



# DON'T REST YOUR HEAD

A GAME OF INSOMNIA IN THE MAD CITY  
BY FRED HICKS



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## INTRODUCTION

You can't sleep. It started like that for all of us, back when we were garden variety insomniacs.

Maybe you had nightmares – gods know we all do now – or maybe you just had problems that wouldn't let you get a good night's rest. Hell – maybe you were just over-caffeinated. It doesn't matter. Whatever it was, eventually you got to a point where sleep became a choice, rather than a mandate ... and then it just dropped off the list.

And then, and only then, something *clicked*.

That's when you started noticing the extras. An extra door here or there. An extra window looking out onto a city packed with surplus buildings, hodgepodge towers standing shoulder to shoulder, roofs angling into one another. Clocks chiming the thirteenth hour and unfamiliar stars twinkling in the too-clear sky. Streets and alleys that weren't there before, leading to late-night markets that sold things like laughter and indecision.

When you took a long walk down the streets of the Mad City, you stopped being a Sleeper and started being Awake.

But that *click* you heard wasn't from the secret world snapping into place. It was the sound of the Nightmares flicking off the safety and pointing a gun at your head. When you crossed over you became a target. They can *smell* you now, if they get close enough. The Paper Boys are closing in, and you'd better pray you don't become a headline.

You're chum in the water, my friend, and it's time you got ready for it – before the clock chimes thirteen again. You're going to get tired, more tired than you ever have before, but mark my words: sleep isn't just off the list now, it's an outright *enemy* that'll strip away your vitality and leave you vulnerable. There's no going back, and from here on out, there's just one simple rule that must dominate your life.

Stay Awake.

Don't rest your head.

## WHAT THIS IS

**Don't Rest Your Head** is a role-playing game (RPG). One might even call it an *expert* role-playing game, if only because the book doesn't spend much time explaining the basics of what such games are. Familiarity with other RPGs will help this text make sense to you here and there, but nothing should be so opaque that a lack of experience will make it impossible.

But here are the basics. You, and a few of your friends, read this book, and get together to play the game it describes. One of your friends takes on the role of the Game Master (GM), who takes care of bringing the world to life, animating the obstacles and opponents and allies found there. The rest of you each create and play the part of a protagonist character who has become Awake in the Mad City. Both players and GM push the story forward by suggesting scenes, building on the history of the protagonists, as the protagonists strive ever closer to their goals.

And that's pretty much it. The actual rules that make all of that happen, and the setting of the Mad City, are described in much more detail below, and may take some time to wrap your head around. Give yourself that time, create your characters and pay close attention to the questions you're asked, and share your ideas about the game with all the other players, and soon you'll be on your way to telling the kind of creepy dark fairy-tale stories that **Don't Rest Your Head** was made to deliver.

## WHAT YOU NEED

Each player will need at least:

- Three **white** six-sided dice (signifying **discipline**).
- Six **black** six-sided dice (signifying **exhaustion**).
- Six to eight **red** six-sided dice (signifying **madness** both temporary and permanent).
- A handful of pocket change – maybe ten coins each. Pennies work best, as ownership is likely to get muddled (signifying **coins**).

The GM will need at least:

- Ten to fifteen six-sided dice of any color (signifying **pain**).
- A handful of pocket change.
- Two bowls, one light (or clear), one dark (or cloudy), placed in the center of the table or in a location easily reachable by all.



## RUNNING ON FUMES

*Fred and Lydia have sat down to play a game of **Don't Rest Your Head**. Lydia's going to grab a handful of pain dice (page 23) and play the GM. Fred's creating a protagonist (page 10) named Diesel Remmick, a failed rockstar on the run from loan sharks, who's just come home to find his roommate's head turned into a smear of blood on the livingroom wall.*

**Fred:** "Holy crap!" Diesel's sure that this is a message from his creditors. He's gonna grab his stuff and book.

**Lydia:** Okay. You're back in your room, grabbing your knapsack, and so on, when you hear a pounding on the front door.

**Fred:** Diesel stays quiet, sneaks up to the front door, and puts an ear to the door. He doesn't want to get near a window – too easy to get seen.

**Lydia:** There's something you might pick up on ... We'll roll some dice. You roll yours, and I'll be rolling a single pain die.

**Fred:** Okay. I've got 3 Discipline [page 12], and no Exhaustion yet. I can add one Exhaustion die [page 17] if I want to, or as much Madness [page 20] as I like, right?

**Lydia:** Right. The Exhaustion will stay with you, but you can add up to six Madness dice on any roll without it hanging around. But honestly, this is a simple one – like I said, I'm only rolling one here.

**Fred:** Yeah, okay. Rolling.

*Fred rolls three white dice, representing his Discipline. He gets 5, 3, 2. Lydia rolls one die, representing Pain – essentially, the difficulty of the task. She gets a 6.*

**Fred:** All right, that's 2 dice at 3 or under, so 2 successes [page 14]. Only one type of dice here, Discipline, and the highest die shows 5, so that's the strength [page 14].

**Lydia:** No successes here, but Pain got a 6 strength, so Pain dominates [page 14].

**Fred:** Dang it!

**Lydia:** That means I get a Coin of Despair [page 26].

*Lydia places a coin into a dark bowl sitting on the table and continues.*

**Lydia:** But, let's see, two successes ... that's good enough to make out a whirring, ticking sound through the door, when it's not getting pounded on. Strange. After a bit, the pounding subsides, and someone starts shouting. "Police! Open up!"

**Fred:** Aw, hell, no. Okay: time to bolt out the back window.

**Lydia:** I'm pretty sure your pal lives – lived – in an apartment complex.

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**Fred:** Well, he isn't rich. I'm betting you're about to tell me I've got a several-story drop. You're smiling. Yeah. Great.

**Lydia:** Heh. You gave me the set-up [page 11], I'm just elaborating here.

**Fred:** Do I have time to put together a rope out of bedsheets, or something like that?

**Lydia:** The police are banging down the door, man. What do you think?

**Fred:** I think I'm not going to sit around and depend on your kindness. All right. I guess the best defense is a good offense – there's no way I'm going to explain away the dead dude on the couch as not my fault.

**Lydia:** Fair assumption.

**Fred:** I've got an Exhaustion Talent [page 30] for "Breaking Things". I could use that to bust out through the door and make a run for it, right?

**Lydia:** Sure, I'd allow it. But you've got to have some Exhaustion in your pool, and right now, you don't have that. You can increase it by one whenever you roll [page 17]. Since you'll be doing that, you may as well make a "Major Use" of your talent [page 31].

**Fred:** That means I'd get to increase my Exhaustion to one, roll that die along with my Discipline, and add an automatic one success to whatever comes up, right?

**Lydia:** Exactly. I'll be throwing four Pain in your way for whatever's outside the door, and another two for the door itself.

**Fred:** Six dice against my four, with me adding one success. Hnh. It'd be nice to bring some more dice into it – I can add Madness whenever I want, right? Heh – may as well, this is a desperate measure, and a little crazy. I can see it.

**Lydia:** Yep. Let's roll.

*Lydia rolls her 6 dice, and gets 2, 3, 3, 4, 5, 6.*

**Lydia:** Three successes, strength 6, followed by a 5. You'll need to get three or more successes for this to turn out how you want it, and you'll need two sixes of one particular type in order for that type to dominate.

**Fred:** Roger that. Okay, let me get this worked out...

*Fred adds one black die to his pool, as Exhaustion [page 17], which will stay with him after he rolls. He also adds two red dice, as Madness [page 20], which will go away after the roll.*

*Fred rolls. His three white (Discipline) dice come up 5, 2, 2; his one black (Exhaustion) die comes up 4; his two red (Madness) dice show 6, 6.*

**Fred:** Man! Okay, I got 2 dice at 3 or less, for two successes. But I did a major use of my Breaking Things exhaustion talent, so that adds one. I got the three successes. I think you said that's a win?

**Lydia:** Yep. Protagonists win ties, on successes.



**Fred:** Rockin'. Okay, and, madness is my strongest – I got two sixes in it.

**Lydia:** Then Madness dominates, since I got a six-five [page 16]. That means two things. One, the situation gets more chaotic – honestly, I think we'll have that already covered. But also, you'll have to check off a response [page 20] and behave accordingly.

**Fred:** Diesel only has three boxes of Fight, under Responses [page 13]. No Flight at all. I guess I'm going to stand and fight these dudes, against my better judgment.

**Lydia:** Yeah. Maybe you should've taken some Flight if you were planning on running a lot. We can adjust that after the session, if you want.

**Fred:** Nah. I see Diesel as a guy whose anger gets the best of him – this fits. So, I won – can I narrate this a bit?

**Lydia:** Sure.

**Fred:** Diesel busts out of the door in the middle of one of their poundings, trying to take them by surprise. He comes out with his fists swinging, socking the first guy he sees. He's shouting. "You want a piece of me? I got plen'y of this for you, pigs!"

**Lydia:** On three successes, you're pretty impressive. The guy right in front of the door goes flying, smacks into the walkway rail, and tumbles over, falling. He's sort of strangely silent as he falls, save for some whirring, clicking sounds. You notice two things about him before you turn to deal with his friends.

**Fred:** And those would be...

**Lydia:** Well, for one, he's wearing a British bobby's uniform and, well. This is Pittsburgh. But what grabs your eye more, is that he has a large turnkey stuck into his back, like a toy soldier. It's turning slowly. But then he falls out of sight, and the other two guys are on top of you.

**Fred:** Uh... "Please let this be a flashback. Mechanical brit-cops?!"

**Lydia:** The other two are flanking you, and they look ready to restrain, or even kill you. No guns, which is sort of a blessing, but their faces are blank. One of them shouts, "You have the right to remain silent!" What are you doing about them?

**Fred:** "Hah! Rock and roll, piggie!" Uh... these guys look like they're clockwork, right? And I'm feeling like Diesel's in just the kind of altered state that it might be time for me to tap into my Madness Talent [page 32].

**Lydia:** Sure. Just because you've never used it before doesn't mean you can't tap into it. It's part of your Awakening to the Mad City [page 45].

**Fred:** Right on. Okay, my Madness Talent's called "Rhythm Nation" and

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basically it means I can hear the secret heartbeat of something, and change it with a song. Can I use it on these guys? Both of them?

**Lydia:** Don't see why not, but I'd make you use at least three Madness dice [page 32] if you're using your mojo on both of 'em at once.

**Fred:** That's fair. Okay, cool. Not quite understanding what I'm doing, I focus on the both of them, and start singing out a punk rendition of *They Might Be Giants'* "Don't Let's Start" – it's kinda herky-jerky, all syncopated. I figure clockwork doesn't really groove to syncopation, and will grind itself apart.

**Lydia:** Love it. Okay, they've lost one guy, and you're not breaking through a door, but they're flanking you, making it hard to concentrate on both of them. I'll be rolling 5 Pain dice.

**Fred:** And I'll be rolling 3 Discipline, 1 Exhaustion – I can increase that again, right? – and 3 Madness, 'cause that's what you told me I'd need to hit them both.

**Lydia:** Right. And, yeah, you can add another Exhaustion die – which will also stick around after the roll – if that's what you want. Not sure there's a point to it, though, when you can just add Madness without it sticking. You'll have plenty of chances to deliberately or accidentally [page 17] increase your Exhaustion down the road.

**Fred:** Yeah, fair point. Okay, let's make that 4 madness, just to give me an extra edge. Rolling!

*Lydia's 5 dice turn up 5, 5, 4, 4, 3, getting her only 1 success and a weak strength of 5 for Pain.*

*Fred's dice break down as follows. His three Discipline dice yield 4, 3, 2 – two successes, strength four. His one Exhaustion die comes up 6 – no successes, strength six. His four Madness drop 5, 5, 3, 3 – two successes, strength five.*

**Fred:** I've got ... four total successes, and Exhaustion dominates. Whew – that's going to be tiring.

**Lydia:** Yep. Since Exhaustion dominates [page 17], your resources are definitely taxed. Your Exhaustion total increases by one, so now you've got two Exhaustion dice stuck to you. Told ya that could be happening. But it's early, so you aren't really in much danger of crashing yet [page 18]. And at four successes, you're far in the lead. The two clockwork policemen advance on you as you sing, but suddenly they stop and start and stop and start – then shudder, and burst open, shooting springs and gears all over the place.

**Fred:** Diesel's not even stopping long enough to consider how weird it is that that worked. He heads for the stairs, running for his life.





## CREATING CHARACTERS

All protagonists (player characters) are insomniacs of some sort who have Awakened to the Mad City and who, eventually, are stalked by Nightmares (and other people and creatures from the City).

As the Awake, they have access to strange powers – ranging from simply being able to do certain things unusually well, to performing acts that are flatly impossible.

## ANSWER QUESTIONS

But beyond being Awake, protagonists are also very much flawed, human people who have problems. These problems lead to too many sleepless nights and, thus, their current predicament.

To take a step back from the strangeness and the Nightmares and the Mad City, this means that every protagonist brings a set of issues and events to the table that comprises his personal story. Setting aside the basics of surviving, a protagonist's story is about how he explores these issues, and questions whether or not he'll be able to rise above them, and take his life back.

To get a grip on their protagonists' personal story, and their connection to the setting, players must answer five questions, beyond the simple basics like "What's your name?" The GM will look at these answers from time to time to get a handle on how the protagonists are proceeding in their personal stories, and the players will get a chance to make use of their answers in ways that guide the development of the game.

Here are the questions.

## WHAT'S BEEN KEEPING YOU AWAKE?

This is the source of the character's insomnia, and sets up what the character's immediate history has been like.

**Think about:** What troubles him? What pressures turned him into an insomniac? Is he running from something? Does he stay awake due to nightmares or substance abuse? Has he lost someone dear to him and the grief is robbing him of sleep?

**Why it matters:** This answer connects the character to what all the protagonists in the game have in common – insomnia. It can drive further development of the character by offering opportunities for flashbacks. If it suggests something that the character is avoiding confronting, the GM may look to that as a source of ideas for what the character should face.

## WHAT JUST HAPPENED TO YOU?

This is what happens to the character in his very first scene of the game – it's not in the GM's hands, it's in the player's! Such a moment should always feature a moment of high stress for the character. This may be different from what's been keeping the character awake.

**Think about:** What would make an exciting, stressful scene? Is the source of the stress mundane or supernatural? Did you just lose your job? Did a monster jump out of your closet? Did you walk in on your wife and another guy in bed? Did you fall off a building – and land without a scratch?

**Why it matters:** Players get to set the tone for the entire game by determining the opening scene for their protagonists. This is a huge power, and should be exercised with discretion. The best opening scenes are the ones that say something about the character's ongoing story – they imply a trajectory as much as an event – but so long as the “moment of high stress” requirement is kept to, all should be well.

## WHAT'S ON THE SURFACE?

This determines the first impressions the character gives off, and tells what is obvious about him.

**Think about:** What does the protagonist appear to be at first blush (as opposed to what he actually is)? How do others see him? What's his physical appearance? What sort of personality does he have? Does he put his best foot forward – or his worst?

**Why it matters:** This answer will be a strong guide as to how the world interacts with the protagonist. It will offer ways in which the face he turns to the world can help or hinder him.

## WHAT LIES BENEATH?

This speaks to the protagonist's secrets, the part of himself that he doesn't show to the world if he can help it.

**Think about:** What's the protagonist's *real* deal? What would be a surprising twist that plays counterpoint to what's been said about him so far? What secrets would he give his life to protect? How does he see himself? What lies does he tell himself?

**Why it matters:** This answer can complicate the portrait of the character, and give him a real three-dimensionality. It plays strongly to character motive. In the absence of anything else, this informs what sorts of things might, over time, be brought to light – or be carefully, deliberately kept in the dark.

