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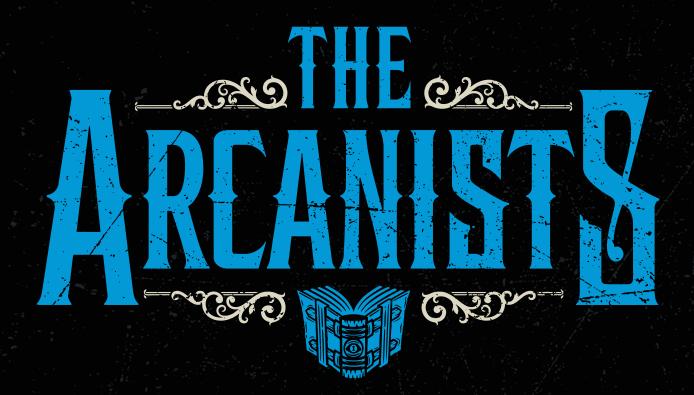


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Blood and iron. Fire and steam. Power and mayhem. Different as these words may seem, they are but the surface of what motivations drive the Arcanists. A hidden organization beneath the mask of laborers and steamfitters, the Arcanists are as unique as individuals as they are unified in their aspirations. While some members of the Faction may vie for glory or vindication, all seek freedom from the stranglehold of the Guild.

To begin to understand the Arcanists, one must first recognize the mask it hides behind. The Miners and Steamfitters Union (or M&SU for short), an organization that signifies the interests of the labor class in Malifaux, is the aforementioned guise used by the secretive organization. At its core, the Union represents the miners who work in the Northern Hill's Soulstone mines and beyond, the engineers who build and maintain the mechanical constructs used by those miners, and those who toil in the tunnels as surveyors, cooks, or skilled practitioners. They fight for the everyman.

Formed from basic human survival instinct, the M&SU began with the Guild treating workers less like people and more as cogs to their scrip-making machine. When a torrential rain flooded a mine shaft and the Guild left those trapped inside to

drown, the story traveled quicker than a tsunami, reaching the ears of a man named Erick Ulish. It would be Erick who rallied the miners around the idea of a union, to provide all of its members with support and aid in times of need. A lofty goal in the face of their Guild oppressors, but within a few months, their ideals began to gain headway.

It was at this time when the mechanical genius, Doctor Victor Ramos, joined, bringing with him a company of skilled engineers at his side. Recognized for his intellect, both as a tinkerer and as a leader, Ramos quickly made his way up the ranks, and shortly after the untimely death of the Union's founder, Victor Ramos was elected President. As Ramos increased wages and a miner's overall quality of life for the Union, he also started to spread a greater idea to those he trusted: the belief that individuals should be given free rein

to embrace magic and revel in its power. It would be that idea alone that would ultimately shape his destiny and that of those around him.

This opinion, unsurprisingly, was not shared by the Guild, fearing that allowing such freedoms would only lessen their own tyrannical grip, and mages like Ramos were soon sought out to be imprisoned, killed, or worse. This vendetta against anyone who could harness sorcerous energies became personal, and thus Arcanist recruitment began in earnest. The genius inventor brought any and all who showed magical aptitude under his wing, simultaneously bringing them into the Arcanist fold to strengthen his underground movement.

Using the M&SU as a front, the Arcanists were able to fund their research and endeavors, and their extensive paper trails provided anyone questioned by the Guild a documented alibi, not to mention threats of bringing the production of Soulstones of the north to a screeching halt. Secretly, the purest stones excavated by the Union were kept for their own purposes, which provided the Arcanists with the illicit funds to continue their work.

Other groups soon joined the banner of either the Union or of the Arcanists, such as the Foundry, the Cult of December, and the Order of the Chimera. Separated by region but connected by ambition, these groups would shake the very foundation of Malifaux to its core, and it would all be thanks to the determinations and drives of their leader.

With more groups under the Arcanist umbrella, their operations became more ambitious, their criminal and often radical activity escalated, and their influence on both sides of the Breach amplified.

At the initial peak of their power, Ramos built the Leviathan, a towering construct that was both a tool and a symbol of rebellion, but it soon crumbled under Ramos' pride and the destruction of Kythera before its purpose was fulfilled. Luckily, the giant mechanical centipede's end was only the Arcanists' beginning. With their rise to power in Malifaux, so too did their rise to infamy. As the Guild and Union's political battles continued to grow, the Guild and Arcanists' battles became more direct in the form of conflicts on the battlefield.

Ramos' ambitions were loftier than just simple acquisition of power; he was grasping at the impossibility of immortality and in pursuing those goals, he stepped down as the public head of the M&SU, leaving direction of the Arcanists under Anasalea Kaeris' command and the Union to Toni Ironsides, both whom he believed to be loyal and trusted associates. Unfortunately for him, he was betrayed by Ironsides' for what she believed was the greater good. Given a proposition that she could not refuse from the newly appointed Governor-General Marlow, Ironsides ultimately complied and gave the Guild the whereabouts of the man that built the well-oiled Arcanist machine, a decision that would spiral beyond anyone's control.

Despite no longer operating either the Arcanists or the Union, Victor's capture would be the precarious rippling effect before the earthquake. Both the Arcanists and the Union splintered, their members divided. While both organizations continue to operate – and even thrive, in some cases - their two leaders no longer see one another as allies, but as bitter enemies, and few know who to follow. For some, the line is clear: one wants to burn down the world while the other wants to build a fair one; but for most, the Arcanists and Union simply aren't the same without their visionary to lead them. Soon, with both groups spinning into chaos, the Guild's shadowy influence began to stretch across Malifaux once more.

Though not all Arcanist undertakings have reached such disordered conclusions. Under Colette Du Bois, the Soulstone smuggling racket has flourished, allowing both organizations to continue to thrive financially. While separated from the political tumult, Marcus and his experiments have reached new grounds. Unfortunately, they are the exception and not the rule; many have chosen to sit by the sidelines and wait until the pandemonium settles rather than pick sides.

Regardless, Victor Ramos now rots in an Earthside prison, far away from his spiders and supporters, and out of reach from the Arcanist regime. It will be up to the members of both the Arcanists and the M&SU to ensure that their vision does not soon follow his Fate.



CHOCK TON

by Tim Akers

Several years ago... The mechanical strawman hobbled out from behind the blind, its clockwork legs groaning as it scrambled across the open ground. It was dressed like a guildsman, tattered leather coat and top hat already charred from their previous attempts. Its face was a paper mask, roughly drawn and leering, almost mocking her.

Halfway across the field, the air around the automaton started to shimmer. Waves of heat rose up from the ground, and thin, wispy lines of flame twisted in the path of the stumbling construct. A flare of light blossomed across its chest. There was a puff of smoke, and then flame, and then... nothing. The flames died. The air turned cold.

"Dammit!" Kaeris roared. She hunched her shoulders in concentration, hands outstretched toward the target dummy. She could feel the flames, just out of reach, just beyond her command. The air between her fingers and the dummy hummed with energy, but she couldn't make it answer her call. The moment passed.

Frustrated, she kicked at the scrubgrass underfoot and stomped back to the fence. Ramos waited patiently, arms folded, not saying a word. He stayed silent while Kaeris stormed for a while. When she had settled down, he lifted a finger and commanded the construct to halt. The ease with which he did this only frustrated Kaeris further.

"You could at least pretend it's difficult," Kaeris snapped. "Pretend to put some effort into it. I'm over here sweating blood, and you just snap your fingers and the aether jumps to your will."

"I did not have to snap my fingers any more than you have to wave your hands to make your heart beat or

your lungs breathe," he said. The old mage pushed off from the fence, dusting the threadbare tails of his coat as he strode toward the target. "Stuffing it with straw was a mistake. Any fool can burn straw, so when it didn't leap, you got angry. Pushed harder. But aetheric flame burns steel as easily as batting."

"If it's so damned easy, why am I struggling?" Kaeris asked. She adjusted the Soulstone harness Ramos had made for her, modified from the golden wings she had stolen from her mistress so long ago. She hated it. It made her feel like a child, dependent on training wheels to ride her bike. Except she still kept falling down. She looked up and saw that Ramos was watching her sternly. She flushed, embarrassed and angry. "Well, why?"

"Have you ever drowned, Ms. Kaeris?" Ramos asked abruptly. "Not to death, of course, but anything is possible on this side of the Breach. Have you ever been so deep in water that it squeezes the breath from your lungs, crushing you under its weight?"

"I'm not much of a swimmer," she said.

"Well, you're doing a hell of a job of drowning. The power is all around you, but rather than swimming in it, you're letting it drag you down. And you keep fiddling with the harness like it's a life preserver. It's not. All that harness does is focus the energy you already command. Without you it's just a pretty

pair of wings. And you're not drowning." He took her by the shoulders, made a few adjustments to the harness, and then pointed her in the direction of the dummy. "You're breathing clean air for the first time in your life. The air you were meant to breathe. Stop fighting it. Now." He gave her a little push forward. "Show me how you breathe."

Kaeris set her jaw and stared the mechanical man down. Behind her, Ramos muttered a few words, and the target dummy lurched forward, already halfway to the blind on the other side of the range. She reached out, twisting her mind into the aetheric power that surrounded her, pulling it out of the air and into—

She bit back her first response, and the ten other witty retorts that came to mind. The flames roared through her head. She tried to direct them, to turn the dummy into a bonfire, but wherever she pushed, the flames receded. The cold steel of her harness grew uncomfortably warm as the fire in her mind pushed back. There was a moment of fear and anger, a panic that she would be consumed by the very power she was trying to master.

The fear passed. The anger passed. Kaeris released her will and let the power flow. She inhaled, and as her breath flowed through her, so too did the power, burning like a river of ash.



paper mask, all of it turned to fire in the blink of an eye. The mechanism underneath, crude skeleton and whirring clockwork, flared bright as the sun before collapsing. The gears screeched mercilessly as they disintegrated. Kaeris let out a victorious snarl. Ramos' hand came down on her shoulder.

"Very good, girl. Very good," he said. She felt a different warmth burn in her heart. Pride, and the joy of belonging. He dropped his hand. "Now let's try something bigger."



Present Day

Lost in her memories of her mentor, the screwdriver slipped from Kaeris' hand, skating along the surface of the harness she was trying to repair. It left a gouge in the metal, one more scratch in the patchwork of battle damage and makeshift repairs the wings had suffered over the years. Still, Kaeris swore under her breath and threw the screwdriver across the room.

"Everything okay, boss?" Clemmons asked. The little man sat hunched in the far corner of the room, going through that week's contact sheets. "You've been a little touchy."

"Can't imagine why," Kaeris whispered. She snatched a rag off the counter and started buffing the scratch out of the metal. There was a lot about this harness that she didn't understand, and now with Ramos gone...

"Boss?" Clemmons said again. Kaeris realized he had been talking for a while. "That rag do you some harm, boss?"

The rag lay smoldering in her palm, sparks trailing up to the ceiling as the oil-soaked cloth hissed and burned. She tossed it onto the floor and ground the flames out with her boot. Then she hefted the harness and strapped it in place, settling the weight of the wings against her shoulders. Clemmons watched her nervously.

"What's next on the list?" she asked sharply. He looked down at his stacks, thumbing through the contacts Ramos had left behind.

"There's a postal facility near the depot. Minimal guard presence, but a massive inconvenience for the Guild Earthside. People like their letters, you know. And the refinery down river. Not their biggest facility, but the easiest to hit."

"Another inconvenience," Kaeris said with a sigh. "The sharpest thorn in the tiniest paw. I'm tired of being inconvenient."

"These are the targets Ramos left us," Clemmons said. "Safe bets while he was out of the office. And now that he's gone—"

"Now that he's gone, we need to be more than inconvenient. We've been idle too long, Clemmons. It's time to strike back."

"The whole point of this operation is to keep a low profile," Clemmons said nervously. "If we start hitting the Guild too hard, they'll have to come after us. And Toni said—"

"To hell with what she said. Ramos left her in charge, and look where that got him." She turned on her heel and marched to the door. "I'm going out," she spat. Clemmons snapped his mouth shut, then nodded and went back to his sheets.

Her little branch of the sprawling M&SU apparatus was tucked into the back of a steamfitter's shop, deep in Arcanist territory, comfortably surrounded by allies. The Guild rarely came down to these parts, even though all of Malifaux city was theoretically under their jurisdiction. The shop was stuffed to the rafters with cogwork parts, from gears hung on spindles to disassembled boilers stacked up like dinner plates; the narrow building was a treasure trove of mechanical wonders. It had been one of Ramos' personal hideaways before his fame had driven him into hiding and his quest for power had sent him into the wilds. There were fragments of him all over the place. It was impossible for Kaeris to get away from her former tutor.

Except he's gone, Kaeris seethed. Gone and not coming back. Unless the Guild shows mercy, and that's about as rare as empathy from the Neverborn, and twice as untrustworthy.

Dozens of Ramos' apprentices watched from the shadows as Kaeris stalked through the machine shop. They knew better than to interrupt Ramos' favorite student when she had the wings on and that look in her eye. Despite this, as she swept toward the door, one of them detached from the shadows and intercepted the fuming Kaeris.

"It's not right, Ana," he said. Kaeris turned slightly in the man's direction. It was Jennis, one of the dozens of orphans Ramos had taken in and trained during his time with the Union. Like Kaeris, his loyalty was to the old man first, and the M&SU second. Kaeris caught the anger in his eye.

"Leave me alone, Jennis," she said. "I'm working."

"Working? For that bitch?" He jerked a thumb at the poster on the wall, one of thousands plastered throughout Malifaux City, and beyond. Toni Ironsides glared down at them in ink-stained defiance, the words FREEDOM TOGETHER written beneath the Union's new leader. "I don't know about you, but my boss is in chains, and it's at Ironsides' feet."



"You work for the Union, Jennis. Same as me. Names move around. Offices open, offices close, but mugs like you and me, we keep doing our jobs."

"Bullshit," Jennis said. "That might be true for most the schlubs breaking their backs out there, but not you. Everyone here knows you're the one Ramos wanted in charge." There were murmurs from the shadows. The cadre of apprentices had stopped their work and were watching the conversation with keen attention. "Ironsides was just a figurehead. A face to put on posters, keep the drones in line. You're the leader. You're the one getting things done. And there are some things that need doing."

Kaeris rounded on him, her eyes narrowing. "What's that supposed to mean?"

"The old guy needs our help, Ana." Jennis put his hand on Kaeris' shoulder, squeezing tight. "He needs us to—"

"Stop calling me that. We're not friends, Jennis. We're coworkers." She shrugged him off. "Don't mistake one for the other."

He raised his hands carefully. "Sure thing. Sure. I'm just saying, Ramos knew you. He trusted you."

"He trusted Toni, too. And look where that got him." Kaeris looked around the room, pinning each of the disgruntled workers with her fiery eyes. "I've heard a lot of talk around this shop, ever since Ramos went down. I know some of you are planning to break with the Union, to try to rescue Ramos. I'm saying right now, as clearly as I can, that can't happen. You think you'll make it to Vienna? Hell, you think you can even get on the damn train without being shot?" There was some discontent in the shadows, the shuffling of feet. Kaeris raised her wings and let a halo of flame grace the golden feathers that bristled over her shoulders. The room grew quiet. "I'm damned serious," she said. "No one goes for Ramos."

There were a lot of downturned faces, a lot of grumbling. But no one spoke up. No one but Jennis.

"It's not right," he mumbled. "It's just not right. We gotta do something."

"Oh, I'm going to do something, all right," Kaeris growled. "Soon as I'm done straightening out you idiots."

"And what, may I ask, are you going to do?" Clemmons asked. The bookkeeper was standing just outside the

open door of the office, his arms folded. He was a small man, but he was Union through and through. Under that pressed collar and tiny glasses, there was muscle and a lifetime of backbreaking work. Sometimes his own back, even.

"I'm going to make sure no one can make that kind of decision ever again," Kaeris said carefully. "We trust each other because no one else will. If we can't, then we might as well be wearing Guild badges and drawing Guild pay."

"That sounds a bit like treason, if I'm following," Clemmons noted.

"No. It sounds like a job to do. The kind of job Victor entrusted me with when he left the Union in my hands." She looked around the room. "Are we clear? No trouble unless I make it."

"No trouble," Jennis said, holding out his hands. "No trouble unless it's you."

"Right," Kaeris said. With a final look at Clemmons, she swept out the door and into the sky.

The rush of wind took her breath away. Even in the clinging muck of Malifaux, flying was a magical experience for Kaeris. Quite literally. She would never understand the powers that worked through the wings to let her fly, stolen as they were from the Guild and her former mistress, but Kaeris would always be grateful for them. They let her get away from the press of her office and let off a little steam.

She circled the city a few times, looking for an opportunity to cause a little havoc. She spotted the perfect target, then set down at the nearest M&SU bar.

"Who's up for trouble?" she asked as she swept into the darkened room. Every eye turned in her direction. These were off-shift factory workers, trying to relax before the shift whistle brought them back to reality. They looked at her wearily.

"No offense, lady, but we're on a schedule," one of the bigger workers said. He lifted a pint of flat beer. "Two down, three to go. Gotta keep up my pace if I'm going to be in top form for tonight's shift."

"You're going to miss tonight's shift," she answered.
"I'm commandeering this crew."

"Gonna have to see some requisition papers," the man said. "Redirection of Union assets is a clear violation of our bargaining agreement." He settled back in his chair. "Per article three of that agreement..."

"I think you have misunderstood the nature of this conversation," Kaeris said. Her wings spread wide, knocking aside tables and filling the dark bar with scintillating light. "You are coming with me. Now."



The roads were better in the Guild-controlled part of town. The constant clatter that had followed them from the M&SU union hall slowed down, then disappeared as the carriage wheels found smooth cobbles and patched streets. But relief from the noise did nothing for the headache growing in Toni's head. The accountant sitting across from her in the carriage adjusted his ledger.

"That's just this week's numbers, Ms. Ironsides. We're running into shortfalls up and down the books. Union dues are stagnating. There are collection issues at the Star... whether that's because they're not officially Union dues or some other issue is beyond me."

"Colette never liked the collection," Toni said. "Ramos kept her at it, but she's not exactly jumping to heel, now that he's gone. We'll have to find the funds somewhere else."

"Well, there's not a lot of somewhere else to look," the accountant said. "Half the Union halls between here and the Breach aren't reporting minutes anymore. Some are answering directly to Kaeris. Overall membership is down. It doesn't help that Kaeris has gotten a bit wild in Ramos' absence. We're having to pay more for security, just to keep the Guild from retaliating every time she sticks her golden wings into the air." He paused and looked up at her. "The numbers are looking bad, ma'am."

"Numbers don't interest me. Loyalty does." Toni sniffed and stared out the window. The carriage door was barred and heavily reinforced. There had been trouble every time she wandered into Guild space. "They'll come around, Kaeris and Joss both. People like that always do. They just need to burn off some anger. It's not like they're going to join the Guild anytime soon."

"Perhaps not," he answered. "But it needs to be resolved soon."

The carriage rattled to a stop. Toni sat there staring out the window, not moving for several long moments, while the rest of her entourage disembarked from their own carriages. Eventually, there was a knock. Toni sighed and opened the door. The Tappeton Street Golem Works loomed over them. She looked up at it grimly. The ram's head of the Guild, two stories high and just as wide, hung in bas-relief on the side of the building, sharing space with tattered posters and spattered mud. A steady rain had been pissing down all morning, turning the clouds of ash that hung around the factory into black rivers that ran down the sides of the building and into the streets. The clamor of machinery filled Toni's head with a numbing, constant roar. She could barely hear herself think. Toni's driver saluted smartly.

"If there's one thing the Guild does well, it's oppressive architecture," the woman said. She was new, handpicked by people Toni trusted, after another failed attempt on her life by one of Ramos' misguided loyalists. Toni hadn't yet caught the woman's name.

"I'll give them that. Stay here, and keep the packs of roaming children away from the horses." They had to yell to be heard, even outside the factory. "If it gets tense, hassle the factory guards. They're supposed to ensure our safety on this trip."

"I'll be fine, mum," the driver said. She had a broad smile and enough knives tucked into her belt to arm a small gang all by herself. "I have a way with kids."

Toni left her to her duties. Union guards disembarked from their own carriages, the same escort Toni had been forced to maintain for months now. She nodded to her personal detachment, then made her way inside.

This was the part of the job Toni hated the most. Actually, she hated all of it. The paperwork, the mistrust, the assassination attempts, the Guild overtures and the Arcanist threats... all of it. But on a list of things that she hated very much, making nice with the Guild while trying to keep the Union's interests in hand was the worst part.

But at least it wasn't paperwork. Yet.

If Toni thought the factory was loud outside, once she ducked through the canvas-covered doorway and stepped onto the assembly-line floor, she was nearly deafened. Massive machines guided troughs of molten steel from steaming crucibles into charred molds along the walls. Laborers lowered booms and guided presses, communicating to one another with complicated hand signals that seemed more arcane than most of the magic Toni had seen this side of

the Breach. They wore breathing cowls and hid behind thick welding goggles, so anonymous in their gear that they could have been monsters and Toni wouldn't have known. A few glanced in her direction as she entered, staring at the titular head of the Union before turning back to their jobs.



How many of them are loyal to Ramos? she wondered. How many would be happy if I met with an unfortunate accident, even as I negotiate on their behalf? How many even care, as long as their checks get cashed and their bellies filled?

"Ms. Ironsides!" The voice boomed over hidden loudspeakers, cutting through the din of the machinery like bullets through glass. "So glad you could join us. I'll be waiting for you in the supervisor's quarters, level eight."

Toni looked around, squinting against the bright lights of burning steel and showering sparks. Finally she saw where the voice had come from. There was an office high above, sealed off from the rest of the factory by Guild enforcers and brick walls. A man waved to her from the office window, then disappeared inside. A serpentine staircase wound up to the office door. The guards at the foot of the stairs glared at her as she approached.

"We'll have to search you for weapons," one said.

"Lay a hand on me, and they'll be picking your teeth out of these walls for weeks to come," Toni answered with a smile. The two men hesitated. "Honestly, fellas. If I was here to kill your precious supervisor, I wouldn't really need weapons, would I?"

The larger of the two guards shrugged and stepped aside. His compatriot, less sure, stared daggers at Toni as she brushed past. At least she knew which side of the fight those two would come down on, if it came to blows. Toni liked that kind of clarity. Politics was a game for artists and dilettantes. Toni was a scrapper, through and through.

Ramos will have his revenge yet, she mused as she climbed the dozens of stairs up to the office. He may be in a Guild prison, but I'm trapped in this bullshit.

The Guild supervisor was waiting at the top of the stairs. He was a weasel-sized man in a rat-size body. His few remaining strands of hair were plastered to his scalp, and a constellation of scars orbited his left eye. His overcoat was three sizes too large in the shoulders, and hung loosely over a frame that was bent and broken. Toni wondered what this man had done prior to his service with the Guild. He seemed the sort to scrabble out from under a rock to steal loaves of bread from passing children. As she reached the top of the stairs, he spread his hands wide and peeled his lips back from tiny, yellowing teeth in something that might have been a smile.

"Ms. Ironsides!" he said. His voice, unaugmented by the factory loudspeakers, was the same timbre as breaking glass. "My name is Herman Von Ossling, and I am the supervisor of this facility. I have been anticipating this visit with such eagerness. It is so good that we can work together, the Union and the Guild. Like minds, like missions. When I heard that the brilliant Toni Ironsides was going to be personally touring my facility, well, the honor!"

"The honor?" Toni asked. "This isn't about honor, Ossling. My work crews report deplorable conditions on this line. I have..." She fished a small notebook out of her pocket and flipped through it. "Thirty-five different incidents last month alone. Three workers died simply from exposure to the air in this place."

"Yes," Von Ossling said, nodding placidly. "This is a dangerous place to work. Your workers are paid accordingly. If they do not find that to be an acceptable arrangement, they can find work elsewhere. This is a free city, after all."

"Let's not pretend there's anything free about this city, supervisor. The Guild keeps a heavy hand on everything that comes and goes in this place."

"Well, it's certainly a more free world than it once was, thanks to you," Von Ossling purred. His smile galled her. "If the Guild and Union can work together in such matters, surely we can come to some sort of arrangement here. Tell me." He tipped open a wooden chest on the desk next to him. It was stacked with rolls of Guild coins. "How much is your workers' safety worth to you? In round numbers?"

Toni slid forward, grabbing Von Ossling's wrist and pinning it against the desk. Her other hand wrapped up his oversized coat, choking him. She lifted him slightly into the air, so his toes scraped loudly against the floor.

"I think you may have mistaken me for a traitor, Ossling. I'm not here to collect a bribe or make a concession. I'm here to let you know that your factory is a death trap, and if you don't do something about it, every last one of my people will walk out and leave you to answer to the Guild's taskmasters. And they are considerably less forgiving than me."

The look on Von Ossling's face didn't waver. He ducked his head in a formal bow.

"Ah, a threat. How refreshing. You are quite right, Ms. Ironsides. My mistake. May I see your list of complaints?"

Toni eased him slowly to the floor. Von Ossling clicked the chest of coins shut, then accepted Toni's list and sat at his desk, murmuring. While he was still reviewing it, the door to his office creaked open. One of the guards from outside stuck his head in.

"Someone here to see the lady," the man said. He looked from Toni to his boss's rumpled coat, then back to Toni. "Says it's urgent."

"Well, I would hate to keep you from important business, Ms. Ironsides. Please." Von Ossling stood and walked to the door. "Feel free to use my office. I'll just review these complaints with my linemen, and—"

"We can pick this conversation up later," Toni said. She snatched the notebook from Von Ossling's hands. There were enough details in that book to screw up M&SU operations for a month, should a Guild supervisor, even a rat like Von Ossling, managed to get a hold of it. "Whoever it is, I'll meet them outside."

"Actually, we could use the privacy," Clemmons said, pushing his way into the office. Von Ossling bowed his way out of the room, shutting the door as he went.

"You know he must have ears in this room," Toni said. She knew that Clemmons had done his time in the mines, and on the crew of more than one Arcanist hit squad, but she didn't think espionage was in his blood.

"You think so? He seemed like the kind of guy who might collect tongues to me. But if you think it's ears." Clemmons shrugged. "Point is, we need to talk, and out of range of your people."

"My people? What the hell's that supposed to mean?"

"It means I don't know who you can trust right now." Clemmons walked past her to lean against the desk. "Kaeris is making some pretty sharp threats right now. The way she's talking, I think she might be coming after you."

"Anasalea Kaeris can get in line," Toni said. "Ever since Ramos went down, half the Union wants me dead or in chains. I'm not going to win any of them back by starting a war with my own people. And believe me, there's nothing the Guild wants more than the Union killing itself to settle a debt. If Kaeris has a problem, she can come to me directly. Until then, it's just talk."

"No, it isn't. Toni, the Union isn't going to line up behind you when people like Kaeris are riling them up. Ramos might have had his own agenda, but at least people did what he said. He kept the Union moving. The more time you let this dissension boil, the worse it's going to get," Clemmons said.

"Who the hell made you a political mastermind, Clem? Last I checked it was your job to make sure our numbers added up," Toni said. "Now you're giving me advice on how to run the Union. Don't you work in Ana's shop?"

"I work in a Union shop, at a Union job. I owe the M&SU my life. I'm not going to tell you that you shouldn't have made the deal you made." He held up his hand to interrupt Toni's protest. "It was a good deal. But it's tearing the Union apart. And you're right, there's nothing that would make the Guild happier than watching the M&SU fall apart around our ears. I'll do anything to keep that from happening. But there are some problems that only you can fix."

Toni deflated. He was right, of course. While she had known losing Ramos would be a blow to the Union, she hadn't anticipated how badly some of Ramos' loyalists would react. This had to get fixed. And she was the only one who could fix it.

"Thanks, Clemmons. If Kaeris or any of the others give you any grief about talking to me, give them that speech. Who knows. Maybe you'll end up in charge of the Union, after this whole thing is over."

Clemmons clapped her on the shoulder.

"I'd rather die, boss," he said. "Horribly."

Toni laughed, then strode to the door and threw it open. The cacophony of the factory flooded into the room. Von Ossling hurried away from the door, trying to pretend as if he hadn't been trying to listen.

"Regretting those soundproof doors, Ossling?" she cracked. "Get in here. Let's settle these complaints so I can get on with my life. I've got important things to do."



Toni was in a foul mood when she left the factory. Von Ossling knew his stuff, despite his demeanor and the stench of his breath. And he knew how to get under her skin, too. Every counteroffer had

been wrapped in implications of her guilt, every concession laden with promises of future alliance, and every barb tossed with the precision of a master hunter. The idea that she would work to further the Guild's ambitions rankled Toni. The fact that she had given them what they wanted, Ramos, on a silver platter... well, that was just salt in the wound.

Her caravan waited outside the factory doors. Five carriages, all loyal men and women, people Toni knew she could trust. They were faithful to more than just the Union. They were faithful to her.

