

GET SMART

Screenplay by

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based on the television series  
created by

Mel Brooks & Buck Henry

3/24/06

"Get Smart"

Fade In:

ARCHIVAL FOOTAGE from the Cold War plays: Nikita Krushchev banging his shoe on the table; military parades in Red Square; the Cuban Missile Crisis...

NARRATOR (V.O.)

Global threats to our national security are nothing new. In 1945, the Second World War ended, but new challenges to freedom began.

Tanks rolling into Czechoslovakia... the Berlin Wall...

NARRATOR (V.O.) (CONT'D)

In 1958... our government responded. Recognizing that behind many of these threats was the same organization -- a shadowy, criminal syndicate known as KAOS --

President Eisenhower addresses the nation...

NARRATOR (V.O.) (CONT'D)

-- President Dwight Eisenhower authorized the creation of a new, elite spy agency known as Control. Operating in deepest secrecy, Control had only one mission: neutralize KAOS.

A SPY'S HAND tucks a gun into a coat...

NARRATOR (V.O.) (CONT'D)

But Control's task wasn't easy. KAOS could be anywhere, or anyone...

EXT./INT. SUBURBAN TRACT HOME KITCHEN -- NIGHT -- 1975

\*

The CAMERA RISES OVER an outside windowsill: we are in the POV of an UNSEEN SPY as he watches a WOMAN doing dishes. She is talking quietly on the phone.

WOMAN

(into phone)

I can't talk now. Call me later.

She hangs up and turns to the sink. The Spy DUCKS DOWN.

THE SPY quietly lets himself in the back door...

(CONTINUED)

CONTINUED:

THE WOMAN rinses her coffee cup, her back to us...

POV GUNSIGHT -- CROSSHAIRS on the back of the woman's head.

As THE WOMAN BENDS OVER to put cup in the dishwasher, the crosshairs move lower...

THE SPY'S FINGER squeezes the trigger, and...

SPAK! A RUBBER SUCTION CUP DART nails the woman in the ass. She straightens up, spins around angrily, and:

WOMAN (CONT'D)

Maxwell Smart! I have had it with you!

Reveal: MAXWELL SMART, ten years old, FAT. He's got the dart gun, a spy periscope and a toy walkie-talkie. \*

YOUNG MAX

You were selling secrets to the Russkies. You had to be eliminated.

MAX'S MOM

I mean it! Stop playing spy and go watch TV like a normal kid! \*

YOUNG MAX

Okay, Mom.

Max, chastened, trudges off. As he enters the living room, he sees: \*

HIS DAD, sound asleep in his La-Z-Boy.

POV GUNSIGHT

As the crosshairs line up on Dad's high forehead...

YOUNG MAX (V.O.) (CONT'D)

Commie bastards...

JUMP TO BLACK

SPAK! OF DART FIRING

MAX'S DAD (V.O.)

Goddammit!

DISSOLVE TO:

POV BINOCULARS -- EXT. SHANGHAI HARBOR -- SUNSET \*

A view of a LARGE CHINESE JUNK -- ornate, multiple decks. \*  
Four SENTRIES WITH RIFLES are visible, laughing. \*

U.S. COMMANDER (V.O.) \*

Are we sure that's where Governor \*  
is being held? \*

EXT. U.S. DESTROYER DECK -- CONTINUOUS \*

The COMMANDER is there with a LIEUTENANT. \*

LIEUTENANT \*

That's the intel we have. \*

COMMANDER \*

(into radio) \*

Fire when ready. \*

INT. DESTROYER -- TORPEDO ROOM \*

A SAILOR fires A TORPEDO-- \*

EXT. UNDERWATER -- CONTINUOUS \*

A TORPEDO LAUNCHES from the tube in the hull-- \*

--The torpedo SILENTLY SHOOTS THROUGH THE WATER. The \*  
HULL OF THE JUNK is dead ahead. The torpedo gets nearer, \*  
nearer... then suddenly the propeller STOPS. Instead of \*  
slamming into the boat and exploding, the torpedo glides \*  
up and LIGHTLY TAPS THE HULL. \*