## WHAT'S YOUR PATH?

This question addresses the character's goals, and points to how – in a vacuum – a story about him could reach its conclusion.

**Think about:** Where is the protagonist headed? If a story were written about his life, what would its theme be? What are his goals? What does he want or need?

**Why it matters:** This is the ultimate question in a game where the personal journey of the protagonist is just as important as anything else. When the character isn't dodging Nightmares or navigating the Mad City, this is what his mind is set to achieving.

### EXAMPLE

*Rob's protagonist is Gavin McNab, a protagonist whose child just got kidnapped by something from under her bed ("What just happened to you?").*

*He's been staying awake due to night terrors about losing his kid ... and that was before it actually happened ("What's been keeping you awake?")*

*At first blush, Gavin appears to be a bit of a deadbeat dad. He doesn't hold down a job really well, and his kid's been living with his Mom. ("What's on the surface?")*

*The truth of the matter is that Gavin works for the Russian Mafia, and he's been trying to keep his family at arm's length in order to keep them out of harm's way. ("What lies beneath?")*

*Gavin's story is about becoming the man his family deserves to have. In the immediate, he's interested in recovering his child, but more long-term, he wants to get free of his Mafia ties, and become a better father to his kid. ("What's your path?")*

## SET DISCIPLINE

Discipline is a general reflection of how skilled your protagonist is at pretty much anything he does, as well as a general measure of his degree of self-control. All protagonists start with a **discipline** score of three.

A score of three means that your character will always roll three discipline dice (see "Player Dice", page 16) whenever he attempts something. By comparison, "normal" people (Sleepers) have a Discipline of one or two, so a character with a three is exceptional.

### EXAMPLE

*Rob's protagonist, Gavin, is a standard player character with a Discipline score of three. He writes a 3 next to Discipline on Gavin's character sheet.*

## CHOOSE RESPONSES

A protagonist starts with three **response** boxes, which he may divide up between **fight** and **flight** (you may even put all three with a single response, if you dare). The distribution of boxes is, first, a general indication of how much your character is angry and aggressive *versus* fearful and passive.

The responses of fight and flight are also important to how the protagonist responds to moments of extreme stress, when the psychological strain of the situation overwhelms him. The responses on a character's sheet help indicate how he'll behave in such a situation. How these responses function in play will be discussed on page 20.

### EXAMPLE

*Rob thinks Gavin is more fearful than angry, but he knows Gavin can go to a dark, angry place if the situation calls for it. He gives Gavin two boxes of flight, and one box of fight.*

## DETERMINE TALENTS

The player must choose one talent of exhaustion and one talent of madness for his character.

An **exhaustion talent** allows the character to be thoroughly exceptional – supernaturally so – at a particular thing he can already do. So, such a talent might allow him to climb seemingly impossible surfaces, run far and fast, perform calculations as fast as a calculator, or simply shoot things very, very well. This definition must be reasonably narrow in the GM's judgment, and on par, in terms of breadth, with the other protagonists' talent picks. Using an exhaustion talent can push the character closer to the point of needing sleep: if he does fall asleep, it could mean the end of him.

### EXAMPLE

*Gavin's relationship with the Russian Mafia seems to suggest the best source of ideas for Exhaustion talents. As Rob (Gavin's player) thinks about his history, he focuses in on what got Gavin tangled up with them in the first place: money troubles. He decides that Gavin's exhaustion talent is one of Gambling. Now that Gavin is Awake, he is doing exceptionally well at games of chance, thanks to his exhaustion talent.*

A **madness talent** allows the character to do something he simply can't normally do – something which is normally outside of the realm of human possibility. This might be something as simple as flying without the aid of any device, reading minds, compelling others to tell the truth, or moving objects with telekinesis. A madness talent may imply several levels of power at which it operates, or may simply lock in at a certain level. Using a madness

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talent pushes the character closer to the brink of insanity: if he does go insane, he could become a Nightmare.

## EXAMPLE

*Rob thinks Gavin is more of a runner than a fighter, so he wants to give Gavin an evasive talent in the madness department. There are a number of ways he could go here – maybe he could turn invisible, or at least into a living shadow, or maybe even the proverbial fly on the wall. None of these quite click for Rob, and he talks about this with Lydia, the GM. Lydia suggests the ability to turn into a cloud of fog – still not quite right, says Rob. She offers a second suggestion of the ability to teleport short distances (with greater distances requiring more madness dice to be rolled). Rob likes the sound of that, and writes down Teleportation as his madness talent, with a note of “madness dice = distance”.*

The rules for how talents work, as well as some example talents, are discussed further below, starting on page 30.

## DICE

The use of dice is central to resolving conflicts in **Don't Rest Your Head**. In fact, dice are *only* rolled when a conflict arises. Conflicts may be between the protagonist and the environment, or between the protagonist and another character.

To resolve a conflict, the player states what his character is trying to accomplish, and the GM states what opposes that effort. Then both roll the dice. When rolling, the player *always* rolls all of his discipline dice and his current level of exhaustion dice, plus whatever number of madness dice he chooses to add to the pool for the roll.

When a player or a GM rolls, how the dice fall indicates both the degree and the strength of the roll.

Every six-sided die that shows a 1, 2, or 3 is counted as one success. The total of all the successes a player or GM rolls is referred to as the **degree**. The side that got the highest degree wins the conflict – the outcome favors the winning side (though perhaps not exclusively). If more than one side got the same number of successes, then the protagonist wins.

Within a particular pool (*i.e.*, color) of dice (Discipline, Exhaustion, Madness, or Pain – see page 16), the **strength** is indicated by the highest single showing die. Without looking at the GM's pain dice, the player's pool with the highest strength is called his **greatest strength**. Taking the pain dice into account, the pool with the highest strength overall is said to be **dominant**.





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If more than one pool has the same strength, then the number of dice showing that number in that pool breaks ties. If that number's equal, then ties are broken by the next highest number showing, and so on. If one pool runs out of dice during this comparison (e.g., 6 3 2 vs. 6 3), then the pool with more dice dominates. If all numbers between two pools are equal, then use this guideline: Discipline beats Madness; Madness beats Exhaustion; Exhaustion beats Pain.

## EXAMPLE

*In a conflict, Rob rolls 3 discipline (white) dice and 2 exhaustion (black) dice, while Lydia, the GM, rolls 4 pain dice. Rob's discipline dice show 2, 2, 5 and his exhaustion dice show 3, 6. Lydia's pain dice show 1, 3, 5, 6.*

*Rob has rolled 3 dice at or below 3, so he has a degree of 3 on his roll, while Lydia has rolled 2 dice at or below 3, so she has a degree of 2. Rob's degree is higher, so the outcome favors his side of the conflict.*

*Rob's discipline strength is 5 (the highest he rolled), and his exhaustion strength is 6. Lydia's pain strength is 6 as well. Both exhaustion and pain have one 6, so Rob and Lydia compare the next highest die from each pool – 3 for exhaustion, and 5 for pain. Since the 5 is higher, pain is **dominant**, though Rob's **greatest strength** is exhaustion. To short-hand the result, Lydia says, "Rob succeeds with 3, pain dominant."*

When a protagonist succeeds with one, the result is competent. At two, it's impressive. At three, it's extraordinary. At four or more the results venture into the realm of the fantastic.

## EXAMPLE

*Rob has gotten three successes. This indicates an extraordinary success – about as well as any normal man could do.*

A protagonist's success means that the scene continues to develop in a way that favors the goals he stated – though which pool is dominant can end up coloring the result. We'll get into how the pools color results as we discuss them below.

If the protagonist fails, however, by getting fewer successes than the GM, the outcome favors results that go against the protagonist's goals, and may have other game effects, which we'll cover later.

## PLAYER DICE

As mentioned, players use three colors of dice. White dice represent discipline, black represent exhaustion, and red represent madness. Different colors may be selected by each player, so long as he remains clear on what each color means. When rolling, a player must *always* roll at least his discipline dice, plus his current exhaustion dice and any permanent madness dice.



## DISCIPLINE

Discipline dice indicate the influence of the character's self-control and skill on the outcome. From one perspective, discipline dice are the only "risk-free" dice the player uses. In general, the number of discipline dice remains fixed. A high strength result from discipline indicates that skill rules the day – and better that discipline rule than exhaustion or madness.

**When discipline dominates**, regardless of success or failure, the situation remains under control (or, at least, doesn't spiral into greater chaos), and the use of skill and focus rule the day.

**This has the game effect** of allowing the player to decrease his current exhaustion score by one *or* removing a check mark (page 20) from one of his responses. The player is not obligated to make use of this privilege; sometimes he'll want to keep his exhaustion right where it is.

### EXAMPLE

*Rob has Gavin running down a corridor trying to outrun a pair of Paper Boys. Lydia rolls 4 pain dice for the Boys, and gets 1, 2, 3, 5. It's early, and Rob's rolling only 3 discipline dice (1, 5, 6) and one exhaustion die (2). Lydia's Paper Boys win the roll with three successes to Rob's two, but Rob's discipline strength of 6 beats her pain strength of 5. Discipline dominates, but Rob hasn't checked off any responses yet, and he wants his exhaustion to stay at one, so Rob doesn't reduce his exhaustion.*

*Rob suggests that Gavin's attempt to outrun the Paper Boys just isn't working – they keep cutting off his escape routes and never let him fall out of sight – but since discipline dominates, it isn't any worse than that. Lydia thinks this sounds good, and continues narrating the scene from there.*

## EXHAUSTION

Once per roll, the player may voluntarily choose to increase his character's exhaustion by one, adding an exhaustion (black) die to his pool. A player may never increase his character's exhaustion beyond six, since that would indicate a crash (page 18).

Adding exhaustion increases the number of overall dice in his total pool, and thus improves his chances of winning conflicts. However, this means that exhaustion may dominate the outcome. Once increased, exhaustion does not go back down on its own, so the die stays added to the pool.

**When exhaustion dominates**, regardless of success or failure, the situation taxes the protagonist's resources and gives him a moment to confront his insomnia (and crushing need for rest).

**This has the game effect** of increasing the protagonist's exhaustion by one, even if the player has already voluntarily increased it for this roll.

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## EXAMPLE

*Gavin's gotten sucked into a craps game in a tent at the Bizarre Bazaar, and he's just bet the memory of his daughter's laughter in hopes of doubling his winnings and getting a clue to her whereabouts.*

*Lydia, representing the gambling game, is rolling six pain dice, and Rob has pushed Gavin's exhaustion up to two. Rob rolls 3 discipline dice (4, 4, 5) and 2 exhaustion dice (6, 6) – no successes from the dice, but he gets to use his Gambling talent to set this at two successes (this is a minor use – see page 30). Lydia rolls 6 pain dice, getting an improbable single success (4, 3, 5, 5, 4, 6). Exhaustion dominates after breaking the 6 vs. 6 tie here by using the second highest dice (Lydia's is 5, while Rob's is 6).*

*Gavin's two successes win the craps game, but exhaustion dominates. The game took a lot out of him, and he can feel it. His exhaustion increases to three.*

## CRASHING

Whenever a character's exhaustion score increases beyond 6, he **crashes**. A crash means he is in imminent danger of falling asleep – by the end of the scene, if not earlier.

Since falling asleep is about the worst thing that can happen to someone who is Awake, other dire circumstances can be substituted for falling asleep – such as dying, a much kinder (if more permanent and less interesting) way to crash. If you have something else in mind, sort it out with the GM.

**When a protagonist crashes**, all his response boxes (page 20) clear out, and all his exhaustion dice clear away (his score reduces to zero). He'll remain asleep, and unresponsive, for a number of days (at least one). When he wakes back up, his discipline drops to one, and he has no access to his talents until he reclaims his insomniac lifestyle, by staying awake for at least as long as he slept – at which point the talents and full discipline score (of 3) come back.

But, from the moment he falls asleep, to the moment he regains his power, he is like a beacon to the Nightmares, calling those nearby to his helpless body and, in far too many cases, becoming some manner of food or entertainment (or both) soon after. His only real chance of surviving is in the hands of those who watch over him as he sleeps and recovers.

GMs interested in allowing this to happen but minimizing the amount of downtime for the affected player, can resolve this period of dire slumber as a single scene, with only a handful of die rolls for the character's guardians as they resolve the conflict of keeping the slumbering character alive.



## MADNESS

Any time the player rolls dice for his character, he may choose to add madness dice to the roll – up to six. By making use of madness dice, he is putting his character at risk of serious psychological strain, akin to what one might expect out of a perpetually sleep deprived individual. In essence, madness dice represent how far the protagonist is pushing himself past his normal limits. Madness dice do not “hang around” like exhaustion dice do – so they may be used as the player feels they are needed, without needing to be used again. Whenever a character uses madness dice, he has the option (but not the requirement) to call upon his madness talent to affect the situation in ways that would normally be impossible – see page 32 for more.

**When madness dominates**, regardless of the outcome, the situation places great psychological or emotional strain on the protagonist. Further, circumstances inevitably become more chaotic, and the protagonist may find himself falling victim to the risks he’s taken.

**This has the game effect** of checking off one of the protagonist’s responses. The player may choose which of the available (unchecked) boxes is checked off, which may allow him to choose whether the response is fight or flight.

**If the response is flight**, the protagonist must react to the results of the action – regardless of success or failure – with total fear. This may be as simple as running away until he can’t run any more, freezing in a moment of paralytic terror, or screaming loud enough to give away his position to those who might be searching for him.

**If the response is fight**, the protagonist must react to the results of the action – regardless of success or failure – with consuming rage. This can be anything from lashing out unthinkingly at friend and foe alike, frothily throwing himself at an opponent no matter the odds, or smashing otherwise useful resources into useless bits and pieces.

**If no response boxes are available to be checked**, then the character has hit a break point, a moment of ultimate strain, and he snaps (see page 21).

## EXAMPLE

*Gavin’s in a fight for his life with some of Officer Tock’s lieutenants (totaling up to pain 8). He has a gun, and he’s firing wildly, trying to take as many of them down as he can on his way to a cell they’re guarding – a cell that might hold his daughter.*

*Rob decides that Gavin is heavily invested here, but holds off on increasing his exhaustion. Gavin’s starting out rolling 3 discipline dice and 2 exhaustion dice. Rob looks over at Lydia’s pile of dice waiting to be rolled, and chuckles. “Probably not enough, is it?”*

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*Lydia shakes her head. "Nope. I've got 8 pain going here, so you'd do well to toss some madness onto your attempt. Remember, if you're using madness, you can make use of your madness talent..."*

*Rob nods, and decides to add four madness dice to Gavin's roll, giving him nine dice in total, a slight advantage. Rob and Lydia roll. Lydia gets 3 successes (5, 5, 5, 4, 4, 3, 3, 1) on her pain dice. Rob gets 1 success on discipline (4, 4, 1), 1 success on exhaustion (5, 3), and 2 successes (6, 5, 2, 2) on his madness dice. He has a total of four successes – without those madness dice, he would have lost, two to three. Madness dominates, since Lydia's strength is only 5, and madness is 6. Rob considers Gavin's responses, and decides to check off his fear response, and waits until the results of the scene are described to figure out what that will really mean.*

*Using his madness talent, Gavin teleports several times during the fight, taking Tock's men by surprise, shooting several of them in the back and from other unexpected angles.*

*Gavin wins the fight, ultimately, but with madness dominating, Lydia declares that he reaches the cell only to find his daughter absent. Given the fear response, Gavin collapses in tears, leaving himself utterly useless and facing a few dark moments of true despair.*

*And that's when he hears the tick-tick-tick of Officer Tock come up behind him...*

### SNAPPING

A character **snaps** because he he had no responses to check off and was required to check off another. This is a moment of extreme stress, and he is in imminent danger of going simply, starkly insane – by the end of the scene, if not earlier. A character who snaps must spend at least one scene (or the remainder of the current one) acting on his psychotic break. From a player's perspective, this can be a fun time – pick a particular way to snap and just run with it. Sometimes snapping is temporary, and sometimes it's permanent, but either way, it erodes the character's discipline.