How had it come to this? How had she let things get this far out of hand? She knew that handing Ramos over to the Guild would have consequences, the kind of trouble that she was good at sorting out, or so she thought. But this was far more than dragging a rogue steamfitter down a back alley and beating the loyalty back into his head. The M&SU was splintering apart, like a mining joist trying to hold up too much of the mountain. People died in these kinds of fights. People Toni should be fighting next to, not against.

Toni's driver swung smoothly down from her seat and opened the armored door of the carriage.

"A little behind schedule, Ms. Ironsides," she said. "We'll have to cut a few corners if we're going to make it to the docks by nightfall."

"Cancel the docks. Hell, cancel the whole thing," Toni said wearily. "You lot get back to HQ. I'll be along."

"Ma'am?"

"I'm walking," Toni said. She turned sharply on her heel and passed by the proffered door. "Need to clear my lungs a little."

"This is hardly the place for a stroll, ma'am," the driver said. "Let's get you back to the offices, and then—"

"I don't give orders twice. Now get out of here before the Guildies get curious. I'll be fine."

After some hesitation, the carriages rumbled off. Toni walked in the opposite direction, toward the slums. She knew she was taking a risk, walking unescorted through the streets of Malifaux, but Ironsides had cut her teeth in back alleys and fighting pits twice as dangerous as this place, especially so close to the factories. She was still the girl who could scrap her way out of any kind of trouble. And maybe a little

trouble was exactly what she needed right now.

A shadow detached itself from a nearby building, trailing in Toni's wake for a couple blocks before disappearing. Another took its place, joined by another, then another. They were creeping closer. Toni slowed her pace. Wouldn't want to outrun the wolves, would she? Besides, if she ran, they would only tire themselves out, and that would ruin the fun for everybody.

She risked a glance over her shoulder. A half-dozen ready-looking roughs, still carrying their coal shovels and steam pipes, out for a pleasant afternoon stroll. Toni had to suppress a grin. Maybe if she sped up a little bit, they'd get anxious and strike. She started looking around for a dead-end alleyway to accidentally rush down, something nice and tight, away from prying ears that might call the patrol and spoil her exercise.

There, she thought, spying an alleyway nestled between two abandoned warehouses, the entrance choked with broken machinery and rotting garbage. That's the kind of place terrible things happen to nice people like me. Perfect.

Toni jammed her hands nervously into her pockets, lowering her head as she trotted into the alleyway. Once she was out of sight, she started to loosen up, fitting her brass knuckles over her fingers and bouncing anxiously on the balls of her feet. Her breathing came fast and light, her heartbeat singing in rhythm with her fists. This was good. It had been too long.

Long moments passed with Toni in her light stance. The minutes stretched. Her heartbeat calmed. The adrenaline burned out of her blood. She wrinkled her brow. Finally, Toni walked to the end of the alleyway and looked around. The street was empty.

"Come on, guys," she whispered. "I really expected more of you lot."

"Hello, Toni." The voice came from overhead, as calm and delicate as an angel. Toni twisted around and looked up.

"Ah. There it is," she said.

Kaeris came crashing down out of the sky, her golden wings whistling through the air, trailing flames in her wake. Toni barely had time to cover her head before Kaeris slammed into her. She went tumbling



to the ground. A gust of scalding air told her that Kaeris was back in the air. Toni bounced to her feet and looked around. The intersection was deserted. She caught a glimpse of flickering light reflecting off the abandoned warehouse as Kaeris disappeared around the corner.

"Ana?" Toni shouted. She danced lightly from foot to foot, keeping her center calm but constantly turning. "This isn't really your style, is it? Leave the skulking in shadows to the creeps. You're brighter than that."

"Is that supposed to be a joke?" Kaeris' voice echoed through the empty streets.

"Just trying to lighten the mood, girl. Come on. I'm sure we can work this out," Toni said.

Kaeris swooped out of an alleyway down the street and came roaring down on Toni. Her fists clutched balls of molten flame. Toni whirled to face her, taking the brunt of the attack across her forearms, but the heat and licking flame was enough to drive her back. Kaeris whistled past, trailing a line of fire in the air.

"Just gonna duck and run, eh?" Toni shouted. She rubbed her nose, and her thumb came away bloody. "That's fine. That's cool. I'm sure leaving me as a pile of bones in the street will send a clear message."

"I have no interest in messages, Ironsides!" Kaeris hovered around the corner of a building, her golden wings bending delicately around aetheric updrafts, riding unseen winds. "You have betrayed the trust of the man who brought you up. Without Ramos, you would still be lurching from fight to fight in the back rooms, scraping your teeth off the walls along with our pay."

"I know what I did, Ana. And I know what I did it for." Toni circled warily, cutting the distance between herself and Kaeris. "You would have done the same thing in my position."

"And if you were in mine, we would still be right here, having this conversation. So why are we still talking?"

"Sometimes talking solves shit," Toni said. She slammed her fists together. "And sometimes it doesn't."

Kaeris grimaced and swooped forward, carrying the speed of her flight into Ironsides' jaw. Toni braced herself and rolled away from the blow, then staggered to the side and straightened up. Kaeris came at her in a windmill of fists, blows glancing off Toni's raised forearms and the sides of her head or occasionally burying into her belly or kidneys. Toni fought back, but only jabbing hard enough to drive Kaeris on, to anger the burning angel to greater heights of fury. Kaeris' wings buffeted the air, keeping her upright and swinging.

How much of this you got in you, kid? Toni wondered. She blocked a kick, rolled her weight into a heavy block to the midsection, then poked at Kaeris' face with an open palm. Because I can do this all. Day. Long.

With a grunt, Kaeris floated back, sweeping her wings in long strokes that raised clouds of dust. Toni tried to close the distance, but Kaeris drove her back with a series of arcing flame strikes that sizzled through the air. Toni's mouth filled with the stink of sulfur and ash. She skated to the side as Kaeris laid a lash of flame down hard in front of her. The cobblestones under Toni's boots cracked. She jumped behind the corner of a building and knelt down. Her breath was coming in ragged gasps, and the skin of her forearms was blistering from the heat. She craned her neck to the sky. Kaeris was circling, looking for the right moment to strike.

"Going to have to do something about those wings," Toni muttered to herself. She looked around. "Warehouse's no good, and most of these other buildings are just kindling. I need someplace built to withstand... heat..." The pieces clicked together in her mind. Toni smiled. "Going to have to update your safety protocols, you bastard."

Leaping out of cover, Ironsides ducked into the street and started to run. A line of flames stitched across her path, forcing her to the side of the road, hemming her in against the abandoned warehouse. Screaming, she covered her face and leapt over the blaze. Flames licked her boots and pitted her pants with burning cinders. She landed and rolled shoulder to heel. Falling was the only thing that saved her. A blossom of flame erupted in front of her, turning an unattended carriage into embers. Plumes of black smoke lifted into the air, choking Toni's lungs and blotting out the sky.

Fortunately, it also gave her a little cover. She could hear Kaeris flying low overhead, circling, searching. The metallic clatter of her wings echoed through the streets. Toni crept forward. She caught a glimpse of Kaeris hovering over the ruin of the carriage.

"You can't hide forever, Ironsides. And you aren't the type to run," Kaeris called out. She was spinning slowly in place, her wings corkscrewing through the air. "Face your judgment! Face me!"

"Nah," Toni muttered, just as Kaeris was turning away.

As quietly as possible, she ran at the spinning angel. Something must have tipped Kaeris off, though, because she whirled around just as Toni reached her. A jet of flame tore through the air just above Toni's head. She ducked, scrambled forward, and grabbed at Kaeris' heel. Kaeris tried to flee, but Toni grabbed her boot, dragging her back to earth. Golden wings pummeled Toni's head, metal feathers slicing the armored shoulders of her coat and drawing thin lines of blood from her cheeks and exposed forearms. Toni punched hard into Kaeris' leg, just above the knee. She heard something crack, and Kaeris screamed in pain and rage. Toni chased the falling woman through the air, slamming into her midsection to drive her to the ground. The wings folded over Kaeris' head, protecting her from the worst of Toni's attack.

"No!" Kaeris screamed. "It does not end like this!" She spread her wings wide, throwing Toni back. A rippling halo of flame formed around Kaeris' head, bright fire, brighter than the sun. It pulsed, and small fires leapt to life on Toni's jacket, her legs, even her skin. "You have done your worst, Ironsides! It's time to feed the flames!"

"Rather not," Toni gasped. She turned and ran. *Time* for plan B.

Kaeris followed. She burned a path in the sky, cutting through the low hanging clouds and scattering the black plumes of smoke that choked the air. Toni weaved and bobbed, running from cover to cover while the flickering flames of Kaeris' fury licked at her bootheels. Toni turned a corner and heard startled shouts up ahead. She lowered her head and sprinted forward. Kaeris saw what she was trying to do and screamed in frustration.

Ironsides burst through the front doors of the Tappeton Street Golem Works like a battering ram. Von Ossling was standing at the foot of his labyrinthine stairwell, deep in discussion with one of the floor supervisors.

"Ms. Ironsides," Ossling said. "I hardly expected you to return so soon. Is there something that we missed in our negotiations? Or—"

A curtain of flame descended through the shattered doors, washing over the machinery closest to the factory's entrance. Metal popped and whined as critical temperatures were exceeded in the blink of an eye. A small gathering of workers scattered from the flames. Ossling threw his folio into the air and scurried up the stairwell, making better time than Ironsides thought possible. A klaxon blared in the rafters.

Kaeris descended into the ruin of the factory's front entrance like an angel of death and flame. Sheets of flame washed off her wings, and the halo that circled her head was so bright it looked like a ring carved out of reality itself. Her eyes burned with white-hot fury, and balls of molten flame wreathed her fists in coruscating light. Her eyes swept the factory floor, locking on Ironsides.

"Fleeing to your friends in the Guild?" Her voice reverberated with the roar of hell's own furnace. "They can't save you, Ironsides. No one can!"

Toni didn't bother answering. The factory floor was choked with machinery, all of it tempered to handle the molten steel of the assembly line, and the ceilings hung low, bristling with catwalks, power conduits, and other engines of industry. There wasn't five feet of flyable space in the whole factory.

It was perfect.

"Sure you don't want to talk this out, Ana?" Toni shouted from behind the cover of a crucible-forge. Kaeris responded by blasting the steel cauldron with a gout of flame. A Union worker yelped and fled from his hiding place at the base of the machine, disappearing in the other direction. "You don't want to kill our own people, do you?"

"You fled here, not me. You chose to run, not me. And you will stand accused of their deaths, should any fall under my flames."

"At least give them time to escape," Toni answered. "They have nothing to do with this."

Kaeris hovered just inside the door. After several long moments, she lifted her hands. The flames that shrouded her lifted, clearing the way to the doors. Workers boiled up out of the assembly line, keeping their heads down as they streamed to the gaping hole in the wall. Toni stood up and stretched her back. Several of the workers nodded to her as they fled.

"Need a hand, boss?" one asked.

"Management dispute," she answered. "Above your paygrade."

The man tugged at his cap, then followed the rest out of the factory. Toni noticed that none of the Guild supervisors were among the escapees. She glanced up at Ossling's office. She saw the man's thin face peering out the thick windows. He waved to her, then lowered iron shutters that sealed the office away from the factory floor.

Seconds after the last worker slipped through the broken doors, a second klaxon sounded. Steel gates slammed down over the gap, sealing them inside. Kaeris glanced over her shoulder and smiled.

"It seems the Guild is willing to sacrifice their factory, if it means your death," Kaeris said.

"Or yours," Toni answered. "Either way, they win."

"Don't feign loyalty now, Ironsides. You've shown your colors already."

"I'm not going to argue with you, Ana. Nothing I say is going to convince you to end this," Toni said. "So what are you waiting for?"

"You seem to like clever banter. I thought I'd give you a moment to think of something smart to say."

Toni cocked her head and thought about it. Finally she shook her head.

"Nah, I've got nothing."

"Very well," Kaeris said. The halo over her head reignited. It cast harsh shadows over the assembly line floor, drawing the world in red and black.

"Thought of something!" Toni said. She kicked an abandoned wrench onto the toe of her boot, then snapped her foot forward. The wrench pinwheeled into Kaeris' face, cracking her on the chin. Toni closed the gap as fast as she could. She lay fists into Kaeris' belly, her ribs, knocking her back against the assembly line belt. The machinery caught Kaeris mid-thigh, toppling her.

Kaeris fought back. A pulse of heat washed off her, driving Toni onto her heels. She followed up with a series of quick strikes meant to keep Toni off-balance. Unfortunately for her, Toni was not the kind of girl to lose her balance in a fight.

"Going to have to do better than that," Toni hissed as she slid out of Kaeris' reach. "The old man didn't teach you any good tricks?"

"Only one, but I'm sure you'll see it coming," Kaeris answered. She was on the ground now, her wings folded close to her shoulders, protecting her kidneys. She looked a little winded. She clasped her hands in front of her, drawing an orb of churning flame out of the ether. "It's hard not to telegraph."

The flames streaked through the air. Toni danced aside, barely avoiding the roiling firebolt. As it passed, the heat of the bolt crisped her hair and drew embers across Toni's jacket. It exploded behind her.

Toni jumped forward before Kaeris could pull any other high-temperature trickery. She grabbed Kaeris by the shoulders and shoved her against a giant machine that the fleeing workers had left running. Pistons groaned and popped against the metal of her wings, torqueing the harness painfully against Kaeris' chest. The woman screamed in frustration, her eyes burning from smoldering red to forgebright white. The scrolling embers on Toni's jacket fanned to life, bursting into flames as Kaeris' rage stoked them into an inferno. Toni fell back, beating at the flames with blister-laced hands.

The firebolt that had missed Toni earlier had found something else flammable. An explosion rocked the floor, and flaming shrapnel and burning pitch arced into the air to scatter off the close ceiling and rain down on the pair of combatants. A wall of black smoke washed over them. Toni crumpled to the floor, coughing, her eyes stinging in the haze. When she looked up again, Kaeris was gone. She pulled her jacket up, partially covering her face, and stumbled into the darkness.

"Ana! They've closed the vents! We're going to cook in this place if you don't—" She cut off, interrupted by jagged coughing that shook her lungs. "If you don't stop with the burning thing."

"If that's the price," Kaeris said. She loomed out of the roiling smoke, bright wings spread wide. One of her eyes was swollen shut, but the other burned with fire and rage. "At least you'll be taken care of."

"Kaeris, you have to—OOF!" Toni stopped short. Kaeris' fist was in her belly, rapidly followed by a boot and both elbows. Toni curled around herself, closing her forearms to protect against the attack. Kaeris just shifted her attention to Toni's kidneys,



her knees, the small of her back. Toni reeled back. She stumbled against a whirling engine of white-hot metal. Her flesh sizzled at the touch.

"There's no escape for you, Ironsides," Kaeris said. Part of the factory collapsed behind her, filling the air with a shower of sparks. "You have betrayed your last ally. The Union will no longer strain under the burden of—"

A bullet whizzed past Kaeris' head. She looked up to see Guild sharpshooters in the rafters. They wore heavy flame-gear and respirators.

"Or we could both die," Toni croaked. "And what will become of the Union then?"

"Suddenly you care," Kaeris said. "When it's your life on the line."

Another rafter collapsed. It fell into a boiling cauldron of molten metal, tipping the bowl over and flooding the concrete floor. Kaeris stared at the slow tide of sun-bright liquid as it lapped toward them.

"Very well," she said. "The Guild first, and then we settle our debt."

She swooped forward, grabbing Toni by the collar. Ironsides flinched back, but with a leap of unnatural speed, Kaeris dragged her into the air and threw her at the rafters. Toni landed in a sprawling heap, right next to the Guild guardsmen.

"Bad day for you," she muttered. She hopped onto her feet, popping the first Guild rifleman in the throat, then tearing his respirator free and kicking him onto his back. His compatriot slowly turned, only just realizing that his position was compromised. Toni gave him a single shove. He fell into the spreading lake of molten metal below, screaming as his lungs filled with burning steel.

"And as for the rest of you," Toni said, but when she looked around, the rest of the riflemen were running away. Eyes still stinging, she rubbed her nose and shrugged. "Guess they weren't really here to fight."

She realized the error seconds later. They were merely catching the last train out of town. The rafter she was on shook and leaned dangerously to the side. She grabbed the railing, but it was hot as hell. Toni yelped and pulled her hand away, leaving skin behind. She looked down just in time to see Kaeris swoop out through a collapsed wall.

The rafter started to fall. The far end tumbled into a still intact cauldron, the metal grating melting in a heartbeat. Toni slid down the suddenly steep walkway, rolling against hissing metal and shattered framework. The bubbling surface of the cauldron drew closer and closer.

At the last second, a hand grabbed her throat and dragged her away. Toni looked up to see Kaeris' face, streaked with ash. The woman threw her against the

remnants of an outer wall. Toni burst through, rolling and bouncing until she came to a halt against an alley wall. She stood unsteadily. The factory was fully consumed, pillars of smoke reaching into the sky and bright flames dancing against the ruined brick. Toni let out a long, slow whistle.

"Pretty sure that's going to be a safety violation," she said.

Kaeris landed next to her. The woman's trench coat was pitted with cinders, and her skin was covered in ash. Toni cracked her back.

"Well, now that we've got that out of the way, can we just talk about—"

Kaeris' fist landed squarely on Toni's jaw. She stumbled back, her head spinning. Kaeris raised her hands, and a rippling halo of flame broke over her head like a storm cloud. She rose slowly into the air and swept forward.

"I guess you're serious," Toni mumbled.

"Deadly," Kaeris answered. "You betrayed the Union, the Arcanists, and yourself. Ramos lifted you up. He deserved better." Still hovering, she held her hands out in supplication. "I am here to make sure you never do that again."

"Did I? Have you been paying attention, Ana? What did Ramos do for you? For the Arcanists?" Toni danced aside as a stream of fire scorched the wall behind her. The halo around Kaeris' head pulsed, and an aura of flame surrounded Toni's shoulders. She shook it off. "Ana! Listen to me for a second!"

"Everything that I am came from him. Everything we are, Ironsides, the Union, the Arcanists... we owe it all to him."

"That's bullshit and you know it." Toni danced forward, throwing a feint at Kaeris' hips, then twisted out of the way as blazing light coursed over her, finally re-engaging with her opponent. They exchanged a quick rain of blows that left Kaeris winded, and Toni gleaming. They stood across from one another, breathing heavily, weighing each other. "Yes, Ramos helped us. But not for us. For himself. We were his tools, Ana. We always have been."

"That doesn't give you to right to betray him. The Arcanists, the Union, are about freedom—without the Guild breathing down our necks."

"And that's why Ramos had to go. He was being reckless with Union resources. He was pursuing his own goals, risking the Guild's wrath and the Arcanists' mission. He was putting us all in danger."

"That's not!" Kaeris charged forward, swinging wildly at Toni's jaw. She blocked, slipping inside Kaeris' reach to grab the thick leather straps of the woman's harness. "Your decision!" Kaeris slammed her elbow into Toni's temple, striking again and again until Ironsides crumpled, falling to her knees. "To make!"

"Enough of this," Toni spat. She rose suddenly, putting the full strength of her body into her fist, driving it into Kaeris' jaw. The woman's teeth cracked together midscream. Tumbling backwards, Kaeris' wings scraped at the air, trying to keep her upright and flying. Toni closed fast, landing blow after blow into Kaeris' midsection, keeping at it until a final sweep of the woman's wings pulled her out of range. Kaeris arced away, finally settling heavily onto the ground a block away.

Toni straightened up, cracking her neck. She loped slowly toward Kaeris. The woman was struggling to stand, her eyes unfocused as she tottered on unstable feet. Golden wings fluttered against the cobblestones like a wounded bird. An aura of flame sputtered over Kaeris' shoulders, snapping and crackling like a candle in a hard wind.

"Let's try this again, Ana," Toni said. "What are we doing here? What are we accomplishing? Whose work are we doing?"

"Now you're thinking of the consequences, Toni?" Kaeris said. She struggled to her feet, wincing against the pain in her jaw. She held out a hand, and a crown of flame burst from her head. Toni held up her hands.

"Whoa, whoa, now. Hang on. This has gone on long enough," Toni said. Kaeris stared at her for a long moment, eyes struggling to focus. The flame went out with a snap. Toni nodded. "I think we've both made our points."

"My head hurts," Kaeris mumbled.

"Yeah. Mine too. All of me, really," Toni answered. She rubbed her shoulder, and charred fabric flaked off her coat. "You really need to rein that shit in, girl."

"I was trying to kill you," Kaeris answered.

"Yeah, well. Maybe I deserved it." Toni got a little closer. Kaeris backed up. "The Union can't survive this, Ana. It can't have its leaders tearing each other apart. Especially now."

"Should have thought of that before you shipped Ramos to the Guild." Kaeris straightened, wings spread for balance. She wiped blood from her nose. "Whatever he was doing, he deserved better than that."

"Ramos had one loyalty. Victor Ramos. And as much as he did for me, and for the rest of the M&SU, my loyalty doesn't lie with him. It lies with the Union. With the Arcanists. Same as you."

Kaeris grimaced, though Toni wasn't sure if it was from pain or the grim reality of Toni's argument. They stood across from each other, shoulders heaving.

"I can't keep doing this, Ana," Toni said. "I can't be looking over my shoulder, watching for you, or anyone else. I need my attention to be on the Union, and my guard to be against the Guild, and every other damn monster that calls this hellhole home. I have enough enemies. I can't afford another at my side."

Kaeris didn't move. The flames burning in her eyes flickered angrily, but her fists slowly uncurled. Finally, she rose slightly into the air. Toni buckled down, ready for another round.

"Ramos worked for Ramos," Kaeris said. "For a long time, that was good for the Union. Good for me." She flexed her wings, gathering flames around her head. "And maybe that was no longer true. But that does not justify trading him to the Guild."

"No, it probably doesn't," Toni admitted. "I should have talked to you about it first. But the Guild didn't come to you, because you never would have listened. Too much history. I had to make the decision. And I would make it again."

"Yes, you would," Kaeris said. "Perhaps the Guild knew it would come to this when they approached you. Perhaps this was their plan all along."

"I wouldn't put it past them. So." Toni dropped her guard, raising her chin to Kaeris. "Are we going to go along with their plans? Or are we going to make our own?"

Kaeris hesitated. Toni could feel her hatred, could almost feel Kaeris' anger washing over her, feel the flames cracking her bones. It was all she could do to remain still, waiting for the blow to fall. It never did.

"Never again, Toni," Kaeris whispered. "The Union needs us to stand together. But if you ever do this again, I swear to God, I will burn you from the inside out."

"Stronger alliances have formed on less dangerous promises," Toni said. She extended her hand. "Allies, until enemies."

Kaeris stared at Ironsides' outstretched hand. After several long moments, she twitched her wings and flew away, leaving Toni alone on the street. Toni watched her go, until those golden wings were nothing but a twinkle in the choking clouds that passed for a night sky in Malifaux.

"Better than nothing, I suppose," Toni mumbled to herself. "For now, at least."

Ironsides gathered herself and limped down the street. She had meetings in the morning, and her head was killing her.









AGAINST THE WIND



by Tim Akers

Acloying mist clung to Sandeep's legs as he pushed through the crowd. The sounds of reverie and horror filled his head, and the ground underfoot was a slippery concoction of filth, discarded liquor, and the sulphurous leavings of the twisted rats that called this district home. Sandeep grimaced as his boots squelched through the muck. The path to his office was lined with vagrants, too far gone in their bottles or their madness to mind their surroundings. Sandeep stepped over them, finally unlocking the nondescript door to his sanctuary and slipping inside.

Sanctuary. It was hardly the appropriate word for this musty nook tucked behind a rendering factory, hidden from all but the most well-informed eyes, but that was how Sandeep thought of it. A sanctuary from the madness of Malifaux.

Sandeep pulled off his muck-splattered wellingtons, setting them carefully on the mat inside the door before donning his slippers. A muttered word brought the brass lantern to life, throwing warm light throughout the room. Shelves stuffed with books, scrolls, codices, and the collected ephemera of a life dedicated to learning covered the walls. Sandeep's desk lay bare, the polished wood of its surface spotted with ink and tea stains. He wrestled his latest work, a collection of poems by the radical poet Wordsworth, out of his coat and laid it carefully on the desk. The book was a rare volume; most of the originals had been destroyed by the Guild, the remaining copies scattered to the winds.

A roar went through the street beyond Sandeep's narrow window, followed closely by the sounds of fighting. Sandeep pulled the window closed and drew the heavy curtain tight, muffling the commotion, then inhaled a deep and meditative breath.

This was not the life Sandeep had imagined for himself, nor the place he'd imagined himself living. His days on the windswept hills of his youth, spent in quiet contemplation in the matha or learning from his master, were a distant memory. A painful memory, singed with fire and the wrath Sandeep had carried with him from that place. But those had been his best days. Fool that he was for not recognizing it at the time. Since coming to Malifaux, Sandeep's life had been one of strife and toil: teaching eager students under the Guild's watchful eye, the fight for knowledge too often becoming a matter of blood and gunpowder rather than strenuous debate; living in cramped conditions, always with the fear of reprisal or imprisonment lurking in the shadows. It was a warrior's life, and Sandeep was an academic. But sometimes scholars had to be warriors, as well.

Sandeep settled back into his meditation, shutting out the raucous crowd in the street outside, letting the smell of incense, candle wax, and old books fill his head. There was still peace to be found in Malifaux, in the spirit, if not the body. He descended toward peace, leaving the anger behind. Leaving the world behind.

His reverie was interrupted by a sharp knock on his door. Another drunk looking for the madame's house across the street, most likely. Sandeep waited, keeping his breathing steady and his mind beyond his body. The knock came again, this time sharper and more desperate. Someone's husband, then, afraid to be seen on this street.

"This is not the place you are seeking," Sandeep called. "Across the street, friend."

"I think it is!" came the answer. "I pray it is, Master Desai!"

Sandeep furrowed his brow and stood. Though the location of his office was an open secret, it made him nervous whenever a stranger arrived at his door. Memories of the Guild's visit to his temple, so many years ago, still haunted him. He briefly considered lifting the gada from its place on the altar, but

instead drew the janbiya one of

The man at the door was a recent transplant to Malifaux. His clothes told that story: too formal in the manner appropriate for travelers, and unprepared for the filth and stench of the streets of Malifaux. His trousers were speckled with mud, and the high collar of his shirt was stained with days of sweat. The once-crisp hem of his coat was crumpled, and his hair had not seen a comb, probably since he arrived on this side of the Breach. His eyes told a deeper story, though, beyond the fatigue and the fear that often greets a new arrival to Malifaux. This man was haunted.

"Master Desai, my name is Lohith Bhatt. You must help me. I have traveled a very long way to seek your aid." Lohith clutched a traveler's bag to his chest, hunching over it, his bright eyes darting over Sandeep's shoulder at the room beyond. "We must speak."

"It is good to see a face from home, Mr. Bhatt, but you must understand that I am very busy, and very



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"What does this concern, Mr. Bhatt?"

"The spirits, Mr. Desai. Your aunt, the brilliant engineer Aesha Desai, spoke to me of your wisdom in the hidden ways of the spirits. I was hoping—"

Sandeep hissed to shush him, pulling Lohith to the side and searching the street. No sign of the Guild's usual goons sent to watch the comings and goings of his visitors. That alone was troubling.

"Aesha should know better than to speak of such things," Sandeep muttered darkly. "You must watch what you say, and whom you say it to. What is it that troubles you, that Aesha would trust you with such a secret?"

"The spirits will not leave me alone. They haunt my days, and terrorize my nights. My family fears for their lives! It tears me apart to leave them, but the alternative is too horrible to consider."

"If you seek training, my class meets thrice a week. You should speak to—"

"I do not need your training," Lohith whimpered. The fear in the man's voice rocked Sandeep back on his heels. "I am at the end of hope, Mr. Desai! If you will not help me, then there is no reason for me to live. Please, if not for my life, then for that of my daughter. Do not take her father from her." Lohith started to draw away. Something stirred in Sandeep. There was something different about this man. Sandeep raised his hand.

"Peace, friend. There is little that despair can give us other than pain. Come inside and calm yourself. I cannot offer you a matha's serenity, but at least I have tea."

"Real tea? Not the garbage the street vendors hawk?" For the first time, something other than anger and fear sparked in the man's eyes. Sandeep smiled.

"Real tea. Come. I will hear your story." He pulled Lohith into his office, scanning the street quickly. It did not seem anyone was watching, but in these crowds, it was hard to tell. "Though whether I can help you... that is for the gods to decide," he muttered to himself.

Sandeep closed the door and put a kettle on the flame.



Lohith's story was familiar and yet strange. Many who are called to study the gamin first meet them in dreams and nightmares, finding themselves pulled to the spirits that inhabit all aspects of the material world, even in the drab environs of the mundane world. That was Sandeep's path, and Lohith reported the same night horrors that had started Sandeep on his journey to mastery of the elemental spirits. But from there it was usually a long and arduous task to being able to summon them. This was where Lohith's story parted from Sandeep's, and it was also the source of his troubles.

"It began... it began so simply. My daughter and I were flying a kite. Do you have children, Mr. Desai?" Lohith huddled over the chipped cup of assam, his eyes unfocused.