A HATCH on the torpedo pops OPEN. A DIVER emerges... \*

EXT. JUNK -- DECK \*

The four sentries are smoking. Behind them, the DIVER \*  
pulls himself up... then does a HANDSPRING over the rail \*  
and lands silently. \*

He approaches the sentries. A deck board CREAKS. A sentry \*  
turns -- but before he can cry out, the Diver ATTACKS. \*

AGAINST A WALL, PLAYED OUT IN SHADOWS, we see the \*  
ruthlessly efficient Diver dispatch all four sentries \*  
without a shot being fired. In seconds, the deck is again \*  
silent. The Diver proceeds to the stairs and goes below. \*

POV DIVER -- INT. JUNK -- LOWER DECK

The Diver moves quickly and quietly along, glancing into rooms. He carefully opens a door. A MAN is tied to a chair, alone in the room, his back to us.

DIVER

Hello, Governor.

The governor turns: it's ARNOLD SCHWARZENEGGER.

ARNOLD SCHWARZENEGGER

Who are you?

The Diver takes off his mask:

MAX

My name... is Maxwell Smart. I'm here to rescue you.

ARNOLD SCHWARZENEGGER

Finally. These ropes were really cutting into my muscles.

As Max frees Arnold, WE SEE many BOXES AND STACKS OF DVDs on the shelves in the room.

MAX

Okay. I took out the four sentries topside. How many more are there?

ARNOLD SCHWARZENEGGER

There are at least twenty pirates in the next room.

Max carefully opens the door to the next room and peeks:

INT. LARGER ROOM

The room is a filled with many computers, DVD burners, and thousands of DVD cases. Manning all this hi-tech equipment are TWENTY SKINNY COMPUTER GEEKS.

MAX

What kind of pirates are those?

ARNOLD SCHWARZENEGGER

Movie pirates! What were you thinking -- the guys with the feather in the hat and the parrot on the shoulder?

(CONTINUED)

CONTINUED:

MAX

Well, no, it's just that...

ARNOLD SCHWARZENEGGER

These are very bad criminals!  
Movie piracy costs us seven billion  
dollars a year. And that's not  
just in California. I spoke out.  
That's why they abducted me.

MAX

No, you're right, it's bad... Okay,  
have you ever been in a fight  
before?

ARNOLD SCHWARZENEGGER

Well, I've had a lot of arguments  
with my wife's family.

MAX

Right. Stay behind me.

Max turns to the door and KICKS IT DOWN. He bursts into  
the room, taking the pirates by surprise. They all look  
terrified -- after all, he's a super-spy and they're just  
geeky computer guys. Max LEAPS UPON THEM like a feral  
cat. It's BRUTAL, crazy-violent, over-the-top MAYHEM:

--Max SMASHES ONE GEEK'S HEAD through a computer monitor.  
SPARKS FLY, BLOOD FLIES, the geek convulses, electrocuted.

--Max KNEES A GEEK in the groin, then DROPS AN ELBOW ON  
THE GEEK'S NECK. He falls, dead.

--Max KARATE-CHOPS a Geek IN THE THROAT, who staggers  
away, GASPING.

--Max THROWS A DVD like a ninja star -- it EMBEDS IN THE  
FOREHEAD of a geek, KILLING HIM. Meanwhile:

ARNOLD has been cornered by A GIRL GEEK, who is WHACKING  
HIM with a wireless keyboard. He seems reluctant to hit  
her back.

Max grabs the girl AND THROWS HER THROUGH A WINDOW, like  
Charles Barkley did to that guy who was bugging him in  
Phoenix.

Arnold and Max wade into the remaining pirates, ending  
with Arnold and Max each grabbing a geeky guy and SMASHING  
THEIR HEADS TOGETHER. Arnold and Max are the last men  
standing. They're surrounded by the dead and moaning.