**When a character snaps**, his response boxes all reset (get cleared of check-marks), his discipline score drops by one, and he gains a single, *permanent* madness die. This permanent madness die is rolled in addition to any the player might temporarily add to his pool. Permanent madness signifies that even if he gets better, the character's still a little cracked from the experience. Multiple snaps decrease discipline and increase permanent madness again, until the protagonist loses all of his discipline.

**Once a protagonist's discipline drops to zero**, his madness transcends his mind and takes root in his flesh, and he is transformed into a Nightmare



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(with a Pain rating equal to the *total* number of dice he had in his pool when he snapped). This effectively kills the character and replaces him with a monster.

## EXAMPLE

*Rob has used up all of Gavin's fight and flight response boxes when he is forced to make an emergency teleportation, carrying a friend of his daughter's out of harm's way. Lydia suggests that in order to reach safety, Gavin will have to win the roll, and must roll at least three madness dice. This is a crucial moment, and Rob decides to go for broke, rolling his full allowance of six madness dice.*

*Rob rolls 3 discipline, 2 exhaustion, and 6 madness dice. He gets a total of 5 successes, handily beating Lydia's 2, but the great quantity of madness dice mean that madness dominates. Gavin's responses are all used up, so he snaps, and must reduce his discipline to 2, giving himself a permanent madness score of 1. He also clears out all of his response boxes.*

*As Gavin emerges from the other side of the teleport, he has gotten his daughter's friend to safety – but as he begins laughing uncontrollably and wild-eyed, the girl becomes terrified, and runs away. When his wits return to him, he's left without the girl who could tell him something about his daughter, but at least she's out of harm's way...*

## PAIN DICE

Unlike players, the GM only gets one “color” of dice – the color of pain. The GM's dice represent the level of stress that her side of the conflict represents. Trying to talk your way out of a traffic ticket might only be a minor amount of stress (one), while trying to get past the dragon that guards the secret basement of the city morgue is quite stressful indeed (ten).

Obstacles and opponents are given a particular **pain rating** indicating how *stressful* it is to get into a conflict with them. If a protagonist is facing several opponents at once, take the pain rating of the highest one, and add another die of pain for each additional opponent – add two if they share the same pain rating as the “leader”.

When determining the level of pain, keep in mind that the best a character can do safely (*i.e.*, just using discipline) is get three successes, so *any* pain rating above three is reasonably significant – and any rating above six demands, due to the average number of successes (more than three), that the character move into risky territory.

## EXAMPLE

*When Lydia has two Paper Boys on Gavin's trail, she wants them to be an even match for Gavin so long as Gavin has pushed himself a little, by getting*



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him to pick up a die of exhaustion, or forcing him to add a little madness to the roll for an even fight. She sets their pain rating at 4.

Later, Lydia's gotten Gavin surrounded by bad guys, and the stakes are high. All the same, she's not quite going for the jugular yet, and it's early in the session, so she gives the bad guys a collective pain rating of 6, which she'll reduce if Gavin scores a few successes, representing their dwindling numbers.

When the GM rolls pain dice in a conflict, she is bringing potential consequences to bear on the protagonist. At their simplest, pain dice may just provide a number of successes indicating that the opposition, not the protagonist, has won the conflict.

But **when pain dominates**, regardless of the outcome, the situation exacts a price on the protagonist – in the case of a loss the loss may well be price enough (depending on how bad the defeat is), but in the case of a victory the victory must take something out of the victor. To put it simply, when pain dominates... *pain dominates*.

**This has a game effect** of requiring the player to place a coin of despair into the GM's despair coffer (see below, page 26, for more on coins).

## EXAMPLE

*As Mother When's Ladies in Hating are about to eat a child for dinner, Ash's protagonist Alia bursts onto the scene. Alia has a Shooting Guns talent, which she makes a major use of here (see page 31) to boost her successes on the roll. Ash rolls 3 discipline dice, and raises Alia's exhaustion to 3 to add 3 exhaustion dice to the pool. Thanks to Alia's talent, Ash is also adding 3 successes to the result no matter what he rolls. The Ladies in Hating are rolling 7 pain dice.*

*Lydia rolls for the Ladies, and gets 4 successes, strength 6. Ash rolls for Alia, getting a total of 6 successes – 3 from the dice, and 3 from his talent. Alia wins the fight, but none of her dice rolled above a 5, so pain dominates. Ash places a coin of despair into the GM's coffer.*

*Alia's shots hit home, and the Ladies shriek in rage as their ruptured flesh bleeds venomously; they expire. But with pain dominating the outcome, some of that venom gets onto the child Alia was trying to save, and she is stricken... If Alia can't get her to a proper doctor, the little girl will become a Lady herself!*

## HELPING

In general, protagonists can not easily combine their efforts against a single objective. There's some benefit to it, but not a lot. Each protagonist "assisting" a main protagonist may roll their discipline dice as his secondary



contribution to the conflict. These dice may add successes to the main protagonist's degree, but do not participate in the determination of strength. Talents do not apply.

If it's simply not clear who the main protagonist is, have all involved protagonists roll. The one with the highest number of successes takes on the role of the main protagonist for that roll, and uses all of his dice. Everyone else contributes only their discipline successes, but no other pool or talents or strengths.

Regardless, everyone who participates in the effort is vulnerable to whatever dominates – which can mean that multiple protagonists could all find themselves checking off responses, or gaining exhaustion.

## EXAMPLE

*Rob is playing in a game with Ash, and they're both trying to outrun some of the dire effects of making it into the Paper Boys' latest news story.*

*As their newsprinted doom descends upon them, Rob's protagonist Gavin steps forward, wielding an artifact of great power that they've found. A quick check with the players confirms that Gavin's the main protagonist here, but Ash wants Alia, his protagonist, to help out.*

*As the main protagonist, Rob may roll Gavin's full complement of discipline, exhaustion, and madness dice, and he does so. If his talents of Gambling or Teleportation could be used here, Gavin could do so.*

*Meanwhile, Ash's protagonist Alia is helping out as a supporting character here, so he rolls only Alia's three discipline dice, and can't use her talents. He rolls Alia's three discipline dice and gets one success, which is then added to whatever Rob rolls.*

*As it all plays out, Rob's pool indicates that exhaustion dominates, so both Gavin and Alia gain one exhaustion die each.*

## FAILURE

When a protagonist fails an action (because he got fewer successes than the GM did), at the very least his goals get turned on their ear, while the opposition's goals get advanced. But failure has some additional teeth to it that we can explain to you now that we've covered the dice basics.

**In game terms**, failure means the GM may inflict a consequence on the protagonist if she sees fit (leniency is an option, and should be exercised on occasion, but is by no means mandated).

A consequence takes one of two forms, which may seem familiar to you:

- Increase the character's exhaustion score by 1.
- Check off a response of the GM's choice.

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These consequences can cause the protagonist to crash (if exhaustion is increased beyond six) or snap (if no response boxes are checkable). They also occur in addition to whatever effects arise from exhaustion, madness, or pain dominating. But the GM has one restriction on what she can do: she can't cause the same effect to occur on the same action.

This means that if a character fails and exhaustion dominates, the GM can't inflict a consequence that increases exhaustion by one, because exhaustion's dominance has already caused that effect. Similarly, if a character fails and madness dominates, the GM can't check off a second response box as her chosen consequence. She can, however, cause exhaustion to increase by one on a madness-dominant failure, or check off a response on an exhaustion-dominant failure.

## EXAMPLE

*On a particularly bad roll, Rob's protagonist Gavin manages to get one success against the GM's two, with exhaustion dominant. Gavin's exhaustion increases by one, due to exhaustion's dominance.*

*But this is also a failure, and Lydia, the GM, has the option to inflict an additional consequence. Since exhaustion dominated, she can't increase Gavin's exhaustion by another one, so she is limited to checking off one of Gavin's fight or flight responses. She goes for flight; not only is Gavin beaten and exhausted, but he's also likely running for the hills.*

## COINS

Over the course of play one or more coins may be paid into the **despair** (dark colored) bowl as a result of any roll where pain dominates. Any time the GM spends a coin of despair, the coin is paid into the **hope** (light colored) bowl once the current conflict is resolved. Any player may spend hope coins at any time during the game – at which point the coins leave play.

## DESPAIR

Despair coins, gained when pain dominates, are the GM's currency to spend. Whenever the GM spends a coin of despair, she is said to be **casting a shadow** over the outcome. Coins spent in this way are placed into the hope coffer at the end of the conflict, after the roll is entirely resolved. This means that despair coins that are converted into hope can't be used immediately to counteract the despair expenditure.

On any roll, the GM may spend a coin of despair to add a six to any of the pools in play, or to remove a six from any of the pools in play. Doing so may change which pool ends up dominating, since it will alter the strength of the targeted pool.



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## EXAMPLE

*When Lydia spends a coin of despair to remove a 6 from Alia's discipline pool, she moves one of the coins from the despair coffer (the black bowl on the table) into the hope coffer (the white bowl on the table). If there were no coins in the despair coffer, she would not be able to spend one to remove the six.*

In order to be targeted, the pool must have at least one die in it already. This means that unless the player rolled madness dice, the GM can't add a six to the otherwise empty pool. Similarly, without exhaustion dice in play, the GM can't toss a six into the player's exhaustion pool.

If any of these changes from casting a shadow cause pain to dominate, its usual effect of paying a coin into the GM's despair coffer is suspended. In other words, the GM may not spend a coin in order to gain a coin – no zero-sum games here!

## EXAMPLE

*Ash rolls 3 discipline dice (6, 5, 1) and 2 exhaustion dice (5, 1). Lydia has a few coins of despair burning a hole in her coffer, and decides to spend them to affect the roll.*

*First, she looks for sixes she could remove – removing them in discipline is the only attractive option and, as it turns out, Ash has rolled a 6 there. If she removes that six, Ash will have 2 discipline dice (5, 1) and 2 exhaustion dice (5, 1), which means they're tied on strength – and using the rules for breaking ties, discipline will still dominate. Lydia needs to spend another coin to add a six to exhaustion in order to ensure that exhaustion will dominate, giving Ash 2 discipline dice (5, 1) and 3 exhaustion dice (6, 5, 1).*

*That sounds good to her, so she spends two coins of despair, placing them into the hope coffer at the end of the conflict.*

## HOPE

Hope coins, gained when the GM spends despair, are the players' currency to spend. Hope represents the characters' all-too-seldom chance to get a breather and reel themselves back from whatever the precipice of the moment happens to be.

When a player spends hope coin, it is called **shedding light**. Hope is spent in one of several ways. Whenever hope is used, the coins spent leave play.

## GETTING A BREAK

A player may spend a coin from the hope coffer to reduce his current exhaustion by one, or to remove a check mark from one of his fight or flight responses. He may do this whenever he is not actively embroiled in a

conflict. It might be a short moment, where he gains a second wind, or some actual, lengthy down-time. The GM has the right to say whether or not it's an appropriate time for the character to get a break, but should show some mercy whenever possible.

## EXAMPLE

*Ash has been pushing Alia, and her exhaustion has gotten to a dangerously high level – five. As much as this is helping Alia out when she's using her Shooting Guns talent, she's also a little too close to crashing for Ash's comfort. She's also checked off two of her three responses, and Ash would like to avoid having her snap – losing a point of discipline would be bad news.*

*During a lull in the action, Ash dips into the hope coffer, and spends three coins from it, reducing Alia's exhaustion by two, to three, and using the third coin to clear a check mark from Alia's fight box.*

## RESTORING DISCIPLINE

A character who has lost discipline to permanent madness may render that madness a little less permanent by spending hope. A permanent madness die may be removed and replaced by discipline. This can usually only be done if the character has managed to achieve at least several hours of calm reflection.

Each time this is done, the cost in hope coin is equal to five minus the character's current discipline level.

## EXAMPLE

*Gavin's teleportation has pushed him past the brink of sanity, and he's picked up a point of permanent madness – right now he's at 2 discipline and 1 madness. After a long night of adventure, he makes it back to his apartment on the fringe of the Mad City, and tries to regain his calm.*

*Looking at it, 5 minus 2 discipline is 3, so Rob will need to spend three coins of hope in order to recover his wits, improving Gavin's discipline back to three, and dropping Gavin's permanent madness score down to zero.*

## IMPROVING SUCCESS

On any roll, any player may spend one or more coins of hope before the results are narrated. Doing so adds a 1 to the main protagonist's discipline pool, increasing his number of successes by one.

## EXAMPLE

*When Alia is trying to get a poisoned girl to the hospital before she loses her grip on life, Ash looks into the hope coffer, and sees that there are two hope coins in there. He rolls, and gets only two successes – but the GM rolled three on her pain dice. Ash decides to spend one coin of hope in order to shed light*

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*on the situation – the girl is struggling, yes, but Alia still has time. This adds a 1 to Alia's discipline pool on the roll, increasing her degree to three. It's enough to win the conflict.*

## TALENTS

Talents allow a character to stretch beyond the normal. In another setting, they might look like super-powers fit for folks in bright costumes and heroic ideals. But in the Mad City, among the Awake, talents are simply par for the course, and inextricably linked to exhaustion and madness.

Most all of those who are truly Awake have talents, and will use them in times of trouble, but it's always with a price, and never *ever* done casually – misuse of a talent can send you into perilous slumber or inescapable insanity.

## TALENTS OF EXHAUSTION

Exhaustion talents focus exclusively on something the character can already do – but they make him supernaturally *better* at it. What the thing is that gets this boost is, at its root, pretty mundane – shoot a gun, run fast, jump far, add numbers, read books. But when the character taps that one particular thing he has a talent for, his performance is simply off the charts.

### EXAMPLE

*Alia has a talent for Shooting Guns. Anyone can shoot guns, but Alia's shots rarely miss their target, and sometimes she does so well that she can make some truly impossible shots.*

Talents of exhaustion have a minor and a major function, both of which require the character to operate at some level of exhaustion. The player may opt to increase the character's exhaustion by one per scene, and thus, if he hasn't yet, may do so immediately prior to using the talent.

## MINOR USE (MINIMUM SUCCESS)

The truly Awake are supreme masters of their area of expertise when at their most exhausted. Minor uses of their exhaustion talent are why.

When using an exhaustion talent for **minor gain**, the character will never get fewer successes than his current number of exhaustion dice. In short, a minor use sets the minimum number of successes generated by the talent. Thus, if a character has two exhaustion dice, but only rolls a degree of zero or one, his degree of success is automatically considered to be two.

The effect of a minor use gets particularly potent at three or more exhaustion dice, where the character is regularly able to perform at peak human capacity and beyond without any trouble at all.

## EXAMPLE

*Ash usually increases Alia's exhaustion to one the first chance he gets, so she can shoot her guns as a minor use. This means that even when Alia rolls no successes, she's considered to get one success.*

## MAJOR USE (ADDITIONAL SUCCESS)

When using an exhaustion talent for **major gain**, the character *increases* the degree of success by the number of exhaustion dice he has, in addition to rolling those dice. Major uses of the talent **require** that the player voluntarily increase his character's exhaustion by one as part of the roll.

### EXAMPLE

*When Alia was rescuing the little girl from the Ladies in Hating, she made a major use of her Shooting Guns talent. To do this, Ash brought Alia's exhaustion talent up by one, to a total of three, at the start of the roll. With Alia's exhaustion at three, her opening attack got three more successes added to it – when Ash rolled three successes at the dice, he got to increase that to a total degree of six!*

## CREATING EXHAUSTION TALENTS

The key to creating exhaustion talents is to think about things anyone could do, even if those things happen to be very hard to do well. Such talents should, really, be rooted in the mundane, so there's often a straight line connecting the sort of things the character did before he was Awake, and his exhaustion talent.