"Please, call me Sandeep. No, I have never married. The spirits are my children."

"A bitter child that would be," Lohith muttered. His eyes cleared, and he looked up. "We were flying kites. It was a pretty day, and work was slow, so Pria and I went up into the fields overlooking our town and flew her kite. The winds were strong, and Pria was happy." He nodded to himself. "A good day."

"And the gamin?" Sandeep prompted, when Lohith seemed unwilling to continue.

"The gamin. At first, I thought it was just a strong wind. Pria was holding the kite, and a sudden gust pulled her off her feet. I thought it was funny at first, but then she was screaming. I grabbed the line, and this... this..." Lohith was at a loss for words. He looked at Sandeep with trembling eyes. "This power." Sandeep nodded.

"It felt like it was pulling through your bones, yes? Like your very soul was tied to the end of that string, and the wind threatened to yank it from your body." Sandeep put down his tea, gesturing elaborately with his hands. "The very stuff of earth and wind and fire, made real to you, real in a way it had never been before. The wind came to life."

"The wind came to life," Lohith agreed. "And it tried to kill my little girl."

Sandeep listened patiently while Lohith described the attack. Wind gamins had formed around the

kite, traveling down the line to knock Lohith aside. When he dropped the line, Lohith's little girl had screamed and jumped to save the kite. The gamin swept Pria up, lifting her off the ground and toward the clouds.

"I grabbed her leg, but they pulled and pulled. I was losing my grip, and then I realized we were no longer on the ground. I looked down and saw the field falling away, and I... I almost let go." Lohith looked up at Sandeep, his eyes brimming with tears. "I almost gave them my daughter. What kind of father am I?"

"The kind who did not let go," Sandeep said. "Were you able to drive them off?"

"No. They dragged us through the air for a while and finally released us close to the ground. It was three weeks before Pria would come out of the house, and even now she only scuttles from building to building, like a hare fearing the hawk. It is all we can do to get her to sleep at night. And when the wind blows, and the storm beats against the house..." He gestured helplessly. "There is rest for no one."

"But that was not the end of it?" Sandeep asked. "A child's terrors pass, as I know, and the wounds heal with time. Malifaux is a dangerous place, and difficult to reach. You would not come here if your daughter's nightmares were the worst of it."

"I would not," Lohith agreed. "Mr. Desai—"

"Sandeep."

"It began a month ago. Those maniacs, the cultists of the inferno, whatever they call themselves. They appeared in my village. The constabulary drove them out, but not before they visited a night of terror in the streets. Spirits of all types roamed my village, monstrosities as you've never seen. The Guild sent representatives, cleaned things up, and made certain worrying threats. Mr. Sandeep, ever since that night, the gamin, they will not leave me alone. My wife does not let me into the kitchen while the fire is kindled, and during storms the other merchants close shop for fear of the attention I will draw. Gamin erupt from the hearth at my passing. A simple breeze will grow teeth if I so much as notice it. It is not a reasonable situation, sir."

"All this on Earth, where the veil is so thick, and the gamin so far away. What have you noticed since your arrival in Malifaux? You see we sit by a fire, and yet nothing has happened." "I assumed that was your doing," Lohith said. He cast nervous eyes at the fire, then set his tea on the table and edged away from it. "Even now, they stir."

Sandeep glanced at the flames but could feel nothing in their depths. He shook his head, then stood and walked to the altar at the head of the room.

"Even for a man of my learning, even here in Malifaux, there is effort in summoning the gamin. To think that you, untrained and unprepared, can bring them into existence on Earth with nothing but a thought. It is amazing to me. Amazing, and very interesting." At the altar, he slid open one of the hidden drawers and removed a Soulstone. The gem's smooth green face swirled with inner light, like moss swimming under the surface of a clear pond. He turned and presented the stone to Lohith. "Do you know what this is?"

"A Soulstone," Lohith answered, edging away. "The story of these things has reached even my village, Mr. Desai."

"They are not to be feared. The essence of magic captured in the stone's matrix is nothing more than raw power. You are not afraid of gunpowder, are you? It is a tool, and the fear is in the application. So it is with this." He set the stone on the table between them and then settled back into his chair. "A Soulstone will help you control the gamin that you so unwittingly summon, Mr. Bhatt. With this, you can bid them, bind them to your will, even learn to—"

"I do not wish to bid gamin, sir. I only want to *be rid* of them. I only want my old life back!" Lohith was on the verge of tears.

"We do not get what we want, sometimes," Sandeep said gently. He glanced at the gada to his right and could feel the anger humming just beneath the surface. "Sometimes, we can only do the best we can with the gifts we have." He gestured to the stone. "Try it, Mr. Bhatt. Try to use the stone to control the gamin that haunt you."

"I do not know how. And even if I did, I'm not sure I would want to."

"Please. For your daughter's sake. It is a simple matter. That feeling you had when you grabbed the kite's line, of awakeness, of power. Think on that. Try to focus your mind."

Reluctantly, Lohith took the stone and closed his eyes. He fell into a state of easy relaxation, palms resting on his lap with the Soulstone, breathing even

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and slow. Sandeep watched with approval. This man lived very close to the edge of spiritual reality. A twist of envy went through Sandeep's heart, but he pushed it back.

"Very good. Now reach with your mind into the ether. Search for the spirits that haunt you. Do not be afraid. When you are ready, reach for the stone, and—"

The mists trapped beneath the surface of the Soulstone twisted out of the gem, wrapping around Lohith, burrowing into his skin and lining his veins in phosphorescent power. He opened his mouth to scream, but the sound was cut off by a tiny thunderclap as the little flame heating the kettle erupted. Fiery hands reached out of the conflagration, clawing at the oven, peeling ruts in the iron counter. A gamin rose from the stove, scattering burning coals around the room.

Lohith fell screaming to the floor and scrambled behind the overturned coffee table. Sandeep leapt to his feet. He tried to calm the man. "It's all right. One gamin is no challenge, especially here in Malifaux. You did nothing wrong. This gamin is no threat to us." He drew his janbiya and edged around the wreckage of his stove, waving the knife at the hissing gamin as he made his way toward the altar at the end of the room, where his gada rested.

"You don't understand... the pain! The pain!" Lohith writhed behind the toppled couch, clawing at his skin. Light still swirled through his veins. "I can't... I can't--"

He gave a final scream of agony and fell unconscious to the floor. The light twisted out of him, filling the room with a brief fog of grass-thin tendrils of power. The dozen flames scattered across the room flared into new life. From each fiery heart, a gamin rose.

"This, however, is a more serious matter," Sandeep muttered. He jumped to his gada, snatched the heavily ornamented mace from its already-burning stand, then hooked Lohith by the armpit and dragged him toward the door. The gamin lunged at him, bright fingers burning holes in Sandeep's clothes, singeing his flesh, driving him away. He swung awkwardly with the gada, bludgeoning one in the head and forcing the rest back. When he reached the door, Sandeep kicked it open and rushed into the muddy

street. He dragged Lohith to the center of the street before dropping him to whirl to face his office door.

The building was already consumed. The laughing faces of fire gamin danced in the flames, burning hotter than any mortal fire. The bricks of the facade cracked, and the roof collapsed into a column of cinders and burning ash. Sandeep watched his sanctuary as it burned to the ground.

"Everything passes," he said placidly, though the pain of loss kindled in his heart. At his feet, Lohith coughed and stirred to life. The man stared in horror at the burning building.

"Master Desai, I am so sorry. I have brought my trouble to you, and only made it worse. I've made everything worse!" "It is all right, Lohith. It wasn't a very nice place, anyway. Nothing here ever is." Sandeep shouldered the gada, and then dragged Lohith to his feet. "Come on. The Guild will be here soon. We must be gone by then."

"Where will we go? I should leave! I should leave and never come back!"

"Only if you wish to doom your family to a fiery death. There is someone we can talk to. Someone very familiar with stubborn spirits, and the costs they demand of their servants. And she just so happens to be in the city. Lucky for you. She's a difficult beast to track."



The closer they got to the docks, the warmer the air became. They drew little attention as they passed through the crowds around the Star Theater, despite their singed clothes and Lohith's wild-eyed terror. Flame and fear were common elements in Malifaux. The malevolent fog took on a stink of rotting fish. Lohith gagged.

"The fisheries have gone sour," he muttered. "I wouldn't trust their wares."

"Fisheries? God, no. No one would dare eat the monstrosities that crawl out of the river. That smell is their corpses. Too many to bury, and they don't seem to burn." Sandeep adjusted his robes, covering his mouth. Lohith was simply staring at him in horror. Sandeep shrugged. "I would not drink the water, either."

The fog parted, and their destination came into view. Another warehouse, just within the borders of downtown, but spitting distance from the Quarantine Zone. There was nothing to mark it apart from a dozen other dilapidated structures along the muddy street, but Sandeep knew better. Ramos, recently fallen from his position of leadership, had taken to stashing his peculiar toys all around the city. The M&SU was still going through his ledgers, but it looked like the old man was preparing for something big, and without the knowledge of his fellow Arcanists. And now all those resources were left moldering in warehouses, waiting to be plucked.

Warehouses like this one. And Sandeep knew, from Arcanist scouts and the chill in the air, that certain interested parties were taking advantage. Sandeep paused outside and fixed Lohith in his gaze.

"This woman is not usually in Malifaux, and her discomfort in this place may equal your own. If she is willing to help us, you will find her without equal on this side of the Breach. But if she takes a dislike to you, there is no more heartless enemy. She understands gamin in a way that I cannot. We are fortunate the spring rains have driven her out of the mountains."

"I thought you were the master of such things?"

"I am well versed in many things. But your problem goes beyond my ken. The gamin are drawn to you, piercing the veil like hail through fog. I cannot help you. But she might."

Lohith deflated at Sandeep's warning, then fixed his eyes on the grimy door and seemed to gather his nerve. He nodded stiffly. Sandeep pulled the door to the warehouse open, wincing as it rattled in its track. A cascade of dust drifted onto their heads. The weak light from the streetlamps barely penetrated the gloom inside. Sandeep produced the lantern he had acquired on the way over and lit it.

The warehouse was filled to the ceiling with crates and tarp-covered monstrosities, all shrouded in cobwebs and covered in thick dust. Something chittered in the rafters, a shadow that disappeared before Sandeep could fix his eyes on it. A wave of cold air rushed out of the darkness.

"Are you sure your friend is here?" Lohith asked quietly. Sandeep took a deep breath and then let it out. His breath turned to fog.

"Yes," he said with a smile. "I am sure."

They crept into the dark warehouse, Lohith cowering behind Sandeep, both of them peering nervously into the murk. There was movement there, a whir of steel, the exhalation of steam. Sandeep paused.

"Rasputina! Come out, my dear. We only wish to talk. I think you will find this a very interesting conversation."

"What makes you think I am in the market for interesting conversations?" The voice came from the far end of the warehouse. As Sandeep's eyes adjusted, he was able to make out a slight form hidden between boxes. He raised the lantern. The figure flinched away.

Rasputina's eyes were the color of drowned flesh. She was dressed for winter, even though the city was in the clutches of a sweltering summer. She held a mechanical construct in her delicate hands, a cross between a child's toy and a meat grinder, its bladed

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hands twitching against her skin. Sandeep bowed deeply.

"My lady. Your presence in the city is a rare treat. I wondered if I might take a moment of your time?" he said.

Rasputina cocked an eyebrow. "A rare treat? The last time I came into town, the M&SU sent a crew around to 'escort' me right back out. For my own safety, I was told. As if the Guild could make a move against me."

"Indeed. Though I see you are performing an inventory of our fallen leader's equipment. Has your search been... satisfying?"

Rasputina smirked and then waved the construct in her hands. "There is nothing for me here. All clockwork and trickery. Nothing with spirit." She tossed the device into the open crate beside her, to the sound of clashing gears and squealing metal, and then dusted off her hands. "They failed Ramos, in the end."

"Yes, they did. Which reminds me, I never did get to ask you about his downfall. Some accounts have you guiding him to the place of his betrayal. Were you aware of Toni's plans? Or—"

Rasputina cut him off with an angry gesture.

"I have nothing to do with the politics of this city, Sandeep. My only interest is power. You do not negotiate with winter. Either you fight it and win, or you die in the effort. What Ironsides did has nothing to do with me." Rasputina folded her arms and then settled her eyes on Lohith, as though seeing him for the first time. "Who's your friend?"

Sandeep cast a nervous eye at Lohith and gestured graciously. "Lohith Bhatt, recently arrived in our fair city, and heavily burdened with questions that I cannot answer. Considering their nature, and your wisdom, I thought it best to consult—"



"Cut the shit, Sandeep. What's the problem?"

"Mr. Bhatt is a haunted man. Gamin are drawn to him, in a way that I have never seen before. They manifest without being bid. Even on the other side of the Breach, all manner of spirits flock to him."

"How is this a problem?" Rasputina asked. "Most new summoners struggle to eke out the frailest spirit. If he has the gift of proficiency, why should I want to cure him of it?"

"Because I do not wish to be a summoner, miss..."

"Rasputina," she said. "Does my legend not precede me?"

"I know nothing of your world and want less to do with it," Lohith said. "I have a business, and a family, and a reason to get up in the morning that does not involve these demons. That is all I want."

"I did not come to Malifaux because I wanted to, but here I am. And this is the only place I am able to finally express my will, my freedom. Earthside, I lived in chains. Here I am free," Rasputina said. "But I would not be free without power. You have been given power. Do not throw it away."

"Not all chains are iron, Rasputina," Sandeep said quietly. "Your power comes with cost. It always does."

Rasputina sneered but didn't reply. During her speech, she walked closer, trailing a fog of frost in her wake. She paused in front of Lohith and turned to Sandeep. The slightest hint of regret traced her features.

"And what if it does?" she asked. "What does that have to do with this man?"

"What choice would you make if you had one?" Sandeep asked. "December's burden must weigh heavily. Surely you had a life on Earth, before it was taken from you. Would you go back to that, if you could?"

"It was not a happy life."

"And if it had been? If you had a family that loved you, and a home, and a life worth living? Would you still be here, in this company?" Sandeep took a step forward, laying his fingers on the table. "Is your power worth that?"

"Some choices can't be made," Rasputina said carefully.

"So your power can't give you everything," Lohith said. Rasputina glared at him. Lohith flinched under her gaze and then straightened his back. "It may not matter, but I want to make the choice. I want to be the one to decide where I end up. Regardless of what happens."

"It may cost you your life," Rasputina warned.

"This is not my life. This is my body, broken and miserable. My life is with my daughter. I want to give Pria her father back."

Rasputina quietly rocked back on her heels. In silence, she mulled until eventually nodding. "I will help."

Sandeep let out a long sigh, visibly relaxing. He clapped Lohith on the shoulder.

"Where do we start?" Lohith asked. "Is there some ritual we can perform?"

"How does it happen?" Rasputina asked. "In your dreams? In certain weather? There may be an alignment to one of the great powers. That's where we should begin."

Sandeep related the story of the wind gamin and the kite, and the fire gamin in his office. Rasputina listened quietly, glancing occasionally at Lohith, watching his reactions. When Sandeep was done, he pulled out one of the chairs and sat down. Lohith remained standing.

"Considering his reaction to the Soulstone, I think it wise to keep Lohith away from their power, for the time being. At least, until we can be sure he has some control," Sandeep said. "I don't want a repeat of that performance."

"That's not how this works," Rasputina said. "If you wish to banish the gamin from your life, it will be by controlling them. They have no respect for meek avoidance. Running will draw them closer. Cowering will encourage them. You must learn to stand."

"Are you sure? It seems almost foolish—"

"I am sure. December does not respect me, Sandeep. He fears me. We must take him to the source of his problems and teach him to weather the storm. There is no other way."

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"The source?" Lohith asked tentatively. Rasputina nodded.

"We will need a boat. We leave tonight." She marched out of the warehouse, barely giving them time to exit before she drew the door shut. She turned to them and smiled, a feral grin that chilled Lohith to the bone. "I can't wait to get out of this city."



The river rolled black and putrid out of Malifaux. The barge Rasputina commandeered chugged along, spewing an oily cloud out of its chimney and leaving shimmering pools swirling in its wake. The pair of Shastar Vidiya guards that Sandeep brought stood stiff attention at the front, their eyes scanning the shoreline. Sandeep stayed close to them, with Lohith at his side. Rasputina's cultists lounged around the barge, staring icily at the guards, snarling whenever their eyes met. Rasputina huddled at the front of the barge.

"Where are we going?" Sandeep asked.

"The Bastion Hills mine," she responded. "An early interest of the Guild, established shortly after the second opening of the Breach. A meager vein of Soulstones, accessible only by water and a good hike. They were forced to abandon it before a road could be dug."

"Abandon it?"

"Yes. An unmanageable gamin infestation, beyond anything a natural population could explain. The miners insisted the gamin were drawn to the place. What's the phrase you used? Metal filings to a lodestone?" Rasputina smirked. "We may learn something of what's causing Mr. Bhatt's problems."

"Are you sure this is wise?" Sandeep cast a glance in Lohith's direction. "If the place is crawling with gamin, won't they overwhelm us?"

"I think his troubles stem more from fear than anything else," Rasputina said. "Strength of spirit is the key to mastering that fear. And besides, he has two who control gamin at his side. Or are we actually talking about *your* fear, Sandeep?"

"Do not test me, Rasputina. There is a difference between fear and reasoned caution. I do not wish to risk this man's life if it will serve no purpose." "Your friend has risked his life just by coming here. It seems he is willing to pay the necessary price. You could learn something from him."

Sandeep didn't answer. His fingers brushed the cold haft of his gada, the anger trapped within surging briefly through his skin. He took a deep breath.

"We shall see," he mused. "We shall see."

Rasputina directed them to an abandoned dock, whose timbers had long since gone soft and melted into the river. They were forced to wade the last few feet, Sandeep regretting the loss of his wellingtons in the fire as they splashed to shore. The cultists and Vidiya guard stayed with the raft, as much to keep the owner from fleeing as to protect it from marauders. Rasputina, Sandeep, and Lohith gathered the small provisions that they had brought and started the hike into the hills.

"How did they find this place?" Sandeep asked.

"A lucky strike. One of those sad souls who wanders into the wilds of Malifaux, hoping to die, or escape whatever demon drove them there. Once the Guild learned of it, they swept in and took over."

"And the lucky striker?"

"Less lucky," Rasputina answered. "Though the mine's troubles started shortly thereafter, so perhaps he was the fortunate one after all."

The Bastion Hills prospect town lay in ruins. The wooden shelters and plank sidewalks had rotted away, leaving soft remnants in the mud. Lohith peered through the quiet wreckage.

"When did you say this mine was abandoned?" he asked.

"Not ten years. The wilds of Malifaux are quick to reclaim what is theirs. The mine is this way," Rasputina said. Lohith followed closely, though Sandeep lingered.

"I see no signs of a gamin infestation," Sandeep said. "I thought you said the prospect was crawling with spirits."

"The mine, not the town. Here." Rasputina pulled aside a plywood barrier, the wood turning brittle in her fingers. A fell crack in the stone mountain appeared among the bracken. Rasputina rummaged through her pack, finally producing an oil lamp, which she lit and handed to Sandeep. "Stay near."

The interior of the cave was cold and damp, even in the heart of summer. Sandeep's flickering lantern cast sharp shadows across the stones. Glittering Soulstone dust covered the floor and walls, the remnants of the strike, though the spent dust carried no power on its own.

"The Guild must have been desperate to scramble through these rocks for such a meager vein," he whispered.

"The Guild doesn't hold the lives of their slaves in high regard," Rasputina said. "Even meager power is worth the risk. It was only when their guards began to die that they pulled out."

"Is it wise for us to be here?" Lohith asked.

"You left wisdom behind when you crossed the Breach," Rasputina answered.

The tunnel burrowed deep into the earth, twisting and winding as it followed the excavated Soulstone vein. Finally, they came to a shaft that led straight down. Across the chasm, the tunnel continued straight and seemed to widen soon after. Sandeep stood at the edge of the pit, looking down. A set of rusty iron rungs led into the darkness.

"I do not fancy climbing down that," he said. "That ladder looks as likely to collapse as hold our weight."

"You would have trouble catching your breath, old man," Rasputina said. She tossed a pebble into the pit. Ripples washed away from it as soon as it crossed the open floor, and then the pebble floated lazily down, until it disappeared. The pit was flooded with water so clear and so pure, it was impossible to see. Sandeep took a step back.

"So we're not going that way," he said.

"No. Our path lies ahead." Rasputina stepped to the edge of the pit, closing her eyes and spreading her fingers to the ceiling. "As soon as I make the way."

The already chill air took on winter's bite. Sandeep's breath grew jagged in his chest. A wave of frost stretched out from Rasputina's feet, covering the clear pool of water, freezing it solid. When the cold passed, she stepped out onto the ice. "We mustn't tarry. Something is hindering December's touch. I'm not sure how long that will hold."

"Hardly reassuring," Sandeep muttered to himself. He escorted Lohith across the ice and nearly stumbled

into Rasputina. The young mage was standing agape in the entrance to the next chamber.

"I think I've found the problem," she said.

The narrow tunnel opened up into a broad cavern. The roof was lost in a bristling thatch of stalactites that dripped with sulphurous ooze, and the walls were jagged, frequently cut with crevices and cracks that ran through the floor. A dim vein of Soulstone sketched it way through the opposite wall. Its weak aura flickered in the darkness, the last vestiges of the mine's strike, hardly worth scratching out of the stone.

"No wonder the Guild abandoned this," Sandeep said.

"It draws me," Lohith whispered. "Such power... such brilliance..."

"Are you blind? There is barely a fleck of Soulstone there."

"No, he's right." Rasputina held the lantern high, casting bright light across the cavern. "There is power here, buried just beyond the rock. Power and trouble in equal parts."

Gamin of darkness and earth slouched around the chamber, dripping out of the cracks in the walls and clinging to the narrow stones above. Their shadow dark bodies merged with the stones, swallowing the light from Sandeep's lantern, their eyes glittering. For a brief moment, the gamin shied away from the light. Then, as one, they turned and started lumbering toward the trio.

"This was a mistake!" Lohith shouted. Sandeep grabbed him by the arm before he could run.

"We have come this far, and we will stay with you. Trust me! You didn't come to Malifaux to run away." Sandeep handed the lantern to Lohith, then swung the gada into his hands, the heavy brass smacking against the palm of his hand. "There is always struggle before rest."

"All we need to do is hold them off for a bit. If your friend can draw energy from that Soulstone, I'm willing to bet he will gain control of his talent." Rasputina flicked her fingers, and an aura of frost enveloped her. "You get him there. I will draw the attention of the gamin."

Sandeep dove forward, swinging his gada in wide, scything arcs around his head. The gamin scattered,

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shadow and stone shattering under the mace's weight. He fought his way forward, inch by inch, keeping his mind settled and his form aligned to the spirit in the gada's heart. Banasuva struggled against his control, trying to fill Sandeep's mind with rage.

"Not now, my friend. There is a time for anger. Not now," Sandeep whispered. The spirit roared under his hands, but he held it in check.

Behind him, Rasputina lashed out at the crowds of gamin. Lances of ice darted through the air, exploding into clouds of cutting frost that froze the gamin in place. The air hung with glimmering shards of ice, reflecting the light from Lohith's lantern. Sandeep pressed forward.

A clutch of gamin rushed him, scrabbling at him with black-limned claws, hoping to overcome him with their numbers. Sandeep laid the head of his gada into the face of the first gamin and then slid the long haft of the mace through his hands, spearing the second gamin in the throat. The spirit burst into wisps of lingering shadow, each one sizzling against the stone as they settled to the floor. The third gamin grabbed Lohith by the shoulders and, roaring, tried to close its gaping maw over the man's head. Lohith screamed, lashing out with the lantern, crashing the brass cage against the shimmering darkness of the spirit's face. The gamin hissed and skittered back, right into Sandeep's mace.

"Be careful," Sandeep snapped. "Without that light, they will surely overwhelm us!"

There was no time for apologies. The further into the cavern they fought, the thicker the resistance. Gamin reached out of the stone floor to grasp at their ankles or slithered from between rocky pillars to claw at their eyes. Sandeep kept them at bay, but by the time they reached the Soulstone vein, both he and Lohith were bleeding from a dozen wounds. Sandeep turned his back to the vein and prepared to defend Lohith. The gamin swarmed just out of reach, taunting him.

"Quickly. Touch the stone and draw its power. If Rasputina is correct, it will allow you to control the gamin." One of the spirits of darkness flowed forward, its limbs liquid and fast as lightning, its mouth a constellation of tiny teeth. Sandeep caught the squirming gamin with the haft of his gada, pushing it away as the spirit's claws danced over his chest. Sharp pain filled his head, and Banasuva's rage nearly overpowered him. He shoved the gamin back, crushing it with the gada as it fell away.

He whirled on Lohith. The man was standing tentatively beside the Soulstone vein, one hand at his mouth, the other gripping the lantern. His face twisted with uncertainty.

"There is no time to fear, and less to waste!" Sandeep shouted. "She has brought us too deep. If you don't learn to control this, it will destroy you. It will destroy all of us!"

"All I want is to escape out from under this burden. I don't want to fight, or summon, or have anything to do with this. With any of it!" Lohith threw a startled look at Sandeep. "You're trying to force me! To change me! I am not a warrior!"

"None of us are, until we don't have a choice. Now, if you want to live—" Sandeep shrugged off a gamin that was trying to drag the gada from his hands, knocking it to its back and grinding the brass head of the weapon into the creature's chest until it popped open. He turned back to Lohith. "If you want to live, you must fight! Now!"

Lohith tore his frightened gaze from the destroyed gamin, then closed his eyes and placed a hand on the Soulstone vein. The thin fingers of the vein pulsed at his touch. A brief light shone in the heart of the Soulstone, and then a coruscating mist swirled around Lohith, enveloping him. The gray rock that held the vein started to crumble away.

"Yes, I can feel it. I understand. It is like... like breathing underwater. You do not force breath from your mouth but release it." Lohith's voice took on a dreamy quality. As he stood there, the thin remnants of the Soulstone vein grew, emerging from the rock like a thunderhead growing over the mountains. Lohith breathed deeply, in and out. The light that danced around him stabilized, marching to his heartbeat. Sandeep stared in wonder at the hidden Soulstone.

With a howl, the mob of gamin rushed forward, overwhelming Sandeep. He raised his guard too late, and the force of their charge sent him tumbling to the ground. But the spirits weren't after him. They scrambled over his fallen body, shadowy claws digging into his flesh as they leapt toward Lohith.

And toward the stone.

Lohith turned toward them. His eyes glowed with the same brilliant light that swirled at the center of the Soulstone. He raised his hands and gestured.



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The gamin fell back from Sandeep, watching Lohith with glittering eyes. Lohith smiled, then started to laugh. The sound shook the cave walls.

"Well done, Sandeep," Rasputina's voice came from the mouth of the cavern. As the crowds of gamin parted, she walked toward them. Though she looked battered, it seemed that Rasputina had survived the worst of the attack with little harm. "Now, if we can get him to commune with them, we might even be able to reclaim this place. Tell me, Mr. Bhatt, what you feel of the vein's potential."

Sandeep stood warily, watching Lohith. The power washing off the man was too much for any mortal to hold.

"It is deep. Deep and wide, flowing like a river... like a flood." Trouble flickered over Lohith's face, and then pain. "It is drawing me to it."

"You must bend it to your will," Sandeep said. Lohith's eyes flickered, and his face grew slack. "Lohith! Can you hear me? You must fight it if—" Sandeep never got to finish his sentence. Lohith screamed, and then his hand disappeared into the stone. The luminescent fog hardened, becoming bands of burning light. It drew Lohith into the stone like quicksand.

"No! I won't let you—" Sandeep grabbed Lohith's shoulder, but the contact filled him with pain, and he fell to the ground, twitching and mad. When he had regained himself, all he could see of the man was his face pressed against the surface of the Soulstone. His mouth moved in silent supplication, the tears streaming from his eyes swirling with arcane power. Rasputina stood mute, staring at the vein.

"What have we done?" Sandeep muttered. "What have you done, woman! You've killed him."

"He wasn't strong enough," she answered. "I thought it could be done. I thought it could be controlled."

"We have to get this stone out of here, get it back to Malifaux," Sandeep said. "If I can study it more proper conditions, I might be able to save him."

"If we stay here, we'll die as well," Rasputina said. She looked back at the mob of gamin. As they watched, tendrils of bright light burrowed through the flesh of the nearest spirits. Their bodies twisted and grew until they were facing a horde of golems, rather than gamin. She raised her arms and gathered frost into her fists. The golems shifted forward,

slow at first, as though waking from a long sleep. But their massive forms brushed the ceiling of the cave. There was no escape.

Sandeep glanced back at the stone. Lohith's face hung just under the surface of the Soulstone, his eyes wide with horror, fingers scrambling against the stone. The vein was pulsing with power, drawing the golems toward it. With each wave of energy, Sandeep heard Lohith's pleas, the last screams, echoing through his skull. He gritted his teeth and took the gada fully in his hands.