(CONTINUED)

CONTINUED:

ARNOLD SCHWARZENEGGER  
That felt good.

MAX  
Well... we are the good guys.

They smile. Then, Arnold notices a DYING GEEK holding a DVD, about to put the disc in a player. Arnold TAKES THE DVD from him and KICKS HIM ASIDE.

ARNOLD SCHWARZENEGGER  
(reading DVD label)  
"Self-Destruct." I don't know  
this movie. I wonder if it's Tom  
Cruise and Lindsay Lohan.

He starts to put the DVD in a player.

MAX  
"Self Destruct"? Noooooooooo!

--Arnold puts the DVD in the player's tray...

--Max leaps to stop him...

--the DVD trays slides shut...

--Max flies through the air...

--Too late. ARNOLD'S FINGER pushes "play":

KABOOM!

EXT. SHANGHAI HARBOR -- CONTINUOUS

As the junk EXPLODES IN A GIGANTIC FIREBALL--

CUT TO:

INT. MAX'S BEDROOM -- EARLY MORNING

Max wakes up in a panic having FALLEN OFF the bed. His nightstand is toppled, the bed looks like it lost a fight. We realize THIS WAS A DREAM. This is Max's reality:

A small, inexpensively-furnished apartment with a view of another building. Max sighs. He starts to pick up the stuff he knocked off his night stand, including a pile of self-burned Cds. We see the hand-written labels: "Teheran Chatter 6/8-9/06," "Beirut Chatter 7/7-8/4," "Tikrit Chatter 7/2-7/9."

INT. BATHROOM -- MOMENTS LATER

Max brushes his teeth. His ipod sits in a Bose SoundDock on the counter, so we can hear:

VOICE ON IPOD  
(in Turkish; subtitled)  
...don't worry, I wasn't followed.  
The Americans suspect nothing...

Max spits.

INT. KITCHEN/LIVING ROOM -- A SHORT TIME LATER

Max comes out in a nicely-matching track suit. As he passes a bookshelf, we notice texts and dictionaries for two dozen languages as well as language-instruction tapes ("You can learn Melanesian!").

As he puts his ipod on an armband and inserts the earbuds, we note, on a wall, a framed 8X10 head shot of someone. We say "someone" because the man's eyes are BLACKED OUT to protect his identity. He has written: "To Max, best analyst ever, thanks for the intel. Agent(also blacked out)."

Max picks a new conversation on his ipod. We hear two men:

VOICES ON IPOD (V.O.)  
(in Arabic; subtitled)  
"How is your coffee, Aftab?" "Good,  
how is yours?" "It is good also.  
How is your muffin?"

INSERT -- IPOD SCREEN

We see "Now Playing" and below that, instead of song and album titles, it says, "Dubai Chatter 6/23/06."

EXT. WASHINGTON D.C. -- MALL

The Washington monument soars in the background. A beautiful day. Lots of people out for runs:

--A young CORPORATE WHITE GUY JOGGER passes by with his ipod playing (in V.O.) Matisyahu.

--A fifty-something FIT WOMAN JOGGER passes by with her ipod playing (in V.O.) The Talking Heads "Wild Wild Life."

(CONTINUED)

CONTINUED:

--Max jogs by, listening to a conversation:

WOMAN ON MAX'S IPOD (V.O.)  
 (in Punjabi, subtitled)  
*...answer me, Dalip! Turn off  
 that stupid American radio show  
 and tell me where were you last  
 night?!*

MAN ON MAX'S IPOD (V.O.)  
*I swear, I was at work! We had  
 twenty crates of grenades to unpack!*

WOMAN ON MAX'S IPOD (V.O.)  
*Liar! You don't think I see the  
 belly-dancer glitter on you?!*

Max reacts to the conversation:

MAX  
 Tough lady...