With an exhaustion talent, so long as a character has taken some exhaustion onto himself, his performance is consistently excellent and, at high levels of exhaustion, crosses beyond simple perfection and into preternatural excellence.

## SAMPLE EXHAUSTION TALENTS

*"I'd like to double down. I lose, you get my soul. I win, I get yours."*

**Athlete.** You can run faster, jump farther, and climb better than the rest of us.

**Convincing.** You're unusually adept at convincing people to see your perspective.

**Eyesight.** You have incredible eyesight, allowing you to see better in the dark, read things at great distance, and pick up on minute visual details.

**Gunfighter.** You're an unparalleled gunfighter, able to pull off difficult to impossible shots with ease.

**Intimidation.** You're just plain scarier than normal folks.



## TALENTS OF MADNESS

Madness talents are the complement of exhaustion talents. Instead of enhancing what a character can already do as a human being, a madness talent simply allows the character to do something he should not be able to.

Our default assumption here is that a madness talent confers something that fits a supernatural or psychic sort of theme, but something that looks a little more like an overt super-power would be fine as well (such as “take no damage from bullets”).

Whenever a character uses a madness talent, his roll **must** include at least one of his madness dice to do it. The number of madness dice putg into the effort indicates how “far” he can go with the effects (GM’s call). But the dice must be rolled, and must at least face pain dice representing the difficulty of what’s being done (1 being almost trivially easy, 3 being standard, etc).

For example, if a character has a madness talent for reading minds, using one madness die might be appropriate if he wants to peek at surface thoughts, while three dice would be necessary to try a much deeper look, and five dice would probably let him poke around in the sub-subconscious of his target and find out things that even the target didn’t know he knew.

In play, this is usually simply handled by a player saying that he wants to use a madness talent, and the GM putting a “price” of madness dice on the roll. The price should be set according to the complexity, depth, potency, or subtlety of the effort – and to some extent may also indicate what level of pain dice the GM should bring in opposition. Depending on how a talent is defined, this price may always work on a sliding scale, or the potency may simply be constant, always requiring a certain number of madness dice when used.

### EXAMPLE

*Rob’s character Gavin McNab has the madness talent of Teleportation. Whenever he wants Gavin to teleport some distance, Lydia sets the number of madness dice based on the distance Gavin wants to travel. One gets him a short hop within easy sight, while six might take him across the whole Mad City. How well he rolls will determine how close to his target destination Gavin manages to get or if other hairy complications arise from the effort.*

*Ash’s character Alia has the madness talent of Stoneflesh – she is, very simply, very difficult to physically injure. This talent takes the option for physically injuring Alia off of the table – usually forcing her opponents to waste their early victories as they discover her talent. Later, if they’re smart, it forces them to go after her in a non-physical way. Lydia declares that to use it, Ash should have Alia roll a minimum of three madness dice.*



## CREATING MADNESS TALENTS

Some madness talents ideas may seem like exhaustion talents. This is okay; the key to remember is that with a madness talent, the thing the character can do crosses over into being overtly supernatural.

Consider the preparedness example, below. As an exhaustion talent, preparedness would simply be a case of putting together solid plans in advance, and staying alert when things start to go all pear-shaped. But as a madness talent, it starts to cross over into molding reality – retroactively having prepared for something the character *just* encountered.

Remember, madness talents are *madness* talents because they do the impossible. They break the rules. What they do doesn't make sense. They can't be done. *But the Awake can do them!*

## SAMPLE MADNESS TALENTS

*"I don't blame you. If I had a case of bookworms as bad as you did, I'd be looking to vent some anger, too."*

**Hypnochondria.** You have the strange and unique ability to cause a target to become afflicted with the very illness you diagnose them to have. Here, the madness dice are set by you, depending on how severe you believe their affliction to be.

**Perfect Insight.** You have flashes of insight that simply break the rules – no one should be able to guess as clearly or as correctly as you do. Depending on the value of the information, you'll roll anywhere between 1 and 6 madness dice.

**Preparedness.** You're *supernaturally* prepared for whatever comes up – and you may, in fact, be bending time to make it happen. At 1 madness die, you happened to remember to pick up a flashlight a few hours ago, which helps now that you've gone into a dark basement. At 6 madness dice, you just happened to put a scrap of paper into your pocket that contains the exact and very complicated combination to this wall safe you just now found out you must get open.

**Stoneflesh.** You're able to shrug off physical harm, causing opponents to waste their time trying to hurt you (in the fleshy sense). Roll at least 3 madness dice when using this talent.

**Teleportation.** You can shortcut reality itself, moving from one place to another without passing in between. Roll 1 to 6 madness dice depending on the distance you intend to cross and whether or not you're familiar with (or can see) the destination.

## RULES SUMMARY

- **Once per roll**, you may increase your exhaustion by one.
- **Any time you roll**, you may add one to six dice of temporary madness to your roll.
- **To determine the degree of success**, count the dice that show 1, 2, or 3.
- **To determine the strength of a pool**, find the die of that color showing the highest number.
- **If you meet or beat the GM's degree**, you succeed. Otherwise, you fail.
- **To determine what dominates**, pick the pool with the highest strength.
- **If discipline dominates**, things stay under control. You have the option to remove a response check-mark or decrease your exhaustion by one.
- **If exhaustion dominates**, your resources are taxed. Increase exhaustion by one.
- **If madness dominates**, things get more chaotic. Check off a response and behave accordingly.
- **If pain dominates**, you pay a greater price. Pay a coin into the GM's despair coffer.
- **If exhaustion is increased above 6**, you crash.
- **If you must check off a response, but can't**, you snap.
- **If you crash**, you fall asleep, or face some other serious defeat (like death).
- **If you snap**, you go mad for a time, clear out your responses, lose one discipline, and gain one permanent madness.
- **If you lose all discipline**, you become a Nightmare. You're an NPC now.
- **To make minor use of an exhaustion talent**, your exhaustion must be at least one. On the affected roll, your minimum number of successes is equal to your current level of exhaustion.
- **To make major use of an exhaustion talent**, you must increase your exhaustion by one, and you may *add* your current level of exhaustion to the roll, as successes.
- **To make use of a madness talent**, you must add one to six temporary madness dice to the roll, as determined by the GM for the potency of the effect.
- **The GM may spend one coin of despair** to add or remove a 6 from any pool in play; the coin pays into hope. If this causes pain to dominate, no coin is paid into the despair coffer.
- **Any player may spend one coin of hope** to remove one exhaustion, or to remove a check mark from fight or flight, or to add a 1 to the protagonist's discipline pool.
- **Any player may spend five minus discipline in coins of hope** to recover one point of discipline and remove one point of permanent madness.



## CONFLICTS, OUTCOMES, NARRATION

### DETERMINE NARRATIVE CONTROL

**Decide in advance how you're going to handle narrative control.** Some parts of this are easy – within the rules, each player has say-so about how his character behaves and what happens to him. But you may also want to think about who gets to describe the general “what happens” stuff.

Some groups will be most comfortable with a “players describe intents and attempts, and the GM describes the results” traditional model. Others may prefer a set-up where the power to describe the results passes around the table – maybe in a set pattern, or maybe based on, say, whoever's pool ended up dominating the results (leaving the GM only describing results when pain dominates).

#### EXAMPLE

*Lydia's group has played role-playing games before, and is familiar with the idea that the players describe what their characters are trying to do, while the GM narrates the results after the dice roll. They decide to go with that.*

*Fred's running a game as well, but most of the players are strong story-tellers, and have done some GMing of their own over the years. After trying it the same way as Lydia's group, they want to get a little more involved, and decide to go with the idea that whoever's pool dominates is the one describing results.*

### USE THE QUESTIONNAIRE

**Use the five questions players answered as a guide to build relevant stories.** The GM should feel free to create stories and complications for the protagonists as she sees fit, but always with an eye on the players' answers to their five questions. These questions weren't put there just for the players' benefit – they're there as a powerful tool to help the player tell the GM what sort of story should be happening around their protagonists. Read those questions and answers, and use them relentlessly. We'll talk about using the questionnaire in much greater detail, shortly.

#### EXAMPLE

*Rob has given Gavin McNab a gambling problem, trouble with the Russian Mafia, problems at home with his family – he has a daughter, and an estranged ex-wife – and an opening scene where his daughter gets kidnapped by the monster under the bed. Not only has he told the GM where to start his story (and as his GM develops the story, it's all about the long quest to recover his daughter), but he's also said what sort of obstacles*

# DON'T REST YOUR HEAD

*should be in his way – monsters under the bed, gambling addiction, and the Russian Mafia. Combined, these pieces help the GM to build her version of the Mad City in a way that tells stories that are particularly relevant to Gavin McNab's player.*

## ROLL ONLY WHEN SIGNIFICANT

**Don't call for a roll of the dice unless the moment is significant.** Characters shouldn't be asked to roll dice if there's nothing waiting for them on the other side of a positive result.

Every time dice are rolled, the character could run the risk of crashing or snapping (it's anywhere from a one in eight to a one in sixteen chance). Therefore, when the GM asks for the dice to be rolled, the moment should *deserve* such an event.

To put it another way, don't make people flip out over picking a lock – make them flip out over picking a lock and discovering a hideous truth on the other side.

### EXAMPLE

*Gavin has a Gambling talent, so it stands to reason that he should have plenty of opportunities to go gambling in the Mad City. That doesn't mean, however, that every time he gambles he should be rolling the dice.*

*Gavin is good enough that he can win any penny ante game, and really, unless the stakes of the game are particularly dramatic or interesting, there's no call to roll the dice. As an example of when to roll the dice, look above (page 18), to where he stakes the memory of his daughter's laugh against the chance to win an insight to her whereabouts. Now **that's** a time to roll the dice.*

## RESPECT THE SPOTLIGHT

**Let protagonists own the spotlight.** When a protagonist is taking action, it's his moment, and the mechanics are at least a little slanted to support this (see "Helping", page 24). However, this also means that every protagonist should be given the opportunity to have a moment of his own. Spread the love and the pain equally. If it's ever a question as to who owns the spotlight, look at the five questions each player answered, and see if what's happening fits one protagonist's path ("What's your path?") better than others'.

### EXAMPLE

*Gavin is trying to be a better father, to get to a place where he deserves his family, and to get out from under the thumb of the Russian Mafia. Whenever these things most matter, it's clearly Gavin's time to own the spotlight.*

## THE FIVE QUESTIONS IN PLAY

The character creation questionnaire that players answer at the start of the game is more than just a portrait of their protagonists. It lives, breathes, changes, and grows through play. Here, we'll discuss how that's done.

### SCENE FRAMING

**Scene framing** is a formal phrase for a simple concept. If you've ever played a roleplaying game before, you've framed a scene without thinking about it. Even if you've never played a roleplaying game before, you'll frame a scene without thinking about it.

Look at it this way. Every time a GM says, "So you walk into the room and see your daughter in chains," or "So now you've gotten to the border of the Kingdom of Wax," she's framing a scene. It's as simple as establishing the transition for the next piece of game action.

To understand the process, look at the game the way a film editor might. As the editor, you're pretty clear about where scenes start, and where they end, and when you make the decision to move onto the next scene, you're framing it. When it feels like all that a scene "needed" to accomplish is accomplished, you end it (and if you aren't ending it, you probably should!), and start framing the next one.

The reason we bring this up here and now, in the context of the five questions, is straightforward enough. **The five questions exist to provide the main engine for framing scenes that are relevant to a protagonist.**

The five questions certainly don't need to be the sole source of such things – and in fact the GM may have a few plotlines that are running independently of it all – but she can, and frankly she must, look to the five questions to determine how to frame scenes that are relevant for a given protagonist.

But scene framing is not solely the job of the GM. This should already be obvious from the existence of one of the questions ("What just happened to you?"), which explicitly puts scene framing power in a player's hands – we'll talk more about that particular question shortly. But that particular question isn't the only place where player-driven scene framing lives. Players should always feel free to suggest the framing of a scene when it comes round to their turn at the table. If your GM's head is in the right place – and one hopes it is – she'll welcome the suggestion and incorporate it into the game (or, at the very least, suggest adjustments and alternatives as she picks up the ball and runs with it). After all, when a player feels he owns a scene, he has more buy-in with the game – and that's good news for everyone involved.

## OPENING SCENE

**The question:** What just happened to you?

As mentioned in character creation, this is the question that sets the character's opening scene. Players may take this challenge head-on, describing the setup for an opening scene ("I've walked in on my wife with another man."), or they may instead refer to a prelude ("I walked in on my wife with another man, and now I'm wandering the streets on a three-day bender.").

Here, while the power is with the player to set the scene, it's the GM's responsibility to take what she's thrown and run with it, using the scene to tie the character into the setting and, if desired, other protagonists (see "Getting Connected", page 64, for more).

Before starting play, the GM should take a few moments to discuss the setup with the player, and make sure that it's sending the player's protagonist off on the sort of trip he had in mind. This conversation should dig at some of the deeper ideas at work here. What does the player think that the opening scene says about his character, if anything? What sort of themes is it setting up for the character to explore?

The reason for this sort of examination is simple. The question isn't just there to take up real estate on the character sheet after the opening scene. It's the start of the protagonist's journey, and that makes it half of his trajectory. Speaking of which...

## TRAJECTORY

**The questions:** What just happened to you? *and* What's your path?

We're calling attention to two questions here because they constitute two sides of the same answer. To put them another way, they might be "Where do you start?" and "Where does it end?" Together (and, sometimes, with bringing in a third question – "What's been keeping you awake?"), they define the character's trajectory through the game. In essence, the game is an exploration of what happens in the middle, between points A and B.

The GM and the player should keep up an ongoing dialogue about this over the course of play. Based in the events of the five questions, the trajectory charts the protagonist's personal story – without revealing the *how* of it all. Playing the game is how the *how* gets discovered. You know where you're coming from; you know where you're going; and as you connect those two dots, however circuitously, you come to know how you're getting there.

Look at these two (or three) questions as the central axis of the protagonist questionnaire. This is what matters, and this is how the *game's* story is going to stay relevant to the *protagonist's* story. As a GM, look to this axis to guide



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you when framing scenes for the protagonist. As a player, look to this axis as a way to keep your story on track when you make suggestions for scene framing, and when thinking about your character's decisions and goals.

## EXAMPLE

*Rob's protagonist, Gavin, has more than a few problems going on. He's been having nightmares about his kid getting kidnapped, and now a monster's come along from underneath the bed and done exactly that. Looking to his path, we can see that he's going to be set on recovering his child – that much was clear from the way it all started – but there are longer term goals there as well. Gavin wants to get free of his Mafia ties, and become a better father.*

*Rob's GM, Lydia, looks at this and has some pretty clear notions on how to guide Gavin along this path. Early on, it'll be about chasing down his kid, but as the story develops, the Mafia's sure to show up, and even if Gavin gets his kid back, he'll still have to go through several trials to really prove himself as the father he always should have been. In a total vacuum, Lydia already has enough material to tell a great, relevant story about Gavin's life, and as the game progresses, she'll be able to feature it strongly in her larger storyline.*

## FLASHBACK

**The questions:** What's been keeping you awake? What lies beneath?

There's nothing saying that every scene has to happen sequentially after previous one, in terms of a protagonist's personal timeline. At any time, the GM or the player can suggest a flashback scene, to the time before the character became Awake.

Usually such scenes will be pure roleplaying (not involving dice), and fairly abbreviated in length. Ideally, they should explore some part of the protagonist that we haven't seen before, or connect the events of the past to the events of the present.

