs in sea areas, the OKW faction removes ready or interdicted subs from sea areas as required, placing each in the rightmost empty section of the Battle of the Atlantic display, ready side up.
- If there are not enough OKW subs in sea areas, the OKW faction takes subs from the Battle of the Atlantic display, beginning with the leftmost, and places each in the North Atlantic Ocean sea area. This placement does not trigger sea combat.

After adjustments, there should be one OKW sub unit in each display section to the right of the section occupied by the Battle of the Atlantic marker.

Strategic Bombing: The number of available Western elite air units should match the number depicted in the section containing the SW status marker and every section to the right.

- If there are not enough available Western elite air units, the Western faction swaps an elite unit from the display with a non-elite unit on the map or in the force pool.
- If there are too many available Western elite air units, the Western faction swaps a non-elite unit from the display with an elite unit on the map or in the force pool.

After adjustments, there should be one non-elite Western air unit in each display section to the right of the section occupied by the Strategic Bombing marker.

Movement of the Strategic Bombing SW marker into the leftmost section of the display does not affect air units. Instead, the West gains the benefit of drawing an action card each time they conduct the Event Procedure.

7.9.3 SW Effect On Western Naval Strength

Modifiers to Western naval strength shown in two SW displays change based on SW status.

Siege of Malta. The strength of Western naval units in the Western Med, Central Med and Eastern Med sea areas is modified in each area by the value indicated for the current location of the SW status marker.

Battle of the Atlantic. The strength of Western naval units in the North Sea, North Atlantic Ocean, and South Atlantic Ocean sea areas is modified in each area by the value indicated for the current location of the SW status marker.

Strategic Warfare – On Turn 3, the Western faction has the initiative and wants to conduct strategic warfare. They select any Western Ops order marker from the action track or their planning box, flip the marker to its strategic warfare side, and place it into an available strategic warfare box on their order display at a cost of 8 initiative. To perform the order, first the Western faction gains one Transport Point, indicated by advancing the Western Transport Points marker from the “2” space to the “3” space on the Victory Track.

Then, the Western faction chooses an active strategic warfare track – for the Battle of the Atlantic – and rolls two dice. The result is an 11, allowing them to move the Battle of the Atlantic marker two spaces to the left. This shifts the marker into a new section, reducing the total number of OKW submarine units in play from three to two.



The OKW faction removes one of the submarine units from the North Atlantic Ocean, selecting one that had been interdicted in an earlier action round. The OKW faction places the removed sub on the Battle of the Atlantic display in the rightmost empty submarine holding box.

7.9.4 Ending Strategic Warfare

If a status marker is moved into the leftmost box of its SW track, flip the marker to its inactive side. Doing so marks that strategic warfare track in permanent Western faction advantage and it may no longer be chosen for Strategic Warfare.

7.10 MATERIAL SHORTAGES

Axis factions only.



When this order is performed, the opposing Axis faction must choose to a) discard one action card of their choice from their hand or b) pay three initiative. Choice (a) is not available if no cards are in hand.

7.11 COMMAND FAILURE

Axis factions only.



When this order is performed, the active faction rolls one die. The opposing Axis faction pays initiative equal to the die result.

7.12 RE-SEED

This order may be performed only if there are no order markers valid for the active faction on the action track and there is at least one marker in the draw cup. This order **must** be performed if there is also no order marker in the faction's planning box.

When checking that there are no order markers on the action track valid for the faction to play, take into account both sides of every order marker. Also check which order boxes on the faction's order display are available (empty).

When the Re-seed order is performed, remove all order markers from the action track and return them to the draw cup. Then draw order markers from the draw cup one at a time to fill all action track boxes in sequence from 1 to 10.

***Reseed order** – The OKH faction has the initiative. After filling in the action track, none of their faction's order markers are on the track. In this situation, the OKH faction can choose the Re-Seed order. They do have an order marker in their planning box, but decide against playing it this action round. Instead, they perform the re-seed order, spending 3 initiative to do so. First, they remove all order markers from the action track, returning them to the draw cup. Next, they draw order markers from the cup, one at a time, and place each in sequence on the action track.*

8. LAND COMBAT PROCEDURE

A land combat occurs during an Attack Order, each time the active faction declares an attack by their combat units against enemy combat units or partisans in a specific hex.

***Note:** Several examples of Land Combat can be found beginning on page 38.*

Conduct the Land Combat in the following steps:

Step 1. DECLARE COMBATANTS

The active faction:

- declares an enemy-occupied hex to be attacked, per the eligibility requirements of 7.2; and
- declares one friendly combat unit adjacent to the defending hex as the **primary attacker**; and
- may declare one or more additional friendly combat units adjacent to the defending hex as **flanking attackers**. Fortress units and partisans can't attack.

The **primary attacking unit** must match a unit type depicted on the attack order marker. During an attack order initiated by an action card play, the primary attacker may be any non-fortress combat unit, unless otherwise specified on the card.

Units are not required to attack. Some units in a stack may participate while others do not.

WESTERN AIRBORNE RANGED ATTACK. If the current Ops order marker shows the airborne unit symbol, airborne units may participate in an attack as a flanking attacker against defending units two hexes away from the unit's hex or land area regardless of intervening terrain. Ranged attack does not negate the defensive benefits of water hexsides, including rivers, beaches, and straits. An airborne unit using this option is placed in the Western force pool after resolving the combat, if not eliminated. *This option is not available when the unit is on its Airdrop marker side – the effects of the AIRDROP action card apply instead.*

Step 2. PLAY ACTION CARDS

The active and defending factions may play Action cards from their hands in the following sequence:

- 1) The active faction may play ONE **Headquarters** action card.
- 2) The defending faction may play ONE **Headquarters** action card.
- 3) The active faction may play any number of **Combat** action cards.
- 4) The defending faction may play any number of **Combat** action cards.

HQ and combat cards are resolved simultaneously after all are played (and will be discarded in Step 8).

When a partisan is the lone defending unit, the defending faction can't play Headquarters or Combat action cards.

Step 3. CALCULATE COMBAT STRENGTHS

ATTACKER: The attacker totals the number of pips on their primary attacking unit and Headquarters action card (if played). To this total, the attacker applies the following strength modifiers, all cumulative:

- +1 per flanking attacker.
- +1 per Soviet shock unit attacking when shock units are depicted on the order marker or card.
- +1 per armored unit attacking in snow weather.
- +2 per German armored unit attacking in fair weather.
- +1 per non-German armored unit attacking in fair weather.
- +1 if the attackers have more Elite badges than the defenders. The attacker counts badges on their attacking units, on their elite air units in range, and if Western, on their airdrop marker in the attacked hex.
- -1 if the attackers have more Conscript badges than the defenders. Count badges on all attacking combat units.
- +1 if the attackers include a Western or German unit.