INT. MAX'S APARTMENT -- A LITTLE LATER

We see the last of his morning routine:

--Max finishes his sit-ups, then heads over to his wooden Wing-Chun dummy. He practices with a flurry of rapid, choreographed martial arts movements;

-- Max, sweaty, opens his fridge. Inside are dozens of Slimfast shakes. All vanilla. He takes one.

-- Max comes out of the shower. He flexes in the mirror a bit. Likes what he sees.

-- Max wears a short-sleeve white shirt and tie. He clips on his ID badge: "Maxwell Smart - Analyst." He puts his earbuds back in, picks up his briefcase and exits.

CUT TO:

EXT. SMITHSONIAN INSTITUTION -- DAY -- LATER

Max strides up to a "service entrance." He uses his ID to electronically open the door, then steps in:

INT. CONTROL -- CORRIDOR OF AUTOMATIC DOORS

The "Get Smart" THEME PLAYS as Max steps up to a sliding door. It has a keypad. The MUSIC STOPS. He punches in the code. MUSIC STARTS AGAIN as the door slides open.

Max walks to the next door. It has a palm scanner. MUSIC STOPS. Max uses the palm scanner. Door slides open. MUSIC STARTS AGAIN.

Door Three: This one has a card-reader. MUSIC STOPS. Max SWIPES HIS I.D. CARD through. A RED LIGHT flashes and a REJECTION TONE BEEPS. Max rubs his I.D. stripe on his jacket to clean it, then swipes the card again. The door OPENS, the MUSIC STARTS.

Door Four: This one has Voice-print I.D. security. MUSIC STOPS. Max leans close to the speaker:

MAX

Maxwell Smart.

ELECTRONIC VOICE (V.O.)

Please repeat.

MAX

MAXWELL SMA--

AGENT 47

Hey, Max.

Two field AGENTS walk up. The door IMMEDIATELY OPENS AUTOMATICALLY FOR THEM, and they walk through without even breaking stride. Max calls after them --

MAX

Agent 47. Agent 91. How's it--

The DOOR SHUTS.

ELECTRONIC VOICE (V.O.)

Please repeat.

MAX

MAXWELL SMART! Good Lord!

ELECTRONIC VOICE (V.O.)

Access denied.

MAX

(slowly and calmly)  
Maxwell. Smart.

(CONTINUED)

CONTINUED:

The DOOR OPENS. The MUSIC STARTS AGAIN and Max walks through. At the end of the hall sits an old phone booth. Max gets in, puts in a dime, dials a number and hangs up... then DROPS OUT OF FRAME as THEME MUSIC ENDS.

CUT TO:

INT. CONTROL -- RECEPTION AREA -- A MOMENT LATER

Max, dusting himself off, gets out of a small elevator. As he passes the RECEPTIONIST:

MAX

Judy, would you let maintenance know that the elevator's broken again? It's doing that thing where it drops really fast. Someone could twist an ankle.

Judy doesn't care. Max walks into the Bullpen: a vast room of identical cubicles. He notices Agents 47 and 91 step through the automatic, frosted glass doors of a room marked "Agent's Lounge." As they enter, we hear LAUGHTER and MUSIC coming from inside. Max sighs then sits in his cubicle. He sees:

A MANILA ENVELOPE on his desk marked "Confidential." He picks it up excitedly. Then:

CHIEF (O.S.)

Max.

Max turns -- the CHIEF, his boss, is behind him.

CHIEF (CONT'D)

(re: envelope)

I need to talk to you about your test scores.

MAX

(his face falling)

I didn't pass. I knew it. That's all right. There should be high standards to become a field agent, and I certainly wouldn't have wanted special treatment.

CHIEF

No, Max. You passed. In fact your scores were exceptional.

(CONTINUED)

CONTINUED:

MAX

I passed! I knew it. I felt really  
good about this year's test.  
Especially given that in the past,  
my fitness has been an issue--

CUT TO:

EXT. OBSTACLE COURSE -- DAY -- FLASHBACK

A quick cut of a really OVERWEIGHT MAX struggling to crawl  
under the barbed wires on the live-fire exercise. As he  
crawls, his huge ass catches on the wires and he drags  
them all behind him.