Flashbacks can even occur in the middle of a "present-day" scene, but in most cases they should be particularly abbreviated since their point is likely to be all about shedding a particular new light on present events.

During such scenes, if dice do need to be rolled, the player should roll only three discipline dice – before becoming Awake he was certainly someone special, but not yet able to reach the ascendant heights available through exhaustion and madness. At the GM's option, a flashback may be considered to be a moment of rest, allowing the protagonist(s) who is flashing back to spend coins of hope to reduce exhaustion or recover marked responses.

## EXAMPLE

*At a moment of despair, Gavin has sunk to his knees, weeping for his as-yet unfound daughter. Rob, his player, cues for a flashback here, and Lydia, the GM, agrees to it.*

*Rob talks about a moment from Gavin's past, when he woke in a cold sweat, thinking his daughter taken. But this is after his marriage hit the rocks; he drives through the night, coming to his ex-wife's house, and vaults over the fence, coming to the window to his daughter's room, and sees her there, asleep and calm, angelic. Looking ragged, he rests a hand against the window, watching over her through the night, until the sun rises.*

*Rob concludes the flashback and says, "As this memory comes back to Gavin, he feels refreshed. I'd like to use it to spend some hope to recover a response and reduce his exhaustion by one." That sounds fine to Lydia, so she agrees.*

## FIRST CONTACT

**The question:** What's on the surface?

How a protagonist presents himself to the world is crucial to many scenes. The player's answer to this particular questionnaire item (his "surface") provides a strong guide to the GM and player as to how it might play out, whenever the protagonist first encounters a non-protagonist character.

This will, inevitably, color and otherwise spin the early part of a scene. In this, it may not directly address the idea of framing the scene – as the contact happens within the scene, rather than as its initial establishment – but it should have a significant effect on how a scene develops.

## EXAMPLE

*Gavin's surface, as written by Rob, focuses on Gavin looking to be a deadbeat, unemployed dad. Lydia talks this through with Rob, and establishes that Gavin is looking pretty scruffy these days. He wears a cheap suit, and has the bloodshot eyes of a man who's spent too many late nights in too many casinos.*

*A lot of this translates to bad things for Gavin. When Lydia frames scenes involving Gavin, she knows that a lot of people will react to that surface appearance, seeing a guy who probably can't afford anything of fine quality. Con-men may look at Gavin as – potentially – an easy mark.*

*But it's not all pure badness. Children are a mixed bag who may react in one of two ways to Gavin – to his paternal side, or to his unreliable, deadbeat side. Gamblers, homeless people, and other folks from "the life" that Gavin so thoroughly looks the part of, won't react to Gavin as an outsider, either.*

## REVELATION

**The question:** What lies beneath?

This particular question focuses on the character's secrets, and gains power both in the lengths to which a protagonist will go to keep those secrets, and the moments in which the protagonist – intentionally or inadvertently – reveals some aspect of those secrets.

Concealing secrets, if that's important to a protagonist, should be fairly self-motivating. Here, it's the GM's job to threaten those secrets occasionally, producing pressure on the character to prevent revelation.

Whether concealed or not, secrets tend to come to light sooner or later, and when they do, they should *own* the scene – essentially transforming the scene such that its *point* is now about that revelation and its impact on the protagonist and the things important to him.

A revelation is in many ways a moment where the protagonist grows (or, at least, deepens as a character, for the audience). It can transform who the character is in the eyes of others, and, at times, in his own eyes. The GM should use a light touch here – certainly revelations should be sought out, and the answers provided to this question definitely indicate a number of frame-able scenes, but this should all be done in due time. Let a secret ripen before ripping into it.

In terms of game rules, the GM may wish to provide some extra “oomph” whenever a revelation occurs. This can be done, simply, by adjusting the amount of pain dice she'd normally use up or down, based on her read of the revelation (if it explains or clarifies, reduce; if it complicates or entangles, increase).

### EXAMPLE

*Gavin's "What lies beneath?" answer contains a juicy secret: he works for the Russian Mafia. Certainly, Gavin has other secrets as well, but this is the big one, which Rob chose to focus on when writing up Gavin. This is a strong cue to Lydia, the GM, to set up a plotline that drives towards revealing Gavin's Mafia ties, and the mundane-world complications arising from that.*

*This will help root Gavin's personal story in some elements of the everyday, and may develop in parallel to what's going on in the Mad City – maybe even crossing paths now and again. Lydia might reduce pain dice when Gavin first reveals his ties to the mafia, helping him evade them, and later on increase pain dice, if it turns out that the mafia has somehow gotten tangled up in the Mad City itself (after all, organized crime has its place in nearly any city...).*

## RESOLUTION

**The question:** What's your path?

No other questionnaire item speaks more directly to the character's goals than this one. The player's answer to this question should tell the GM both what the character's immediate goal or goals might be, as well as what the ultimate, final goal is. If either of these things are missing, the GM *must* make it a priority to talk things through with the player to get a grip on what's missing.

Stripping away all of the setting and GM based plotting, a game of **Don't Rest Your Head** should be wholly concerned with how the players' protagonists proceed toward, struggle with, and resolve, the goals indicated in their path.

This sounds pretty simple – it may even sound like common sense – but it's vital to keep it in mind. Not to put it too harshly, but, a GM driven plot that does not, in some way, involve a protagonist's goal – resolved or not – isn't a very good one.

This isn't to say that the players can't have a perfectly good time exploring that plot, and we certainly don't mean to imply that such play would be dysfunctional in any way, but it's still play that is pretty much just treading water, in terms of exploring the protagonists' personal stories.

Rely too much on an “external”, GM-driven plot, and you'll find yourself with a stagnant game; bring in the protagonists' personal stories, which have already been provided by the players themselves when they filled out the questionnaires, and you'll have a game that comes alive, with characters who truly and deeply change, and with the players feeling a strong stake in how it all turns out. And that's the sort of response that's pure gold.

Resolution of a goal should be possible in **Don't Rest Your Head**, but difficult. Inevitably, any situation involving the pursuit of a goal is significant, and should be based in conflict, so dice should be hitting the table.

## EXAMPLE

*As presented by Rob, Gavin's story – his long-term goal – is his transformation into the man his family deserves to have. His immediate goals are about recovering his child, breaking free of the mafia, and becoming a better father.*

*Looking at this, GM Lydia knows to structure Gavin's early scenes around his quest for his daughter. She also needs to keep in mind how she might offer Gavin a few Faustian bargains to get out of his mafia obligations and, once he does rescue his child, provide Gavin some strong fathering challenges.*



## THE MAD CITY

The Mad City exists in the same space as the City Slumbering – also known as the world you *used to* think was all there was. The origins of the Mad City aren't known to anyone, especially those who live there.

What's known is this: the Mad City is the extra place, the lost place where missing socks and broken toys come to live a second life. It's where the thirteenth hour on the clock went, and forgotten constellations fled when their gods died. That door you thought you saw out of the corner of your eye opens into the Mad City, and every now and then, when the City Slumbering seems to swallow someone whole, it's because they stumbled through such a door.

The Mad City is crowded, packed densely, and overfull. The Mad City squeezes into the forgotten spaces in the middle of the City Slumbering. It touches every part of that sleeping burg, whether it's in the shadows under a child's bed, or at the back of a dusty utility closet, or down an alleyway that only exists for a few minutes past midnight.

The Mad City has a timeless, if relentlessly urban, quality to it, and you can find folks in all manner of dress, carrying devices and driving vehicles from any year of the last century and a half, pretty much wherever you go in it. Anachronism is the mode of the day, and sometimes the people living there don't seem to realize that it's been a century since they first set up shop.

Did the Mad City come before the City Slumbering, or after? Or is that a chicken and the egg thing? Is the Mad City produced by the dreams of the sleeping, or the collective consciousness of the Awake? Does the Mad City have its own dark agenda, or is it simply an unthinking otherspace? Did the Industrial Revolution give birth to the Mad City, or is it an older thing than that?

Many such questions have been asked, but this book will provide no easy answers. Which isn't to say that *your* game can't have answers for them. The Mad City is what you make of it.

## GETTING THERE

Getting to the Mad City is difficult for the sleeping, but terribly easy for the Awake. From anywhere in the City Slumbering, an Awake person can easily identify an entrance to the Mad City. It might be a window that looks out onto a constant and strange night sky, a manhole cover shaped like a crescent moon, or a bright orange doorway that nobody seems to notice.

The sleeping can be taken into the Mad City through such an entrance, but unless they are forced to openly confront the entrance's existence, their



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minds won't let them see it. Whenever an Awake person passes into the Mad City, the sleeping nearby don't remember him stepping through a hole in the sky that wasn't there – they remember him leaving through some completely normal and logical means. The entrances are only fully there for those who can't dream, the Awake, and it's the dreaming mind that likes to create safe explanations for the impossible.

Entrances to the Mad City needn't be constant and reliable, and thus often aren't. Even the Awake have trouble finding the same entry-way twice, and even those entrances that stay put and don't change shape may suddenly start opening onto a completely different place. And unless someone is very, very lucky, an entrance very rarely takes them to the part of the Mad City that they most want to go to.

## THE CITY SLUMBERING

No game about the Mad City can really ignore the City Slumbering. It's the place the protagonists once knew and thought familiar, but which may now seem just as strange as the Mad City itself.

Protagonists, who have become Awake, will find themselves feeling a strange, hollow sort of disconnection from the City Slumbering. Old friends will be difficult to talk to, passers-by will eye the character suspiciously, dogs will bark incessantly at their presence, and favorite foods will taste just a little bit like sand.

This doesn't mean that the mundane world has forgotten about the protagonists (unless that's a plot point for your game). The troubles of modern life may still dog them whenever they emerge from the constant nightfall of the Mad City and into the dulled and strange City Slumbering. They'll still need to pay off that mortgage or alimony. Their girlfriends will wonder where they're going at all times of day or night. Their jobs will, in all likelihood, fire them, if the Mad City proves to be enough of a distraction. The cops will still want to bring them in for questioning.

When you're playing **Don't Rest Your Head**, make sure to return to the City Slumbering every now and again. Even though the protagonists will belong more and more to the Mad City over time, the land of the sleeping is native to them, and can be very grounding. Characters should always get a bit of a reality check, even if reality happens to bite.

## THE LOCALS

The Mad City is home to the Nightmares, most certainly, but it's also home to a large class of permanently adrift, largely "normal" people. These are those



who did not Awaken, but who over the years stumbled, fell, or otherwise drifted into the Mad City and made it their home.

Unless you're Awake, the Mad City can play a number on your memory, and this has most certainly happened to the locals. Time doesn't pass in quite the same way in the Mad City; at the least, none of the locals have ever really shown signs of deep change. They don't age, and their minds and attitudes don't really grow and alter all that much, unless either a Nightmare or one of the Awake forces it to happen.

This is a large part of the relentlessly anachronistic nature of the Mad City. For at least the last 150 years (and memory being what it is, the history of the Mad City has been poorly chronicled), its population has grown every time someone from the City Slumbering goes missing. And those who end up here get *stuck* as the people they were.

Most often, those people simply fade into their roles and become locals. But sometimes those people Awaken, and other times they become Nightmares. And the Nightmares, when they happen, tend to happen underneath the surface (the truly horrific transformations seem to come about largely when one of the Awake snaps one final time). This has left, if you'll pardon us, a number of "sleeper agents" among the populace of the Mad City, people who simply seem to be people, on the surface, but if pricked or cut will rupture to reveal the true Nightmare within.

But in the end the bulk of the locals are of two types – those who have simply forgotten anything but their role, and those who have given themselves over into service to a particular Nightmare or other powerful entity (see "Exit Strategies", page 67). The latter group is difficult to distinguish from the former, unless that allegiance is pronounced and on the surface.

In either case, this means that most of the locals you'll encounter in the Mad City are very much consumed with the work of the role they play there. A vintner will do nothing but distill spirits and produce fine wines, twenty-four-seven; a policeman never goes off-duty unless off-duty time is established as a firm pillar of fulfilling the role of policeman.

As a result, very many locals have a very colorful surface, but little depth. This leads the Awake to refer to many of the locals as "hollow men" or, simply, "shallow". Which isn't to say that you can't form long and lasting friendships with the locals, establish ongoing history and relationships with them, and so on. The locals are still very much people; if anything, it's more that their identities – at least in their original form – have been stripped away or otherwise mutated by exposure to the city's madness.



## THE THIRTEENTH HOUR

Every twelve hours in the Mad City line up more or less with the hours in the City Slumbering (save that the Mad City always repeats night-time; the sun never shines). But as with all things Mad, even time has something a little extra, outside of the sleeping city.

When the clocks in the Mad City chime thirteen, the City Slumbering forgets the Mad ways entirely. At the thirteenth hour, no passage between the two cities is possible; all the doors are locked tight, and woe unto anyone who tries to pick those locks. Rumor has it a thief tried it back in the early days (whenever those were), and in the two seconds the door was open it let Mother When into the world.

Nightmares particularly love thirteen o'clock because this missing hour traps the Awake in the Mad City. Officer Tock is, in particular, a big fan of getting a posse together and hunting down undesirables during this time.

Those who manage to remain in the City Slumbering when the Mad clock strikes this dark hour scarcely notice its passing – for them, a second has passed, and during that brief moment, anyone they left in the Mad City was unable to call for their help for a full hour. Many an ally has been lost to this cruel tick of the clock. It is truly the time when the most Nightmares are born.

## THE BIZARRE BAZAAR

The Thirteenth Hour is also when the Bizarre Bazaar does its best business. The Bazaar is the Mad City's idea of a farmer's market. Locals and Nightmares, often indistinguishable from one another, all bring their wares to some floating location and open up shop. Many stalls are closed outside thirteen o'clock, but some part of the Bazaar is always open for business, if less reliably.

While the Wax King's coins fetch a decent rate of exchange at the Bazaar, the shopkeepers there much prefer to traffic in barter, and as it happens a number of wares are simply off-limits without some sort of trade being involved.

If anything, the Bazaar traffics mostly in intangible goods. By this, we don't mean services, though many a service may be bought there (Nightmare and non-Nightmare prostitution hovers around the edges, to be sure). These are genuinely *intangible* goods – memories, hungers, fears, sensory experiences, the occasional pure moment of pleasure, and much, much more, is all for sale at the Bazaar.

But, being intangible, these goods can't be handled easily, so they're usually bound up in some sort of tangible form that echoes an aspect of what it contains. Broken toys and other lost items are a favored means of conveyance. Information about a child might be stuffed into the husk of an old teddy-bear. The memory of a lover's caress could be tied into a scrap of perfumed silk.

In practice, the Bazaar is something of a genie in a bottle. You can usually fulfill your wishes there, but most often you'll find that the price is more than you can bear.

The Bazaar is also a nexus, drawing together the Awake under the cover of the madding crowds. When the clock chimes thirteen, the Bazaar can offer a robust level of concealment and, thus, protection. Its enthusiastically chaotic nature is a particular thorn for the more order-obsessed Nightmares, particularly those of the District, and as such, Officer Tock and the Tacks Man have rarely made any headway rooting out corruption and fugitives among its many markets. This has made the Bazaar a favored recruiting ground for the occasional attempts by the Awake to find some safety in numbers.

## DISTRICT THIRTEEN

The City Slumbering once had the original District Thirteen, back in the early 1920's, but an early push by the Nightmares, lead by the Tacks Man, stole into our world and ripped the place *in total* back into the Mad City itself. Reality conveniently supplied explanation in the form of a great fire that swept through the City Slumbering and left naught but ash and a quick forgetfulness of all that was lost.