DEFENDER: The defender totals the number of pips on their units in the defending hex and Headquarters action card (if played). To this total the defender applies the following strength modifiers, all cumulative:

- +1 if the defenders have more Elite badges than the attackers. The defender counts badges on their defending units and on their elite air units in range.
- -1 if the defenders have more Conscript badges than the attackers. Count badges on all units in the defending hex.
- +1 if a German or Western combat unit is in the defending hex.
- +1 if the defending hex has a city or port (limited port excepted).
- +2 if the defending hex has hills or forest.
- +3 if the defending hex has mountains or swamp.
- +1 if the defending hex is across river hexsides from all attacking combat units.
- +2 if the defending hex is across a beach hexside from all attacking combat units (applies in either direction).
- +3 if the defending hex is across a strait hexside from all attacking units.
- When the defending hex is across different types of water hexsides from all attackers, apply one modifier for the water hexside most beneficial to the defender.
- An Axis defender stacked with a partisan (regardless of ideology) gains no strength modifiers from in-hex and hexside terrain.
- A Western partisan stacked with defending Soviet units, or a Soviet partisan stacked with defending Western units, does not participate in the combat.

Step 4. DETERMINE COMBAT TABLE COLUMN

The defender's modified strength total is subtracted from the attacker's modified strength total. The resulting difference, which can be negative, determines the column to use on the Combat Table – see the Combat player aid.

Treat a difference above “+8” as “+8” and a difference below “-4” as “-4”.

Step 5. ROLL TWO DICE

The attacker rolls two dice and applies the following modifiers to the dice result:

- +?/-? For die roll modifiers on played Headquarters and Combat action cards.
- +1 if an active event card gives a dice roll bonus to the attacking faction.
- -2 if the defending hex has any fortress units.
- -2 if the weather is snow.
- -3 if the weather is mud.
- +2/-2 if the attacker/defender has air superiority in fair weather [8.1].
- +1/-1 if the attacker/defender has air superiority in snow weather.
- +2 if there is an airdrop marker in the defending hex.
- +3 if at least one unit in the defending hex is **Isolated 3**
- +1 if at least one unit in the defending hex is **Isolated 1** and none are **Isolated 3**.
- -3 if at least one attacking unit is **Isolated 3**
- -1 if at least one attacking unit is **Isolated 1** and none are **Isolated 3**.

Cross-reference the modified die result with the proper column on the Combat Table to obtain the combat result. The number to the right of the slash is the number of hits against the defender. The number to the left of the slash is the number of hits against the attacker.

- An attacker hit result of **s0** means a Western or Axis attacker receives no hits, whereas a Soviet attacker receives one hit.
- A defender hit result of **#G** is reduced by one hit if all defending units are German on Turns 1 through 6. Apply the printed result on Turns 7 and 8.

Step 6. APPLY HITS

For each hit received, that side in the combat suffers one step loss among its participating units. To apply a step loss, flip an armored unit to its non-armored side, or reduce a unit by one step. If possible, the first hit received by the attacker must be applied by flipping an armored unit, and the first hit received by the defender must be applied by reducing a fortress by one step. A unit that loses its last step is eliminated; remove it permanently from play.

DEFENDER RETREAT OPTION: Up to half (rounded up) of the hits received by the defenders in a combat may be converted from a step-loss into a retreat of all surviving defending units, if a legal retreat path is available. Attackers can't retreat.

For example, defenders receiving one hit could choose to lose one step or retreat one hex; defenders receiving three hits could choose to lose three steps, or lose two steps and retreat one hex, or lose one step and retreat two hexes.

A unit's retreat path is legal if each hex of the path is one hex farther away from the attacked hex and complies with enemy ZOC restrictions (2.1.6), and the path ends in a hex within stacking restrictions. Two units retreating may end their retreat in different legal retreat hexes.

A unit may retreat an additional hex if all legal retreat paths would otherwise end in a hex in violation of stacking restrictions. This additional hex of retreat does not satisfy a combat hit.

FORTRESS UNITS CAN'T RETREAT nor can defenders stacked with them. If all fortresses in the defending hex are eliminated and hits remain to be applied, remaining defenders may retreat.

PARTISAN RETREAT EXCEPTION. An attacked partisan unit may retreat into a hex adjacent to an Axis unit (including one with which it was stacked when attacked) but not into a hex occupied by an Axis unit.

Step 7. ATTACKERS ADVANCE

If the defending hex was vacated of all units, up to two surviving attacking units – primary or flanking – may advance one hex into the defending hex, regardless of enemy ZOCs. Stacking limits apply. Fort troops attacking when the current order marker depicts a fort troops icon may flip to their fortress side instead of advancing.

Step 8. DISCARD

Discard all HQ cards and combat cards played.

8.1 AIR SUPERIORITY

The faction in a land combat with more air units in range of the defender's hex has air superiority. If the count of in-range air units is equal between factions in a combat, the side with more *elite* air units in range gains air superiority [2.3.3].

Air units are always active and count toward air superiority for all of their faction's combats within their range.

EFFECTS OF AIR SUPERIORITY: The dice roll for land combat is modified as follows:

- +2 in fair weather or +1 in snow weather when the attacker has air superiority.
- -2 in fair weather or -1 in snow weather when the defender has air superiority. Exception: The defender air superiority modifier is not applied when the defending unit is a lone partisan.

Naval interception – During an OKW redeploy order in which naval units are active, the OKW faction chooses to move their Afrika unit, a 3-step motorized unit, from the port of Tripoli in Africa to the port of Syracuse in Italy (also controlled by the Axis), using port-to-port movement. This movement is enabled by the Italian fleets in the Central Mediterranean Sea area. The weather is fair.



9. NAVAL INTERCEPTION AND SEA ATTACKS

Conduct of any of the following activities by a faction in a **contested** sea area triggers an **interception check**, which may result in that faction losing initiative:

- When a faction traces supply through the sea area during resolution of the *SUPPLY* event card.
- When a faction traces supply through the sea area to place an air unit [10.3].

Conduct of any of the following activities by a faction in a contested sea area triggers an interception check **and** the enemy faction there may, at their option, declare a **sea attack**.

- When a faction traces supply through the sea area to assign reinforcement steps to a combat unit.
- When the active faction moves a naval unit or units into the sea area.
- When the active faction moves a combat unit or units into the sea area during a port-to-port move.

9.1 INTERCEPTION CHECK

When an interception check is triggered, resolve as follows:

Step 1. Compare the naval strength of the tracing/moving faction (the defender) to that of the enemy faction (the interceptor) in the sea area. Each faction's strength equals the total of the printed strengths of their ready naval units in the sea area — those moving and those already there. Adjust Western naval strength by:

- the modifier shown for the current status of the relevant strategic warfare track [9.1.1].
- + 1 if a participating fleet has intrinsic air and the weather is fair.

Because this is a contested sea area, the move triggers an interception check, which is conducted by comparing the Western naval strength (the interceptor) in the sea area to the OKW naval strength (the defender).