CUT BACK TO:

INT. CONTROL -- BULLPEN -- END FLASHBACK

MAX

But not any more. I'm ready for  
duty, Chief.

CHIEF

I know you are, Max. But I can't  
promote you.

MAX

Right.  
(then)  
What?

CHIEF

I can't afford to lose my best  
analyst. The amount of chatter  
you get through every day, the  
fact that you're fluent in so many  
languages -- you're too valuable  
to Control where you are.

MAX

(a beat)  
I understand.

CHIEF

I knew you would. I'll see you at  
the staff meeting.

The Chief crosses away. Max struggles to hold it together,  
then takes a deep breath and turns back to his work.

(CONTINUED)

CONTINUED:

As he does he notices that two other analysts (BRUCE and LLOYD) have seen this. They look sympathetic.

LLOYD

Sorry, Max. But why would you want to be a field agent anyway? Being an analyst is way cooler.

BRUCE

Cha.

Lloyd and Max stare at him. He shrugs.

LLOYD

Seriously. It's climate controlled, we never get shot at, they bring us food, and we can play "Warcraft" on supercomputers.

MAX

Bruce. Lloyd. I'm fine. This is not about me. You know what they say, there's no "I" in "Control." No "I" in a lot of words, actually. Teamwork. Patriotism. Well, there's a couple "I"s in that one. But still, there are a lot of words with no "I."

\*  
\*  
\*

He drops the unopened test results envelope in the trash, then opens his desk drawer--

LLOYD

Oh, wait, don't--

Max pulls a giant bearclaw pastry out of the drawer.

BRUCE

See, this was gonna be a funny thing, you used to be fat, good natured ribbing...

\*  
\*

Max drops the bearclaw in the trash. It lands with a THUD. Max turns back to work. Bruce think about fishing the bearclaw out, but Lloyd shakes him off like a pitcher.

\*  
\*

A beat, then Lloyd notices:

LLOYD

Hey. Agent 23 is back!

ANGLE -- ACROSS THE ROOM

AGENT 23 strides in. He's a handsome, fit guy. As he enters and crosses through the office, everyone greets him enthusiastically, a hero's welcome. Max hurries toward him like Biff to Hap.

MAX

23!

AGENT 23

Hey, Max.

MAX

How was the assassination?

AGENT 23

Max, you know assassinations are specifically prohibited by Executive Order number 12333, Section 2.11.

Everyone in the office bursts into LAUGHTER.

MAX

You kill me, 23.

AGENT 23

I could if I wanted to!

More laughter, as 23 grabs Max in a playful headlock.

MAX

It's true, he could!

(then to 23)

How long you back for?

AGENT 23

Just 'til the knife wound heals.

MAX

Knife wound? You're holding out on me! Let's see the scar!

AGENT 23

I don't know... it's not that big a deal...

MAX/OTHERS IN OFFICE

Scar! Scar! Scar!

23 pulls up his shirt, revealing a recent, hideous, multi-stitched, zigzag laceration. Everyone OOOHs, then CHEERS.

(CONTINUED)

CONTINUED:

AGENT 23

(to Max)

So how've you been?

MAX

I'm good. You know. Those who cook also serve.

AGENT 23

No idea what that means. Anyway, I'm really sorry I got in late and missed your presentation at the staff meeting --

MAX

Actually, I'm just about to head in. You haven't missed a word.

Max picks up a GIANT STACK of papers.

AGENT 23

Oh. Good. Great. Let's do it.

As he somewhat reluctantly heads down the hall with Max --

CUT TO:

INT. CONTROL CONFERENCE ROOM -- A SHORT TIME LATER

The Chief, 23, and several others are watching Max do a Power-point presentation which is low on graphics and heavy on data. Some people are struggling to remain awake. Copies of Max's 600+ page report are in front of everyone.