Back in the Mad City, District Thirteen became the center of what passes for government and law enforcement, Nightmare style. Even the locals stay away from District Thirteen if they can, though the strange and Byzantine bureaucratic affectations of the Tacks Man and Officer Tock actually keep the Nightmares here somewhat in check.

Locals who do venture into the District do so because they work there, or because they've been summoned for judgment or deputization, or simply because they were there when the District was stolen and have grown complacent. They have managed by and large to work peacefully with the Nightmares, so long as they abide by the rules.

What those rules are at any particular moment is hard to say, however, and that has provided a certain amount of natural selection among the denizens who consider spending time in the District. Those who stay and survive develop a sort of natural instinct for what the rules are, or at least what they might be, and no small percentage of them become barristers and lawyers

and advocates and bureaucrats and judges, who will defend and complicate your case should you ever come to trial there.

The Awake are often subpoenaed, but rarely put in an appearance in the courts of the District. And this is probably a wise thing; when charges are levied against the Awake, they most certainly contain myriad Catch-22 rules violations and other legalities that practically guarantee a conviction – and prison life under Officer Tock's wardens is above all nasty, brutish, and torturous. Still, refusing to respond to a subpoena does amount to an admission of guilt, and once Tock's lieutenants get a warrant for arrest, the usual protections of the District's bureaucracy are gone, and the gloves are off.

## OFFICER TOCK

*"The first thing I noticed when I entered the District was the eerie synchronicity of everything there – like it was all one big clockwork contraption, keeping a single tempo. It struck me as kinda beautiful at the time. It wasn't until later that I realized that everyone there was too scared to do otherwise – and whose beat they were marching to."*

Officer Tock, the chief of police in the Mad City, always appears with a stopwatch for a face, the lower half split by a maw that would be toothy were it not filled with constantly spinning gears. Instead of a billy club he carries a long clock hand of dark metal, the end raggedly pointed and stained with old blood.

Tock considers himself responsible for the heartbeat of the Mad City's bureaucracy. Ever-present within District Thirteen, he occasionally lapses into his "white rabbit" moments, when he becomes terribly concerned with things keeping proper time and making his appointments. There are a lucky few among the Awake who have managed to escape Tock's clutches due to an important calendar item stealing his attention before he could strike a deathblow.

Outside of District Thirteen, Officer Tock is not, personally, a terribly potent entity (**Pain: 6**), but his pain rating is increased by two for each of the following circumstances:

- He's in District Thirteen
- He has a warrant for his target's arrest
- The clock has struck thirteen (see "The Thirteenth Hour", page 49).

## CLOCKWORK LIEUTENANTS

Tock additionally employs a number of Clockwork Lieutenants who look like policemen from all over the world, their faces frozen in stiff grins,

each with a slowing spinning key in his back. Alone, they are not terribly coordinated, rating only **Pain: 1** each, but in numbers they can add up quickly.

## OTHER MINIONS

Tock has also been known to deputize certain among the human populace of the Mad City to work as his agents outside of the District. This is usually done by way of a piece of leverage or damning evidence that Tock uses to blackmail his deputies into service.

## THE TACKS MAN

*"He came at me, those pinpoint fingers of his screeching along the slate walls. I had to get away. Last time we met, he took my heartbeat. This time, he was after my name."*

The Tacks Man is the force behind the District's Nightmare bureaucracy. A plastic push-pin sits atop his shoulders instead of a head, and his fingers all come to metallic points. He is dressed impeccably in the uniform of political power, a business suit that never gets dirty or mussed.

When the Tacks Man goes after his quarry, he's not interested in taking it whole. He wants something his target has, and all he needs to do is get nearby to lay claim to it. Removing one of his fingers, he can pin something of his target to the spot – maybe he'll pin an arm to the ground with it, or nail the last moments spent with a now-dead lover to his wall of trophies. When the Tacks Man kills someone, he does it by degrees. The longer the pain, the higher the yield.

Actually defeating the Tacks Man is tough (**Pain: 8**), but as a small mercy, his pins aren't nearly as bad to evade (**Pain: 5**) – which doesn't mean they're easy, but in the Mad City, you take what you can get. And besides, the Tacks Man prefers to use his pins after his prey's already been rendered helpless. Struggling only damages the merchandise.

The Tacks Man is rarely seen outside of the District, and is a stickler for following the rules – even when it's to his detriment. For example, it's not the Tacks Man's place to enforce the law; even when there's a warrant out for someone's arrest, he'll usually send some of his Pin Head toadies, or his Needle Nose hounds along with (or separately from) Officer Tock and his minions, rather than get directly involved himself.

It's a very special kind of quarry that draws the Tacks Man out of his lair – usually, someone with something particularly unique to lose. And when that happens, it's pretty bad, because it means the Tacks Man is in it for pleasure, not business.





## PIN HEADS

The Pin Heads play as toadies and yes-men to the Tacks Man. In body, they are wiry, slender guys who have a forward-pointing straight-pin in place of their heads. Hovering some six inches above this pin is usually a hat of some kind, often a fedora; as a uniform, they're perpetually locked into the look of a rumpled 1940's reporter, all cheap grey suits, sweat-stained shirts, and threadbare suspenders.

This look is no accident, as the Pin Heads are all about nailing the story and reporting what they find back to the Tacks Man. Theirs is a 24-hour news organization, and they're tireless in their task (each Pin Head rates **Pain: 3**).

Of course, as the Tacks Man's yes-men, they're also very strongly motivated to report back to the Man only what the Man wants to hear – but the Man has a very keen ear for lies, so rather than go that route, they do what they can to make the story be what it *should* be.

Their relationship with the Paper Boys (see page 58) is tenuous and fickle. Sometimes they're at odds, and sometimes they're allies, but to date, whenever there's been a dispute, one side has come out on top, while the other has conceded.

Those who study such things have suggested that the utter mayhem that would result from the Paper Boys publishing a story that contradicted one reported by the Pin Heads could throw the whole of the Mad City's Nightmares into Civil War – with a high bodycount in the civilian sectors.

## NEEDLE NOSES

The Tacks Man is particularly fond of his Needle Nose bloodhounds (**Pain: 3**). As you might expect, they look like particularly large dogs, only with their head replaced by a sewing needle. The needle is threaded, and the thread runs down the length of their spine, ending in a wagging tail that draws in additional thread from an invisible spool.

The Needle Noses are expert trackers (in this task, **Pain: 5**) and are often loaned out by the Man in exchange for whatever passes for favors among the Nightmare kin.

Once they've caught someone's scent, if they can then prick him with their needles, they can use their thread to weave the victim to the spot (and, as it happens, their needles can pierce nearly anything to do so). Breaking free from such a woven trap is difficult indeed (**Pain: 4**), but the effect is usually felt less in getting stuck, than in getting slowed down long enough for whatever was following the Needle Nose to catch up.

## THE HIGH SCHOOL

The tallest buildings of the Mad City are home to the High School, a sort of finishing school where the children trapped there emerge as a special kind of Nightmare.

High School isn't always in session; its schedule isn't predictable; but it always seems to open a door wherever a large number of orphans set up shop. This keeps the urchins of the Mad City evasive, grouping only in small numbers, and always on the move. Young hooligans who get caught by Officer Tock inevitably get sent off to School for finishing.

The school's headmistress is Mother When, an occasionally pleasant, usually vicious schoolmarm who might just be Death Itself. Graduates of the High School become the Ladies in Hating, personifications of jealousy and spite. Those who fail to graduate simply disappear; and at least while Mother When is in charge, little boys never graduate.

## MOTHER WHEN

*"There, there. Patience is a virtue, my child. And you still have one good hand left to do your homework. Run along, now."*

Mother When first appears as a pleasant country schoolmarm, though her black-within-black eyes are a bit of a giveaway that not all is right. She carries a yardstick with her, and any child who doesn't measure up gets cut down to size. No one has ever been able to report what that actually *means*, other than one more missing child in the Mad City. She's also rumored to have a book for every person she meets that can tell her what awful thing is going to happen to them next, but no one yet has been brave enough to browse through her personal library.

Taking on Mother When directly will inevitably lead to dire consequences (**Pain:** 12). Within the mythology of the Mad City she is as close to a personification of Death as the Nightmares get and, for all one knows, she may actually *be* the modern incarnation of that ancient concept.

## LADIES IN HATING

As something of a relief, if only by contrast, Mother When is more fond of making use of her graduates, the Ladies in Hating, to visit all sorts of nastiness on the children of the Mad City, and the Awake. Individually, any one Lady isn't much to worry about (**Pain:** 1-2), but they usually travel in groups of three to five (**Pain:** 4-8). Their fondest ways of doing in their foes are with excruciating tea parties and vile dinner events where the main courses feature such delights as pan-seared class clown and hooligan in duck sauce.



The Ladies are, themselves, consumed with spite, malice, and jealousy – the three great virtues taught by Mother When in the High School. Even without Mother's guidance, the Ladies are always preying upon the young for, above all other things, they hate and envy youth itself – perhaps because Mother stripped them of their own so forcefully. Stewing in such things when they became Nightmares has transformed them utterly, right down to their blood, which, if spilled upon a young girl, will either kill her or turn her into one of them.

## PROMISING STUDENTS

The Ladies aren't the only perils of the High School. Many a *promising* student, not yet graduated, attends there. While such students are nominally human – they're locals, not Nightmares – their academic excellence suggests something chilling: they *want* to become Ladies. In all other ways they appear as completely pleasant and polite little girls – which most certainly helps them whenever they go for extra credit, by bringing in a new student, or participating in the undoing of one of the Awake.

## THE ROOFTOP JUNGLE

While the streets of the Mad City are dangerous enough, the real peril is found on the rooftops. Buildings in the Mad City are clustered so closely together that it's really quite easy to jump from one building to the next – so much so that a hasty traveler might not look where he's going, up there, and end up plummeting to his doom. But that's a relatively minor risk, all told.

The rooftops are where many of the Mad City's extra things – doorways and other passages in particular – get squeezed, when there isn't room on the ground. This has several effects on the rooftop as a landscape.

First off, it's an utter chaos. Nearly every surface is simply covered in doorways, windows, holes, archways, and even the occasional animate orifice. While these are often passageways to other places in the Mad City, they sometimes turn out to be some Nightmare beast's maw in disguise, so it's important to have some idea of where you're going if you find yourself topside.

Many of the openings lead back to other parts of the rooftops, but the rest of them lead pretty much everywhere in the Mad City. Locals and Nightmares who've become familiar with the topside realm favor it as a kind of super-shortcut highway to get around the place. The Paper Boys in particular make frequent use of the rooftop shortcuts to run their routes and get the latest story to the hungry public.

# DON'T REST YOUR HEAD

This also makes it a favored hunting ground, and many a Nightmare simply set up shop on the rooftops. Jabberwock sightings are uncommon, but heard of; a certain doctor who experimented with reanimating dead flesh may have lost his monster here.

But locals and brave Awakened use this place too – but quickly, if at all. Learning your way around the rooftops gives you an invaluable advantage in surviving the Mad City, but make no mistake, many a guideless neophyte has been lost in just a few minutes up topside.

Everyone in the Mad City finds him or her self up there now and again. The smart traveler simply turns right around, and hopes that the doorway he came out of still leads where he came from.

## PAPER BOYS

*“Was that crinkling sound I just heard from down that darkened alley the newspapers stuffed into some derelict’s clothing as proof against the cold, or was it a pack of Paper Boys hot on the scent of a new story? And if that story is me... how long till I’m old news?”*

The Paper Boys are probably the most common variety of Nightmare – created when some poor clod skipped right past getting Awake and drove straight into madness. In appearance, Paper Boys look like a demented origami artist’s idea of child made of smudged newsprint and crumpled magazines. They always run in packs, and, internally, seem to align themselves with a particular Sleeper newspaper – tabloids being their favorite.

Individually, in face-to-face combat, Paper Boys aren’t much to worry about (**Pain: 2**), though they can stack up pretty fast. But what really worries the Awake about the Boys isn’t the fight – it’s how they’ll cover it in tomorrow’s top story.

Getting published in the Paper Boys’ favorite gazette is, pardon us, bad news, because the stories they publish have a pretty nasty tendency to become true (**Pain: 10**). But the good news – if there’s any – is that the story has to *circulate* to gain its power. Shut down the paper for the day and the story dies. Kill off a major distribution channel, and it’ll at least be diminished in its power.

Not that anyone’s ever managed to do that.

In the end, the safest thing to do when you see the Paper Boys coming is run the other way – fast. And hope you don’t hear the ringing of bicycle bells on your heels.

## ROOF RATS

*"I'm gonna grab that one by his fancy newsprint pants and shake him until his coins come out! Who's with me?!"*

There are a few groups of locals who do brave a longer stay among the confusion of doors dotting the rooftops. Chief among these groups are the Roof Rats. Peculiarly, to a one they were once schoolyard bullies, and none of them appear to be any older than twelve.

Like nearly all locals, the Roof Rats are "stuck" in the roles they've adopted. They're the bullies of the roof – this, despite a rather strong disparity between their actual power, and the power they act as if they have. They're bent on a mission to take the lunch money from the Paper Boys that run their routes through the roof, and have even succeeded at their goal on occasion.

In all of this they've taken on an even greater than usual obliviousness to the circumstances and realities of the Mad City. Several among the Awake have tried to make it clear to them that their schoolyard war against the Paper Boys is incredibly dangerous – but they'll have none of it.

## THE AIR FORT

*"Are we there yet?"*

The sky of the Mad City has no planes in flight, but that doesn't mean that lost aircraft don't end up here. Inevitably, any planes that do cross over into the secret world lose all their bearings and come hurtling out of the sky. The architecture of the city being what it is, these planes inevitably run into the rooftops.

In the City Slumbering, you'd expect a plane crash to involve a lot of smoke and fire. Not so, here. Instead, fallen aircraft have imbedded themselves into the rooftops themselves, and in fact – for reasons unknown – all tend to cluster around a particular region of the rooftops called the Air Fort (so named by the Roof Rats, who use their empty husks as impromptu battlements).

On a first visit to the Air Fort, someone might recall the Flying Cadillac Ranch of the mundane world. It looks, simply, like God decided He'd raise Himself a fine crop of cockpits and fuselages and tail sections, covering the entire history of man aflight. Some have even theorized that this is one of those places that planes lost to the Bermuda Triangle go, though no one's really done the research to prove it one way or the other (too many other pressing concerns when visiting the rooftops, one supposes).

Occasionally one of the crashing planes will hit with such force, and at just the right angle, that some portion of passes through one or more of the

doors that infest the rooftop landscape. This can result in some fascinating architecture down on the street level of the Mad City, as a wing here, a cockpit there, and so on, protrude incongruously from some building's entrance or other aperture. These fallen aircraft provide some of the most interesting shortcuts in all the city, as, internally, the plane is continuous, but externally, it exists in a number of places. The views out the windows can be particularly delightful.

Stranger yet are the crashed planes that never lost their passengers. It's said that there are a few where the occupants have become locals of the Mad City without ever really realizing it, lost forever in a plane flight that, simply, never makes it to its destination. Particularly disturbing are the ones where the captain never turned off the Fasten Your Seatbelt sign.

## THE WARRENS

Counterpoint to the rooftops, the warrens beneath the Mad City are riddled with slick, intestinal tunnels that lead to ten thousand nowheres (nowheres that Nightmares and down-on-their-luck locals like to call home). In the middle of all of that is the Kingdom of Wax, where the Wax King sits upon his piles of coin, and jealously regards the world above, which he claims was once his own.

The Warrens are an easy place to get lost but, if you're looking for the Wax King, at least, they're an easy place to get found. His army of Blind Knights is always on patrol, and his Smothered Folk farm the sewage pipes for the runoff from broken dreams.