The Western Naval strength is 7:

- 6 for the two Western naval units in the Central Mediterranean
- 1 for the intrinsic air unit in fair weather
- 0 for the position of the Siege of Malta marker

The OKW strength is 4 for the Italian naval units in the Central Mediterranean.

The difference between the interceptor's strength and the defender's strength is +3. Thus, the OKW faction must spend 3 additional initiative for the port-to-port move.



Step 2. If the interceptor's strength is greater, the defending faction must pay initiative equal to the difference.

For example, OKW is tracing supply through the Western Med sea area. The Italian fleets there have a total strength of 4 while the Western fleets have a modified total strength of 7. OKW must pay three initiative; advance their initiative marker three spaces on the initiative track.

If the interceptor's strength is equal to or less than the defender's strength, no initiative is paid.

9.1.1 Strategic Warfare Modifiers

When calculating Western naval strength in the *North Atlantic*, *South Atlantic*, and *North Sea* areas, apply the modifier to Western Strength shown for the current status of **The Battle of the Atlantic** SW display.

For example, if the Battle of the Atlantic marker is currently in the "start" box of its SW display, subtract 2 from Western strength in an interception check in the North Atlantic sea area.

Similarly, Western naval strength in the *Western Med*, *Central Med* and *Eastern Med* sea areas is modified as shown for the current status of the **Siege of Malta** SW display.

9.1.2 Multiple Interceptions

A separate interception check is resolved for each instance of a triggering activity in each contested sea area. However:

- all supply traced through a given sea area in a single order, event resolution, or action card resolution triggers a single interception check in that sea area.
- the movement of multiple land units or naval units into a contested sea area across the same sea boundary line triggers a single interception check.
- the movement of land units from or to multiple ports in the same sea area triggers a single interception check in that sea area.

9.2 SEA ATTACK PROCEDURE

After resolving an interception check triggered by an activity that is also eligible for a sea attack, the interceptors may, at their option, conduct a sea attack against the defenders, regardless of the outcome of the interception check.

Step 1. Using each faction's modified naval strengths as determined for the interception check [9.1, Step 1], subtract the defender's strength total from the interceptor's strength total. The resulting difference, which can be negative, will be applied as a modifier to the interceptor's sea attack dice roll.

Step 2. The intercepting faction rolls 2d6 and applies the following modifiers to the roll:

- The positive or negative difference determined in Step 1;
- +1 if the activity involves the movement of more than two combat unit **steps** or the placement of more than two reinforcement steps;
- +1 if an active event card gives a dice roll bonus to the attacking faction.

Step 3. Apply the attack result for the modified dice roll:

4 or less: The defender interdicts (flips) one of the interceptor's participating naval units.

5-9: The defender receives one hit.

10-14: The defender receives two hits.

15 or more: The defender receives three hits.

To apply a defender hit incurred in a sea attack, the defending faction must interdict (flip) one of their participating naval units OR remove a step from among land units being moved or reinforcement steps being assigned in the activity (if any). An armored unit being moved may be flipped to satisfy a hit.

9.2.1 Blocked Activity

If a sea attack results in all defending fleets in the sea area being interdicted, the triggering activity is blocked.

- A blocked port-to-port move of land units is cancelled. Those units must be returned to their port of origin and their movement is considered complete.
- A blocked naval move ends in the sea area where interception occurred.
- A blocked step assignment can instead be assigned to other units as long as the assignment does not require supply trace into any sea area. Steps that can't be assigned are forfeit.

Sea attack – Continuing the previous example, when a port-to-port move triggers an interception check, the intercepting faction has the option to follow the check with a sea attack. The Western faction does so with these dice modifiers:

- +3 for the strength differential determined for the interception check
- +1 because more than two combat steps are moving port-to-port.

The Western faction rolls a 7 for a modified die result of 11. On a result of 10-14 the defender receives 2 hits.

The OKW faction chooses to apply the hits by removing one step from the moving unit, rotating it to show 2 pips, and flipping one 1-strength Italian naval unit to its interdicted side.

10. RESOLVING EVENTS

If a faction's initiative marker is on its **pending event** side in Step 6 of an Action Round, that faction conducts the Event Procedure. Conduct in initiative order if more than one initiative marker is pending.

10.1 EVENT PROCEDURE

- 1) Move the event card in the Current Event box to the Event Discard box, placing it face-up atop the discard pile there. That card is now the *spent event*.
- 2) Move the revealed event card in the Draw Pile box to the Current Event Box. That card is now the *current event*.
- 3) Each faction removes their air units from the map if necessary to match the total quantities of air units now showing on the *spent* and *current* event cards together [10.3].
- 4) Resolve the event text on the *current event* card.
- 5) Reveal the top card in the draw pile box, leaving it face up atop the draw pile. That card is now the *pending event*.

However, if the revealed card lists a **removal condition** that applies on the current turn, follow the card's instructions to remove it and replace it with another pending event card.

- 6) Each faction draws an action card into their hand for each of their faction's action card symbols in the top section of the *pending event* card, in the order shown on the card.
- 7) Each faction places their air units on the map if necessary to match the total quantities of air units now showing on the *spent*, *current*, and *pending* event cards together [10.3].
- 8) Flip the faction's initiative marker to its non-event side.

Repeat this Event Procedure for each initiative marker on its pending event side, in initiative order, until all markers are on their initiative sides.

In the rare event that there is no card to reveal in Step 5 of the Event Procedure, retrieve the bottom card from the event discard pile and place it face up in the pending event box – that card is the new pending event.

10.2 EVENT CARD DETAILS

Clarifications and special cases for specific events.

Reinforcement events. Several events grant a faction reinforcement infantry steps or armored steps. Assign infantry steps within the options and restrictions of 7.6.1 and 7.6.2. Assign armored steps within the options and restrictions of 7.7.1 and 7.7.2.

Surrender events. Surrender of a minor nation does not in itself affect control of hexes within that nation. City hexes controlled by the Axis remain so until physically occupied by a non-Axis combat unit.

Event procedure – During an action round, the Soviet initiative marker advances past a Soviet event trigger space on the initiative track and so it is flipped to its Pending Event side. At the end of the action round, the Soviet player conducts the Event procedure.



First, the Soviet faction slides the event card *SUPPLY* from the current event box to the event discard box, placing it atop the card there, *HIGH COMMAND*. Next, they slide the card in the pending event box, *MARE NOSTRUM*, to the current event box. Now, all factions adjust the total number of air units on the map to match the icons on both the spent card and the current card. With *HIGH COMMAND* being removed from the display, both the Soviet and Western factions must remove one of their air units from the map.



Next, the Soviet faction resolves the current event, *MARE NOSTRUM*. Currently, there are several Axis units in Africa, so the special conditions of this event are not triggered. Instead, the OKW faction receives one armored reinforcement which they immediately assign to one of their units on the map. Next, the top card in the draw pile is revealed, as the new pending event card: *COMMANDO SUPREMO*.



The pending event shows a Western faction action card icon, so they draw the top card from their action card deck. The pending event also shows a Western faction air unit icon, so the Western faction places one of their air units on the map. Because this will be the only Western faction air unit on the map, it must be a non-elite air unit.