"A time for anger," he whispered, and Banasuva responded in kind.

Seeing what was coming, Rasputina raised her arms and shook the mountain. A blast of cold wind roared through the tunnel, freezing the golems, turning the air to knives. The ceiling shook and dozens of smaller stones fell from the darkness, shattering against the floor. The cavern twisted and started to come apart.

"Quickly! Before they recover!"

"Do not command me! I will destroy every one of these monsters and grind their spirits into dust!" Sandeep's voice echoed with thunder and fury. He could feel Banasuva's presence, but the spirit would not manifest. The tension between potential and eruption was tearing Sandeep apart. He tasted blood in his mouth and felt ash in his veins. He struck out at the nearest golem, splintering the creature's arm and knocking it back.

But there were too many; their power was too great. For every gamin he shattered, two golems filled the gap. Sandeep was slowly forced away from Lohith's struggling form. He stared in powerless horror as the man disappeared deeper into the Soulstone vein.

"You do not have the power you think!" Rasputina shouted. "Now flee!"

Sandeep hesitated, and it nearly cost him his life. Rasputina roared, drawing all her might into the room and then pushed outward. The cavern groaned and buckled, then began to collapse. Stones as big as horses fell from the ceiling, crushing golems, nearly choking off the passageway. Rasputina ran, disappearing into the clouds of dust that rose from the collapsing cave.

Sandeep gave one last mournful glance back at the Soulstone, but its shimmering surface showed no sign of Lohith Bhatt. The man was gone, and his spirit was trying to kill them all. With Banasuva's fury gone, Sandeep sheathed the gada and dashed into the tumult of falling stone. The golems lashed out at him, but the wily master danced through their gauntlet, emerging in the tunnel beside Rasputina. The woman led him over the still-frozen chasm. Sandeep's feet skidded as he ran across the ice, but then he was in the cramped tunnel beyond, his arms scraping the stone, the ground underfoot flooded with scree.

After that, it was a mad dash through the tomb of the earth. They emerged into clear air just as the tunnel collapsed, spraying them with dust and shards of stone. Sandeep rolled to his feet and drew the gada.

"You tried to use him," he hissed. "He came to us for help, and you tried to make a weapon of his soul!"

"Yes," Rasputina answered. She eyed the gada but made no move to defend herself. "As did you. Surely you didn't buy that nonsense about learning control. That man was dead the moment he walked into Malifaux. It was only a question of whose hand landed the blow, and whose purpose it benefited. You could have sent him home with a charm to ward the gamin, or simple instruction. But you came to me."

"Because I trusted you. And he trusted me."

"Well, that's your mistake." She turned to the collapsed entrance and shrugged. "And his as well, apparently."

Rasputina brushed past him, leaving Sandeep to rage at the empty mine and his own guilt. He stood there a long time, until dusk started to drift into the horizon and the air grew chill. Then he turned and marched down to the raft.



The package was wrapped in bright paper and came on the day of the cremation. They had no body to burn, and so Pria and her mother gathered her father's things and laid them on the pyre. It was the best they could do and far from enough. Once they had cleansed themselves from the smoke, they returned to their quiet home to find the package waiting for them.

"It has your name on it," her mother said. Pria buried her nose in her sleeve, breathing deeply of the smell of incense and woodsmoke. She shook her head.

"I want nothing to do with that place. Malifaux took my father. There is nothing else it can give me," she said sharply. Her mother sighed and tossed the package in the corner, then went to make their dinner.

It wasn't until late that night that Pria returned to the package. She had been lying in bed, listening to the wind blow, and thinking of her father. She placed the package on the table and unwrapped it, refusing to look at the return address, or the name of the sender. She did not want to harbor bitterness toward any man, and she knew she wouldn't be able to forget the name that had been with her father at his death.

In the dim light of the dining room, Pria slid the paper away, folding it neatly and then opening the box. There was a slip of paper on top, a note written in a clean hand. It read:

The wind took your father, and the wind shall hold him, until you meet again.

Beneath it was the most beautiful kite Pria had ever seen. The struts were carved in beautiful relief, and the paper was the thousand colors of dawn sky, carefully painted to look like mountains and sun and crowning clouds of gold. She took it delicately from the box and held it up. Her father's name was hidden in the ink, like a gust of wind.

Pria turned and placed the kite gently on the fire, watching until the cinders disappeared up the chimney and the wooden struts were nothing but smeared ash. Then she went to bed and slept comfortably through the night.





ME SEPON

DEAD MAN'S CLOCK



by Tim Akers

Caspan ran the last twenty yards at a dead sprint. The bulls were hot on her trail, maybe two minutes behind, and they had a pack of those iron dogs with them. The bulls she could outrun. No one outran the dogs. She needed to find someplace to hide. Or better, she needed to find that sonuvabitch Thomas, and beat him into a bloody pulp for ditching her back at the warehouse.

Everything had been going so well. They had slipped into the Guild warehouse without drawing the attention of the guards. She and Thomas even made it into the archives. Thomas was halfway through the spell his contact in the Union had given him when things started going sour. The big oaf had triggered some kind of alarm, and that bitch with the tattoos and big damn sword found them. One of those Witchling Handlers. One look at the runes on her sword and the crawling ink of her tattoos, and Thomas had booked it out of there, leaving Caspan behind to deal with the consequences.

"Gonna kill him," she muttered between gasping breaths. "Find him, cut him, kill him. Bastard leaves me behind like that. Start with that damned smile and cut from there. Damn it."

Caspan hammered into the shelter of the leaning water tower and slid to a halt. There was something in the skies, circling slowly among the stars. The red dot of its eye flickered over the rooftops. *Watcher*. Whatever Thomas had been up to, it had drawn the Guild's full attention.

"Easy smash and grab, eh, Thomas?" Caspan muttered to herself. "This doesn't feel so easy." A strange murmur rose at the other end of the courtyard. Caspan tucked herself against the base of the water tower. The silver glint of the cat-like profile of one of the mechanical hunters flashed along the courtyard's perimeter, heavy paws clattering against stone as it trotted through the shadows. Fear gripped Caspan's heart. Not fear of getting caught; she had faced the law before. Rather, it was fear of those machines... so nearly alive, yet heartless, dead glass eyes whirring as they scanned the courtyard. She gripped the tiny revolver in her jacket. Five bullets for the dog. One for herself. She'd rather die than be caught by those things.

But the hunter was not the source of the murmur. Moments after the iron hound appeared, it was joined by another shape, this one hunched and awkward, lurching into the moonlight. A heavy gray cloak and hood covered its form, and a two-handed sword stretched over its shoulders like a crucifix. Its head twitched from side to side, scenting the air. Stalkers! What the hell?

Caspan pried her fingers off the revolver and crept... slowly, so very slowly... around the water tower. As soon as she was out of sight, she started running again. She imagined she could hear the Witchling

Stalker chasing her, its shrouded, snuffling face inching closer, but she dared not look back. The farther from the courtyard she got, the faster she ran, trading stealth for speed.

Sliding around a corner, Caspan raced down a narrow alleyway. The warehouses faded into residential buildings. She zigged and zagged her way through back alley dumpsters and piles of discarded refuse. Something was following her. She could hear it crashing through barrels. Whether it was an ironbright hunter, one of the stalkers, or something else entirely, she couldn't tell. She just tried to run faster and faster.

At the end of the alley she leapt over a fence, rolled into a backyard, and barreled into a trash can. The resulting clatter drew barking dogs. A light went on in the nearest house. She ducked through the tiny garden that lined the yard, snagging her coat on brambles before slithering through the opposite fence and into the next lot. This place looked abandoned. She risked running down the side of the house. Maybe she could force the door and find someplace to hide inside. Maybe... maybe...

She was nearly to the door when a big hand reached out of the shadows and grabbed her. Caspan's shriek of terror was cut short, the figure's sweaty palm clapping down on her lips as it pulled her into the darkness. She struggled, but strong arms wrapped around her chest, pinning her in place.

"Caspan, you idiot, it's me!" Thomas' voice hissed in her ear. She went limp with relief, followed by rage. She bit into the meat of his palm. He grunted and pulled it away. He dropped her, backing away. She could just make out the shape of the fledgling wizard. Caspan drew her pistol. "Where the hell did you go?"

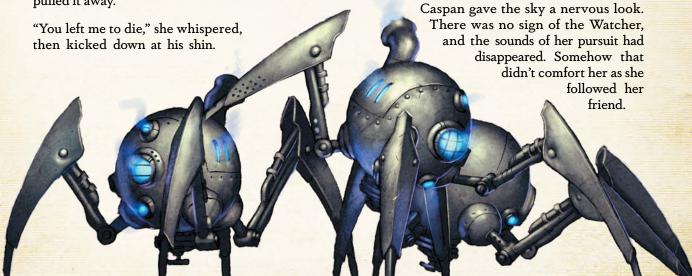
"I'm sorry, Cass. I just... I couldn't face her. I couldn't face that Handler. She would have ground my soul into ashes and burned them into her ink. You have to understand," he answered. For a big guy, Thomas could sound awfully small. "I'm glad you're okay. Honest."

"Yeah, well. No thanks to you." Caspan dropped the barrel of her pistol. "So now what? They're on my trail."

"My trail, actually. The Master said this could happen. They can smell the magic in my blood." Thomas sounded miserable. Cass had never met his mysterious *master*, though she had seen the things the man had given her friend, the artifacts and spells that were supposed to draw his magical potential to the surface. She couldn't help but feel like Thomas was being manipulated.

"Your blood or mine, they're almost here. We need to find someplace to hide," she answered. "I was about to break into this place. Come on. The front door should be easy to crack." She started to turn away, but Thomas grabbed her shoulder and pulled her back. "What the hell, man?"

"This is one of his places," Thomas whispered. "He gave me a map. Made me memorize it, then he burned it. We should be safe here. But the front door is trapped." He turned away, disappearing deeper into the shadows. "Follow me."



The hidden entrance was situated at the base of the house, among the shrubs. It was a tight fit; Thomas squeezed through first before helping Cass inside. They dropped into complete darkness. The air smelled like mildew and machine oil. Thomas muscled the hidden door back into place, then sparked up his hand lantern. Caspan turned around and nearly lost her heart.

The room was full of cold, dead eyes, all watching her. Rack after rack of spider-limbed constructs, their steel jaws hanging slack, razor-tipped talons resting limp against the stone floor. They hung from the ceiling like racks of meat. She took a step back and bumped into Thomas.

"It's all right. Storage, for the revolution," he said. His hand fell on her shoulder, and Caspan jumped into the air. Thomas' warm chuckle calmed her. "They're switched off, kid. Nothing to worry about. And even if they weren't, they're on our side. Come on. There's supposed to be food and warm beds upstairs."

Thomas strolled between the hanging racks of constructs. His broad back strained the hems of his purloined velvet coat, and the oil-stained calluses of his hands sparkled with stolen rings. Thomas was no one's idea of a mage, not even in the filthy streets of Malifaux.

Caspan followed him through the basement, her eyes down and finger twitching against her hidden pistol. He brushed a few cobwebs aside and hurried up the stairs. Caspan lingered. There was a large machine at the base of the stairs with a glass face and a clock behind it, suspended in some kind of murky liquid. She tapped the glass.

"Thomas? What's this thing?" she asked. He paused and twisted around to get a better look.

"They don't have clocks where you come from, Cass?" he asked with a smirk. "Amazing that you can tie shoes. And look, up here, indoor plumbing! A miracle of modern technology! Stop screwing around."

"If it's a clock, why's it running backwards?" she asked, but Thomas had already lumbered up the stairs and was rattling through the kitchen, looking for food. She peered up the stairs. "Thomas?" He didn't answer. She hurried after him, afraid to be left alone with all the dead, metal things in the basement.

True to his word, there was food and a handful of warm cots, stacked barracks-style on the first level.

The windows were sheathed in heavy lead, disguised to look abandoned, allowing free movement throughout the safehouse. Caspan gathered up a handful of dry crackers and a tin of cheese and then wandered through the rest of the house. It was neatly kept and smelled like stale sweat and burning dust. She paused beside the front door and stared at the trap designed to keep the house safe from intruders. It was a complicated mixture of flamethrower and hurling darts. She let out a slow whistle.

"Glad I didn't screw around with that," she said. She scooped a mouthful of gritty canned cheese onto a cracker and popped it into her mouth. "Last thing I would have done."

"Hey, there's wine!" Thomas yelled from the kitchen. Caspan winced, wondering how soundproof the walls were and if the Witchling Stalkers were still skulking around outside. Thomas appeared in the hallway, brandishing a dusty bottle and two glasses. "Decent stuff, too."

They sat at the kitchen table. Thomas screwed up trying to uncork the bottle, breaking off the top of the cork. Eventually, he gave up and just pushed it down into the bottle before pouring out two heavy glasses. He lifted his high in the air.

"To better days," he toasted. Caspan grimaced.

"Better days." She took a sip of the wine, which was bitter and gritty with cork, but better than anything she could afford. "Who are these people, Thomas? What kind of crew have you gotten mixed up with? Who keeps dead constructs and good wine in empty houses?"

"I told you. They're with the Union. Master picked me out of the barrow line. Said I had potential! Said I could go places!" Thomas drained his glass and poured another. "You gotta admit, this is some good wine."

"I worry about you, Thomas. Worry that you don't know what you're getting into. And worse—" Caspan's heart jumped into her throat. Something scraped against the floor under her. "Did you hear that?"

"What I heard was a sourpuss, jealous that I'm finally getting somewhere in life. We can't all be mudrats our whole lives, Cass. Just because..." He trailed off, cocking his head. A loud thump came from downstairs. Caspan jumped to her feet. Her glass of wine shattered against the floor. Her pistol jumped into her hand.

"They found us," she whispered. "They found us they found us."

"Now, be calm," Thomas said. He unfolded from his chair, narrow eyes locked on the basement door. "There are alarms, and the walls are shielded. We're as safe as babies."

Another crash echoed through the house, this time shaking the dust from the ceiling. Thomas slipped his cudgel from his coat. Before his new identity as a mage, he had served as a strike enforcer. He held out his other hand, signaling for quiet. He crept to the door, Caspan just behind him. Together, they opened the basement door and shone the light from Thomas' lantern into the darkness. When nothing jumped out at them, Thomas crept down the stairs. Caspan stayed at the top, covering him with the tremoring barrel of her tiny pistol.

Once at the base of the stairs, Thomas stopped and looked around. After a few tense moments, he gave a mighty shrug and turned back to Cass.

"Nothing to see. The door's secure, and everything else is as right as—"

A spider dropped from the ceiling, its writhing steel arms glinting in the dim light from Thomas' lantern. Its appendages closed on his head, talons burrowing into his chest as its armored body crushed his forehead. He gave a single startled cry before the construct's snaking limbs reached his lungs, filling his mouth with blood. He dropped to his knees, dead before he reached the floor.

Caspan, mouth agape, heart stopped, squeezed off two quick shots without aiming the pistol. The construct whirled to face her. Its single eye, red and flickering with malevolent light, locked onto her. That was enough to shock her out of her stupor. She raised the pistol, sighted along the barrel, and emptied the cylinder into that eye.

The bullets pinged off steel and glass. The construct disentangled itself from Thomas' corpse, tearing through meat and bone, spilling blood across the stairs. It skittered up the steps, scoring the wood as it advanced. Another spider dropped from the ceiling behind it, then another. Elsewhere in the house, plaster fractured like eggshells as constructs burst from the walls.

Caspan screamed and ran. In her panic, she hammered up the stairs to the second story. The house moaned as it birthed new constructs, tucked away into its framework. Some kind of clockwork worm tunneled out of the wall, flopping onto the stairs behind her. Its head was a spinning screw, bristling with barbed teeth. Blindly, it thrashed toward her.

She passed the second story and continued into the attic. All rational thought left her. Shadows loomed out of the eaves as she reached the top of the stairs. A single light flickered on as she slapped at the switch. The close rafters of the ceiling crowded down at her. She crawled to the farthest corner of the attic. Gripping the pistol in both hands, she dumped out the spent shell casings and started feeding fresh rounds into the cylinder.

Metal scraped against the attic door. Caspan jumped, and several of the loaded rounds clattered out of the pistol, spilling into her lap. She pinched them in trembling fingers, trying to line up the cylinder. A metal claw punched through the cheap wood of the door. She screamed. Tears streamed down her face. The spider extended its multitude of scissoring limbs through the hole, planting taloned feet on the floor. It pulled its body through to loom over her. Its eye, unblinking and bright, stared directly at Caspan.

The bullets slipped through her fingers like sand. The construct loped closer. She wiped the tears from her eyes and stared at it. The last bullet slid into the cylinder. She slapped it closed and raised the pistol.

Six rounds. But she would only need one.



Joss stood outside the blackened house. Guild fire crews swarmed over the wreckage. The houses on either side were charred, and the constant line of medical wagons crowded in the narrow street told the story he needed to hear. The bodies stacked against the curb were mostly Guild guardsmen, but two of them, the most traumatically damaged, were dressed like civilians. Joss knew better. Anyone inside that house belonged to the Union, whether he could identify the bodies or not. The ruined frames of steel arachnids filled the yard. He had to get out of here before they recognized him. Shrugging deeper into his cowl, Joss hurried down the street to a waiting carriage. Once the door was shut and the curtains drawn, he rapped on the roof. The driver snapped his reins and pulled into the street.

"So?" Kimber asked. She was an M&SU hall boss, charged with maintaining the Union's assets in the area. "Another one?"

"Yeah," he said. "Fourth safehouse we've lost. The stored constructs went berserk. Looks like there was someone inside when it happened. You got assets active in the area?"

"Nothing on my schedule. But Ramos didn't share all his plans with me," she answered. "Including the ones where his constructs go nuts and tear everything down around them." "He always had something going on. How many other safehouses do you maintain?"

"Three in this district. Two more near the docks. But none of them have construct racks. That I know about."

"That's the rub. *That we know about*. Ramos had caches all over the city. Someone must have a record of that."

"Sure, someone does. And that someone is sitting in a jail cell, waiting for a Guild judge to take his head



"Too much going on," Joss answered. "With Kaeris and Ironsides... no, we can't slow down right now. We need to keep pressuring the Guild. I'm pretty sure that's the only thing holding us together right now."

"Then what? We're supposed to just wait it out, while Ramos' little bombs keep going off in our facilities?"

"Maybe we get someone to Ramos. Get him to spill the beans," Joss said. "Surely he doesn't want the Union to tear itself apart in his absence."

"I think that's exactly what he wants," Kimber said. She emptied the flask and tucked it mournfully back into her coat. "The vengeful sonuvabitch."

"That's my boss you're talking about," Joss said. Unconsciously, he rubbed a meaty palm over the pistons of his biceps. The raw flesh of the connection still burned, even after all these years. Ramos had saved his life, been his mentor, even his friend. But the old man was gone, and the Union had to keep moving forward. "Take us to the mines. There are some people I need to talk to."



The faces around the table were familiar, but largely unrecognizable to those not in the know. They made a career of not being famous. The Union needed that, needed people who could make decisions without being particularly known. Leave it to the likes of Ironsides and Kaeris to draw the attention of the Guild. Leave it to Colette to attract the eye of the crowd. Leave it to the leaders to make the big decisions, the big plans, the dreams for tomorrow.

And leave it to people like Joss to get shit done.

"I don't understand the problem," Havier said. He was one of Langston's pals, a backwoods prospector who sought out the traces that the Guild would later exploit. But sometimes he gave an early word to the Union, and they got access to untraceable Soulstone for a couple of months. "These bombs... not actually bombs, are they? And most of your safehouses are in Malifaux City. Sounds like perfect chaos to me."

"How is it not a problem?" Kimber asked. "These are Union assets getting torn down, and Union people dying when it happens."

"From what Mr. Joss says, those spiders killed a dozen Guildsmen, maybe more. And only two Unionists in trade? That's a good exchange." Havier stretched his arms over his head and smiled. "I'll take that rate any day of the week."

"Does anyone even know who those two were? What they were doing in a Union safehouse?" Ernst asked. He was part of Colette's security detail, a round bruiser of a man. He looked around the table skeptically. "If we've got operations going on that no one even knows about..."

That was met with silence. Finally, Joss cleared his throat and spoke.

"We all know Ramos was a slippery man. A good boss, and good to have in your corner in a fight, but he ran his own game. Sometimes we were part of it, sometimes not. Could be he gave orders before he was taken that are still playing out. Is all I can figure."

"And these traps are clearly his. A deadman's switch against betrayal," Kimber said.

"Betrayal? What if the Guild had arrested him without Ironsides' help? Or what if he had been killed?" Ernst asked. "Feels shortsighted for the old man. We lose our boss one day, and the next all these assets are getting blown up."

"There must have been a backup," Kimber said.
"Someone who is still loyal to Ramos who would have gone around and disarmed them."

"Dozen people fit that description. Kaeris for one," Joss said. "And if she's not moving to end this, it either means that there was no backup, or that person has decided to not step in. I swear, if we don't fix this, the Union is going to come apart from the inside."

"I think I know where might be next," Langston said. It was the first time he had spoken the entire meeting. Hunched into the corner of the room, the massive figure of Howard Langston shifted closer to the light. "There's a courier route that starts on the north side of the city and heads to the river. Ramos usually took it himself, but sometimes he'd ask for a guard detail. Loyal men only."

"Loyal to him, or loyal to the Union?" Kimber asked. Langston only answered with a shrug. "You ever go with him on this route?"

"Once. Back a year ago, when the Guild was really pushing on our dockside operations. Lots of patrols out, and Ramos didn't have time to sneak around. Took a whole crew. The old man made it clear the run couldn't wait, no matter how dangerous it was."

"And these safehouses, the ones that we've lost," Joss said. "Were they on the route?"

"All four of them. Maybe a dozen more. But that's not our biggest concern," he said. "There was one more place." Langston slithered a sinuous tentacle over the table and dragged their makeshift map a little closer. He tapped a razor-sharp finger against the paper, digging a rut in the table. "A warehouse, just east of the tracks, where they run close to the

"And you didn't mention this before now because..."
Kimber asked, arching an eyebrow.

"No one asked," Langston said. He glanced at Joss, his placid face unreadable. "And some debts are not so easily repaid."

Joss nodded. He and Langston both owed their lives to Ramos. Not just their lives... their bodies, their strengths, their places in Malifaux. If Ramos had entrusted him with a final secret and asked him to keep it, no matter who asked, Joss knew he would still be holding that secret. He looked Langston over.

"Any idea what's in that warehouse?" he asked.



"Many constructs. And the Soulstone to keep them going for a long time."

"Always knew that bastard had a secret army stashed somewhere," Kimber said. She reached for her flask, remembered it was empty, and then started drumming her fingers on the table in frustration. "And how soon will they go off?"

"Soon," Langston said. "All the clocks were set to expire within a week of each other."

"Then that warehouse might already be active. If it's enough to both crack open the quarantine and disrupt the tracks..." Kimber glanced at Langston. The big man nodded. "Then we need to head this off before it gets out of hand."

"And how are we supposed to do that?" Havier asked. "Even if we know which warehouse it is, we don't know the code to disarm the doomsday clocks. And it might already be too late for that."

"You leave that to me," Joss said. He stood up, hefting his axe in his hand. "I'll need half a dozen good bodies. Langston, if you'll—"

"I can't," Langston said before Joss could finish his thought. The room went still. He looked around. "These constructs are all that remain of Ramos. If it was his will they become active, then I won't violate that will."

"They're killing Union members, Langston."

"Then we stay clear of the safehouses for a while," he answered. "I will not participate in the destruction of Ramos' property, nor his plans."

"They're just machines," Kimber said sharply. "Why does it matter?"

"I am little more than a machine." He shifted slightly in her direction, metal talons scraping loudly against the floor. "And a product of Ramos' will. Will you deactivate me, if I become... inconvenient?"

The room grew tense. Joss held up a hand.

"Let's not overreact, Langston. I don't like it either. Ramos was dear to me. The politics of this is... well, it's shit. But we can't let those things tear us apart."

"No," Langston answered. "We cannot."

Without another word, he turned and left the room. Joss watched his friend's piston-riddled back flex as he hunched through the door, then disappear. When he was gone, the remaining cabalists sat in dumb silence.

"Well..." Havier said after a while. "Someone must've pissed on his hinges."

"He's not taking Ramos' capture all that well," Joss said. "Best we leave him alone."

"Best we keep an eye on him, you mean," Kimber said. She turned to Joss. "I can provide you a crew. What's the plan?"

"If we can get to them before they get out of the warehouse, it should just be a matter of containing the threat."

"And if you can't?" Kimber asked.

"I will," he answered. "I will."



The warehouse was easy enough to find. Even without Langston's directions, Joss could have walked straight to it. After all, there was only one building that close to the tracks that was surrounded by a full Guild cordon, complete with several Guardian constructs and three of the hated Riotbreakers, their metal heads towering over the mobs of guardsmen. The building was innocuous enough, a two-story clapboard structure with boarded up windows just under the eaves, no more or less interesting than anything else on the street. But Ramos knew his business when he chose it. It was the perfect place to put an army of out-of-control constructs if you wanted to cause mass chaos. Elevated tracks crossed the road right in front of the warehouse's entrance, and the blinking warning beacons of the quarantine wall winked less than a block away. An incident here would disrupt the valuable Soulstone shipments out of the city while also creating a rupture in the quarantine wall. Joss rapped on the roof of his carriage.

"This is close enough. No reason to startle that lot," he called to the driver. They rattled to a stop, giving Joss the opportunity to get out. He peered down the street at the milling guardsmen. He settled his poncho over his shoulders and tucked his axe tightly against his back.

"You want me to fetch more boys, boss?" the driver asked.

"No, take the rest back." He looked down the length of his caravan. Kimber could conjure a good crew at the drop of a hat; he had to give her that. But they were no longer necessary. "We're not going to be fighting today."

"You're just going to leave this to the Guild?"

"If the Guild wants to lose a lot of blood on this, that's their choice. I just want to have a conversation." He scribbled some instructions on a notepad, then tossed it up to the driver. "Give that to Kimber if I don't come back. We'll need someone to spearhead a strike against the remaining caches. She's as good a choice as anyone."

"Sure thing, boss," the driver said. Then he flicked his reins and led the carriage down the street. When the man was gone, Joss cracked his knuckles and started walking toward the Guild cordon.

The Guild operation was a well-oiled machine. Watchers circled the block overhead, and packs of hunters loped around the perimeter of the cordon. The skirmish line itself was held by a dozen Guardians, interspersed with Riotbreakers. The flesh and blood Guild Guardsmen were nearly outnumbered by their metallic companions. It gave Joss a pretty good idea whom he would find running this operation.

As Joss approached the thickest part of the security line, one of the Riotbreakers swiveled its thick head in his direction. It peeled away from the cordon and tromped toward him. Joss slowed down, keeping his hands in the open. When the construct was a dozen feet away, it settled onto its haunches and deployed a loudspeaker the size of a garrison's four-pound cannon.

"AUTHORIZED PERSONNEL ONLY BEYOND THIS POINT. PLEASE RETURN TO YOUR DWELLING OR PLACE OF BUSINESS AND AWAIT FURTHER INSTRUCTION. THANK YOU FOR YOUR COOPERATION."

"I just need to talk to your boss," Joss said. "I have something he might like."

The Riotbreaker sat motionless for a ten count, then shifted slightly and renewed its declaration.

"AUTHORIZED PERSONNEL ONLY BEYOND THIS POINT. PLEASE RETURN—"

It broke off with a squeal of static, cocking its head back toward the cordon. Heavy footsteps sounded behind the juggernaut's squat frame. Charles Hoffman rounded the corner, his limp legs dangling beneath the braces of his metallic suit. He was carrying a clipboard in his hands.

"If you're looking for Ramos, I'd be happy to take you to him," Hoffman said with a smirk.
"We would have to confiscate that axe, though."

"No thanks, Hoffman. I think you know why I'm here." Joss tipped his head toward the warehouse. "This place is Union property."

"Then I'll be sure to charge the M&SU for any damage to Guild equipment that results from this little incident," Hoffman said. He turned to the side, giving Joss a view of the operation. Beyond the cordon, a handful of Guild engineers were disassembling a Union construct. Its armor was charred, but it did not appear to have taken critical damage.

"You're deactivating them?"

Joss asked.

"Yes. As long as they have not stirred from their slumber, I am able to tame them quite easily. That one woke when we entered." He displayed the clipboard for Joss to see. "But the rest remain docile. We should finish up by end of day."

"How many?"

"Several dozen. There's a particularly large construct nestled at the center. A real behemoth.

We should—"

"No, no, how many have you deactivated?"

"Just the one," Hoffman said, creasing his brow at Joss's agitation. "I want to take my time. Register everything, make sure we don't miss anything."

"Time is the one thing you don't have," Joss snapped. He reached under his poncho and loosened the axe. The Riotbreaker bolted to attention, rotating its ponderous gun toward him. Hoffman took a step back.

"The odds aren't exactly in your favor here, Joss," Hoffman said nervously.