Nothing stays long within the warrens beneath the Mad City without feeling the touch of wax. The closer to the center of it all, to the Kingdom, the more of a risk there is that you'll wake up one day with the wax crawling up your legs. It always closes over your face last, and when it does, you join the Smothered Folk in timeless servitude.

This has pushed the Nightmares, out of respect, and the locals, out of survival, to the furthest nowheres of the under-city realm. Some Nightmares craft their sections of the warrens into self-styled rival kingdoms, and may even at times wage war upon the King. But the King has never been defeated in the heart of his realm, and the advance of wax into the warrens remains inexorable.

## THE WAX KING

*"His head hung low, as though supporting a great unseen weight, and his features had a melted quality to them. The look was enhanced by his crown, if you could call it that. A great candle, as wide across as his head*



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*and lit by a blue, translucent flame, sat upon his bald pate, and as the wax dripped down the sides of his face and body to form his vestments, he beckoned me closer."*

The Wax King may or may not be a Nightmare. Certainly, the border is blurred where he's concerned. He simply doesn't have quite the same vicious streak that many of the Nightmares do, which has lead some to believe that he might simply be the oldest of the Awake to have survived the passage of time. Which isn't to say he can't be fantastically lethal if he chooses (**Pain: 10**); it's simply not his first choice.

At the very least, the Wax King is no stranger to mercy when offended, and is often inclined to give people second chances, in exchange for vast and often unspecified favors, upon which he always collects. This has allowed the King to gather no small number of the Awake to him, at times, who he delights in using as pawns against his rivals in the city above, or in the outlying Nightmare nowhere nations. At minimum, the Wax King is often the least of many evils whenever someone finds themselves against the ropes.

Some locals suspect that the Wax King is one of the big backers behind the Bizarre Bazaar, and they may be right. The King certainly has some kind of deal going on with the Bazaar, where he buys the memories that don't sell, in bulk.

The Wax King's Smothered Folk labor day in and day out to melt these memories down, breaking them apart into their component moments, and minting those moments into coin. It is this coin as much as any standard that serves as currency throughout the Mad City, though few have any idea as to its provenance.

What true power is contained within these coins, and what sway the Wax King has over that power if, indeed, it is there, is something that has as yet to be explored and tested. But the Wax King has a long view and a longer strategy, and like the slow-spreading wax covering his realm, his victories are merely a matter of time.

## BLIND KNIGHTS

The Blind Knights serve as judges, executioners and guides within the Kingdom. In appearance, they look like normal men and women, wearing dress from nearly any time period, as is the mode of the Mad City. Their sole aberration is in their eyes, or rather, the lack of them; instead of eyes they have a candle in each socket, which stays ever-lit so long as they live, casting a pale blue light over their surroundings.

The Wax King employs a number of Blind Knights to keep his realm safe. Individually they are formidable opponents (**Pain: 4**), and are seldom seen

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in groups larger than two (each Knight added increases the pain rating by two).

## SMOTHERED FOLK

The whole of the Wax King's peasantry is composed of the Smothered Folk, locals of the Mad City who have been enveloped in the Kingdom's wax and transformed into silent servitors. As mentioned, they are farmers and coin-makers, and can serve other functionary purposes as well. Smoothed over by wax, their identities melted away, they are faceless and can, at times, seem even listless as they labor on.

In a fight or other conflict, they aren't much of a threat (two or three of them amount only to **Pain: 1**), but there are an awful *lot* of them, and their numbers grow day by day.

## OUT IN THE NOWHERES

The Nowheres beyond the Kingdom of Wax are just as scattered and colorful as the city above. Despite being potential targets of conquest, many such realms establish open trade and other business arrangements with the Kingdom.

Many of the Nowheres that still persist independently do so because they have managed to establish some sort of check against the brute military force that the Wax King is able to bring to bear. And sadly for the King, this tends to mean a stand-off; many of his agreements with the Awake are geared



towards getting the Awake to address one of these checks and balances the outer Nowheres have arrayed against him.

One of the more successful areas of independence have grown up around a branch publishing office of the Paper Boys. This particular paper, *The Nightly Revealer*, tends to publish only one sort of article, as frequently as possible: tales of the murder of the Wax King.

The Wax King has made several efforts to send operatives out into the field to solve these regicides; if they're solved, and the culprits brought to justice, then the culprits can't have managed to murder the Wax King once he actually sets foot outside of the Kingdom (logic loopholes and other conundrums involving the flow of time in the Mad City tend to lead to headaches; don't try to think about it too hard).

The Wax operatives have met with mixed success over time, but usually find themselves undone by some other story making it into the paper – often about them. And even when successful, the *Revealer* has proven quite adept at getting another tale of royal murder out on the street.

Other Nightmares have other means to prevent the Wax King's advance, with the means itself often defining the nature of their Nowhere realm. The Most Puissant Black Wind's realm is torn by constant gales, which snuffs out any candles that draw close – even the supposedly unsuffable flames of the Blind Knights. Elsewhere, the Magnificent Howler has run an incredible amount of pipe-work through his underground lair, pushing a constant flow of molten rage through those pipes, keeping the temperature too high for wax to do anything but uselessly puddle.

Most of the Nowhere realms base their economy and industries on some sort of processing or use of the many pipes that run down into the Warrens from the city above.

The vintners Locke, Stocke, and Berell (all locals; not a Nightmare among 'em) do a fine business siphoning the residue of broken dreams out of the same feed lines that the Wax King's peasantry farm, turning it into a variety of highly sought-after spirits. Their 1937 Hangman's Regret sells especially well amongst their exclusive clientele, though sadly their 1952 Baby's First Teddybear has had trouble moving (and, thus, gets shipped to the Kingdom at a discount to be melted down into coin). They don't discriminate; they'll sell to anyone (including Nightmares and Awake) willing to pay their price, and accept both barter and wax coin alike.

In the Howler's Realm, the many shades of rage pulsing through the realm have bred some of the finest fighting men the locals have ever managed to offer. Rations are extracted from the ragelines, and the cooks who've made their homes there have created some truly remarkable, if utterly infuriating,

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curries and other sauces. Also, soldiers from past and forgotten wars gravitate there, not yet done with fighting. And as locals tend to, they soon forget anything other than their martial undertakings. Which isn't to say that, aside from the heat, the Howler's people can't be hospitable – though hospitality often takes the form of cheerful, tireless sparring.

## BRINGING IT TOGETHER

The characters and forces at work in the Mad City are the GM's to animate, and they have a few conflicts already built in which she may draw on, in addition to creating her own. Here's a few observations to get your brain cooking on how to animate the Mad City as a lively backdrop.

**The Living City.** Does the city, itself, have a consciousness? How did it come about? What came before it?

**Bazaar Dealings.** What's behind the Bizarre Bazaar? The Wax King might be backing it, but he might not be, or he might not be alone in it; what other forces are at work there?

**District Thirteen Vice.** Officer Tock is very concerned about things being done properly and on time. This can easily put him at conflict with protagonists, locals, and Nightmares alike.

**Pin Heads vs. Paper Boys.** What happens if each has a story and neither backs down? This is where the Mad City could dissolve into a bizarre kind of gang warfare, with newspaper reality and bureaucratic yes-man reality duking it out to see who's on top.

**The Wax Agenda.** The Wax King regards the city above as something he was deposed from. He should always be trying to take it back, and turn the Mad City into the City of Wax.

## IT'S ABOUT THE PROTAGONISTS

Ultimately, the stories the GM sets in the Mad City should all be done in a way that's relevant to the protagonists. The ideas we talk about above have no real function other than to provide a backdrop for this.

In other words, without factoring in each protagonist's five questions, the game simply won't come to life as it should. As we've said extensively elsewhere, if you take away all of the creepy madness horror elements, **Don't Rest Your Head** games are about the stories of the protagonists as they strive to realize the goals of their path.

## GETTING CONNECTED

One of the big challenges with any group of players is getting their characters connected to each other and to the setting. As the GM, you're lucky if the

players did some of this lifting for you when they answered their character questionnaires. But you should exercise a bit of your narrative power to carry them the rest of the way, regardless of where they left you.

But before you proceed, keep in mind that a horror game, which this game has at least a few elements of, can work best when people don't get the chance to act in groups (at least not large ones). There's value to isolation and individual action, here, at the least. To some extent, this is why the rules don't go too far to make it all that useful for multiple protagonists to combine efforts.

The point to be made here is this: **Don't Rest Your Head** can be a very intimate setting, one where the "camera" stays tightly focused on one protagonist at a time. If this is *working* for you, then it's not broken. Don't kill yourself trying to fix it.

All the same, most groups will want to interact with one another, and in such a case it's certainly worth your while to make it possible for them to do so. But beware the easy trap of groups that stay together just because they happened to get dropped into the same circumstances together. Such groups are fragile, and credibility can get strained if they feel they *have* to stay together, but don't really have any *reason* to.

Again, don't force them to stay together unless you're getting some clear signals that that's what they want. You can still weave their stories together here and there (look for common themes and touchpoints in their character descriptions and questionnaires), but after all, each protagonist has his path, and should be encouraged to walk it.

For full-on interwoven party construction, you'll either need to hit some common gaming paradigms for encouraging group play, and/or address some of this early in character creation. We'll start with the latter part first.

Character creation strategies involve looking for ways to provide a pre-existing source of common ties among the characters. Much of this can be centered on the first question, "What Happened To You?" Common ties can be pushed upon the players here, or created as a group activity lead by the GM. Consider these ideas:

**Round Robin Lifepaths.** Hook the characters together by telling the players, "Each of you has touched the life of the person sitting to your left. Take a few minutes to discuss how this happened." This can help support a feeling that there's a deeper history between the characters that draws them together, and raise interesting questions such as "Is becoming Awake contagious?" Fun stuff.

**Pick a Shared Nightmare.** Hook the characters together by having the group pick a Nightmare that touches on all of their "What happened?"

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answers. This unifies the group by having a common foe, and focuses the initial attention on a particular part of the setting that grabbed the players' imaginations.

**Chain Reaction.** After characters are created, take a few minutes to look at all of the “What happened?” answers (as well as other character information) and figure out how to link all of the events together in a chain reaction. As each “What happened?” scene plays out, it ends in a way that flows into the next character’s “What happened?” and so on.

## EXAMPLE

*In one opening session of the game, one character, who had an exhaustion talent for driving, had his cat start talking to him at the tail end of a drinking bender. The cat warned him that someone was coming and not to trust him; the cat was right, and the character ended up in a car chase, getting pursued by Officer Tock's men. The chase ended when this first character ran his car head-first into another. As it turned out, the next protagonist's “What happened?” involved a car wreck, so the GM then turned the attention there, and continued on.*

But it's not entirely necessary to figure out connections prior to the game starting (though such connections may ultimately prove more stable than ones forged over the course of play). The setting offers a few ways for characters to run into one another even without developing common goals.

**Crossroads.** The Mad City's flexible geography makes it likely the characters will simply run into one another. Three places in particular come to mind for such crossed paths. The rooftops above the city open everywhere; the tunnels of the warrens all lead into the Kingdom of Wax; and the Bizarre Bazaar has a tendency to draw people into it when it's thirteen o'clock.

**Waxen Volunteers.** The Wax King is always happy to offer his protections in exchange for the services of the Awake. Once the characters enter into the warrens, they'll shortly be in the Kingdom, and at that point, an offer is not far away. This threatens to turn the game into a sort of Mission: Insanity paradigm, but for a lot of people, that's a pretty good time.

**Fight the Power.** Outside of employment with the Wax King, there's the simple idea that the Awake are smart, capable people, and smart, capable people in a bad situation are likely to seek out one another in order to face a common foe, even if that common foe is as large as the Mad City itself. This might mean that there are “resistance movements” of the Awake – always few in number – found throughout the Mad City. Maybe they call themselves The Dream, as a counterpoint to the



Nightmares. Regardless, they'd certainly be looking for recruits. You can look to movies like *The Matrix* for cues here, even... maybe the Dream looks to grab people as soon as they become Awake, rather than let the Nightmares get to them first.

## EXIT STRATEGIES

For protagonists, there are several ways out of the Mad City.

## SLEEP AND DEATH

Crashing is just bad news, and sleep is tantamount to death in the setting. The Nightmares close in, you're defenseless, and you're undone.

## DESCENT INTO MADNESS

Snapping is bad news. Do it without any ability to prevent it, often enough, and you snap for good. Your madness transforms your flesh, and you become a Nightmare.

## BUYING IN

The locals of the Mad City weren't always part of the Mad City. It's a place of immigrants, even if those populations have forgotten their pasts. Protagonists may look at the locals and think, hey, that's not so bad ... and maybe from some perspectives it's not.

Regardless, when a protagonist pursues this sort of resolution, he is on a short path to leaving the game as a player's character. But it's a kinder, gentler end than the first two we've mentioned above. There are two ways to become a local, really, but they both amount to the same thing. The greatest portion of the self is set aside, and the character adopts a new, permanent role within the Mad City itself.

For example, a protagonist who used to be an accountant might decide, hey, if I become an accountant within the Mad City, make peace with this place, I'd be a lot safer than if I ran around trying to fight or evade Nightmares and all that. So he sets about becoming part of the Mad City, truly adopting the place as his own. Eventually, he finds a way, sets up shop, and starts being an accountant again. In short order, he'll start to forget himself, forget everything he was before that wasn't an accountant. Once that's done, he'll be nothing but the role he's adopted, never sleeping, never doing anything other than crunching numbers. That's what it means to become a local.

You can get there one of two ways. The first is pretty much by the plan described above; adopt a role, fulfill it for long enough, and you become it and nothing else. The second shortcuts the method and takes place pretty



much immediately, by entering into a contract with one of the Nightmares. If you can manage to broker such a deal, the Nightmare will sponsor you, more or less, and the role you adopt will play in service to them. This may sound wholly unattractive at first, but even locals are vulnerable and able to fall victim to the Nightmares. A sponsored local is considerably more protected, and Nightmares, while harsh masters and mistresses, want to keep what's theirs, theirs.

## PATH'S END

The final question of the protagonist questionnaire ("What's Your Path?") is a big deal here. In the absence of all other things, it's the path that motivates the protagonist, and remains the thing he's always striving for. There's nothing saying that the protagonist can't reach the end of his path; and in fact, if a protagonist does well enough, and manages to weather the hazards of the Mad City, he by all means *should* make it to his ultimate destination.

At the end of a path, that chapter in the character's story is concluded, and the protagonist should get a few scenes that allow him to wrap it up. At the GM's option, she may contribute several coins to the hope coffer in such an event, to signify the conclusion of a major storyline.

Any player whose protagonist reaches the end of his path may resolve that character's story as he sees fit. Maybe the protagonist makes it out of the Mad City, learns how to sleep again, and how to stop the Nightmares. Maybe he dies, but peacefully, and with the things and people he cares about safe and sound. Or maybe he simply discovers a new path and starts pursuing it. It's the player's moment, and it's his call.

## CREATING NEW NIGHTMARES

A few rough guidelines exist that help determine how nightmares get written up. If you're paying close attention to the repeating patterns throughout the setting section, you've probably already figured out a few of them, but here we'll speak to the concepts directly.

A good starting point for new Nightmares may come, simply, from common threads among your game's protagonists. For example, in one play-test, several protagonists had a tie to computer crimes, so the GM decided to introduce a Nightmare called the Weaver, who could touch on the City Slumbering's computer networks, and had some Identity Thieves and other such minions working for him. Some of the best Nightmares are embodiments of modern-day fears – by turning Identity Thieves into Nightmare servants, this GM got the idea exactly right.



# DON'T REST YOUR HEAD

Nightmares tend to come in three classes – essentially, low-threat minions, medium-threat lieutenants, and the high-threat “boss” Nightmares. Usually these are grouped together by a common theme. That theme may be a visual one (such as the Wax King and his functionaries) or may be a conceptual one (such as the Tacks Man and his bureaucrats).