E3 URALS INDUSTRY. This event card has a persistent advantage for the Soviet faction. As long as this card is face-up in any of the three event card boxes, the Soviet faction adds one to each of its rolls (except weather rolls).

E6 ARSENAL OF DEMOCRACY. This event card has a persistent advantage for the Western faction. As long as this card is face-up in any of the three event card boxes, the Western faction adds one to each of its rolls (except weather rolls).

E7 FATHERLAND FRONT. A cautionary note that this event may cause the elimination of Bulgarian units that stray too far from Bulgaria.

E8 HIGH COMMAND.

- **Event point 2.** To “Deploy pending fleets”, place Western Fleets in the North Atlantic sea area. Placement does not trigger interception or sea attacks.
- **Event point 3.** “Soviet faction upgrades pending Guards units” means that Guards units in the Pending area REPLACE non-guard units on the map. A unit is eligible to be replaced if it has a designation that is both unboxed and non-Guard, and is in a hex in supply. Permanently remove the unit and replace it with a pending Guard unit of the same unit type, placing it in the same hex, same side face-up and set to the same step level. *For example, a 3-step non-guard armored unit on the map would be replaced with a 3-step Guard unit on its armored side.* Guard units that can’t be placed due to lack of eligible matching units remain in the pending box.
- This event card has a **persistent advantage** for both Axis factions. When face-up in any of the three event card boxes, both Axis factions add one to each of their rolls (except weather rolls).

E11 MARE NOSTRUM. The *AFRICA LIBERATED* event referred to in the event text has no card; apply it as follows:

- Every land hex and area in French North Africa, Libya, Egypt, and the Middle East become Western controlled, if not already. Update the Objective track and Victory track accordingly.
- Western air units in Africa may be relocated by the Western faction, each to any valid placement hex.
- If the **Siege of Malta** is active, move its marker two spaces in the Western favor, making any resulting adjustments to control and Italian fleets.
- The Western faction gains one transport point.

10.3 AIR UNIT ADJUSTMENT

Each faction has a number of air units on the map at any moment matching the total number of their faction’s air units depicted in the three event card boxes. *For example, at the start of Turn 1 the event cards show four air units in play -- two Soviet, one OKH and one Western.*

As the event cards cycle through the three event boxes during play, air units are removed from and placed on the map accordingly. Specifically, air unit removal or placement may occur at the following times:

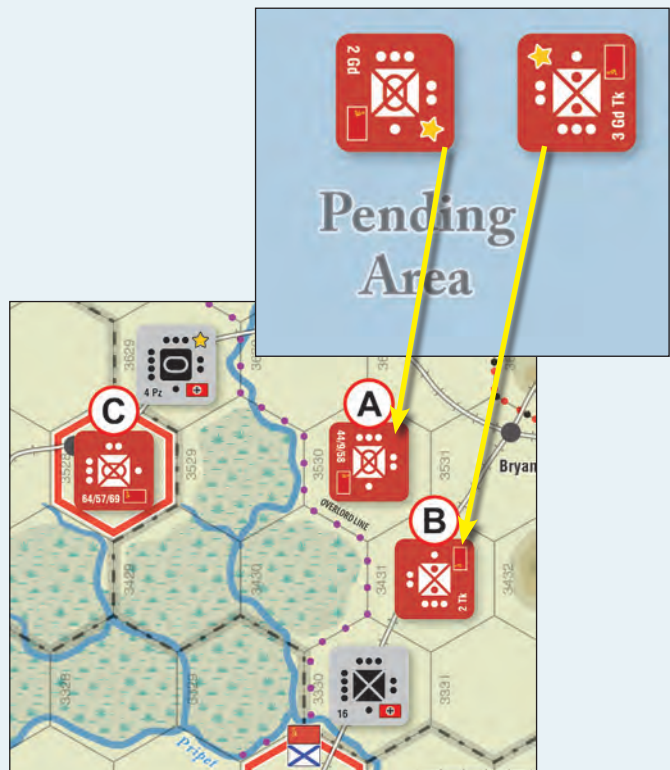
Remove Air in Step 3 of the Event Procedure.

Each faction removes air units so that their air units on the map match the number of their air units depicted on the *spent* and *current* event cards at that moment. To remove an air unit from the map, the owning faction takes one of their choice and places it in their force pool.

Soviet Guard upgrades – During event resolution, the new current event card is *HIGH COMMAND*. This card includes a step in which the Soviet faction upgrades units on the map with Guard units from the pending area. Currently, the 3rd Guard Tank unit and the 2nd Guard unit are in the pending area.



The Soviet faction may upgrade units **A** and **B** on the map. They may not upgrade unit **C** because that unit is unable to trace supply. Units must be replaced with the same type, in the same hex, same side face up, and showing the same number of steps. The Soviet faction replaces unit **A** with the 2nd Gd unit—showing 3 steps and on its mechanized side—and replaces unit **B** with the 3rd Gd Tk unit—showing 1 step and on its motorized side.



Place Air in Step 7 of the Event Procedure.

Each faction places air units so that their air units on the map match the number of their air units depicted on the event cards showing in all three event card boxes at that moment. To add an air unit to the map, the owning faction takes one from their force pool and places it into any city or rail hex from which faction supply can be traced. A placement in an enemy ZOC is allowed only if the hex is occupied by a friendly unit. Supply traced through a contested sea area for air unit placement triggers an interception check [9.1].

- A Western air unit may also be placed in a land area.
- You can't relocate an air unit already on the map when placing an air unit.

Remove and Place Air in the New Turn Procedure.

Each faction removes and then places air units (as described above) if required by event card adjustments during Step 6 of the New Turn Procedure. When making these adjustments the Event Discard Box will be empty – count the Western air unit depicted in that box.

When multiple factions need to adjust air units, the Soviets complete theirs first, then OKH, then OKW, then Western.

10.3.1 Axis Faction Air Unit

When an event card with an Axis air symbol is revealed, an air unit is gained only by the Axis faction controlled by the player revealing the card. To indicate this, place an OKW/OKH air marker on the event card, with the OKH or OKW side face up. The marker stays with the card until it is no longer one of the three face-up event cards.

10.3.2 Elite Air Units

An air unit placed when no other air units of that faction are on the map must be a non-elite air unit. If the faction already has an air unit on the map, an elite air unit may be placed if available.

11. SUPPLY

Supply is checked at specific moments during play:

- In order to assign a reinforcement step to a unit, friendly supply must be traced to the unit's hex.
- In order to place a new combat unit in a hex or land area, that location must be a friendly supply source.
- In order to place an air unit [10.3], friendly supply must be traced to the placement hex.
- When resolving the Supply event card (E9), supply is checked for all combat units that do not have a supply badge [2.1.5].