MAX

...now as you'll note on page 361, a lot of the chatter I've picked up in this region centers around nuclear material. Which is odd, because this is a very poor country. Nukes are out of their price range. Frankly, a Toyota Camry is out of their price range.

Max waits for the laughter that does not come. He looks at 23, who is dozing off:

AGENT 23

Hm? Sorry, Max. Feeling a little faint. Lost a lot of blood. I'm going to get some orange juice.

(CONTINUED)

CONTINUED:

He crosses to the credenza and pours himself some juice.  
Max gets back to his report.

MAX

All right. Let me play you a snippet of a conversation between two suspected KAOS operatives -- a man I call "Subject A" and another named "Dalip." You'll note they sound very tense. Of course in Dalip's case, there are family issues. His wife is not happy with how little time he spends at home. Last week, she got her hair cut, and he didn't even notice.

LLOYD

(self-conscious)

Anybody could make that mistake. That doesn't mean he's selfish and emotionally unavailable.

MAX

I'm saying, until we understand that our enemies are also human beings, we won't win this war. Yes, they're bad guys. But that's what they do, it's not who they are. Let's roll tape.

Max hits a button on his laptop. As we hear PUNJABI VOICES start playing from the speakers...

CUT TO:

INT. A WAREHOUSE -- DAY

SUPERIMPOSE TITLE: "Somewhere in Georgia (the former Soviet Republic, not the Peach State)"

We see a U.N. WEAPONS INSPECTOR wearing the official "U.N. Weapons Inspection" ball cap. He pries open wooden crates marked "Baby Formula," "Vitamins," "Flu Vaccine." One by one, he finds the contents to be what the labels say.

Then, he opens another crate. Inside this one are carefully packaged boxes marked with the "Radioactive" symbol. He calls to another inspector nearby:

WEAPONS INSPECTOR

Nothing here. We're all good.

(CONTINUED)

CONTINUED:

As the Inspector closes the crate --

DISSC

INT. WAREHOUSE -- THAT NIGHT

A FLASHLIGHT BEAM finds the same crate, now at night. The lid is yanked off by a BURLY FELLOW, and we see the radioactive material. Reveal a man we call SZCZERBIAK, speaking to a team of men, including his ASSISTANT (an older, put-upon man who feels passed over for too many promotions) and the INSPECTOR we saw earlier:

SZCZERBIAK

Get it in the truck, then burn this place to the ground.

WEAPONS INSPECTOR

But if we have what we need, why burn the building?

Szczerbiak pulls out a gun and SHOOTs the inspector dead.

SZCZERBIAK

(to the others)

Any other questions?

ASSISTANT

(quickly)

Not me. I'm good. I think you made the right choice.

Szczerbiak walks off. As the men other start to load the crate on a forklift...

EXT. WAREHOUSE -- NIGHT -- A SHORT TIME LATER

A panel truck drives away. Behind it, the warehouse ERUPTS IN A FIREBALL. The flash illuminates Szczerbiak's face. He betrays no emotion, then walks off into the night.

DISSOLVE TO:

INT. CONTROL -- INDOOR SHOOTING RANGE -- DAY

We MOVE ALONG the stalls where Agents with ear and eye protection FIRE HANDGUNS at paper targets. We get to the last lane, where a PAPER TARGET moves down the wire and into position. As it stops, we see that scrawled on it are the words, "HOPES AND DREAMS."

(CONTINUED)

CONTINUED:

BLAM! The ENTIRE TARGET IS BLOWN TO SHREDS with one shot.  
REVEAL:

MAX, holding a just-fired SHOTGUN. He levers the empty shell out of the chamber. As he prepares to re-load, Bruce enters and taps him on the shoulder. Max turns.

BRUCE  
(loudly, because of  
Max's ear protection)  
The Chief wants to see you!

Max take off the ear protectors.

MAX  
I smell p-u?