A low, grinding rumble rose behind them. The trio of mechanics disassembling the construct at the warehouse entrance slowly stood up, looking into the darkness. The heavy sound of steel dropping from a great height boomed through the ground, and a wave of dust and grit washed out of the warehouse, coating the Guild's men in gray and black.

A red eye blinked to life in the shadows of the warehouse. It was followed by another, and another, and then a dozen more. Metal shrieked as unoiled joints sprang to life.

"We're both a little outnumbered, Chuck," Joss said quickly. "Get your men back. Those things aren't here to negotiate."

"We can't let them through the cordon," Hoffman shouted. "Close ranks! Brace for assault!"

The engineers ran, dropping their tools as they hopped over the eviscerated corpse of the first construct. The pair ducked between two Guardians just as the towering constructs dropped their shields and locked them together. All three of the Riotbreakers directed their attention to the open door.

"Fire, you idiot!" Joss snapped. "While you have them bottled up!"

"My orders are to disarm and retrieve," Hoffman answered. "Besides, how dangerous can a couple dozen undirected constructs be?"

The answer was swift. A metal wave rolled out of the warehouse: spiders crawled over spiders; long, multi-segment worms burrowed through



the press; and a half-dozen rolling spheres bounced jigsaw teeth over their comrades. The first line of flesh-and-blood guardsmen let rip with their rifles but were swallowed even as their bullets landed. Their screams mingled with the clatter of steel claws and tearing flesh.

Joss didn't wait for Hoffman's reaction. He leapt over the cordon, landing among the second line of guardsmen just as the construct wall reached them. He laid into the flailing mass of metal arms with fist and axe. A spider punched its claw through the chest of a guardsman to Joss' left, got mired in the falling corpse, and lurched forward. Joss brought his axe down on the construct's metal shell. Sparks showered over the dying man. The spider lashed out at Joss, but he caught the squirming limb in his iron fist, crushing it. The construct blundered forward. It bowled into Joss' chest, nearly knocking him off his feet, metal teeth scrabbling against his neck. He struck again and again, steadily peeling off the armored shell of the construct, exposing its glowing innards. A hiss of Soulstone-laden steam escaped from the spider, and it collapsed to the ground.

There were a dozen more behind it. Joss fell back. The Guardians closed around him, sweeping the flat edge of their massive swords through the metal mass, severing limbs and crushing steel shells. The wave of constructs faltered briefly, then threw themselves against the Guardian wall with mad vigor. Hoffman's hand fell on Joss' shoulder.

"Where did they all come from?" he shouted. "Our initial sweep found a dozen, maybe two?"

"Hidden in the walls, buried in the floorboards...
every scrap of space in that warehouse will be
stuffed with killing machines," Joss answered. "You
need to call for backup."

"No time! I will clear the press. Push forward, and we will follow."

"Keep those guns off me!"

"Go!" Hoffman shouted, pushing Joss forward. He turned to the Riotbreakers. "Crowd Dispersion Formation, final warning given. Engage!"

The Riotbreakers moved as one, grounding their shields and anchoring the carriage of their whirling guns into their supports. The air keened as the barrels spun up, followed by a sound like ripping steel. Three blossoms of churning fire erupted from

the Riotbreakers, stitching a column of lead into the advancing constructs. Brass shells chattered to the ground around Joss' feet. As soon as the roar of the guns was silent, a pair of Guardians broke free from the cordon and pushed forward. Joss followed them in.

The gunfire had cleared out the rabble, but several larger constructs waded through the wreckage of their fallen comrades. A towering construct with dozens of hammer-holding arms loomed up in front of the Guardians. They ran together with a thunderous crash, shields and swords and metal fists smashing together in a blur of steel and clouds of steam. Joss danced under their lurching legs, rolling under the brass belly of the construct before bouncing to his feet. The back of the construct was a coil of thick tubing.

Joss jumped onto the monster's back, climbing the coil as fast as he could. The heat of the construct's boiler singed his face. Joss bounded higher and higher, thanking God for his metal hand. A smaller construct, its arms as sharp and loud as tailor's shears, leapt from the swirling press and sunk its claws into Joss' shoulder. He batted at it with his axe, but as soon as he stopped moving, another construct swept out of the sky and landed on his leg. Coin-sized buzzsaws cut into his knee, rattling against bone and spraying blood. Joss gritted his teeth in pain. He swung his axe in a long arc, scraping the spider off his shoulder and continuing down, striking the flat of the blade against his knee. Gears shattered against the flesh of his thigh, driving broken gears into his skin, but with the amount of adrenaline coursing through him, Joss barely noticed. The behemoth under his hands was twisting about, trying to reach him with its hammer-heavy hands.

A fist the size of a barrel whistled over Joss' head. The construct wheeled around, nearly throwing him from its back. He buried his fingers into the tower of conduit that ran the length of its back, punching through the tubing and spilling coolant across his arm. Joss pulled himself higher, hunching next to the construct's right shoulder. Its bulbous head whirred around to face him, its single, unblinking eye burning red. Joss threw a leg over its shoulder, riding the construct like a mustang, and then drew his fist back.

Pneumatic pistons in his wrist and forearm fired as his knuckles made contact with the construct's eye. The back of the construct's head peeled open, sprouting Joss' wriggling fingers and a blossom of sparkling wires. Joss grabbed a handful of vital machinery and ripped it out.

The construct reacted violently. It flayed its arms, sweeping its comrades aside. One massive fist swept down at Joss, still perched on the construct's chest. Joss leapt away, rolling as he hit the ground. The construct's fist landed on its own chin, cratering armor plates and sending sparks into the air. Its arms went limp. It tottered back and forth for a long moment, then tipped gracefully forward and planted its ruined face into the ground.

"Well, at least that was the big one," Joss said. He waved to Hoffman. "It should just be clean up from here on out."

The trio of Riotbreakers rushed forward, forming a cordon around Joss and the fallen construct. Hoffman followed, his metal toes barely scraping the ground as magnetic forces drew him next to the crushed monstrosity. He stared down at it for a long second, and then shook his head.

"No," he said. "This one is not on my manifest. There is another."

"You're sure? Because this guy is pretty big. I mean—"

The warehouse shook. The tide of swarming constructs paused for a brief moment. When it resumed, it felt less like a wave of endless attackers and more like rats fleeing a sinking ship. The Riotbreakers opened fire. The tide broke over their shields, cut down by supporting Guardians, all while Joss and Hoffman watched. The smaller constructs weren't defending themselves, they weren't attacking... they were running away, as though programmed to stay away from whatever was coming.

Silence fell. The warehouse groaned again, and shifted, like a cloak being tugged aside. Joss glanced over at Hoffman and shrugged.

"All right then. The big one's still left. Whatever." He loosened his shoulders and strode toward the yawning entrance to the warehouse. "Give me some cover."

"I need to hold the constructs back," Hoffman said. "To guard the perimeter. If that gets through—"

"Sure, sure. Thanks for the help," Joss answered. "Wouldn't want you to risk your neck in here. No problem."

"I've sent a Watcher for reinforcements and alerted the guards at the quarantine wall," Hoffman said quickly. "If you can just wait for a few minutes, we can move on it in force."

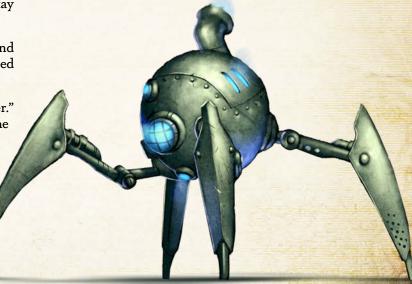
The roof of the warehouse rippled. Shingles rained down, shattering on the road and raising a cloud of gray dust.

"Don't think waiting is an option," Joss said. "Keep your precious perimeter."

Hoffman's objections were swallowed by the shadows of the warehouse. Joss strode through the doorway. It was cooler inside. Dust hung in the air, and the ruined shells of constructs littered the floor, their carapaces riddled with bullet holes. He paused just inside the door and looked around.

The walls had burst open, likely during the initial wave of attackers. Hidden racks hung exposed inside the broken walls, umbilical cords dangling from twisted harnesses, bundles of wires running from nest to nest. A clockwork mechanism, suspended from the ceiling, clicked loudly in place. The doomsday clock.

Other than that, the building was empty. There was no sign of the gargantuan. Joss strolled to the center of the room and looked up at the clock. Its hands ticked spasmodically at high noon. It looked like a prop from some melodrama, the timepiece on the mantle, waiting to become a gun. Joss stood under it and turned in a slow circle.



"Well, Ramos? Where is he? Where's your final act?" he whispered.

The floor shifted under Joss' feet. Wooden planks rippled like waves on a pond, their edges clattering together. The walls loomed closer. In the rafters, metal coils scraped over crossbeams. The sound of steel and straining metal filled the cavernous room.

That was all the warning Joss got. Twisting metal arms corkscrewed out of the floor all around him, each tipped by swirling blades. Joss leapt onto a support beam as the arms collapsed onto the space where he'd been standing, crushing the floor into splinters. In the wreckage, Joss glimpsed a bulky mass of spinning gears and barbed pistons, slithering through the basement like a shark. The beam upon which he was perched shivered as the creature brushed against it, deep beneath the floor. Bits of ceiling rained down on him. Before he could move, an oily tentacle burrowed through the beam, turning it into sawdust under Joss' feet. He fell, and the building fell with him.

The sound of collapsing walls deafened him. Joss hit the floor and bounced. The walls rushed at him in pieces, a scree of broken windows and shattered tile. He barely got to his feet before it swept him away, nearly burying him in a flood of stone. When the rumbling collapse ended, he struggled to his feet. Debris cascaded off of him.

The construct was everywhere. A dozen flailing arms surrounded him, tunneling through the wreckage, their smooth, steel coils shining bright with oil. A serpentine body breached the surface of the floor, its spine barbed, traveling on a thousand piston-driven legs that hammered the ground as it moved. Its head loomed out of the shadows, bulbous, bristling with glowing eyes that surrounded a mouth that looked ready to grind diamonds. The construct writhed in the shadows. Its eyes locked on Joss.

They were filled with pain and mad panic. It opened its mouth and roared, but all Joss heard was the misery of a broken soul. He took a step back.

"What are you?" he asked. The construct, the last remnant of Victor Ramos in Malifaux City, did not have an answer.

Sulphur lights snapped on around the perimeter. The desolation of the warehouse was painted in bright whites and burning yellows, the shadows dissolved in the circle of spotlights. Joss winced, throwing

his arm over his face. The construct roared, and a scattering of bullets whizzed off its armored head. With a final shriek, the creature bucked against the remnants of the ceiling, then crashed down into the floor as though it was trying to escape the lights.

"Keep your eyes on it!" Hoffman shouted from somewhere behind the lights. Joss turned in place, trying to figure out where the man was. "It can't escape!"

"There's something wrong with it!" Joss shouted, but his protests were immediately drowned out in roaring gunfire. Three streams of hot lead poured in from the Guild cordon, punching through the collapsing roof and revealing the cowering construct. They followed its slithering back as it crawled through the basement, cutting jigsaw pieces out of the floor. Joss stumbled back. He tried to get Hoffman's attention, but he couldn't cut through the noise. Finally, the construct reached the edge of the basement and was forced up and out of the warehouse.

It was a monstrous thing, malformed and barely functional. Its long body was pockmarked with metallic tentacles, and its head was too heavy for its shoulders to support. It crashed into the street, where it met the merciless blades of the Guardians.

"Wait!" Joss shouted. He ran forward, but the thrashing tentacles of the construct drove him back. A long arm rolled through the road, slamming into his chest and throwing him to the ground. One of the Guardians leapt to his side, covering him with its shield. It sliced into the tentacle with its sword, hauled back, and struck again. The tentacle tore free from the body to squirm mindlessly through a nearby shop. Joss pulled himself to his feet.

"Hoffman! You have to stop! It's—" He stopped shouting when he realized his voice and the ringing in his ears were the only sounds. He peered around the Guardian's massive shield.

The construct lay dead in the street. Its eyes flickered and were still. Its arms lay splayed across the street, their tips still twitching against the cobblestones. Its body was torn apart, bullet holes and sword strokes mixing with internal ruptures to leave it in ruin. Joss crossed to the head and laid a hand against its jowl.

"Quite ambitious, even for Victor," Hoffman said. He came to stand in front of the construct, peering at it through his thick glasses. "What do you think he was trying to accomplish? It's too big for its own body."

"Ramos was always reaching for something more," Joss said. "This must have been an experiment. A failed experiment. You didn't have to kill it."

"Don't get sentimental, Joss. It was a machine."

"Machines don't feel pain, Charles. Or have you forgotten that?" Joss stood up and looked down the length of the ruined construct. "It was terrified. Lashing out. There was more to this beast than steel and steam."

Hoffman was about to answer when a flash of white among the wreckage caught Joss' eye. Urging his numb legs, he leaned forward. A skeleton grin, gripped in flesh but robbed of its skin, lay just beneath the construct's carapace. Wires burrowed into the jawline, and the hollow socket of an eye sprouted a cluster of pistons. Hoffman's stomach turned.

"He has gone too far," Hoffman whispered. "The Guild will hear about this. I will add it to the charges that Ramos will face."

"That's a stone you probably shouldn't throw. Or has your brother's situation—"

"Don't speak of that!" Hoffman snapped. He straightened, casting nervous glances around them. Joss let out a wry chuckle.

"There's no one to hear of your sins, Charles," he said, motioning to the cadre of constructs that surrounded them. "You've made sure of that. Nothing but loyal soldiers, loyal to you, deaf to your crimes. But I know what you've done."

"How? How could you know?"

"Victor made it his business to know. Don't worry, Charles. Your secret is safe." Joss put a hand on Hoffman's steel shoulder, careful to not touch the flesh. Machine to machine. "You did what you had to do to save the person you loved. Victor did the same for me. Who's to say where the line is, what is too far... what we should and shouldn't do in the service of those we love."

"This," Hoffman said, nodding to the construct.
"This is too far."

"We don't know who this was. Why Victor did it. Maybe it was a friend, gravely wounded, or a child, his body wracked with disease. Maybe Victor had a son once, or a brother, and this was the only way he could preserve him." Joss' grip tightened, and their eyes met. "Who are we to judge?"

"That's my job. To judge."

Joss shrugged, his big shoulders rolling under his parka. "There are more of these. Dozens, maybe hundreds. We know a few of them, but Victor was a man of redundancies. If we know of twenty sites, there will be twice that number, some that even Victor might have forgotten."

There was a pause between them as they both stared down at what was left of the amalgamation.

Joss broke the silence. "So what is your judgment, Charles? Will you help us find them?"

"If you have a list, you should hand it over. The Guild—"

"These are Union properties in Union districts. If we give the Guild an excuse to start crashing into our safehouses, they'll use the opportunity to raid every union hall and miner's bar between here and the Breach. I'm not asking for Guild help, Charles. I'm asking for your help."

Hoffman stared down at the exposed skull of the construct. Joss could tell the man's mind was racing, his eyes flickering from the construct to the Guardians standing around them. He was a man of loyalties. Joss understood that.

"Very well," Hoffman answered eventually. "I have my own list. Places where I have felt a stirring in steel. But the Guild can't know about this." He picked up a twisted spar from the ground, turning it in his hands as he stared down at the construct. "This might be the only way to save them."

"Good. And there's no reason for them to know. We'll work together." Joss paused, then nodded down to the construct at their feet. "For them."

Hoffman smiled, but it was a tight grin, stretched flesh over bone. "It's too bad we couldn't save this one."

"We can't really save any of them," Joss said. "But we can give them the peace Ramos stole. That has to be enough."





SANDEEP DESAI

Orphaned at an early age in Guild-occupied India, Sandeep Desai was raised at a local temple. There, he proved to be a quick student, devouring books on the arcane and showing a deep and immediate understanding of elemental manipulation, soon becoming a powerful mage in his own right. Unfortunately, the atrocities inflicted upon his homeland by the Guild had bred a seething anger within him.

With the guidance of his mentor and teacher, Sandeep was able to live a satisfying and peaceful life of study. Sadly, that ended abruptly as his master, the Acharya, was executed along with many of his students for speaking against and undermining the local Guild government. In a rage, Sandeep took up his former master's cursed gada, a heavy mace bound with the essence of the fiery spirit Banasuva, and wrought a terrible vengeance on the soldiers that day.

Having lost his home and adopted family, and becoming a criminal in his homeland in the process, Sandeep escaped to Malifaux with the help of Victor Ramos, accepting his offer of help and promise of retribution in return for safe passage and his services in training a new generation of Arcanists in the ways of magic.

Holding classes in secret, he has become a teacher of the arcane, instructing his eager students in the art of manipulating the wild aetheric currents of Malifaux and the proper use of the precious Soulstones. Sandeep has committed himself to be a teacher first and foremost, and those studying under him have found him to be a patient and talented mentor as he works towards personal growth and spiritual calm.

The recent upheaval within the ranks of the Arcanists and the arrest of Victor Ramos troubles Sandeep deeply, as his fears of further chaos and senseless infighting puts himself and his students at risk while the Arcanists cause begins to fracture. Wisely, Sandeep has refused to take sides in the schism, preferring instead to observe, meditate, and, where possible, provide the neutral voice of reason for those still willing to listen.

Some feel that Sandeep is too passive in his dealings, while others - particularly former students and associates who have seen this man in battle - understand that underneath his calm demeanor lies a powerful, and deadly opponent with a burning desire to strike back at the Guild that so long ago wronged him.



SANDEEP DESAI

HEAVENLY GADA

M1" 5 * Df Target suffers 2/3/4 damage.

**Elemental Vision: Enemy only. Look at the top X cards of this model's Fate Deck, where X is equal to the number of friendly Elemental models within LoS. Place the cards back on the Fate Deck in any order, then draw a card.

ARCANE STORM C10" 6 Df This Action ignores friendly Elemental models for the

purposes of Friendly Fire. Target suffers 2/4/5 damage.
 Elemental Chaos: Friendly Elementals within (t)3 of the target may Push up to 2" in any direction.
 X Stunning Strike: Target gains Stunned.

ELEMENTAL CREATION

6"
7 - X

Once per Turn. Name any number of Elemental Minions.
The TN of this Action is 10 mp plus the total Cost of the
named models. Summon the named models within range,
then Attach a Bound Elemental Upgrade to each of them.

COMMAND THE ELEMENTS

6"
7 - 14

COMMAND THE ELEMENTS 6" - 14

This Action cannot target the same model more than once
per Activation. Friendly Elemental only. Target may

Push up to 2" and then take a non- \ Action.

* AETHERIC DETONATION 6" 6 - 12

Friendly Elementals only. Models within (1)3 of the target suffer 2 damage. Then, kill the target.

Surge: Draw a card.

40мм





Banasuva

Not all nightmares are born in Malifaux. Earth is an ancient place and it has its share of demons and abominations that prey on the weakness of men. Banasuva is one such creature. He is an Asura, a demon who stalked the land of India in ancient times. He was born of anger and flame, and he feeds on the rage of those around him.

It is said that a great hero challenged Banasuva to a duel and defeated him, forever trapping him inside of the hero's weapon of choice: his gada. But the victory was both a blessing and a curse. While Banasuva could no longer stalk the countryside and slaughter at will, the one who wields the gada must forever resist the temptation of Banasuva's wrath.

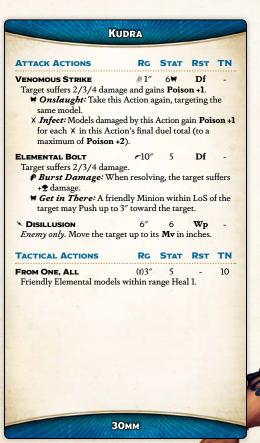
Sandeep Desai now wields the gada. He only unleashes Banasuva at times of dire need. When Sandeep's anger flares too brightly, however, Banasuva grows in strength and can temporarily escape his prison, wreaking the carnage that is his only solace.





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KUDRA

Kudra's recruitment into the Arcanists was spurred by the senseless slaughter of her family by corrupt Guild officials. Seeking revenge, she found herself eventually under the tutelage of Sandeep, and soon proved herself to be highly capable in the ways of the arcane and martial arts, rapidly outshining her peers and becoming a favored student. Although, such is not the case in regards to her peers, as they see her as outspoken and brash.

Many students move on after receiving instruction from Sandeep, but Kudra feels that she has found her place and has proved many times over that she is willing to do anything upon his request – whether brewing a bitter tea or exploding into violence, spilling blood.



STAT CARDS • ACADEMIC, ELEMENTAL



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KANDARA

Centuries ago, Kandara and her husband, Banasuva, walked the lands that would become India, preying on humanity to slake their need for destruction and entertainment. Challenged by a mere mortal, Banasuva was defeated in combat and bound to the man's weapon, a gada, and she was forced to flee to avoid the same fate.

Disguised as a human, Kandara spent many years to come searching for her husband and cursed gada, seeking his freedom. It wasn't until Sandeep unknowingly unleashed the fire lord that she was able to find, and follow the surprised Arcanists into Malifaux.

Amazingly, Sandeep was able to convince Kandara that freeing her husband was beyond even his power. For the time being, she has agreed to fight alongside Sandeep and his allies, all the while keeping a close watch on her husband's prison. Trapped between two mighty Asura, Sandeep walks a thin line.





SHASTAR VIDIYA GUARD

The students of Shastar Vidiya are members of an ancient and secret sect that teaches a lethal form of hand to hand combat. They consider their studies to be about more than just martial prowess; it is about learning one's own true nature.

Shastar Vidiya Guards use a wide variety of weapons from their homeland of India, back on Earth. These weapons range from the fearsome Ten-Fist-Long Sword to the deadly Chakram. Each weapon must be mastered before a new weapon can be acquired, and the study begins again. As such, only the most elite of the Shastar Vidiya Guards are capable of using their full arsenal.

Through Sandeep's connections, the Arcanists have smuggled dozens of Shastar Vidiya into Malifaux to make use of their deadly talents. They are often disguised as new recruits for the M&SU and put on the payroll as miners, even though they may never spend a day in the mines. Instead, they are used as guards during some of the Arcanists' more dangerous missions.







OXFORDIAN MAGE ATTACK ACTIONS RG STAT RST TN #1" 5 Df FLAMING FURY Target suffers 2/3/4 damage and gains Burning +1. Burst Damage: When resolving, the target suffers X Siphon Essence: Enemy only. After killing, add one Soulstone to this Crew's Soulstone Pool. ELEMENTAL BOLT Target suffers 2/3/4 damage. Elemental Transference: Either remove a Scrap Marker in base contact with the target, end Slow on the target, or reduce the value of the target's Burning or Poison Condition by 2. After resolving, either Drop a Scrap Marker into base contact with the target or the target gains either Slow, Burning +2, or Poison +2 **TACTICAL ACTIONS** RG STAT RST TN ARCANE CONDUIT **Q**5" Until the End Phase, after a friendly model Activates within range, that model may end a Condition affecting it. If it does so and the friendly model has an Attached Summon Upgrade, this model and the friendly model both suffer 1 irreducible damage. **40мм**

OXFORDIAN MAGE

The Oxford University of Metaphysical Studies in Mississippi occupies a strange gray area in the eyes of the Guild. While Oxford's teachings are contrary to the Guild's approved theories, particularly the Thalarian Doctrine, the university has been allowed to teach its students the theories of the method. Earthside, the theories are difficult (at best) to put into practice, and thus its devotees are seen as dilettantes. With the Breach once again open, it has been discovered that the Oxford Method has become a potent art within Malifaux, and for this, the Guild heavily restricts the travel of all Oxford graduates.

At great expense and risk, the Arcanists have smuggled many Oxfordian Mages into Malifaux to aid in their conflict with the Guild. Here, their unique training blossoms and they become valued members of the Movement, able to protect themselves and others with warding spells and a wide array of elemental magic. The peculiarities of the Oxford Method allows for the Mages to work in groups where they can cooperate to maximize their potential.





completely within X", where X is equal to this model's Mv.

This model does not suffer Falling damage.

DEMISE (TO THE SKY): After this model is killed, a friendly model within \$08\$ may Place anywhere within \$4"

of itself.

WIND GAMIN

Wind Gamin are mischievous entities, inhabiting many of the Badlands outside of the city. They often appear as dust devils or small whirlwinds, and cause trouble to anyone who crosses their path. Their strange affinity for bright or shiny objects can sometimes be used to lure them out of their swirl of motion long enough for them to inspect or carry off the offering.

Some Arcanists have been able to use their elemental powers to become temporary allies with the gamin. Chief among these Arcanists is the Captain. He lovingly refers to the beasts as rascals, and they seem to respond to his control over the element of air as if they were nothing but air themselves, though controlling the gamin is another story.

In combat, their flurry of attacks can put an enemy off balance long enough for the gamin's master to land a fatal blow, and they often make themselves useful by lending a burst of speed to an ally.

WIND GAMIN **ATTACK ACTIONS** SHAPP CLAWS Df Target suffers 2/3/4 damage Strong Winds: Push the target up to 2" away from this model for each in this Action's final duel total (to a maximum of 6"). WIND BLAST Df Target is Pushed 3" away from this model and suffers 1/3/4 damage. Strong Winds: Push the target up to 2" away from this model for each in this Action's final duel total (to a maximum of 6"). RST TN **TACTICAL ACTIONS** RG STAT **▼ LEAP** 6" 10₩ Place this model anywhere within range.

30MM



Poison Gamin

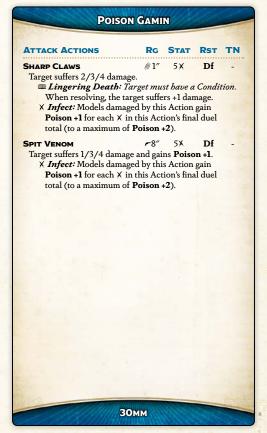
Each type of gamin is the physical embodiment of a force of nature, and the Poison Gamin are no exception. They are created by the very essence of poison; their aura is described by some as if it could drain the very essence of life.

As a Poison Gamin draws near, those around them begin to feel sickly and weak. Their touch can spread a deadly toxin, and they wield a lethal, barbed tail that can deliver a deadly mix of the most virulent toxins.

Poison Gamin are some of the most difficult gamin to summon and control due to their deadly nature. More than one wayward Arcanist has summoned one only to accidentally brush against it and succumb to their own creation. Because of this, only the most skilled mages attempt to call the creatures into the material plane. Among them is Sandeep, who considers the Poison Gamin perfect for helping him to collect some of his more dangerous magical items.











Essence of Power

The power inherent in Malifaux can manifest itself in unique ways. One of which is when it has been given form to resemble a living creature. These spirits have been named Essences of Power by the Arcanists who tame them, so-named because of their ability to enhance any spell that is cast near it.

Since arcane energy forms its core, any power taken by an Arcanist wounds the Essence directly, but there is little it can do to escape the hands of a powerful mage. Like Soulstones, finding an Essence of Power is rare, but there are places where they are more likely to appear: in locations of ancient battles, in the ruins of deserted cities, or in the deep mines that were once carved by the ancients. There is a small division of the Miners and Steamfitters Union that is dedicated to seeking out such sites, and guarding them against outsiders.



CHARLES HOFFMAN

For many, crossing over from Earth and into the often magnificent and always terrifying unknown world of Malifaux meant change. Some for better, and others for much worse.

For Charles Hoffman, the once painfully shy and physically crippled engineer who followed his brother onto the train,

it meant more than just shedding his skin and starting a new life. More than ten years after that fateful day, he is now the director of the Amalgamation Charter Enforcement Office for the Guild, a mechanical genius who has rivaled the great Victor Ramos in ingenuity and creation of constructs, and all alone.

Every good grace, boon, and ladder climbed in his career still does not fill the void left in his heart. Despite his brilliant mind, Charles Hoffman has been unable to figure out how to wish it all away to bring his brother, Ryle, back. There is not a day that goes by where he doesn't second-guess his decision to pass through that blasted Breach, to say the things he previously could not put into words, to see his brother smile once again.

A lot has happened between then and now. Despite Victor Ramos' best attempts at giving his brother a renewed life, Charles soon came to understand that he was nothing more than a tortured husk, existing only as electricity meeting instinct, shocked nerves colliding with paralyzed brainwaves.

There came a time when Charles needed to come to terms with the fact that there was nothing that could be done to save his ill-fated brother. Unfortunately, someone else did the burying for him. But sometimes shedding skin means to first pick away at the wounds that refuse to scar.

Sometimes one must bleed out before one can breathe in.

They say the final stage of grief is acceptance, to cleanse and wash away what one has wallowed in for so long, to finally find a way forward. For Charles Hoffman, the final stage is about letting go.

As much as his brother's body battled with the machinations that kept him upright, so too does Charles fight with his own morals and loyalties. His recovery will come in the form of new friends and allies in the most unexpected places.