SUPPLY SOURCE. To be in supply, a unit must be able to trace a supply path from its hex to a supply source for that unit. A supply source for a given combat unit is any friendly-controlled land hex or land area containing a flag symbol matching the flag on the unit. Note that not all combat units in a faction use the same supply sources.

For example, a Western combat unit has one of five national flags – United States, Free France, Great Britain, Canada, or the Commonwealth (New Zealand flag) – and can trace supply only to a hex or area depicting that flag.

An air unit can trace supply to a supply source with a flag for any nationality in its faction.

SUPPLY PATH. A Supply path is composed of connected hexes and sea areas starting from a unit's hex and terminating at a supply source for the unit.

- First, the path may pass from the unit's hex overland through up to three land hexes. An overland supply path can't be traced across an impassable hexside. The path can be traced into or out of a **difficult** hex [A.3] only through rail hexsides.
- Starting from the third hex, the path may be traced only through connected rail hexes and sea areas, and may be of any length.
- Supply can be traced only through hexes controlled by the tracing faction's ideology or by no ideology [A.2].
- A path traced into a friendly port (overland for the first three hexes of the path, or by rail thereafter) may from there be traced into an eligible bordering sea area containing a ready friendly fleet and then through any number of connected eligible sea areas containing ready friendly fleets. From a sea area, the path may be traced into a friendly port hex bordering that sea area, and from that point, may continue through land hexes connected by rail.
- Note that a beachhead port or mulberry port does not have a rail connection to any hex.

11.1 ENEMY LAND UNITS AFFECT SUPPLY TRACE

A unit tracing supply may be in a hex in an enemy ZOC. From there, the path can't enter a hex containing enemy combat units and can't enter a hex in an enemy ZOC unless that hex is occupied by a friendly unit.

An Axis supply path may enter a hex containing a partisan. However, upon doing so that Axis faction must pay one initiative. When resolving the Supply event, this initiative payment is assessed just once per partisan.

Tracing Supply

Example 1 — Checking Supply Status



Supply
E9

Check supply for all units: (1) remove **Isolated** markers from supplied units; (2) flip **Isolated 1** markers to **Isolated 3**; (3) place **Isolated 1** markers on unsupplied units without a marker.

Then, for each isolated unit its owner must choose one:

- eliminate it; **OR**
- lose $\frac{1}{2}$ equal to its step count times its isolation level.

Deal with isolated OKH units first, then OKW, then Soviet, then Western.

During event resolution, the new current event card is *SUPPLY*. All factions must check the supply state of their units.

Five of the 7 shown OKH units are in supply, 2 are out of supply:

- Units **A**, **B**, **C**, **F**, and **G** all trace supply overland to a friendly rail line and from there trace west to a German supply source (not shown).
- Units **D** and **E** are not in supply. Two overland routes are blocked by Soviet ZOC in hexes 3429 and 3629. A third overland route, traced via units **F** and **G**, is blocked because its overland portion is longer than 3 hexes.

All of the 7 shown Soviet units are in supply:

- Unit **U** traces a supply route overland to a friendly rail line two hexes away and from there traces to the Soviet supply source in Kursk. Note that this unit may not trace to the rail hex to the northeast; that hex is blocked by the ZOC from unit **A**. Instead, it must trace supply through the friendly-occupied hex to the east.
- Units **V** through **Z** can all trace overland to the Soviet supply source in Kursk.
- Unit **T** is in supply even though surrounded by enemy ZOCs because it occupies a Soviet supply source hex.



Isolated-1 markers are placed atop the two out of supply OKH units. Then, the OKH faction must spend initiative or eliminate the isolated units. They decide to spend the required initiative, equal to the pips on each isolated unit, advancing their initiative marker 4 spaces. The Isolated-1 markers remain on the two units.

Example 2 — Supply by rail and sea



The Western 5th US infantry unit in North Africa traces the first leg of its supply route overland one hex to the rail line, then west along the railway to Casablanca, a port. From there, it continues its trace through the North Atlantic Ocean to its ultimate supply source, the United States.



The North Atlantic Ocean is contested by OKW naval units with 6 total strength. The Western naval units in the North Atlantic Ocean, however, total 13 strength – greater than the 6 total OKW intercepting naval strength – so there is no additional initiative cost for this supply trace.

11.2 ENEMY NAVAL UNITS AFFECT SUPPLY TRACE

A friendly supply path may enter a contested sea area. However, in each contested sea area entered, the enemy faction conducts an interception check, per 9.1. If the supply path is being traced for the purpose of placing reinforcement steps, then the enemy faction may also conduct a sea attack at their option, per 9.2.

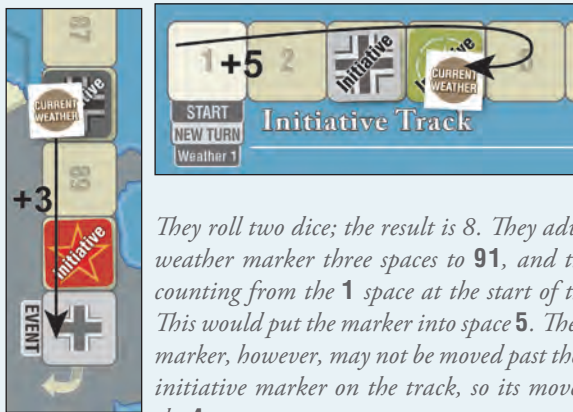
Supply traced through a given sea area triggers no more than one interception check and sea attack per order, action card or event, regardless of the number of supply traces through that area [9.1.2].

11.3 ISOLATION

A combat unit gains an *Isolated 1* or *Isolated 3* marker if supply can't be traced to the unit when resolving the *SUPPLY* event. An isolated unit remains so until a subsequent occurrence of the *SUPPLY* event, at which time the marker is removed if supply can be traced to the unit. The only effects of isolation are:

- When the unit gains an isolation marker, the owning faction must choose to pay initiative or eliminate the unit, as specified on the Supply Event card.
- When an isolated unit participates in combat, dice roll modifiers are applied [8, Step 5].

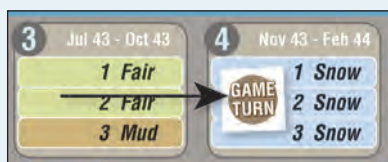
New turn – The OKW faction has the initiative. The weather marker is in space 88 of the initiative track with the OKW marker, so the OKW faction must update the weather marker.



They roll two dice; the result is 8. They advance the weather marker three spaces to 91, and then keep counting from the 1 space at the start of the track. This would put the marker into space 5. The weather marker, however, may not be moved past the furthest initiative marker on the track, so its move ends in the 4 space.

Since the weather marker has returned to the beginning of the initiative track, a new turn begins:

1. The game turn marker is moved into the new turn space. It is now Turn 4.
2. The weather card is adjusted to display the current weather: snow.

