**Rules of Play**

**Object**
Bee-come the Queen Bee by bee-ing the first to collect 4 Honey Pots.

**Contents**
- 50 Bee Cards numbered 1-10
- 5 Bzz Out! Cards
- 5 Honey Bear Cards
- 24 Honey Pot Chips

**Setup**
Shuffle the cards and deal them all out, face down, equally to each player.

Stack your cards face down in a pile in front of you: this is your Bee Hive. (No peeking!)

Put the Honey Pots in the center of the playing area.
(Before playing the very first time, punch the Honey Pot chips out of their sheet.)

**Let's Play**
Play starts with the dealer, and always moves to the left until every player has had a turn.

Without showing anyone else, pick up and look at the top card in your Bee Hive.

When it's your turn, decide if you want to swap your card or keep it.

If you want to keep your card, say “BeeKeeper.” If you want to swap, you can only ask to swap with the player to your left, who must swap unless he has a Bzz Out card (see Bzz Out Cards below). The last player (the one to the right of the dealer) can choose to swap with anyone she wants.

Once all the players have had a turn, everyone turns their cards face up in the center of the playing area. Whoever has the highest card takes one Honey Pot. If there's a tie, each player with the highest card takes a Honey Pot. Players with a Bzz Out card also take a Honey Pot.

Put used cards from each round face down in a discard pile separate from your Bee Hive.

In each round after the first one, the player who had the highest card from the previous round goes first.

**Bee Wise**
Remember: the highest card in the round will capture a Honey Pot, and so will a Bzz Out card. Do you have a low number or a Honey Bear card? You might decide to swap. Do you have a high number card? You might want to keep it. And you certainly want to keep a Bzz Out card!

**Bzz Out Cards**
If you have a Bzz Out card, you can tell any player who wants to swap with you to “Bzz Out.” And, at the end of the round, you can take a Honey Pot. Good bee!

**Honey Bear Cards**
No one loves honey more than bears. So be careful not to get caught with a Honey Bear card or she will steal one of your Honey Pots from you! If you have a Honey Bear card at the end of the round, put one of your Honey Pots back in the center. (No penalty if you do not have any Honey Pots.)

**Crowning the Queen**
Keep playing until someone has earned 4 Honey Pots to become the Queen Bee.

If more than one player wins a 4th Honey Pot at the same time, each is a Queen Bee. Or Hold a Bee-Off, and play rounds until one player has more Honey Pots than any other player.

If you run out of cards before anyone is crowned the Queen Bee, shuffle all the discarded cards together, deal out new Bee Hives, and continue playing.
**Other ways to Play**

To make the game simpler for younger players, try playing without the Bzz Out cards, the Honey Bear cards, or both.

Want to enjoy longer games? Play for more than 4 Honey Pots. Bee-fure you start a game, agree on how many Honey Pots (5, 6, or even more) it will take to become the Queen Bee. If you run out of Honey Pots, you can use candies, coins, or anything else you have handy.

**What’s the Bzz?**

Don’t worry! Bzz Out Bees are too friendly and bzz-y to sting you. Look at all the fun they’re having! On each number card, our beautiful buddies are bustling blissfully at things that begin with “B.” Can you tell what they’re doing? You’ll find the answers bee-low.

**A Word from Gamewright**

Here’s a whole hive of happy, whimsical bees ready to help children learn about numbers along with a dash of strategy while playing a colorful card game. Counting is more than just memorizing the sequence of numbers. Children also need to learn the relationship between numbers (is 8 larger than 5?) as well as what quantity matches what number. Children will learn, practice, and reinforce both skills when they play Bzz Out. They’ll also try on basic strategic thinking as they decide whether to keep or swap their cards. So deal out the cards, giggle at the pictures, and make a beeline for fun!

— The Gamewright Gang

*Note: In all of our rules, we use “he” or “she” to include everyone!*

Did you guess what all the Busy Bees are up to? Hold this page up to a mirror to read the answers.

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**Game by Greg Green**

**Illustrations by Anthony Lewis**

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