ATTACK ACTIONS	RG	STAT	RST	T
ENHANCED FISTS Target suffers 2/4/6 dama	<i>ly</i> . This mod			Tok
WELDING TORCH Discard any number of Podiscarded in this way, inc: +2". Target suffers 2/3/3 of If the target is a friendly C **Temper Steel: Frier 1 and until the End Pl ignored.	rease the ran lamage and g onstruct, it in adly Constru	ge of this ains Bur stead He ct only. T	Action ning +1 als 2. arget H	eals
ANALYZE WEAKNESS Until the End Phase, all da	10" mage the tar	6 get suffer	Wp s ignore	s
Surge: Draw a card.	P.C.	STAT	Der	_
Surge: Draw a card. TACTICAL ACTIONS	RG		Rst	
Surge: Draw a card.	6" Target gains nin (1)2 of the	6 Fast and target m	- d a Pow	l: er h pa
■ Surge: Draw a card. TACTICAL ACTIONS OVERCHARGE Friendly Construct only. Token. Enemy models with	6" Target gains nin (1)2 of the	6 Fast and target m	- d a Pow	l: er h pa



Mechanical Attendant

The trademark metal tramp of Charles Hoffman's walking harness has recently acquired a lighter, faster counterpoint in the tap-tap-tapping footsteps of his Mechanical Attendant, a special project of his private workshop. It's such a steadfast companion to him now that, when it's not by his side, people start looking nervously around for where it might be lurking.

Although Hoffman treats it with his usual practicality, the thing is a small marvel in itself that any other engineer would strut and crow over. Its movements create no click of gears or buzz of motors, and it never fumbles or tangles its complex arrays of arms and tools. Speaking of which, where does it fit them all? The Attendant has more cutters, needles, lock picks, telescopes, torches, grippers, stowed in itself than should ever be able to fit in there.

Rumor says several wealthy mechanists have bounties on the Attendant, eager to cut it apart and reverse-engineer Hoffman's secrets. Of course, Hoffman's recent addition of a gun-limb carrying a Mauser 9 must only be a coincidence.





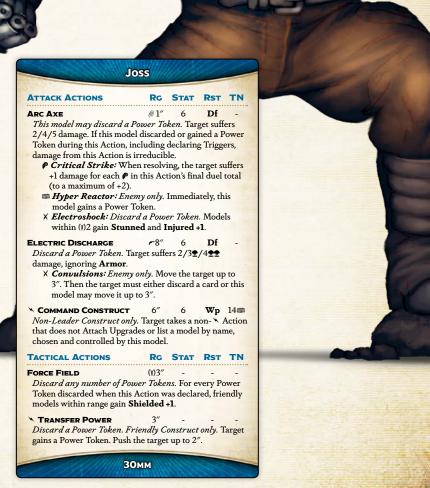
ATTACK ACTIONS	RG	STAT	RST	TN
SURPRISE SHOT	- 8″	4	Df	-
Target suffers 2/3/4 dama ■ Spool Up: Enemy on Token. X Daze: Target gains S in any direction.	uly. This me	J		
TACTICAL ACTIONS	RG	STAT	RsT	TN
INTERNAL MAGNET	(1)6"	5		10
and friendly models with I chosen direction from this	model.		5" in t	
★ FIELD REPAIRS Construct only. Target He	3"	5	-	12
 Scorched Remains contact with the targe TRANSFER POWER 		Ĺ		
Discard a Power Token. I				0
Discard a Power Token. I				8
Discard a Power Token. I				
Discard a Power Token. I				

Joss

Joss' history makes him a prime candidate for bodyguard duty, and it is his unfailing loyalty that has earned him a spot guarding Ramos and his officers. Earthside, he learned to fight using an axe in each hand. Breachside, those axes have been upgraded with a Ramos-engineered original. Years of battle have left him stronger from each fight, and some blows that might crumble a weaker man seem to merely graze him. Even when he is near death, he has been known to strike out, surprising an enemy before they have the chance to land the final blow.

For a time, Joss trusted only in the strength of his body, but after a particularly nasty wound, he began to trade in parts of his body for machines that Ramos himself helped to fashion and maintain. Ramos' arrest has thus been a blow to Joss: the once dutiful bodyguard now carries the guilt of failing his charge, and has been feeling aimless without his boss' presence. Yet even in prison, Ramos has his methods of reaching out to those who





MEDICAL AUTOMATON

Working in the mines is dangerous work, and on the frontier there simply aren't enough doctors to take care of everyone. The Medical Automaton was designed to fill that niche. At first, it was seen as a marvel, as it was able to perform a number of complicated tasks just as well as a skilled doctor. However, its flaws quickly became more apparent.

Predictably, the Automaton has nothing approaching a bedside manner, and no concern of its patient's comfort... or consent. It exists to detect injury and perform treatment, and approaches its task with the same bluntness as a machine on an assembly line, heedless of the stress or physical injury it inflicts. This inevitably lead to further injuries, which the Automaton would detect and "treat," until the patient finally succumbed to one unnecessary procedure too many. This has prevented the Medical Automaton from seeing widespread production, but they are still found in remote towns and convict camps, often suffering additional behavioral flaws due to years without maintenance and damage received from uncooperative patients.







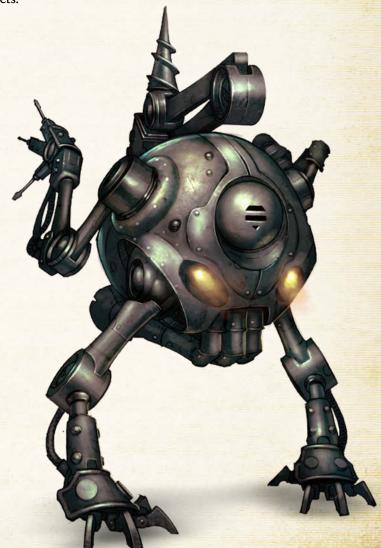




MOBILE TOOLKIT

For a field mechanic, there are few things more annoying than being on a job and finding that a tool is missing. This is especially the case with mechanics in the M&SU, who often must work on equipment at secluded locations in Malifaux. Initially, the Union tried to supply each work site completely, but this ended up prohibitively expensive. After a few years in Malifaux, work began on a construct to assist with a cheaper solution. Thus, the Mobile Toolkit was born.

These constructs do not come cheaply, but they have proved to be worth their weight in gold and well worth the investment. A Mobile Toolkit can store dozens of tools and is smart enough to recognize all of them. While a mechanic is buried in a machine, the Toolkit can supply their master with the required tool upon request, greatly increasing efficiency. Because each Toolkit is assigned personally to a mechanic, it is not uncommon to see them given names and treated as pets.



MARCUS

Once a professor behind the safe walls of libraries and laboratories, Marcus' fascination with Malifaux's flora and fauna drew him out into the wilderness. Studying nature with a scientific eye, he found his efforts stifled - even resisted - by its disdain for his presence. Savage beasts devoured his guides, bad weather destroyed his meager shelter, and devious scavengers made off with his dwindling provisions.

Survival meant forcing himself to dine on carrion, to endure storms of rain and wind, to feel the terror of being prey and the exhilaration of a successful hunt. Nature was no longer something to study, but experience.

By the time he returned to Malifaux City, Marcus was a changed man. It was not long before the walls which had once made him feel secure started to feel more like the confines of a prison. Abandoning civilization, Marcus roamed the land and made his home in the wilderness, and nature welcomed him as its own.

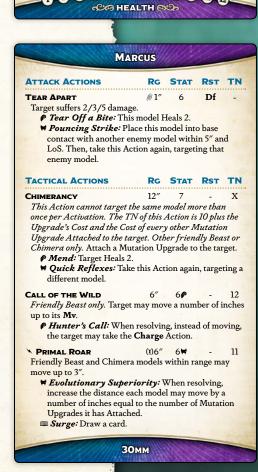
Embracing its ways, he learned to commune with beasts, to regenerate his aging body to that of a man in the prime of his youth, and to fight with the ferocity of a beast. Though he aids the Arcanists, Marcus' true loyalty is to the law of the wild, where only the strong are fit to rule.

Hearing of his exploits, Earthside mages approached Marcus, seeking his help to create beasts akin to the monsters of myth. Intrigued by the potential of pitting Earth's legends against Malifaux's living horrors, he traveled to the Badlands to begin forging new creations of flesh and bone.

There, he found an unlikely ally in the Fae Queen, who surprisingly seemed willing to share her unearthly forest with him. Though her reasoning is unclear, it matters little to Marcus, as now he has the resources and freedom he needs to continue his bestial experiments, away from the judgmental eyes of civilization.

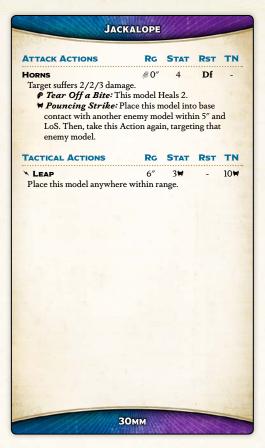
This mutual agreement has not been seen without skepticism, however. Colleagues, acolytes, students, soldiers, and lovers of both parties question the arrangement, but Marcus cares little for the opinions of his peers and only follows the path of the wild.











JACKALOPE

With the body of a small hare, the Jackalope does not appear to be intimidating. Even with razor-sharp teeth and a set of dangerous horns, there is little reason to fear Marcus' little pet, except for the fact that it will not die. Even after it is beaten in battle and lying lifeless on the ground, it will rise up again as good as new. With rabbit-like speed, it will return from the edges of battle, all but forgotten by its enemies, to strike again or to sacrifice its life once more for its master.

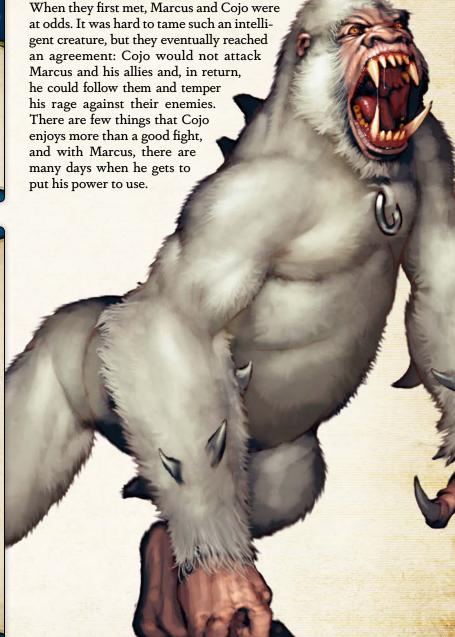
The creature's ability to regenerate again and again is one that has taken up more of Marcus' time than any other project. It was not an ability that he intentionally designed and he has still been unable to replicate it. Even given the longevity provided by his abilities, to die and return would mean perfect immortality for him and his mate, which is his ultimate goal.





Cojo

Bulging with pure muscle, and intelligent enough for basic (if vulgar) communication, Cojo is a force to be reckoned with. With a single roar from his barrel-like chest, he can terrify even the fiercest of enemies, making them reluctant to engage. If they persist, he can toss them around like a rag doll, the hardness of armor and bone meaning little to a creature of such strength. After a fight, there is often a trail of bodies and broken trees, showing Cojo's exact path through the battle, which usually terminates with the beast himself enjoying a tender morsel of his most recent foe.



ATTACK ACTIONS

FEROCIOUS CLAWS

#1" 6 Df

Target suffers 2/4/6 damage. Push the target up to 2" in any direction.

- Puncture: When resolving, this Action's damage flip receives a for each on the final duel total (to a maximum of fa).
- P Tear Off a Bite: This model Heals 2.
- X Execute: The target may either discard a card or a Soulstone. If it does neither, it is killed, ignoring Demise Abilities.
- X Rampage: Push this model 5", ignoring any models, such that this model moves through the target. Models this model Pushed through in this way must each pass a TN 13 Mv duel or suffer 1 damage.

Toss

4 Sz

1" Target a model with lower Sz than this model. Push the target up to 10" in any direction. If this Push is interrupted, the Pushed model and models in base contact with it must each pass a TN 14 Df duel or suffer 2 damage.

P Hard Throw: When resolving, the target suffers 1/3/5 damage.

TACTICAL ACTIONS

RG STAT RST TN

(x)3" 6 MARK TERRITORY Remove all Scheme Markers within range. This model gains Focused +1 for each Marker removed this way.

- X The Fear of Pursuit: Enemy models within range must each pass a TN 12 Wp duel or gain Adversary
- ₩ Rude Sign Language: Push any number of enemy models within range 4" away from this model.

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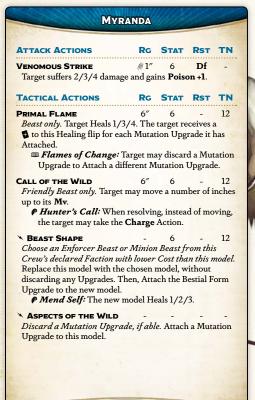


Myranda

Myranda was and is one of Marcus' most promising students, a fact that once made her flighty and irresponsible nature frustrating to the elderly professor. His return from the wilds, transformed in body and mind, also changed their relationship. Now loathe to try and cage her, Marcus encouraged her longing for freedom, and when he left civilization behind, she followed.

Myranda has learned a mastery over her own form that exceeds even that of her teacher. She can seamlessly take the form of any beast she knows, but prefers that of predators. Her skill is so great she can shift parts of her body, growing fangs or claws and striking when her enemy is distracted. As a human, there is a dangerous air about her, as if every movement she makes is a distraction to draw attention away from the knife waiting in the shadows. While she can also commune with beasts, she lacks the nuance and patience of her mate, but it is still an ability that has sent many unsuspecting enemies to their deaths.

While Myranda cares for little besides herself and Marcus, his attention has been diverted towards his experiments, and Myranda seeks amusement elsewhere, watching the surrounding Badlands with a hawk's eyes for a chance to pounce on something with her claws.





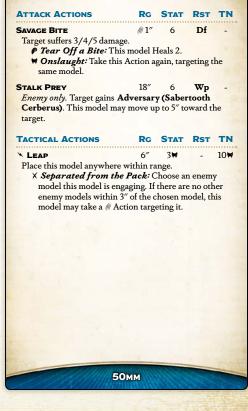
SABERTOOTH CERBERUS

The sabertooth tiger is a terrifying creature. Its body is long, sinuous, and strong, and its fangs are sharp as blades. With feline hunting instincts, it was already difficult to escape before Marcus modified it to have three heads. Three heads means three minds, making this one of the most difficult creatures for Marcus or Myranda to control, though dangerous to their enemies.

This creature has been known to settle in for a hunt, one of the few times when all three heads act in concert with one another. The other time they can all agree is when they are feeding on a kill, though even then one head might decide that another head took its piece of meat and a new fight will break out, leading to snapping and growling, though rarely self-injury. Not even three minds together have figured out that they still share a single stomach, and any meat consumed by one head will benefit them all.







SABERTOOTH CERBERUS

FERDINAND VOGEL

Ferdinand Vogel came to Malifaux in the hope of opening a factory and expanding his family's interests into Malifaux. One of his manufacturing partners betrayed him, however, and he was arrested by the Guild for a crime that he did not commit. En route to the Gaol, he was intercepted by the Order of the Chimera, who transformed Vogel into a feral beast, allowing him to tear his way free of the prison wagon and escape into the

darkened city streets. Though he was eventually recaptured and forcibly

transformed back into a man, Ferdinand was not defeated. He successfully argued his case to the Guild, earning himself an acquittal and his freedom. As soon as he was released, Ferdinand began searching for the people who turned him



this model's Activation, it may discard a card to Heal 2 and Replace itself with The Beast Within, without discarding

FILE PAPERS: Once per Turn. After this model ends the Walk Action, it may remove a Scheme Marker within 3" to draw a card.

INTIMIDATING AUTHORITY: After this model is targeted with an Attack Action, it may discard a card to have the Attacking model suffer a 🖯 to that Action's duel.

UNIMPEDED: This model is unaffected by Severe Terrain.

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THE BEAST WITHIN

Within Ferdinand Vogel is a terrible monster of unchecked fury and raw aggression. For a time he was a slave to its desires, until Guild lawyers used their mastery of the law to lock the creature inside him away.

Once he had earned his freedom, Vogel sought out the Order of the Chimera, who showed him how to free the beast within. Vogel reveled in the ability to unleash it at will and began to see the Beast not as a curse, but an ally that shared his flesh. In the shape of the beast, he hunted down all of his manufacturing partners in Malifaux, casting his net of slaughter wide to ensure that the one who betrayed him met with his or her final end.

With his vengeance and the beast's hunger sated, he returned to the Order of the Chimera to learn more about the strange path his life has taken... and, perhaps, how to give such a gift to others. The Order welcomed him with open arms.





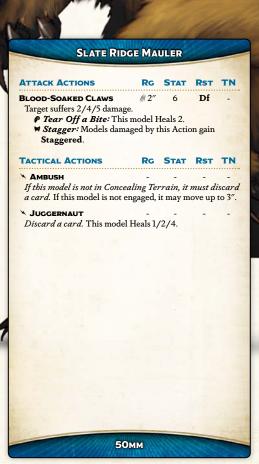
CHIMERA • STAT CARDS

SLATE RIDGE MAULER

To the scientists of the Explorer's Society, the Slate Ridge Mauler is a fascinating glimpse of the odd quirks of evolution in Malifaux. How a creature that so resembles an Earthside bear came to be found in the mountains north of the city is a subject much debated. Theories of bears going through miniature Breaches are argued in the same conversation alongside hypotheses of intentional design by Neverborn sorcerers. For everyone else, a Mauler is a sure sign that they should be running, and hoping they can outrun their friends.

The Mauler is one of the largest beasts native to Malifaux. Despite this, they were unknown for much of the early days of the pioneer towns. Once discovered, Maulers became a favorite target for hunters of all kinds, a rare find with a valuable pelt. Many a hunter, novice or professional, have enthusiastically tracked them down only to discover that while these creatures look like a four armed bear, they are far more dangerous. Few of the hunters survive to learn from this mistake.



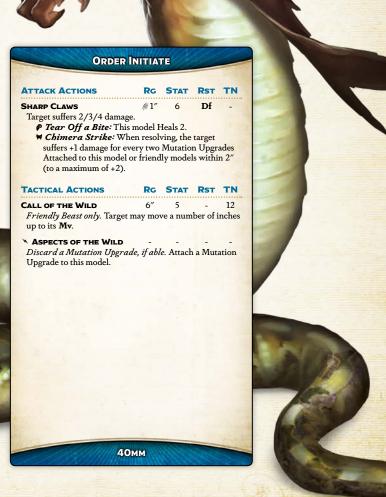


ORDER INITIATE

The Order of the Chimera was founded by Marcus many years ago; a collection of scientists and magicians of Egypt using Soulstones to study the effects of magic on Earth's flora and fauna. When Marcus journeyed to Malifaux, he learned more than he ever could have imagined, and began restructuring the Order to share his new perspectives on the nature of evolution and the power of nature. As war broke out on Earth, Marcus believed his homeland was in danger and began smuggling Soulstones and knowledge to the Order so they could breed an army of beasts capable of withstanding any threat, living or construct.

The Initiates have come to Malifaux to aid in Marcus' continued research. These stoic but wild-eyed men and women shun civilized contact, preferring to keep to the wilderness and work in secret. Each is versed in Marcus' teachings, allowing them to shape their bodies into more bestial forms and wage war as savage monsters.





THE SCORPIUS

Project Scorpius was an experiment in amalgamation spearheaded by Glauco Parante, an engineer who considered himself an intellectual rival to Victor Ramos. After witnessing a demonstration of Ramos' Mecharachnid, he declared his intent to create the Scorpius, which would be superior to the Mecharachnid in both lethality and cost-efficiency.

His team was able to capture a Steelclaw Stinger, a giant scorpion of the north, and set about enhancing its already dangerous body with mechanical prosthetics, self-repair functions, armor plating, and a simple logic engine implant in its brain to encourage obedience. Declaring his work a success, Parante activated Scorpius and was promptly murdered by the creature's stinger. It then proceeded to tear the workshop apart before it was pacified by Marcus, who had arrived to witness its activation. He took it with him when he returned to the wilds, and Ramos enjoyed a quiet moment of amusement as he read over the final report from Parante's team.





THE SCORPIUS

ATTACK ACTIONS RG STAT RST TN

VENOMOUS STRIKE

#1" 7X **Df**

Target suffers 2/3/4 damage and gains Poison+1.

Toxic Shock: Reduce the value of the target's
Poison Condition by any amount. For every two
points it was reduced, draw a card.

X *Infect:* Models damaged by this Action gain **Poison +1** for each X in this Action's final duel total (to a maximum of **Poison +2**).

THE FEEDING

6

Target suffers an amount of damage equal to the value of its **Poison** Condition (up to a maximum of 4 damage) and this model Heals the same amount. Reduce the value of the target's **Poison** Condition by 4.

X Siphon Essence: Enemy only. After killing, add one Soulstone to this Crew's Soulstone Pool.

#1"

ACTICAL ACTIONS RG STAT RST TN

CREEP ALONG

.....

Push this model up to its **Mv** in inches toward a friendly model in LoS.

50мм

PAUL CROCKETT

Paul Crockett is an outdoorsman of the highest caliber, a born hunter and tracker. Paul is uncomfortable around people, preferring isolation. After a lean winter, he reluctantly took a job as a guide for some hunters from the city. The men proved to be utterly incompetent, ignoring and belittling his advice, until his rage boiled over. An argument turned into a brawl, guns were drawn, and Paul murdered them all in a half-feral rage. Fearing arrest, he fled to Malifaux and quickly established himself in the Northern Hills.

There, a chance encounter with Marcus changed Paul's life. After slaying Marcus' Sabertooth Cerberus, the two quickly became friends, as both recognized a mutual preference for nature over civilization. This was how Paul was inducted into the Arcanists.

Since then, Paul has mostly kept to his own, sometimes being hired as a guide and tracker. This was how he met Cornelius Basse, who needed a talented frontiersman to help him with his survey of the Northlands. Seeing a chance to glean vital intel from the Guild, Paul agreed.





MOLEMAN

There have been many fusions between humans and animals, but few are as strange as the Molemen. Part man and part burrower, these creations of Marcus' have served the Arcanist cause in ways that no other creature can. A Moleman is adept at burrowing beneath the ground and is nearly the size of a human, making their tunnels useful to approach a target in secret.

While they are invaluable, the decision to create a Moleman is never an easy one, since it also involves the loss of an M&SU asset. Often, older men and women who are nearing retirement are given the option to sacrifice their memories and identities for the good of the cause, and a stipend for their family. Reports of young miners disappearing have always been pinned down to secret Guild raids, though the process of creating a Moleman makes a sacrifice's face completely unrecognizable...









RASPUTINA

Rasputina was brought to Malifaux in chains as another convict condemned to a slow death in the Guild's Breachside labor camps. Refusing to give up and die, she managed to escape and fled into the wilderness. How she survived remains a mystery (though some claim to know the answer; there is only so much meat to go around), but somewhere in the inhospitable north she found the Tyrant known as December. He bound himself to her, granting her mastery over cold and ice, powers she used to assume leadership over December's Cult in the Ten Peaks.

While their early relationship was little better than a slave and her master, Rasputina has learned much under December's cold influence. The desperate, timid woman has become a cunning and ruthless leader, and she resisted his efforts to control her outright.

The return of Titania was a turning point in their struggle. Realizing that the Autumn Queen could hinder his plans, December granted Rasputina greater power and, more importantly, freedom to act on her own, albeit with the condition that she devote herself to their mutual survival.

No longer contending with December's constant strain on her mind, Rasputina has taken strides to extend her reach. From the convict camps of the north to the poorhouses of the city, and even the impoverished contract towns beyond, Rasputina seeks out those with bitter hearts, promising a way to satisfy their greed, resentment... and hunger.

The arrest of Victor Ramos has shaken the Arcanists to the very core, leaving its very foundation a shattered mess, and Rasputina ponders what role she will continue to play in the organization.

Rather than the hearsay from her peers, the Winter Witch has decided to come to Malifaux City herself, bringing with her the threat of an endless winter. She hopes to find an answer hidden in the warehouses that old Ramos has left behind, or at the very least, a new goal.

December, on the other hand, silently watches, listens, and waits, for his losses have made him more hesitant to lash out without knowing the prime opportunity to stake his claim once more. But the snow is falling, and the lakes to the north are freezing. Winter is on the horizon.





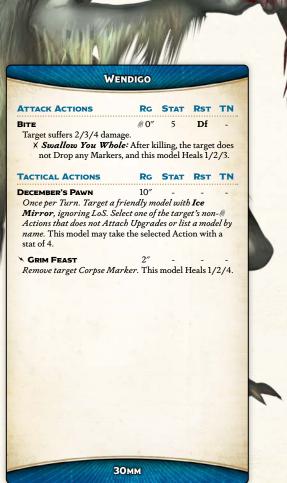


WENDIGO

It may come as a surprise to some people, but more often than not, the magic in Malifaux can be controlled by the mundane troubles in their lives. The Wendigo is a manifestation of famine and hunger within the world. It is the out of work showgirl and the injured miner whose starvation makes them covetous and miserable.

Constantly searching for food, the Wendigo has been known to devour its victims while they are still alive, though it may take a few bites to completely consume larger foes. Its natural habitat is the Ten Peaks, where the Cult of December is located, so the Wendigo's connection to Rasputina is not unlikely: but is the creature a pet? An ally? A manifestation of December itself? These questions become less relevant when the Wendigo's jaws are snapping in the air and its breath is blowing hot across its enemies' faces, and so none have bothered to discover the answer.







ICE GOLEM

Due to their contentious relationship, Rasputina can channel the Tyrant December's power, commanding golems forth from the cold she summons or the thick blocks high in the mountains. Massively tall and durable, there are few creatures, natural or otherwise, that can rival an Ice Golem for sheer power and destructive capability. Even in death, they are dangerous as their corporeal forms shatter and form thick ice sheaves.

Imbued with a limited yet focused intelligence makes this construct an ideal bodyguard for Rasputina and her Arcanist allies, and the sight of this giant rising from the snow has made more than one potential enemy flee. Ice Golems are not known for their speed, but once committed to battle, they make a fearsome opponent indeed.





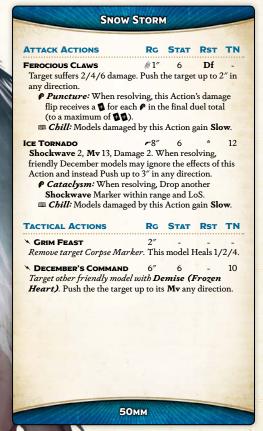
SNOW STORM

Years ago, the Tyrant December made a desperate gamble to take complete control of Rasputina. This attempt failed when she redirected his power to one of the Silent

Ones, a woman named Snow. The Tyrant's power manifested in the form of a massive wendigo bound to Snow, which later was named Storm.

At first, the relationship between the two was fractured and hostile. Neither the wendigo nor the Silent One wanted this symbiotic relationship, but as time moved on, they have developed a respect for one another, moving from animosity to the kinship of pack siblings. They no longer interact much with the Cult, preferring their own company. While they answer to Rasputina, it is with less blind loyalty than the rest of the Silent Ones. Storm's nature has driven Snow more towards independence, and she is more willful as a result. For now, the two are joined with the Cult's cause.





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BLESSED OF DECEMBER

#1" 6

6″ 4₩

ATTACK ACTIONS

FEROCIOUS CLAWS

(to a maximum of +2).

Place this model anywhere within range.

40MM

enemy model.

same model. **TACTICAL ACTIONS**

LEAP

A COIM FEAST

any direction.

BLESSED OF DECEMBER

There are many arcane and fell rituals in the Cult of December, some which even his followers fear. None is more terrible than bestowing the title of "Blessed" on a member of the Cult. The ritual is performed once a generation, and is the deciding proof of December's choice of the leader of his Cult. During this, the chosen sacrifice is stripped of all humanity, transformed into a living expression of December's power... and his all-encompassing hunger.

At the beginning of her stewardship, Rasputina performed the ritual as December directed, choosing a young woman from the Silent Ones. It did not take long for the Winter Witch to regret performing the ceremony, as she watched the woman become a prisoner in her own

in constant agony. Seeing her own possible future in the Blessed, Rasputina can only watch helplessly as it grows more feral with each passing day.

body. The Blessed retained her sanity, but it was clear her transformed body existed

Df Target suffers 2/4/6 damage. Push the target up to 2" in Critical Strike: When resolving, the target suffers +1 damage for each P in this Action's final duel total ₩ Pouncing Strike: Place this model into base contact with another enemy model within 5" and LoS. Then, take this Action again, targeting that ₩ Onslaught: Take this Action again, targeting the RG STAT RST TN Remove target Corpse Marker. This model Heals 1/2/4.



DECEMBER ACOLYTE

December was searching for followers long before his prize arrived in Malifaux. Once the Breach reopened, it was a simple matter to lure men and women out of the city and into the mountains.

There, they found themselves growing cold of heart and body, practicing macabre ceremonies at the behest of their otherworldly master. Fed on these sacrifices, December began to grow, preparing for Rasputina's arrival.

When she arrived, the Acolytes found in her a new leader and, through her, an alliance with the Arcanists. Adept at hiding in the shadows and willing to wait for hours on end, Acolytes can set masterful ambushes, capable of taking out caravans even with the odds stacked against them. Anyone trying to flee will be impaled with their harpoon guns and dragged back to be sacrificed to the Winter Witch and December.