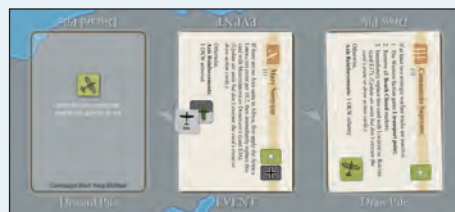


12. NEW TURN PROCEDURE

During Step 1 of an action round, if the weather marker moves beyond Space 91 of the Initiative Track, a new game-turn begins. Interrupt the action round to conduct the following steps:

- 1) Advance the Game Turn marker to the next turn.
- 2) Adjust the weather cards to show the weather for Period 1 of the new game-turn.
- 3) Check action cards not yet in the game. If any are marked to enter play on this new turn, place each in its respective draw pile and shuffle that draw pile.
- 4) Place all reinforcement units and markers scheduled to enter play in the new game turn in the Pending Area.
- 5) Take all event discards and the Spent Event card and shuffle them together. Then place the shuffled cards face down in the event draw pile box, beneath any cards already there. When done, there should be no cards in the discard pile box.
- 6) Remove or place air units if necessary, to match the air symbols shown on the current event card, pending event card and in the empty discard pile box.
- 7) Put all played order markers from each faction's order display back into the order draw cup. Order markers in planning boxes and the action track stay where they are.
- 8) Resume the current action round.

3. Several new action cards are scheduled to arrive on Turn 4. Axis cards 26 and 31, Soviet card 28, and Western cards 7 and 21 are all shuffled into their respective draw piles.
4. All factions receive reinforcement units; these are all placed in the pending area box on the map.



5. Next, all cards in the discard pile, including the current spent event, are shuffled together and placed face down below the remaining cards in the draw pile, leaving the discard pile box empty.
6. All air units on the map are adjusted, leaving two Western air units and one OKH air unit. Note the Western air icon printed in the discard pile box—the Western faction will always start each new game turn with at least one air unit on the map.
7. Both players return all played order markers from their factions' order displays to the draw cup, being careful to leave any order markers in their planning boxes or on the action track as is.
8. The OKW faction resumes their action round.

13. VICTORY

The Soviet or Western faction wins the game in any of the following ways:

- The moment the Victory Point marker enters the **10 VP** space at either end of the Victory track, the indicated side wins.
- If the *Red Tide Over Europe* victory condition applies when resolving that event, the Soviet player wins.
- If the *United Nations* victory condition applies when resolving that event, the Western player wins.
- If, at any moment, the Soviet and Western ideologies control all objective hexes between them (excluding Oslo and the three strategic warfare objectives), Germany surrenders and the side with the VP advantage wins. If tied, the player controlling Berlin wins. Control of Oslo and the SW objectives are included in the VP count, but aren't required to trigger this game ending condition.
- If the *VE-Day* game-ending condition applies when resolving that event, the side with the VP advantage after resolving the event wins. If tied, the side with the most partisans in play wins. If still tied, the side controlling Berlin wins.
- If the weather marker enters the third weather period (space **61**) on Game-Turn 8, the side with the VP advantage immediately wins. If tied, the player controlling Berlin wins. If still tied, the side with the most non-Axis action cards in hand wins. If still tied, the game ends in a tie.

13.1 VICTORY POINTS

Control of objectives by the Soviet and Western players determines the victory point advantage. Each time control of an objective hex changes, mark the change and adjust victory points as follows:

On the **OBJECTIVE TRACK** place or remove a control marker in the corresponding objective box. Place a Western faction control marker for Western control; place a Soviet faction control marker for Soviet control; and remove any control marker to indicate Axis control.

On the **VICTORY TRACK**, move the victory point marker one space in the Soviet favor when the Soviet faction gains an objective or the Western faction loses an objective; one space in the Western favor when the Western faction gains an objective or the Soviet faction loses an objective.

- If the Western faction gains control of a Soviet-controlled objective, or vice versa, move the Victory Point marker two spaces in favor of the faction gaining control.
- Victory points may also be adjusted when resolving the *UNITED NATIONS* and *VE-DAY* events.

14. OVERLORD NAVAL SUPREMACY

OVERLORD SCENARIO ONLY

There is no naval unit movement, interception or sea combat in the **Overlord** scenario. Disregard all references to *naval units*, *interception*, *sea attacks* and *interdiction* in the rules, play aids, event cards and action cards.

The sole purpose of sea areas in the Overlord scenario is to enable factions to conduct port-to-port moves [7.1.2] and trace supply [11] in sea areas in which they have control or **naval presence**.

Naval Set Up. During set up, Soviet and OKH fleet units are placed in the Baltic and Black sea areas to indicate both factions' naval presence there. No other naval units are placed.

Western Control. The west has naval presence and control in all sea areas without naval units; that is, in all sea areas other than the Black Sea and Baltic Sea. Only the Western faction can trace supply and conduct port-to-port moves into and through these sea areas.

Baltic Sea and Black Sea. The Soviet and OKH factions may conduct port-to-port moves and trace supply to ports on these sea areas, *spending one extra initiative for each such instance*.

OKH fleet removal. Remove the Romanian Black Sea fleet from the map the moment there are no Romanian combat units on the map or in the force pool. Remove the OKH Baltic fleet from the map the moment the port of Königsberg is not Axis-controlled.

Soviet Control. Upon removal of an OKH fleet from a sea area, that sea area becomes Soviet-controlled; OKH no longer has naval presence there. From then on, only the Soviet player may conduct port-to-port moves and trace supply in that sea area, and does not spend extra initiative to do so.

Examples of Land Combat

Example 1 — The Battle of Stalingrad

The weather is snow and the Soviet faction has the initiative. They select the order they have in their planning box: an Attack order, allowing them to conduct up to three attacks. The Soviet faction will first attack the OKH 6th Army in Stalingrad.



Step 1: Declare Combatants

The Soviet faction declares the unit in Stalingrad (hex 3338) as the target of this attack. Per the symbols on the order marker, the primary attacking unit in this attack must be either a shock infantry unit or a unit in the armored category (tank or mechanized).

The Soviet faction declares that the 21/65/24 mechanized unit northwest of Stalingrad will be the primary attacker. The 66/62/68 Soviet infantry leg unit to the northeast and the 64/57/69 infantry leg unit to the east will be flanking attackers.



Step 2: Play Action Cards

As the active faction, the Soviets may play up to one headquarters card first. They play *STALINGRAD (SOUTHERN) FRONT*. This will give them a +1 combat strength as well as a +1 dice roll modifier in the upcoming battle. The OKH faction declines to play a headquarters card (they have none in their hand).



Next, the Soviet faction may play any number of combat cards. They play one, *WINTER WAREFARE*. This will allow them to treat the current weather as though it were fair (not snow). The OKH faction has a combat card in hand but declines to play it.



Step 3: Calculate Combat Strengths

The total Soviet combat strength is 6:

- 2 for the pips for the primary attacking unit
- 1 for one flanking attacker
- 1 for the other flanking attacker
- 1 for 1 armored unit attacking in snow or fair weather
- 1 for the headquarters card

The total OKH combat strength is 5:

- 3 for the pips on the defending unit
- 1 for having at least 1 German combat unit
- 1 for defending in a hex with a city

Step 4: Determine Combat Table Column

The Soviet faction subtracts the defender's combat strength from the attacker's to determine the combat table column used: the +1 column.