**Minions** are rarely individually all that dangerous, clocking in at anywhere from 2 to 4 pain dice. In practice, they tend to show up in groups. They might be efficient groups, where they simply add up the pain from each member, or inefficient – while one might be 2 pain, three might be 5 pain in total, for example. As they get defeated, their numbers drop, and so do their pain. Minions don't always have some sort of strange ability, but when they do, its effects are roughly on par with a “half-potency” madness talent. Paper Boys, Pin Heads, and Promising Students are all good examples of minion-class threats.

**Lieutenants** are more potent, and nearly always have an ability that's reasonably on par with protagonists' madness talents. They might start as low as 3 pain dice, but can go as high as 7. Sometimes they operate with a mixed level of pain depending on what they can do. For an example here, consider the Needle Nose hounds, which are 3 pain at a default, but 5 pain to track things, and have the ability to weave people into traps (the madness talent equivalent ability). Ladies in Hating also qualify, and even Officer Tock might be considered to be a lieutenant-class threat when he's not operating within the District, with a warrant.

**Boss** Nightmares are at the apex, and operate individually. A boss should, individually, be able to operate as a severe threat against any one protagonist. Here, keep in mind that a “maxed out” protagonist can bring a full 15 dice to the table – 3 discipline, 6 exhaustion, and 6 madness. That said it's not often that the protagonist will operate at that extreme, since even success is likely to bring some kind of ultimate defeat, when stretched to that limit. Accordingly, boss Nightmares rate from 8 to 12 pain, centering on 10. They can have multiple madness talent equivalent abilities, and tend to carve out a niche in the Mad City as their own territory, with the landscape transformed by its proximity to them. Examples here are numerous, including Mother When, the Tacks Man, and the Wax King.

## THE ONGOING GAME

Running a long-term **Don't Rest Your Head** game can be difficult, but certainly isn't out of bounds. We've already talked extensively about focusing on the character questionnaire as a guide for developing relevant, ongoing stories for your game's protagonists. Certainly, always keep that much in

mind. But now, we'll discuss some other ideas on how to run the game such that it best supports ongoing play, specifically addressing how to close out a session, and how to support some tangible rewards for character growth and experience.

## THE END OF DESPAIR

If you're playing *Don't Rest Your Head* for more than one session, despair and hope coins should not carry forward from session to session. Accordingly, the GM is strongly encouraged to be aggressive about spending those despair coins during play – if she doesn't, that's a lost opportunity, and worse, the hope side of the coin economy doesn't get fed.

Perhaps more importantly, however, hope coins don't carry over to the next session either – but that doesn't mean the players shouldn't get a chance to use them before they disappear.

Absolutely, at the end of any session, regardless of circumstances, the GM should allow the players to divide up the hope coins – evenly as a default, but unevenly if there's need – to clear out some marks, reduce some exhaustion, and maybe recover some discipline.

## THE SCARS OF EXPERIENCE

As protagonists progress through play, they will explore their personal stories and, from a character story perspective, grow. But players may find themselves wanting some kind of tangible, on-sheet method for expressing character growth, and that's where **scars** come into play.

A scar is, put simply, a short description of an important experience the character has had during play. a . This scar isn't often a literal scar; scars are described in terms of lessons learned, obstacles overcome or as yet unbeaten, long-lasting injuries, and so on.

### EXAMPLE

*Rob's protagonist Gavin has failed to find his daughter despite a harrowing trip through the district. Rob gets the GM's attention, and indicates that he thinks that this is a scar-yielding experience; the GM agrees. Rob writes down "I couldn't find my daughter in District Thirteen" under his Scars section on his character sheet.*

In later play, a scar can be used to grant the character a momentary advantage, as the protagonist sees a way to connect his past experience with his present troubles. This can be done in a relatively minor way, or in a major way.

A player may **recall** a scar, indicating one of the scars he has written down and explaining how it connects to his protagonist's present troubles. If the GM agrees that the scar is applicable, the player makes a check mark (in

pencil) next to the scar, indicating that it has been recalled, and may pick any one of his dice pools (discipline, madness, or exhaustion) and reroll those dice in it, replacing the previous roll. At the end of the session, the player may remove any check marks he's made next to his scars, allowing him to use them again in subsequent sessions.

## EXAMPLE

*Later in play, Gavin is on his daughter's trail again, and has failed a crucial roll to get some new evidence of her whereabouts. Despite rolling four exhaustion dice, he turned up no successes. Rob, Gavin's player, indicates his "I couldn't find my daughter in District Thirteen" scar, and says that he'd like to recall it, drawing on the past failure to drive him forward in the present situation. The GM agrees, and Rob puts a check mark next to that scar. He then elects to reroll his exhaustion dice, and nets several additional successes for the effort.*

More seriously, a player may **transform** a scar for a more potent effect. Again, this requires that he explain how the scar connects to present events. If the GM agrees that the scar is relevant, the player must draw a line through the scar on his sheet. He should leave it there, since it's still a part of his character's history, but by crossing it out, he may never use it again – can't recall it, can't transform it. But, having transformed it, he may select one of the following three benefits:

- He may change his madness talent to another madness talent, either for the duration of the scene, or permanently; in either case, the previous madness talent cannot be used. Or...
- Similarly, he may change his exhaustion talent to another exhaustion talent, either for the duration of the scene, or permanently. Or...
- He may immediately use up to five coins of hope without taking them from the hope coffer. This is a truly immediate effect; for example, if the character is about to crash because his exhaustion has increased to seven, he could transform a scar to get and spend five hope coins, immediately reducing his exhaustion to two, and avoiding the crash.

Look at scars as a sort of karmic bank account. Players may decide to "bank" their scars, keeping them around for the occasional dividend of rerolled dice – sort of a moment of cool – or may "withdraw" a scar in making a major, permanent purchase, getting a transforming experience of true awesomeness. The more time they invest in the game, the more scars they'll accumulate and, thus, the more "awesome" they'll be due. In short, scars will provide your players a feeling of ongoing change and evolution, and even a little bit of a bump in power, over time. Ultimately, scars are your vehicle for giving the development of story the extra rules-based punch your players will crave.

## SOURCES OF INSPIRATION

Don't Rest Your Head benefits from finding inspiration in other works. Here, we'll point you at a few of those works. If you haven't encountered them before, it's high time you do.

**J. Michael Straczynski's *Midnight Nation*** (graphic novel). This was my starting point, the touchstone that, combined with a story broadcast on NPR about sleep deprivation experiments and drugs that suppressed its side-effects, lead to the idea of the game. **Midnight Nation** is crazy cool, and worth its weight in souls.

**Grant Morrison's *Doom Patrol*** run (comic book). I got into this halfway through Morrison's run, and hurriedly acquired everything I'd missed to date. These days, they're starting to put it out in trade paperback form. Get it. This was a project where Morrison's, uh, "persona" didn't get in the way of some really freaky story-telling, and in the first collection, **Crawling from the Wreckage**, he takes his characters into a Mad City analogue called Ororsh – a city that can't exist – and has them meet God, maybe, who might be Jack the Ripper. The Scissormen are the stuff of Nightmares.

**Neil Gaiman's *Neverwhere*** (novel and BBC miniseries). In terms of feel and tone, this one pretty much nails the center of the Mad City's theme – though the Mad City is probably a bit darker around the edges.

**Dark City** (movie). Another strong, early influence. **Don't Rest Your Head** tries very hard not to be **Dark City: The Role-Playing Game**, but it was definitely hard work to avoid it, if only due to the large tracts of cognitive real-estate this movie owns in my brain. **Dark City** is, for my movie dollar, the better gnostic parable, while **The Matrix** – with nearly the same ur-plot, under different trappings – proved to be the more successful one.

**Garth Nix's *Keys to the Kingdom*** (novel series). Don't let the large friendly type and preadolescent protagonist fool you – this may be something like a strange collision between **Neverwhere** and **Harry Potter**, but it is one hundred percent brain fuel for running a game. The Denizens of the House are undeniably the strongest influence on my ideas of what the locals of the Mad City would be like, and Nix's gift for telling a kid's eye story full of big adult ideas and some pretty scary villains is one for the bookshelf. I own the first four books (all that have come out so far) in hardcover for a reason. Start with **Mister Monday**, but get them all.

**Simon Green's *Nightside*** (novel series). This is an odd addition, in that it didn't inspire me at all during the creation of the game, for one very simple reason. I hadn't discovered this series yet. But after the game was written, I happened to pick up the collected first six novels, and got myself a serious case



of *deja vu*. There's a lot of parallel evolution going on here – enough for me to wonder if Simon Green didn't get inspired by some of the same material I've listed above. The Nightside and the Mad City have a lot in common, and the “gifts” that the novels' protagonist and his friends have correspond oh so very easily to exhaustion and madness talents. While I think that, honestly, the writing quality varies here and there, the series is ultimately satisfying, and yields a whole bunch of material to the idea machine. GMs looking for an established, rather than original, setting to run **Don't Rest Your Head** with could do a lot worse than to take their players on a trip through the Nightside.

**Ron Edwards' *Sorcerer*.** This is something of an ur-game in the indie community, and definitely formed a lot of core ideas for a lot of games. Its mechanics are simple, and it's long on advice. Its idea of Kickers and Bangs played right into the player questionnaire for this game. Worth a read.

**Jared Sorenson's *Lacuna: The Creation of the Mystery and the Girl from Blue City* (RPG).** Jared Sorenson is some kind of crazy prophet-savant in the indie RPG community, and rightly so. He has strong opinions about what games should do, and a strong vision in the games he creates. **Lacuna** is one of those games, like so many of his, that just walks right up to you and unceremoniously kicks your brain right out the back of your skull. It drips mood, enough to leave the reader inclined to forgive its roughness about the edges. At times, I think Jared makes the game itself too much of a mystery, as opposed to keeping the mystery in the setting itself, but this is gorgeous work. I thought especially hard about the brilliance of having “heart rate” as a character stat; the game really knows how to embed suspense and growing apprehension into its mechanics, and with **Don't Rest Your Head**, I resolved to do the same.

**Chad Underkoffler's *Dead Inside* (RPG).** An early PDQ (Prose Descriptive Qualities) game from Atomic Sock Monkey Press, **Dead Inside** digs deep into the dominant paradigm for role-playing games and deliberately turns it on its ear. In most games, the action really boils down to “kill them, and take their stuff”. **Dead Inside** inverts that, giving us a game of “heal them, and give them stuff” – and it does it all against a background of player characters who've lost their souls, and have stumbled into a maddening alternate reality in an attempt to get it back. I think Chad went a little too light on the emotional pain element (which, if you hadn't noticed, I crave), given where my thoughts went with his excellent premise, but even so **Dead Inside** remains a fantastic game, enough so that I tend to think of **Don't Rest Your Head** as my “**Dead Inside** heart-breaker.” If I'm paying tribute to any game with this one, it's Chad's.





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For character sheets and other web extras, see  
<http://www.evilhat.com/?dryh>

MY NAME IS . . .

AND I AM . . .

WHAT'S BEEN KEEPING YOU AWAKE?

WHAT JUST HAPPENED TO YOU?

WHAT'S ON THE SURFACE?

WHAT LIES BENEATH?

WHAT'S YOUR PATH?

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□ □ □


☐ ☐ ☐ FIGHT? <sup>OR</sup> FLIGHT? ☐ ☐ ☐

# MADNESS TALENT

□ □ □ □ □ □ □ □

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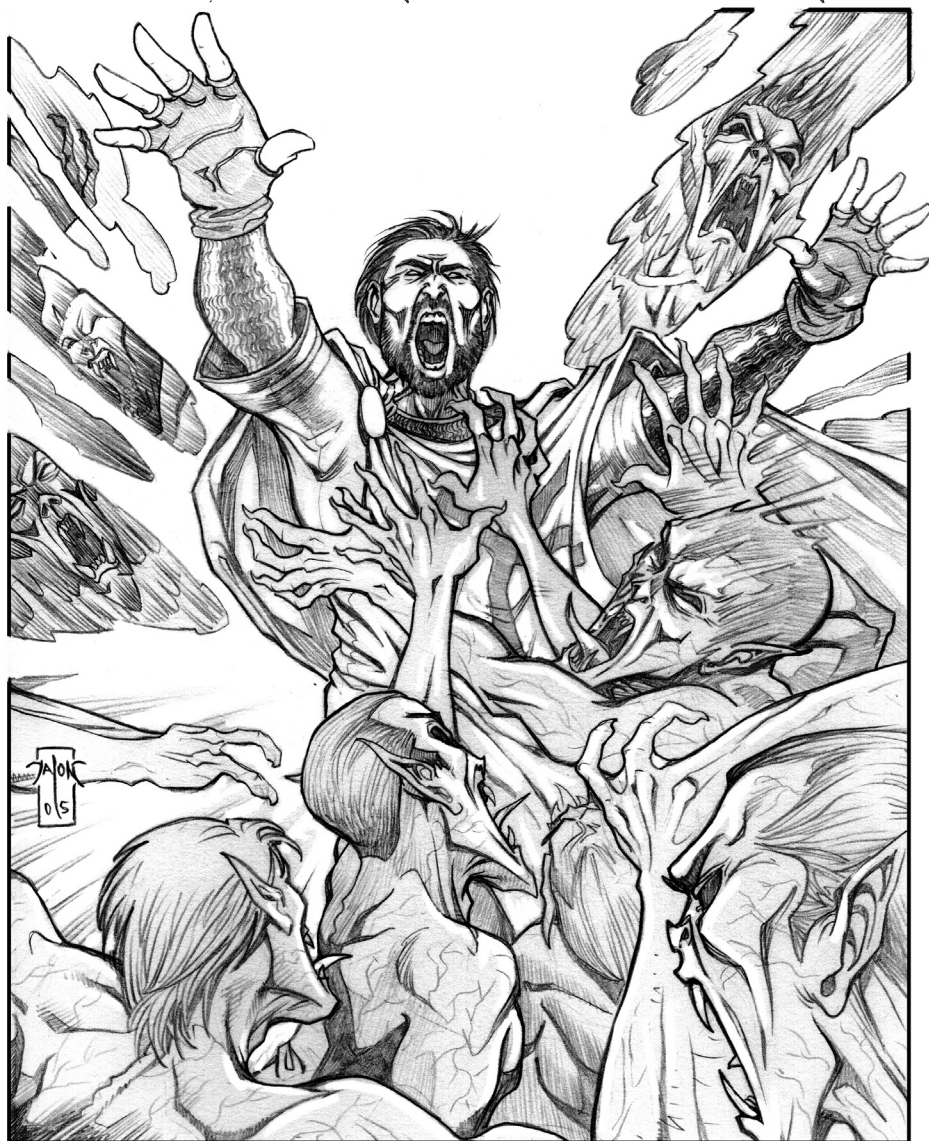
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## YOU CAN'T SLEEP.

It started like that for all of us, back when we were garden variety insomniacs. Maybe you had nightmares (God knows we all do now), or maybe you just had problems that wouldn't let you sleep. Hell, maybe you were just *over-caffeinated*. But then...

## SOMETHING CLICKED.

That was when you took a long walk down the streets of the Mad City, stopped being a Sleeper, and started being Awake. But that *click* you heard wasn't from the secret world snapping into place. It was the sound of the *Nightmares* flicking off the safety and pointing a gun at your head.

## THEY CAN SMELL YOU.

The *Paper Boys* are closing in, and you'd better pray you don't become a headline. You're chum in the water, my friend, and it's time you got ready for it... before the clock chimes *thirteen* again. Now that you're one of us, there's just *one simple rule* left that must dominate your life.

## STAY AWAKE. DON'T REST YOUR HEAD.



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