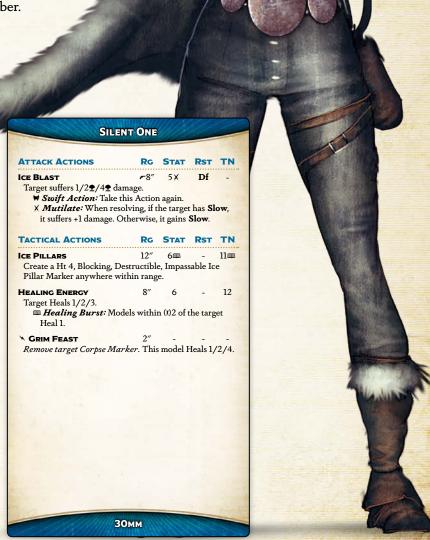


SILENT ONE

With the arrival of Rasputina as the leader of December's Cult, the status of the Silent Ones has changed drastically. The priests who betrayed them by removing their tongues are dead, killed for their crimes in cannibalistic rituals.

Once devoted solely to December and his will, the former priestesses have dedicated themselves to the new head of the Cult. In turn, Rasputina has uplifted these women, teaching them new magic and giving them special privilege as her handmaidens. Her commands are carried out with the same fanatical zeal as those of December himself.

In battle, the Silent Ones bring the might of winter to bear. While they have less raw power than their mistress, they use what they have with great skill. They can freeze foes solid, summon great pillars of ice, or even heal allies. However, this is not without price for the living. While it can save a life, it can cause damage to those who are not devoted to the mysteries of the Cult of December.



SACRIFICE TO DECEMBER: After this model kills an enemy model, if the enemy model was within 2" of one or more Ice Pillar Markers, add one Soulstone to this Crew's Soulstone

ABILITIES

ICE MIRROR: When taking non- Actions, this model may draw LoS and range from Ice Pillar Markers within
8.

Actions taken this way may not declare Triggers unless this

model first discards a card.

Pool.

ATTUNED: This model may use Soulstones.

ICE DANCER

Rasputina has made many changes since taking over the Cult of December. The power of the old priesthood was crushed, and many of her followers enjoy a greater degree of freedom. While they still hold to the old practices and sacrifices, some have begun flourishing in other ways. Foremost among these individuals are the Ice Dancers; they use the elemental force of ice and storm granted to them by December to create icy paths beneath their feet, gliding along effortlessly.

Many of the Ice Dancers use their newfound art to create elaborate dances in December's honor, performed during his rituals. However, others have perfected their methods for combat, gliding in and out of the fray with grace and speed, cutting throats with shards of ice. Many of the older members of the Cult look down on the practice as a petty insult to December's power.

FROZEN TOUCH

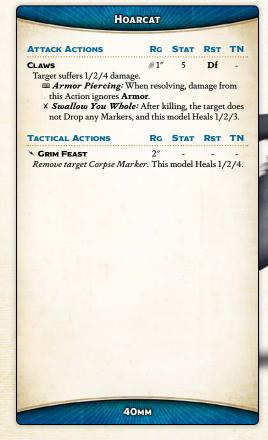
GRIM FEAST

One such Ice Dancer even displayed her talents at the Star Theater, which they considered an affront to the religion. But the dancers have Rasputina's blessing.









HOARCAT

Hoarcats are small creatures living in the mountainous regions of Malifaux. Alone, they are rarely a threat, more likely to flee than take on an enemy. It is only when standing with their pride that they will fight. Expert pack hunters, a Hoarcat Pride will approach a target from different directions, splitting his attention and allowing at least one cat to get close.

Food is hard to come by in the mountain ranges, and if a larger creature approaches to challenge them, the pride will be forced to flee. Without the advantage of surprise, they know they are better off finding meek creatures to kill. Hoarcats are among the easiest creatures for a skilled beastmaster like Marcus to control, and even lesser sorcerers can compel a pride to aid them in battle.



ICE GAMIN

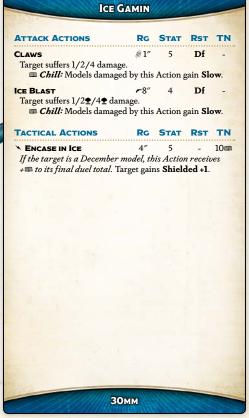
Smaller versions of the terrifying Ice Golem, Ice Gamin are similarly constructed from the snow and ice. This magic is unstable, and when a gamin is wounded unto death, it reacts violently, expelling the ice and hardened snow into an indomitable pillar.

Though small, their skin is unnaturally hard, turning aside even the toughest blows with little more than a crack to show for the enemy's effort. Ice Gamin also mimic some of December's abilities, though they are not nearly as apt as Rasputina herself.

When they are near, the air becomes just a little colder, the wind more likely to sting unprotected skin. They can also control the ice that forms them, freezing particles in the air and sending them flying at their targets, causing dozens of small wounds that can add up to greater injury.









may have changed her appearance



FAR Peaks - RARE CULTIST Remains. Ritualistic Tools. Primitive burial ground?



Birds sported a woman in a fur-lined coat investigating abandoned warehouse. Why?



Hore questions than answers. December is careful this time. Plotting, but what?

Mei Feng

Full of fire before she came to Malifaux, Mei Feng found herself with an even closer affinity for the element after passing through the Breach. While she was never able to throw fireballs at her enemies, she was still able master the art of heating metal and bending it to her will.

With this unique ability, it was easy for Mei Feng to find a position working in the Foundry, the division of the M&SU that oversaw the steady expansion of Malifaux's rail lines. Between her magical talents and outspoken dislike of the Guild, it did not take long for Mei to draw the attention of the Arcanists. The criminal organization was impressed with Mei Feng's skills and offered her a position of leadership in the Foundry, provided that she would become one of its agents.

Mei Feng accepted the deal, and soon she was able to speed up or slow down the construction of Malifaux's rail lines to whatever degree she and her Arcanist masters wished. Unbeknownst to her new allies, however, Mei Feng's true loyalty was not to the Arcanists but to the Ten Thunders. This was not the blind loyalty of a faithful servant, but the desperate loyalty of someone with few other options. She attempted to curry favor with the Arcanists to break the hold the Ten Thunders had over her numerous times, but Victor Ramos was too wary of Mei's motives to fully trust her.

Misaki's coup was, in many ways, the best thing that has happened to Mei Feng since she arrived in Malifaux. For the first time, she finally feels as if she might have a say in her own destiny, a freedom that has expressed itself in her deepening relationship with English Ivan, a dapper man who rescued her after a confrontation with the former Governor-General and nursed her back to health. Her feelings for Ivan are unexplored territory for her, but she has charged into them with the same reckless abandon that has defined much of her life.

Mei's passion is seen as a virtue by the workers of the Foundry, who are fiercely loyal to her and her alone. Much of this loyalty is due to Mei's habit of purchasing mechanical limbs for injured workers out of her own pocket, ensuring that they can still work to support their families. Mei might not give a damn about the plots of the Arcanists or the Ten Thunders, but her concern for her people is unquestionable.





CTICAL ACTIONS RG STAT RST T

VENT STEAM

©3″

Until the End Phase, models within range have Concealment. Non-Construct enemy models also treat the area as Hazardous Terrain.

Remove any number of Scrap Markers within 2" of target friendly model. Push the target up to 1", plus up to 3" per removed Scrap Marker. If this Push is interrupted by an enemy model, the enemy model must pass on a TN 14 Mv duel or suffer damage equal to the target's Sz.

Scorched Remains: Drop a Scrap Marker into base contact with the target.

ЗОММ



FORGELING

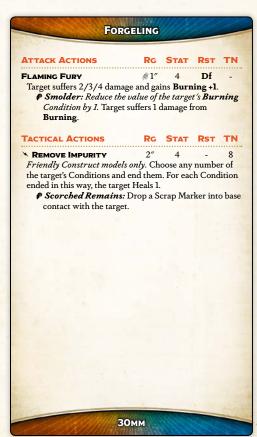
At Mei's command, the embers that fuel a forge will gather and rise in a vaguely humanoid form. This Forgeling will then follow her, holding its heat until she has proclaimed its purpose. Most of the time, it remains in the forge, where it burns away impurities to produce the strong steel for which the Foundry is famous.

Mei's control over the Forgeling is more instinctual than learned, and she has difficulty explaining just how she forces the fiery creature to obey her command. For a time, Mei Feng worked with Sandeep Desai, the most prominent elementalist of the Arcanists, to further develop her control over the creature in the hopes of summoning a golem-sized Forgeling, but her lack of patience and innate distaste for authority brought an end to her studies before they could truly begin.

The Forgeling is content to follow Mei Feng in its current form. It knows that she gave it life, and it is more than willing to return that favor by burning her enemies to ash.







METAL GOLEM

Though made of the same flexible metal as the Gamin, the Metal Golem is much larger and requires a greater source of fuel to continue functioning. It is both utilitarian and martial: assisting with the construction of the railroad, but also stepping up to defend the crew if the need arises. Its power comes from the large furnace built into its torso, and with nearly every action it takes that furnace will burn hotter, requiring more fuel.

The golem can perform the work of several men, so it is still more effective than having those men working on the rail themselves. Mei Feng has agreed to supply the Arcanist movement with golems, though it is not a simple process to create a construct with self-awareness, and so they are still a rare asset to be found. The Arcanists know that each one is a valuable tool and places them were they can best serve the faction's needs.





NEIL HENRY

Neil Henry first came to the Foundry's attention after his family was kidnapped by Condor Rails. The railroad company had intended to use his family as leverage to force Neil to work slower, but instead of capitulating to their demands, he single-handedly destroyed the two constructs guarding his family, killed the man responsible, and freed his wife and son.

Despite suffering a grievous wound, Neil then returned to the railroad and worked for a day and a half straight, ensuring that the line was completed by the deadline. Impressed with his work ethic, Mei Feng offered Neil a full-time job at the Foundry.

Neil isn't a complicated man, but that works to his advantage: Mei knows that he doesn't have any desire to play political games, and that means that he can be trusted with her secrets.



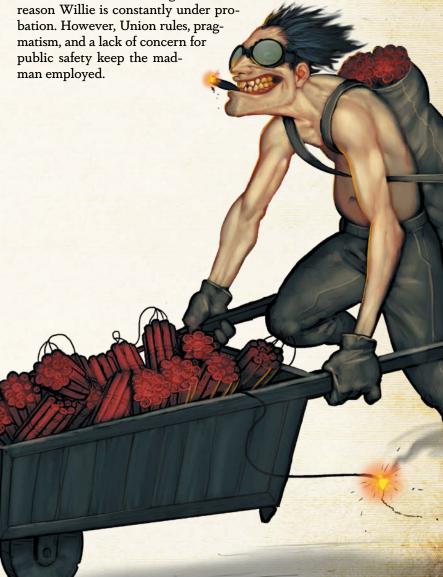




WILLIE

Explosives are a familiar item to many members of the M&SU. They are used in everything from establishing new mines to blowing holes in mountains for new railroads. Even with this common familiarity, Willie stands out as an exception. He is a demolitions expert without equal. When given a task that seems impossible, he spends only a short time staring at the project before ordering everyone away. It's not long before he runs past, screaming warnings at the top of his lungs while pursued by a fireball.

As he puts it, gunpowder talks to Willie. He says he can hear the mood and desires of dynamite, which is why he's so good at his work. All of his fellows in the demolitions part of the M&SU agree that Willie is insane, with a complete lack of the concept known as personal safety. This reckless disregard for even the most basic regulations is the



50мм

WILLIE

• "Here, Hold This!": The target and other models within (t)2 of it must each pass a TN 13 Mv duel or suffer 3 damage. The target suffers a

to this duel.

SHARP WIT
Target gains Slow.

METAL GAMIN

Though their skin is hard as steel, Metal Gamin move with a grace usually reserved for creatures of flesh and bone. At the core of their being is a sliver of power strong enough to animate them, though not strong enough to make them more intelligent than the average household pet. They can be given commands, but if told to attack, they are more likely to use an improvised weapon rather than the blade they carry as part of their arms.

Despite their lack of wit, they show firm loyalty to their masters, often following just a few feet behind them. The Metal Gamin are the smallest creatures that Mei Feng brought to Malifaux, proving her ability to manipulate metal was comparable only to Victor Ramos' ability to control constructs, which has led to a loose alliance between the Foundry and the Miners and Steamfitters Union. The secrets of Metal Gamin animation are known only to a few, but Mei Feng long ago traded that secret to Ramos, but for what, only they know.



The Foundry

PROTECTIVE GEAR MUST BE WORN AT ALL TIMES

AUTHORIZED PERSONNEL ONLY



BEWARE METAL GOLEM

Miners and Steamfitters Union

TONI IRONSIDES

The daughter of escaped slaves, Toni Ironsides has risen far from her origins. Her hatred for the Guild stems from witnessing her mother's execution and from their decision to uphold the barbaric local laws in its member nations. Toni vented her rage as an underground fighter, then as an Earthside resistance member, where she drew the attention of Victor Ramos.

Among the Oxfordian Mages, Toni rekindled her love of learning, and impressed Ramos with her keen intellect. He elevated her to leadership of the M&SU, where she proved to be natural leader and radical, always ready to turn the common man against the Guild.

In secret, Ramos also used Toni and the Mages to keep the Arcanists in line, hunting down rogue elements within the faction. Toni resented this, as it meant fighting those who should be their allies, but she tempered her guilt with the belief that Ramos was committed to bringing down the Guild.

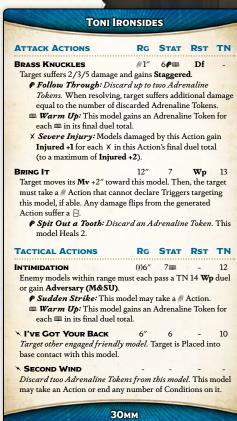
Soon after the death of Herbert Kitchener, the new Governor-General Franco Marlow approached Toni with an offer that was impossible to refuse: emancipation of North America's slaves in exchange for the terrorist leader of the Arcanists, Victor Ramos.

Despite her hatred of the Guild, Toni knew she would never get a chance like this again. Making a deal with the devil never comes easy, but the answer to the proposition was clear, and soon, Ramos was hauled away from Malifaux to a jail cell in Vienna, guarded by an immeasurable number of Guild Guards.

The decision haunts Toni to this day, both in the guilt she feels and in the schism it has created within the M&SU. She often thinks back to the day when Ramos offered her the opportunity, sometimes regretting the decision to accept, and other times pondering if there was ever truly an alternative. The substitute of it being overseen by someone such as Kaeris was akin to lighting a powder-keg, burning the tower down around them. Unthinkable.

For now, she guides the M&SU with a tenuous grip, as other elements within the Union, and the Arcanists it was meant to cover for, continues to fracture in resentment. Every day is a struggle just to hold things together, but Toni knows that if they cannot stand together, they most certainly will fall.







Mouse

The dwarf known as Mouse is a shrewd and cunning man. While he does not serve the Arcanist Movement as a leader or a fighter, his purpose is undeniably vital. Mouse is a spymaster, organizing one of the largest and most subtle rings in all of Malifaux. By operating through a series of cutoff agents, he has managed to keep under the Guild's notice for years.

When Toni Ironsides began taking on the role of hunting rogue Steamfitters, Victor assigned Mouse to her company. The two struck a friendship born out of shared discrimination, her for race, and him for size.

Mouse is unusual for a spymaster in that he continues to operate in the field. Reading reports is all well and good, but there's nothing quite like firsthand experience. The shake-ups in the Arcanists have had little impact on his duties, though he has made it a point to watch Kaeris and her fiery fellows more closely, filtering that information to Toni in case the hothead needs to be brought to heel.





Mot	JSE			
ATTACK ACTIONS	RG	STAT	RST	TN
ROPE LASH Target suffers 1/2/3 damage.	<i>M</i> 0″	4	Df	-
Toss the Noose r10" 4 P Df Target suffers 2/3/4 damage and gains Staggered. Pull and Drag: Push the target 3" toward this model. Delay: Target gains Slow.				
TACTICAL ACTIONS	RG	STAT	RST	TN
EMERGENCY SURGERY Other Living model only. Tar W Swift Action: Take this			-	10
FIGHT FOR THE UNION Target a friendly Toni Irons. Adrenaline Token. If the targ Health or less, it gains an add	et has h	alf its ma	aximun	
301	AND	No.		

HOWARD LANGSTON

Deep within the ruins of Malifaux are ancient documents describing forgotten magics that are waiting to be discovered. When such blueprints fell into Victor Ramos' hands, there was little doubt that he could twist them to serve his own purposes. Howard Langston was a miner who was injured while Ramos happened to be visiting a work site. Given that he had no family, Ramos took him to his lab for a special project.

Weeks later, Langston emerged with the mechanical legs of a spider and massive pneumatic claws in place of his hands. The modifications were from the schematic, but Ramos had put his own unique flavor into the design. Langston has loyally served Ramos ever since as a brutally efficient enforcer, able to tear apart flesh and machine with equal vigor.

Since Ramos' arrest, Langston has begun to question where he stands in the Arcanists, as his loyalty has always been to Ramos first and the faction second.



ARMOR +1: Reduce all damage suffered by this model by +1. GRIT (EXECUTIONER): While this model has half of its maximum Health or less, it ignores the cost and targeting of its Trail of Gore Action.

UNIONIZED: While within @3 of another model with this Ability, this model receives a 1 to its Df and Wp duels. POWER CONVERTER: At the start of this model's Activation,

it may remove a Scrap Marker within **3** to gain a Power Token. Before performing a duel, this model may discard a Power Token to receive either a dor a suit of its choice to that duel.

TERRIFYING (11): After an enemy model targets this model with an Attack Action, the enemy model must pass a TN 11 Wp duel or the Action fails.

UNIMPEDED: This model is unaffected by Severe Terrain.



HOWARD LANGSTON

EXECUTIONER CLAWS

M 2"

Df

The target may not declare Resistance Triggers during this Action. Target suffers 3/4/5 damage.

- Place the target anywhere within 3" of this
- ₩ Like the Wind: Push this model up to 5" in any direction, ignoring other models.
- X Execute: The target may either discard a card or a Soulstone. If it does neither, it is killed, ignoring Demise Abilities.

TACTICAL ACTIONS

RG STAT RST TN

VENT STEAM

@3″ Until the End Phase, models within range have Concealment. Non-Construct enemy models also treat the area as Hazardous Terrain.

TRAIL OF GORE 3" Remove target enemy Scheme Marker. Take a /// Action

or the Walk Action

Discard a Power Token. Friendly Construct only. Target gains a Power Token. Push the target up to 2".

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ARCANISTS • MALIFAUX THIRD EDITION

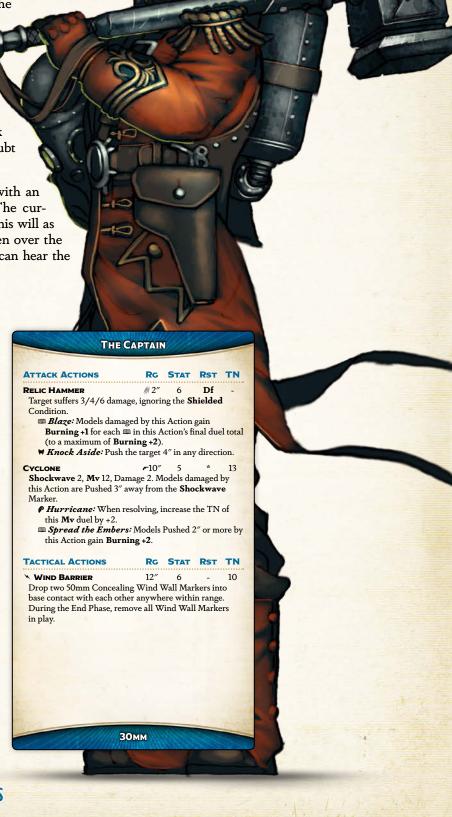
THE CAPTAIN

There are many rumors surrounding the identity of the man known only as Captain. Some say that he was once a Guild explorer in charge of a mysterious airship in Malifaux. Others claim that he was a part of the Black Powder Wars, despite it being almost a century ago, serving as the

commander of a line ship. Still, others insist that the Captain was a member of the elite Breach Expeditionary forces, now retired. A dozen more stories float around, and the Captain has yet to settle on one in particular. He enjoys sharing the stories of his adventures with anyone willing to sit down for a drink with him, and is so convincing that none doubt the story they've heard.

The Captain is a loud and energetic man with an unusual knack for controlling the wind. The currents of the air are as much an extension of his will as his hammer is an extension of his body. Even over the roar of his hurricane force gales, opponents can hear the Captain's raucous laughter during battle.





AMINA NAIDU

Amina is a lawyer in Ridley who protects M&SU interests. Unlike many other practitioners of the legal arts in Malifaux, she genuinely cares about people and fights diligently for the rights of the common man against the Guild's corrupt and oppressive bureaucracy. Many of the people of Ridley know her as a bustling whirlwind of papers with a half-smile that only stops to make a witty comment.

Amina's dry sense of humor often goes over people's heads, but she never slows down long enough to mind. Her work in Ridley has had great results, and she is a significant reason as to why the Guild has never been able to establish a true legal foothold there.

Despite her diligent work for the Union, she pays homage to mysterious patrons from Earth, who originally sent her to Malifaux to gather intel on the political workings of things beyond the Breach. Even so, her compassion for those she represents is genuine, and she never gives up on a case.





FITZSIMMONS

Joshua Fitzsimmons was never afraid to do the heavy lifting himself. He prided himself on being a "working man's boss." While other factory owners lurked in their offices like vultures, Joshua would roll up his sleeves and join his people on the production floor at Fitzsimmons Brewery. But import fees on alcohol and Guild stipends bristled the businessman in him, so Joshua turned to some unusual business partners. When they found out he was using smuggled moonshine from the Bayou, the Guild confiscated his brewery and threw his employees into the streets.

But did Joshua dry up like an old leaf? No. He spent every penny he had left to buy them all into the Union, and now Joshua marches the picket lines, laying siege to any business that refuses Union labor, any factory that the Guild empties of hard-working honest folk and fills up with their automatons and convict laborers. His cantankerous speeches stir the hearts of the people, because if a bitter old man is willing to fight, then they can too.





GUNSMITH

The Gunsmiths are the troubleshooters for the Miners and Steamfitters Union. These men and women operate independently of most oversight, trusted to accomplish their assigned tasks with efficiency. They rely first on their reputation to diffuse situations, which often works. Even the hint of the presence of a Gunsmith is enough to send anti-Union activists into hiding. Indeed, they prefer peaceful solutions, since this keeps the Arcanist influence in the Union out of sight and mind. If their reputation fails to keep things under control, the Gunsmiths will turn to the trade by which they are named.

Each Gunsmith builds their own weaponry from a base starting point, a pistol similar to the Peacebringer. They modify the weapons to suit personal style and taste. Some Gunsmiths carry ornate weapons with reputations of their own. Others keep their weapons small and concealable, hiding them in plain sight. Even more than the custom weapons, the Gunsmiths use specialized ammunition, allowing them to take on a variety of threats.



2 or more Health, it may not be reduced to below 1 Health.

EASY TARGETS: While this model is unengaged, its Attack Actions receive a 1 to their duels when targeting models that do not have Cover or Concealment.

UNIONIZED: While within **()**3 of another model with this Ability, this model receives a **1** to its **Df** and **Wp** duels.

GUNFIGHTER: This model may treat any of its - Actions as having a range of #1".

GRIT (RESOURCEFUL): While this model has half of its maximum Health or less, when it declares an Action, it may add one suit of its choice to that Action's final duel totals.

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GUNSMITH

ATTACK ACTIONS RG

CUSTOM FIREARM Target suffers 2/4/5 damage.

Puncture: When resolving, this Action's damage flip receives a for each of in the final duel total (to a maximum of 11)

~12:

Armor Piercing: When resolving, damage from this Action ignores Armor.

₩ Quick Reflexes: Take this Action again, targeting a different model.

X Severe Injury: Models damaged by this Action gain Injured +1 for each X in this Action's final duel total (to a maximum of Injured +2).

TACTICAL ACTIONS

model in LoS.

RG STAT RST TN

Df

~20″ TARGET PRACTICE

The TN of this Action is equal to the distance in inches between this model and target Scheme Marker. Remove the target.

CREED ALONG 6 Push this model up to its Mv in inches toward a friendly

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The Miners and Steamfitters Union is made up of two groups: the Miners who toil away in the Northern Hills, and the Steamfitters who have received special dispensation from the Guild to keep the Union's mining constructs operational with their magic.

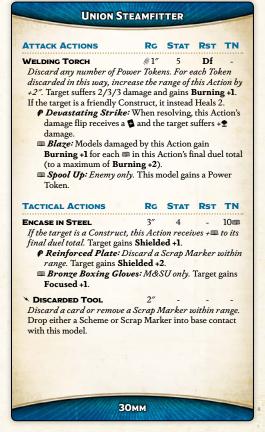
In actuality, many Steamfitters are Arcanist agents who use their positions as Steamfitters as a convenient excuse for their possession of magical powers. New Steamfitters undergo multiple tests of loyalty to feel them out, and only those with a grudge against the Guild are ever approached by Arcanist recruiters.

> Even if not Arcanists proper, a Steamfitter's knowledge of engineering and artefacting can be invaluable in battle... or when the Union needs a mining construct retrofitted for combat.



gain a Power Token. Before performing a duel, this model may discard a Power Token to receive either a 🐧 or a suit

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UNION MINER

The most valuable resource in all of Malifaux is Soulstones. It is for these precious gems that humanity has stayed in this hostile landscape. While the Guild is in control of the distribution and sale of Soulstones, it relies on the hardworking members of the Miners and Steamfitters Union for acquisition. Some of them are free men out to earn a living and support family back Earthside. Others are criminals on the run, hiding in Malifaux from debts they want to avoid.

Whatever the reason, all miners stick together in the Union. When the Union is threatened, the miners rally together to fight back. In spite of Guild laws against strikes and similar measures, the Union has come up with creative ways to disrupt Soulstone production.

False claim reports over bad equipment, insisting on following contradictory instructions to the letter, even subtle sabotage, all have been used by the Union to get their way. Members of the Guild grind their teeth and say nothing, for without the Miners, their industry would collapse.





COLETTE DU BOIS

The owner of the Star Theater - the most famous establishment this side of the Breach - and a master illusionist, Colette Du Bois has risen from a lowly pickpocket to heights she never could have dreamed.

Every night, she and her girls put on a dazzling display of true magic disguised as mere sleight of hand, distracting the eye with smoke and mirrors. All it would take is one wrong move, one suspicious officer, and her world would come crashing down. It's stressful to keep the world paying attention to the wrong hand, but the magician in her loves the trick. So long as she can continue dazzling everyone, she can keep the freedoms she's earned for herself and her girls. It's a dangerous game that she plays, but she wouldn't have it any other way.

Colette's fortunes are tied to the Arcanists through their smuggling operations, and few know the hidden routes like she and her troupe. While this has made her irreplaceable, it also left her obliged to Victor Ramos and his increasing demands, despite the danger to her girls. The man she once saw as an ally was becoming a thorn in her side.

Colette dabbed dry eyes when Ramos was put in irons, but she couldn't afford to sit on her laurels. Her talents both on and off the stage have made her more popular than ever. A troubled city looks to the Star for levity and escape, and she is more than willing to provide.

In fact, since Ramos has been hauled away to prison, the Star Theater has flourished. Whether that is because Ramos had a hand in stifling the theater's prosperity or if Colette's stress levels have been reduced so that she can focus on bringing the biggest and loudest shows into her doors is unknown (to everyone but Colette, of course).

Since the disruption in the Arcanists, Kaeris has decided to take a weight off of her own shoulders by giving Colette greater control over their smuggling efforts, freeing her to seek out new opportunities on both sides of the Breach, which Colette has accepted without hesitation.

Now goods of all sorts flow freely between the worlds, and the profits have allowed Colette to hire more evocative entertainers.





Mechanical Dove

Colette's Mechanical Doves are one of many draws to the Star Theater. The intricate nature of their construction is a testimony to how expensive they are, for they perfectly mimic their living cousins. Made from platinum, brass and precious stones, they are almost as beautiful and eye-catching as their mistress. During Colette's show, the Doves sit on stage as silent observers, quietly watching the audience and the show. At the climax, they spiral into the air, circling the audience to gasps of delight and awe.

While built for the stage, the Doves are - like every construct at the Star - more than they appear. At the heart of every Dove is a Soulstone, providing life to the clockwork creations. Every showgirl is taught the method to access the heart of the Dove, able to use the magical power with a small amount of training. Each time they do this, the Soulstone is drained and must be replaced, but Colette rarely complains about the need.





CARLOS VASQUEZ

A young pyrotechnics stuntman, Carlos came to the Star Theater with one goal in mind: to earn the adulation of "countless women." Turned away due to his gender, he evaded Cassandra's efforts to throw him out, reducing her dress to cinders in the process, and then revealed his inexperience with the opposite sex when her bare skin reduced him to a blushing, nervous wreck. The way the showgirls tell it, Colette was reduced to breathless laughter for nearly half an hour. She then agreed to give Carlos a chance, to Cassandra's annoyance.