Step 5: Roll Two Dice

The Soviet faction rolls the dice and applies the following modifiers to the result:

- +1 for the Soviet Headquarter card
- +1 for the Urals Industry event card (face up in the Pending event card box at the start of play)
- +2 for Soviet air superiority in fair weather (only the Soviet faction has an air unit in range and the weather is considered fair due to the Winter Warfare card)

Note that a (-2) modifier for snow weather would have applied if the *WINTER WAREFARE* card weren't played.

The dice roll result is a 5. They add +4 for a final result of 9. Cross referencing this roll with the +1 combat column yields an attacker result of "s0" and a defender result of "1". Because the attacker is Soviet, the "s0" result is treated as a "1". Both the attacker and defender suffer 1 hit.

Step 6: Apply Hits

If possible, the attacker's first step loss must be applied by flipping an armored unit, so the Soviet faction flips their primary attacker from its mechanized armored side to its leg infantry side, fulfilling the step loss. The OKH faction decides to retreat its lone defender instead of taking a step loss. Soviet ZOCs block retreat into the hexes to the west and southeast of Stalingrad. The only legal retreat destination is to the southwest.



Step 7: Attackers Advance

The Soviet faction advances with one flank unit, the infantry unit to the northeast. They could have advanced up to two attacking units, primary or flank, but do not wish to.

The Soviet faction now controls Stalingrad, a Soviet objective hex. They place a Soviet control marker in the Stalingrad space on the objective track and slide the Victory Point marker on the victory track one space in the Soviet favor.

Per their attack order, the Soviet faction may conduct attacks against OKH units in two additional hexes. However the three Soviet units in this attack can't attack again and the attacked OKH unit can't be attacked again in this order.

Example 2 — OKH Attacks Partisans

It is Turn 5 and the weather is fair. During the OKH faction's attack order, they declare an attack against the Soviet partisan unit in hex 2424. Per the order marker's unit symbols, the primary attacking unit may be any type of combat unit. The OKH faction opts to have the German tank unit be the primary attacker and the Bulgarian leg unit be a flank attacker. The Soviet faction will defend with a lone partisan unit.



The OKH faction chooses not to play any headquarters or combat cards. The Soviet faction can play neither headquarters nor combat cards because they are defending with a lone partisan unit.

The OKH combat strength is 7:

- 3 for the pips on the primary attacking unit
- 2 for a German armored unit in fair weather
- 1 for the one flanking attacker
- 1 for having more elite badges than the defender
- -1 for having more conscript badges than the defender
- 1 for having at least one German combat unit

The Soviet combat strength is 4:

- 1 for the pips on the defending unit
- 3 for defending in mountain terrain

The combat will be fought on the +3 column of the land combat table.

There are no Soviet or OKH air units in range of the combat hex and no other die modifiers apply. The OKH faction rolls the dice, the result is a 7. Cross-referencing this roll with the +3 combat column yields a 1/2 result. The attackers suffer 1 hit which must be applied first to the attacking tank unit, flipping the unit to its motorized side. The defender suffers 2 hits. 1 hit may be applied by retreating but the other must be applied as a step loss, so the partisan unit is eliminated and removed from play.



The OKH faction decides to advance only the Bulgarian leg unit into the defender's now vacant hex. This combat is over.

Example 3 — The Battle of Southern France

It is Turn 6 and the Western faction is clearing out OKW units from southern France. They select hex 2713, containing a 2-step OKW infantry unit and a 1-step OKW fortress unit.

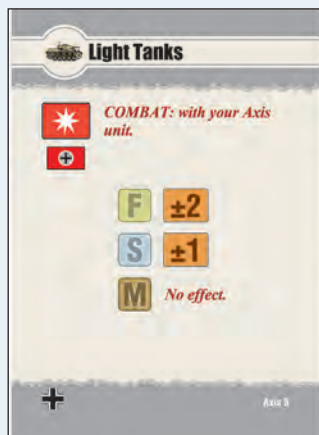
Step 1: Declare Combatants

The Western faction will attack with the Western tank unit as its primary attacker, supported by the Western detachment as a flank attacker. The Western partisan unit in the hex with the OKW units may not attack, but it will affect the battle. There are two air units in range of the battle: an OKW air unit and a Western elite air unit. Elite air units take precedence, so the West will have air superiority in the battle.



Step 2: Play Action Cards

Neither side plays any headquarters cards. The Western faction declines to play a combat card. The OKW faction chooses to play their *LIGHT TANKS* combat card. The Western faction then plays their *OSS ESPIONAGE* card to cancel the effect of the *LIGHT TANKS* card. Note that the *OSS* card is not a combat card – it can be played whenever the OKW faction plays any card.



Step 3: Calculate Combat Strengths

The Western combat strength is 8:

- 3 for the pips on the primary attacking unit
- 1 for one flanking attacker
- 2 non-German armored units in fair weather
- 1 for having more elite badges than the defender
- 1 for having at least one Western combat unit

The OKW combat strength is 4:

- 3 for the combined pips on the defending units
- 1 for having at least one German combat unit
- The defenders gain no benefit from the hill terrain in their hex or the river hexside due to the Western partisan in their hex.

Step 4: Determine Combat Table Column

The combat will be fought on the +4 column of the land combat table.

Step 5: Roll Two Dice

The Western faction rolls the dice and applies the following modifiers to the result:

- +2 for Western air superiority in fair weather
- -2 for the fortress in the defender hex

The dice roll result is a 10. Cross referencing this roll with the +4 combat column yields a 0/3 result.



The OKW faction must apply the first hit as a step loss to the fortress unit, eliminating it. They may apply the remaining two hits as step losses or retreats. They choose to retreat the surviving infantry unit two hexes. The OKW infantry unit retreats two hexes, ending in hex 2812. The Western tank unit conducts an advance into the now vacant defender hex, leaving the detachment unit behind to garrison Lyon.

I had the pleasure of working with Chad and Kai Jensen on several game projects over the years. During that time, I visited them for semi-regular gaming sessions. Their place had two rooms for gaming. One day as we passed through the first room, *Downfall* was set up in all its Chad-created glory. Though still in design, its components looked production-ready.

- A double-sized map depicting Europe in WWII
- Combat units that rotate to adjust strength
- Initiative markers for four factions, advancing along a time track marking which faction goes next
- A pool of order markers for factions to choose from, with varying initiative costs
- Strategic Warfare displays
- Event cards and Action cards
- Objective and victory advantage tracks with sudden wins at either end

I gaped at the beauty of this creation and asked: “How many players ... three?”

Chad: No, two.

Me: Allies vs Axis?

Chad: No, Western Allies vs Soviets. The West also controls the Axis against the Soviets and the Soviets control the Axis against the West.