As cheesy as his theatrics are, Carlos' confident energy and mastery of fire have enchanted a growing audience of young (and old) ladies, who risk their eyebrows to crowd the front rows when he takes the stage. Colette refuses to let Carlos pursue any of these girls, insisting that his "untouchable mystique" is what keeps them coming back, but a few (namely Cassandra) like to tease that it's just to spare a woman from his fumbling attempts at wooing them.





PERFORMER, WILDFIRE • STAT CARDS

Cassandra Felton

Once Colette's greatest rival, Cassandra has become her closest confidant. She is known by several titles: the Magician's Apprentice, Malifaux's Great Beauty, and the Queen of Hearts amongst them.

More than any other woman at the Star, Cassandra draws crowds. She relies on a combination of stunning beauty and shrewd marketing with her shows, spreading discrete rumors about her risqué acts. Because of this, she is among Malifaux's greatest celebrities, perhaps even outshining Colette.

Despite this, Cassandra is no mere showgirl. She refuses to discuss her past, dropping her charming demeanor if people push the issue too hard. She is a proficient sword fighter, a talent that she incorporates often in her shows. Combined with a fearless confidence, she is one of the most dangerous women in Malifaux, regularly leading the ladies of the Star in their smuggling runs for the Arcanists. She does this for the sake of her fellow showgirls, but most of all for Colette's sake. Colette may be protective of her girls, but Cassandra is the one to protect Colette.







The Mistress of Ceremonies at the Star Theater; Angelica has a talent for her role that can only be described as magical. Her presence on stage commands attention from the roughest crowds, and her trained voice can inspire tears or laughter as the situation requires. While she only appears on stage in between acts to introduce the next one, Angelica is as

integral a part of the experience as Colette herself.

Angelica learned how to use her gifted voice from her father, a carnival barker. After his death, she spent years moving from location to location, her talent wasted on crowds only interested in her looks. In Malifaux, she auditioned at the Star Theater and was hired by Colette immediately. Since then, she has become one of the senior members of the troupe. Even Colette gives way before Angelica's experience in arranging the acts of the show, allowing the Mistress of Ceremonies to create fantastic memories that draw crowds night after night.





CORYPHEE

For all the advanced technology seen in Colette's mannequins, they are pale imitations of their sisters, the Coryphee. These constructs are graceful dancers, performing with a supernatural beauty that defies explanation. On stage, they are arrayed with human partners to craft stories and art unlike anything else seen on Earth or Malifaux. The Coryphee's grace and skill are such that even they have admirers. Like the mannequins, they have shown glimpses of human personality. Regular attendees swear that they can tell which Coryphee is performing, no matter the costume, based on the motions and passions for the roles they play. When inquired, Colette deftly turns aside any detailed discussions about them.

She has never shared the secret of the master artist who made the clockwork dancers, nor discussed how they work or are maintained. Rumors persist of other Coryphee running around Malifaux, so Colette has admitted that the inventor was an M&SU engineer who mysteriously disappeared, a lie intended to deflect attention away from the Star Theater while still explaining their presence outside the theater.





CORYPHEE DUET

Amazing as a single Coryphee is, the constructs have always been intended to dance with a partner.

During the performances where Coryphee are involved, Colette takes advantage of this fact, starting each show with a single Coryphee dancing alone. It is only after the audience is convinced that there is no sight more spectacular in the world that the second Coryphee joins its sister, and the room falls into stunned silence. Each night, new music is chosen and the duet tells a new story with each performance. At times, they dance in the traditions of the Russian ballet. Other evenings they do complicated dances with sabers, acting as opponents in a show of grace and skill.

Those few who have seen a Coryphee Duet in combat find it a surreal experience. The constructs dance as if to music only they can hear, turning the violence of battle into part of an extravagant and beautiful act. They move fluidly, as with one mind, shifting from attack to defense between the two without hesitation.



ARMOR +2: Reduce all damage suffered by this model by +2.

AGILE: This model may leave the engagement range of enemy models with the Walk Action.

NIMBLE: This model may treat the Walk Action as a Action.

BLADE RUSH: When this model takes the **Charge** Action, it can move through other models. Enemy models moved through in this way suffer 1 damage.

DEMISE (BROKEN DOWN DUET): After this model is killed, it is instead Replaced with two Mannequin models, then each new model Heals 1.



CORYPHEE DUET

ATTACK ACTIONS	RG	STAT	RST	TN
TWIRLING BLADES	<i>⋒</i> 1″	7	Df	-
Target suffers 2/4/5 damage	ge.			
Critical Strike: Wh	en resolvi	ing, the t	arget su	iffers

- +1 damage for each \(\rho\) in this Action's final duel total (to a maximum of +2).
- Visions of Glamour: Enemy models within (1)2 of the target gain Distracted +1.
- X Execute: The target may either discard a card or a Soulstone. If it does neither, it is killed, ignoring Demise Abilities.

TACTICAL ACTIONS RG STAT RST TN THE POWER OF DANCE (1)3" 6 - 12

Friendly models within range Heal 2.

₩ Reposition: Move this model up to 3"

DANCE PARTNER 6" 7 - 10₩ Gain +₩ to this Action's duel when targeting a Performer. Friendly only. Place this model into base

contact with the target.

**Evisions of Glamour*: Enemy models within (1)2 of the target gain Distracted +1.

DANCE APART

This model suffers irreducible damage equal to half of its current Health. Replace this model with two Coryphee models.

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ARCANISTS • MALIFAUX THIRD EDITION

SHOWGIRL

The women who make up the stage show of Colette Du Bois' Star Theater are some of the most famous, and desired, in all Malifaux. All of them are charming and beautiful, able to turn heads wherever they walk.

Each performer is skilled in a variety of arts, some of them less reputable than others. The wide array of talents the Star has to offer has made it as famous Earthside as it is in Malifaux. These resourceful women have all come to the Star to find employment, and all of them found a home, as well. Colette treats them well, offering praise and criticism as deserved. Because of this, they have given her their loyalty, doing whatever she asks.

As part of their alliance, the Showgirls are trained as Arcanist operatives. They use any trick needed to retrieve information, no matter the risks. While this has resulted in many Arcanist victories, it has cost some their lives.







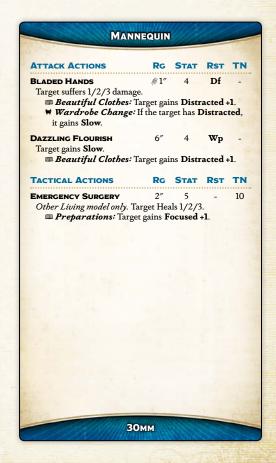
Mannequin

As part of the salary Colette gives her performers, each of them is assigned a Mannequin.

These wonderful constructs act as companion and protector to the Showgirls. While Mannequins are assigned individually, all of them are programmed to recognize any of Colette's women. For the performers, their Mannequins have a wide variety of uses. From a canvas to design new costumes to an "assistant" in practicing their stage acts, the constructs are a quiet pillar in the day-to-day process of the Star Theater. During the show, they are dressers for the Showgirls, waiting in the wings to quickly prepare their charges for the next act.

While they are all built by the same set of artisans, the Mannequins show a curious amount of personality quirks. Steamfitters from the Arcanists love to study the constructs, trying to figure out whether they have personalities at "birth" or if they are developed later. One popular theory is that the performers rub off on their protectors, although this rarely holds consistent in practice.





KAERIS

Control is an illusion.

That was the lesson Anasalea Kaeris learned when she came to Malifaux. Once a woman of strict routine and control, Kaeris acted as a "troubleshooter" for the M&SU, typically by shooting said trouble.

She developed a fascination with the arcane arts, but failed to so much as conjure a spark. Frustrated and angry, Kaeris accidentally lashed out in her workshop, letting go of control and acting on her anger. In that moment, the flames leapt forth like a tidal wave of aetheric power. It would take time for Ramos to expand her capabilities, but with patience and the appropriate education, just about anything can be accomplished.

Ramos took full advantage of Kaeris' power by making her the public face of the Arcanists. For months, she conducted brazen raids on Guild holdings, burning them to the ground. The sight of her metal wings in the sky became an ill omen, and the bounty on her head a point of personal pride. What Ramos chose to ignore, though, is that fire cannot be controlled.

The death of Governor-General Herbert Kitchener gave Ramos a window to pursue what he would claim as a personal project, and he split leadership of the Arcanists and the M&SU between Kaeris and Toni Ironsides, respectively. This suited them both well, for a time, until Toni betrayed Ramos to the Guild with a backroom deal that was too good to ignore, even if it meant giving up her mentor in the process.

A furious Kaeris began a rampage of destruction, promising to make the Guild pay for each day they kept Ramos in chains. As she sent their warehouses and offices asunder, Kaeris not-so-quietly planned her revenge against her equal, Toni, as well. For the angel of fire and chaos, grudges are not as easily snuffed out as a campfire or candlelight.

There will be hell to pay.

While Toni struggles to keep the M&SU together, arguing that they are only weakened while they are divided, Kaeris ignores her - for now - to fan the flames of rebellion and destruction, pushing her followers to more and more extreme actions. The Arcanists cannot be defeated, she argues, if there is no more Guild to fight.



	KAERIS
AND:	
ATTACK ACTIONS	RG STAT RST TN
target anywhere within 3 target suffers 2/3/4 dam **Heatwave: Enemy	m 2" 3 Sz - et models with Flight. Place the 3" of its current position. The nage. or models within (i)2 are Pushed 2" el and gain Burning +1.
purposes of Friendly Fire Models damaged by this. **P Smolder: Reduce tr Condition by 1. Targe Burning. **B Raging Inferno: V Hazardous (Burning contact with the targ as a **Marker for thi	the value of the target's Burning get suffers 1 damage from When resolving, Drop a 50mm ug +1) Pyre Marker into base get. This Pyre Marker is treated
TACTICAL ACTIONS	RG STAT RST TN
direction. Enemy models	8" 6 - 12 Push the target up to 4" in any s the target came into base move must pass a TN 12 Mv duel
No THE PYRE Create a 50mm Hazardot anywhere within range. ₩ Swift Action: Take	12″ 7 = - 12 = us (Burning +1) Pyre Marker e this Action again.

ЗОММ



ETERNAL FLAME

As Kaeris' power grew, she sought new ways to test herself. The summoning of gamin seemed a simple enough task, but the wild conflagrations she conjured were dangerously unstable. Like her own magic, the gamin refused to be controlled and ran wild, often exploding without provocation. While this was amusing, it wasn't a viable means of summoning.

Pondering a means to harness this power, she worked with Ramos to design a containment vessel and poured her power into it, creating the Eternal Flame.

The Eternal Flame is an erratic, spiteful thing. It hates the prison that is its body, unable to spread and consume like its cousins. It can only unleash its full destructive power at Kaeris' command, but she seldom denies it the opportunity, so it sees her as a welcome - if bossy - playmate.





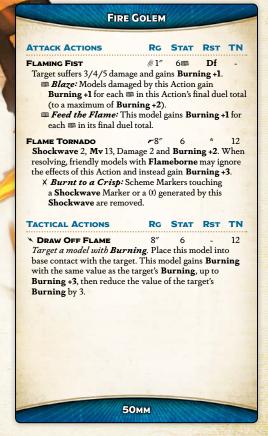
FIRE GOLEM

Fire is not like ice or steel. Even in its natural state, there is a ravenous hunger to it, a reckless need to destroy. It can be quenched but never satisfied, and if allowed to continue, it will burn everything to ash. Creating a Fire Golem is thus a very delicate act of controlled chaos.

Granted a measure of intelligence, the Fire Golem's first instinct is to consume. It takes a firm hand and sturdy iron bonds to command it, and even then, it remains too reckless to control in battle. Kaeris' solution was to bind not one but three souls within the same body. While this might seem like madness to some, she understands the selfish nature of fire better than anyone. A body at war with itself, with each head trying to claim more than its fellows, is one that can be more easily manipulated into obeying its creator, if only to ensure that they can destroy something before their body exhausts itself.



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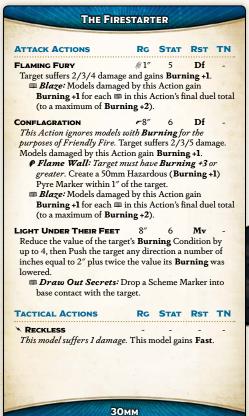
HOT SPOT: After an enemy model within @6 that takes

the Assist Action, it suffers 1 damage.

THE FIRESTARTER

Pyromaniac. Arsonist. Lunatic. Firebug. These titles, and many more, have all been applied to the man who calls himself Firestarter. Unlike many given these epithets, he embraces them proudly, viewing them as badges of honor. There is nothing to thrill the blood like a wildfire, as he often says to people who quickly shift away from him. He is an unnerving man, covered in burns and bandages and always holding something capable of sparking a flame. Despite his obvious insanity, he has managed to be controlled as a member of the Arcanists. This is less due to fear and more to the fact that the Arcanists allow him to indulge his mania, if only at their direction.

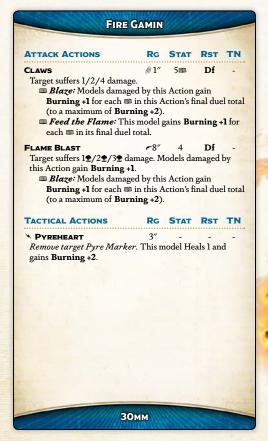
The problems facing the Arcanists mean little to the Firestarter, but some good has come of it. Kaeris' crusade against the Guild has boiled over, and she has all but let him off his leash. Together, they have set whole streets ablaze, and as his madness deepens, the Firestarter has come to view Kaeris as an embodiment of the fire he loves. Her voice is now one of the few things that can draw him away from his work and give him any semblance of direction in his actions.











FIRE GAMIN

Fire Gamin show all the worst tendencies of children. They are mischievous, intrusive, and cruel, with a sense of humor that only maniacs like the Firestarter can understand. Like all gamin, they are summoned creatures bound to a physical body, but they are inherently more unstable than their fellows.

At the time of summoning, it is not uncommon for the gamin to explode as it appears. It takes a strong will and a great deal of confidence to manage the energies of a Fire Gamin long enough to give it form.

In battle, they cackle gleefully as they torment their foes. Constantly aflame, their very touch is enough to start a raging inferno, a skill they use enthusiastically on the living. Left to their own devices, they are incredibly destructive, although easily distracted by the prospect of mischief. However, their shells remain only that - cages for a violent spirit. When a Fire Gamin is damaged sufficiently, its physical body explodes, showering all nearby with flame, much to the delight of its fellows.



ARCANE EFFIGY

Of all the Effigies, Arcane is the most curious. While its primary interest is magic, it has a scholarly fascination with everything. Its unique connection to the aether means that it has an unparalleled knowledge of magic, an advantage it uses to trade with the Arcanists to further its own goals. The Arcane Effigy wanders Malifaux, keeping tuned to the energies that the various magic traditions use to manipulate their power. When it has an interesting new experiment it wishes to test, it tracks down one of these threads and offers its services to the human on the other end.

Not all trust the Arcane Effigy enough take it up on the deal to provide it with sufficient research. But each encounter is a chance to learn, and Arcane spends the entire combat taking notes. This divided attention can be problematic at times, but the Effigy is rarely distracted for long. If an enemy insists on pulling Arcane from its research, the Effigy can bring its own magical power to bear on the unfortunate foe.







ARCANE EMISSARY

What a joy it is to engineer, to create! What exhilaration to master and channel the dazzling forces of the arcane! And how fulfilling to use the power to take charge of your own fate, leaping over the lines that your would-be masters lay down to corral the herd!

These are the ideas that unite Malifaux's scattered and eclectic Arcanist movement, and the Arcane Emissary is their immaculate embodiment. It is housed in a beautiful mechanical body but yet that body is self-created, owing its exquisite crafting to no one but itself. Inside that elegant machine is a form of coherent and primal force, shifting from fire to ice to light to steel, haloed in smoke or steam. Behind its bestial faceplate burns an intellect and occult skill as undeniable and frightening as the momentum of its roaring charge.





ARCANE EMISSARY

ATTACK ACTIONS	RG	STAT	RST	TN
RAGING GORE	⋒2 ″	6	Df	-
Target suffers 3/4/6 dam. Thunderous Blow		odels wi	thin (x)2	2 of
this model must each Slow.	pass a TN	13 Mv d	uel or g	gain
₩ Shove Aside: Once	per Activa	tion. Pus	sh the t	arget

4" away from this model. Then, this model may Push up to 4" and declare a # Action targeting a different model.

**X Rampage: Push this model 5", ignoring any models,

X Rampage: Push this model 5°, ignoring any models such that this model moves through the target. Models this model Pushed through in this way must each pass a TN 13 Mv duel or suffer 1 damage.

TACTICAL ACTIONS		J.A.	1101	
ARCANE BURST	(x)3"	7	- :	12
Enemy models within range	must eac	h pass a	TN 13	Df
duel or suffer 2/3/4 damage model.	and Pus	sh 2″ aw	ay from	this
Energy Burst: Remov	ve all Co	rpse and	Scrap	
Markers within range.				

NEGATION AURA (3" 6 - 1 Until the End Phase, enemy models within range must each discard a card to Cheat Fate.

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MECHANICAL RIDER

According to many legends, four riders will herald the end of the world. Some of these legends tie into ancient religions from Earth, but glimpses of these stories can be found in the ancient texts of Malifaux.

Scholars are unsure why the motif of four riders is so significant and prevalent, but they cannot deny its existence. The names are rarely agreed upon, but one mentioned in the Codex Mors translates most directly as the "Mechanical Rider." While this was nothing more than an oddity for many years, it has taken on new urgency since the Event.

Rumors of a woman riding a mechanical horse in the wilds have sparked a great deal of discussion of the old legends. There are few direct reports, but it is agreed upon that she carries a spear, and that constructs of all kind follow in her wake. She shows up unannounced to fights involving the Arcanists, then departs as the battle winds down. Her purpose is unknown, but those who remember the legends find her presence an ill omen.

MECHANICAL RIDER			
ATTACK ACTIONS	RG STAT RST TN		
CHAIN SPEAR Target suffers 2/4/5 dama	~ 8″ 6 Df -		
	ber of in this model's final		
TACTICAL ACTIONS	RG STAT RST TN		
PREVEL IN CREATION (1)6" 6 - 12 Drop a Scheme, Scrap, or Corpse Marker anywhere within range. □□□□ Innovation: Discard a card. Until the End Phase, each friendly model within range adds the suit of the discarded card to its final duel totals. □□□□□ Insight: Shuffle any number of cards in your Discard Pile back into your Fate Deck. □□□□□□ Revelation: Any friendly non-Master model may Activate immediately after this model's Activation has ended, even if they have already Activated this Turn.			
RIDE WITH ME 2" 6 - 12 This model may target another friendly model of lower Sz. Push this model up to 5" in any direction. Then, if this Action targeted another friendly model, Place the friendly model into base contact with this model.			

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declaring Triggers, this model may discard any number of Fate Tokens to gain +

to its final duel total for each discarded Token.

DF (

FORGED IN STEEL: When resolving, reduce the damage this model suffers by 1 for each

in its final duel total.

GUNFIGHTER: This model may treat any of its

Actions as

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having a range of # 1".



ENVY

Finisher: When resolving, the target suffers +1 damage for each Condition on it (to a maximum

~12″ 5**€**

Prey on Nothingness: When resolving, this model may end a Condition on the target. If it does so, the

X Sin Spiral: Target gains a Sin Token, then this

Once per Activation. Enemy models within range with one or more Sin Tokens must each discard a Sin Token

The Beat Goes On: Discard a card. Another friendly Crossroads model in this model's LoS may take the Destructive Performance Action.

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Df

RG STAT RST TN

ATTACK ACTIONS

of +2).

Target suffers 2/3/4 damage.

Target suffers 2/4/6 damage

model Heals 1.

TACTICAL ACTIONS

and suffer 3 damage.

SINISTER ORGAN MUSIC

Discard a card. Target gains Focused +1.

target suffers +1 damage.

DESTRUCTIVE PERFORMANCE (1)3"

STOMP

ENVY

He doesn't really remember the last night at the Crossroads Hotel, but he remembers how it ended, remembers crouching, shivering in an empty doorway in the light of the burning hotel, cradling a single piano key in his hands. He doesn't really remember pulling the key free in all the craziness, but he remembers discovering what else his quick, clever pianist's hands could do, the machine he could build with them, and how he could use it.

He doesn't really remember whether scarlet and black were the color of their clothes or their eyes, but he remembers the promise they made him. No more days stuck behind a tinny, rickety piano in a husk of a Badlands town, watching while others got the lovers, the baubles, the life he wanted, deserved for himself.

He cut a deal, and received a promise. Now it's



ARCANISTS . MALIFAUX THIRD EDITION

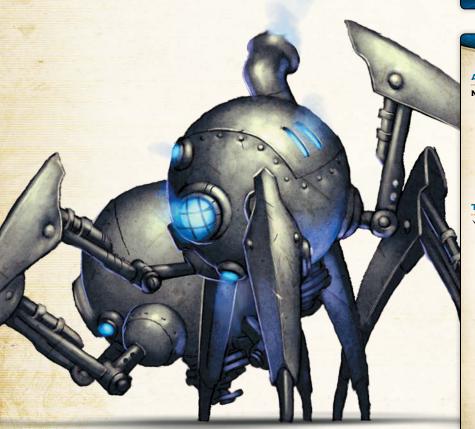
STEAM ARACHNID SWARM

While a Steam Arachnid may be relatively weak on its own, these mechanical spiders are also programmed to move in a deadly swarm for when more drastic and terrifying measures are required to get the job done.

If they are in a pack, they become more powerful, acting as a single mind but also able to repair each other using scraps that have been abandoned nearby. When they attack, the arachnids will swarm over one another, creating a wave of tiny metal claws that can wound an opponent more deeply than a single focused strike would.

The swarms are not often seen in the wild since Ramos was dragged to Vienna, but when someone does cross paths with the mass of metal and steam, they don't soon forget it.





STEAM ARACHNID SWARM **ATTACK ACTIONS** METAL CLAWS Target suffers 2/3/5 damage P Devastating Strike: When resolving, this Action's damage flip receives a **⑤** and the target suffers +**2** ₩ Onslaught: Take this Action again, targeting the same model. ₩ You're Comin' with Me: Push the target up to 3" in any direction, then Place this model into base contact with it. **TACTICAL ACTIONS** RG STAT RST TN (r)4''**▼ DEVOURING SWARM** Kill any number of friendly Steam Arachnid models within range. Remove every Scrap Marker within range. This model Heals 2 for each Marker removed by this **40мм**



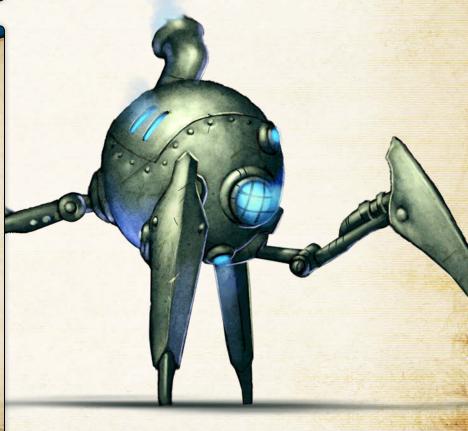
STEAM ARACHNID

After finding a design that suited his arachnids, Ramos set about perfecting it. These new versions are sleeker than their brass cousins and the original saw has been replaced with tiny claws. Instead of killing their opponents, their goal is to get close enough to an enemy to latch onto them, slowing and distracting them.

Due to their small size, they can also be sent ahead of the main force, scouting out locations, hiding in ventilation systems, and performing other tasks that the common man is unable to accomplish due to size alone.

Since Ramos' arrest, the Steam Arachnids are without a controller, and the Arcanists are finding them scattered throughout old warehouses and hideouts. The way they move and pivot, following the motions of the person in the same room, irks many who have stumbled on them, and some Arcanists have started spreading rumors that they are being treated as the eyes and ears of their imprisoned former leader.





Soulstone Miner

The Soulstone Miner is a wonder of modern engineering. One of the many constructs from the design workshops of Victor Ramos, it has become a staple to the M&SU efforts in Malifaux. The Miners are programmed to hunt for Soulstones, able to sense the precious gems through the ground. In the event of a cave in, the Soulstone Miner can absorb the fleeing life force of those who are dying around it, allowing the construct to dig its way out. This permits it to use the deaths of some as a way to save the living - and itself. While the process is considered grotesque by many, it is inarguable that the Miners have saved many lives.

Beyond the task they were designed for, these serpentine constructs are also well suited for warfare. They dig their way through the dirt, hunting the enemy and attacking from beneath. The ability to absorb souls into Soulstones is taken advantage of in combat, allowing the Arcanists to increase their limited supplies when in a pinch.







MECHARACHNID

Unlike many of the other Arcanist constructs, the Mecharachnid is purpose-built for combat. Based on Steam Arachnids made for the search and retrieval of Soulstones, these larger cousins are the Arcanist's response to the Guild's growing reliance on constructs. They are armed with an industrial saw and programmed to dismantle their targets. An odd quirk of the design has resulted in the Arachnids being extremely creative in the use of battlefield salvage, utilizing whatever scraps it can find as a means of distraction or direct damage.

The biggest advantage the Mecharachnids provide in the war against the Guild is the amount of resources required. The Guild Peacekeeper constructs are powerful machines that have been used to devastating effect, but they are incredibly expensive. By contrast, Mecharachnids are less than half the cost, making them a more resourceful weapon. Since completion of the design, these constructs have made their presence known in skirmishes throughout Malifaux.





SABOTEUR

"Your friendly neighbor or a hidden enemy?" So says the propaganda posters that saturate most Guild facilities. The paranoia in pressuring one's own citizens to suspect each other of sedition is all too common, thanks in part to the frequency of Arcanist Saboteurs.

To be a Saboteur is not to be a member of some ancient fraternity or a cabal of scheming warlocks. It comes from a primal place, a place of rebellion against the oppressors and the loss of one's livelihood. The Saboteur does not wield potent spells or advanced technology, but they don't need to; after a lifetime of toiling in factories and mines, the Saboteur knows that sometimes the greatest weapon is a little bit of gunpowder and a whole lot of willpower. Then as the machines come tumbling down and the Guild Guard swarms, the

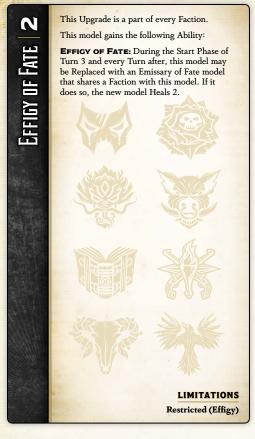
Saboteurs melt into the crowds while angry employees are denied the right to work. Perhaps it's time to sign that M&SU contract after all. They never have accidents like this...



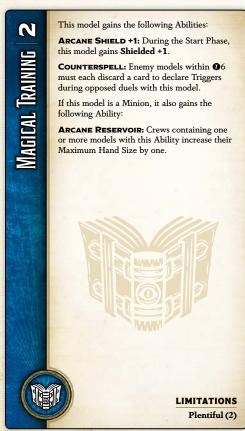




UPGRADE CARDS













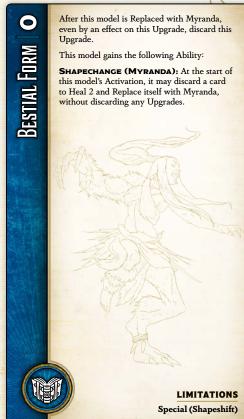




UPGRADE CARDS









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CONTINUE TO EXPLORE THE WORLD OF MALIFAUX



The mysterious Burning Man has opened portals linking Earth to Malifaux and flooded the world with monstrous hordes and insidious cults. Will you join their ranks, or will you fight back against the invaders by taking command of Earth's strongest nations?

The Other Side is a battlefield-scale miniatures wargame that leaves the fate of Earth in the hands of the players.







A tabletop roleplaying game set in the world of Malifaux, Through the Breach lets players create their own characters to explore the complex and dangerous world of Malifaux. The hand of fate is cruel, however, and each character will eventually have to confront their terrible destiny...







Secret organization behind the mask of the Miners & Steamfitters Union, the Arcanists seek magical energy, limitless power, and above all else, freedom from the tyranny of their oppressors. To many Malifaux citizens, the Arcanists are seen as heroes. To those with a stranglehold on Soulstone mining, they are nothing more than extremists. Regardless of which side their coin is flipped, the Arcanists are a major power, the scope of their operation is ambitious, and they will still stop at nothing until their goals are met.



Malifaux Third Edition is a story-driven skirmish game that carries the events from the lore directly into the characters' mechanics. With a streamlined hiring system, straightforward and updated rules that don't get in the way of the fun, and enough strategic depth to keep those mental gears turning for years to come, it's never been a better time to dive into the world of Malifaux.

Seek your fortune, test your luck, and stake your claim in this fast-paced and brutal tabletop miniature skirmish game.



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