Me: Ohhh ... (I try to process how that would play out) ... can we play this?

Chad: No, its not quite there yet, combat system needs work.

Chad and Kai explained a bit more about the back and forth of the initiative system and then moved me along to our planned game. For the next two years, my further inquiries received variations of the same answer.

Then ... pancreatic cancer took Chad in 2019.

The shock has subsided. Grief lingers, mixed with our good memories. After some time, Kai and GMT publisher Gene Billingsley considered ways to continue Chad’s legacy. He left several unfinished projects, including *Downfall*. We talked about its status, and we agreed that I might be able to complete its design.

Kai sent me Chad’s files -- various versions of *Downfall* from its ten-year evolution: fully-designed game maps, counters, cards, setup charts, combat tables, research spreadsheets; and not one word of rules. That’s how Chad worked -- the rules stayed in his head until all design details were settled.

To figure out how the pieces worked together, we had two things going:

- Chad’s consistent and precise approach to the graphic design of his games meant that every symbol, arrow, line, color, texture and word Chad put on paper meant something.
- Kai, the only person other than Chad to play *Downfall*, shared her knowledge of the game. Though the game’s several iterations are conflated in memory, she unknotted several mysteries.

As I played the game and read between the lines, various versions of *Downfall* from over the years emerged —shifts in unit scale; from four players, to three to two; a detailed “wargame” version and a more “Euro” version. The constant was that *Downfall* covered the war in Europe from late 1942 to its end. Sifting through these archeological layers revealed the systems that came together brilliantly in Chad’s latest design, and which we refined into the published game.

Here is some background on these systems:

Asymmetrical play. Because each player controls two factions, both players are always conducting offensives and desperately defending. In the west you play a game of planning, waiting, building up, guessing, invading, containing and breaking out, all with relatively few units. In the east you fight continuously on one massive sweeping front.

Continuous interaction. Few strategic-level war games keep players constantly involved. In *Downfall*, Chad combined bite-sized orders, shifting initiative and action cards to involve both players in almost every decision and process.

Strategic Warfare. Adding to the game’s asymmetry, only the Western and OKW factions can play orders to conduct Strategic Warfare against each other in three areas – the Mediterranean, the Battle of the Atlantic, and the skies over Germany. The campaigns have long-term effects on supply across seas, naval and invasion transport, and air superiority.

Events. Chad’s innovative event card system eliminates the need for a typical sequence of play with phases and administrative steps in each game-turn. Players draw an event card every time an initiative marker enters an event space. The entire event deck cycles through each game-turn. At random points in each game turn, events trigger supply checks and attrition, minor ally surrender checks, arrival of reinforcements and upgrades, and victory checks. Once drawn, each event card remains in play for three event cycles allowing conditions such as air superiority and offensive momentum to persist for longer periods.

Speaking of **air power**; here is an example of how we deduced Chad’s genius and intent. Most event cards depict air units, but their meaning was not mentioned anywhere. However, the set-up instructions gave map locations for specific air units and specified that three Event cards start the game revealed. It turned out that the number and types of air units placed on the map exactly matched the air units depicted on those three event cards. Mystery solved! Every time the players update the event cards during play they will also adjust the air units on the map to match.

Partisans. Political aspects of the war are neatly modeled with Western and Soviet partisans, placed in specific countries by Western and Soviet play of partisan orders. Both Axis factions can attempt to eliminate them. Partisans provide advantages in combat and also represent political influence. Later in the war an event may trigger a Soviet or Western victory if that faction has sufficient partisan advantage.

Naval system. In *Downfall*, fleet units transport land forces and enable supply and reinforcement through sea areas, while enemy fleets and submarines may intercept and attack that activity. These actions affect Western operations across the Atlantic and Mediterranean. However, Axis sea power wanes and is gone a year or so into the game, minimizing sea conflict. Because of this, some testers suggested we drop or simplify the naval systems. We compromised, keeping naval units in the full game, but removing them from the later Overlord scenario. We also kept fleet and submarine units in to support a potential prequel expansion starting one year earlier when control of the seas hung in the balance.

In completing *Downfall* I kept in mind this guiding principle: What would Chad do?

It has been an honor.

John Butterfield
November 2022

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Air Airborne
 Br British
 Bu Bulgarian
 Ca Canadian
 CCoS Combined Chiefs of Staff
 Fr French
 Gd Guard
 Hu Hungarian
 Inf Infantry
 It Italian
 Nor Norway
 OKH Oberkommando des Heeres
 OKW Oberkommando der Wehrmacht
 Pz Panzer
 Ro Romanian
 Slo Slovakian
 Tk Tank
 US United States
 Vla Vlasov, Andrey

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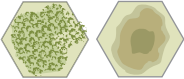










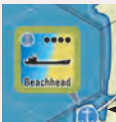



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MAP KEY		Land unit movement costs and effects	Other effects
	Clear	1 MP to enter.	
	Forest Hills	2 MP to enter.	Defender's strength +2.
	Swamp (<i>Difficult in Mud</i>) Mountains (<i>Diff. in Snow</i>)	2 MP to enter. When difficult, a move in or out of hex is limited to 1 hex total, unless across rail hexside.	Defender's strength +3. When difficult, supply can't be traced and armored units can't attack into or out of, unless across rail hexside.
	City / Port City	Upon entering, hex becomes controlled by unit's ideology. Unit in port may move port-to-port, per 7.1.2.	Defender's strength +1. Controlled by last ideology to occupy. Supply can't be traced through enemy city.
	Transportation Route (Rail)	1 MP to enter any hex connected by rail, regardless of weather, water hexsides, and other terrain.	Supply paths can be traced through any number of connected rail hexes.
	River	+1 MP to cross hexside.	Defender's strength +1 if all attacking units are across.
	Strait	+1 MP to cross hexside.	Defender's strength +3 if all attacking units are across.
	Objective	No effect.	While a faction's partisan is the sole occupant, they control for VP purposes.
	Impassable hexside	Can't move across.	Can't attack or trace supply across.
	Sea Area	Land unit can enter only during port-to-port movement; can't end move there.	Supply path traceable if occupied by friendly fleet. (Overlord scenario, see 14.)
	Sea Area Border	Port-to-port move to or from beachhead port can't cross sea area border.	1 MP for naval unit to cross.
	Beach	Treat as sea unless occupied by beachhead marker. Symbol points to beach hexside.	Western faction pays Transport Point cost shown to place beachhead marker.
	Western Beachhead (Western units only) Beach hexside	Limited land hex and port. Connects to land only across beach hexside. 1 MP to enter from land. +1 MP to cross beach hexside.	Defender's strength +2 if all units attack across beach hexside (either direction). OKW units can attack into but can't advance.
	Supply Source	No effect.	Land units trace supply only to their national flag; air units to any flag of their ideology.
	National Border	May limit movement of Western and Soviet units; see A.4.	Partisan units can't cross.
	Out of Play/Impassable	No land units may enter.	Supply can't be traced through.