BRUCE  
No. Why would I say that?

MAX  
That's what I was thinking.

In the next stall, an agent FIRES HIS .45 SEVERAL TIMES.  
It hurts Max's and Bruce's ears.

INT. CONTROL -- CHIEF'S OFFICE -- A SHORT TIME LATER

A glass-wall office. The Chief is looking at a computer image of the burnt-out remains of THE WAREHOUSE WE SAW EXPLODE. Max steps into the Chief's office, casually wiggling a finger in his ear to stop the ringing:

MAX  
You wanted to see me?

CHIEF  
You were right, Max.

MAX  
Thank you, Chief. About what?

CHIEF  
KAOS and nuclear-- Is something wrong with your ear?

MAX  
Absolutely not. Do you want me to wait while you answer that?

CHIEF  
Answer what?

(CONTINUED)

CONTINUED:

MAX

Nothing. You were saying?

CHIEF

We just got a report that the warehouse you believed was hiding nuclear material was burned down. There were traces of radioactivity in the rubble and a U.N. Weapons Inspector was murdered. I think it's clear there was nuclear material there, and it was stolen. I smell KAOS.

MAX

I smell almonds.

CHIEF

What?

MAX

Nothing. KAOS with nukes -- not good. Chief, I recommend we raise the threat level... to terra cotta.

Max indicates a floor-to-ceiling 64-color chart, like the five-color "Threat Level" chart Homeland Security uses but with many more choices.

CHIEF

Max, not terra cotta. There'll be panic in the streets.

MAX

Dusty rose?

CHIEF

I'll go raw umber.

MAX

I can live with that.

Off the Chief --

INT. CONTROL -- MAX'S CUBICLE -- LATER

Max is listening to his ipod and logging onto a secure site on his computer as 23 walks up behind him.

AGENT 23

Hey, Max.

(CONTINUED)

CONTINUED:

Max takes out his earbuds.

\*

AGENT 23 (CONT'D)

Great presentation today. Listen,  
I wanted to give you a heads up.  
There's gonna be a birthday party  
for Donna in accounting.

MAX

Ice cream cake?

AGENT 23

'Fraid so.

MAX

Okay. I'd better take an early  
lunch. Good lookin' out.

They fist-bump, then Max exits.

CUT TO:

ON MAX -- DAY -- A SHORT TIME LATER

Max is speaking to someone O.S.:

MAX

I'm sorry... you and I can never  
be. I can't give you the stability  
you deserve. Despite today's  
setback, one day I will be a field  
agent. When that happens, one  
phone call could take me to the  
other side of the world, and--  
(a beat)

Oh, who am I kidding? I'm a middle-  
aged man who's missed the train.  
You don't understand -- you're  
young.

\*

\*

WIDEN TO REVEAL Max is outside a pet shop, sipping a  
delicious Slimfast shake and staring longingly at a BEAGLE  
PUPPY in the window display. The puppy is at the window,  
nose to nose with him, excitedly pawing at the glass:

MAX (CONT'D)

Don't do it. Don't love me.

Max backs away. Then he turns, smacking right into:

A VERY ATTRACTIVE WOMAN -- we're talking so pretty, she  
could be a movie star -- who is jogging -- no, running,

(CONTINUED)

CONTINUED:

because she's also athletic, not just sexy -- along the sidewalk. Max goes flying. She's fine. As Max rolls back to his feet --

MAX (CONT'D)

Whoa, that happened fast.

WOMAN

What the hell is your problem?!

MAX

Uh, actually, technically, you--

WOMAN

(checks her watch)

Great. I was on my last mile, now I have no idea how fast it was.

MAX

You were moving. Not easy to knock me down. I've got a pretty low center of gravity. Pretty solid.

WOMAN

(off her watch)

I'm just going to call it a 4:30.

MAX

You run a 4:30? Not bad. You know, I once ran a 5:16.

WOMAN

That's slower.

MAX

Not everything's a competition.

WOMAN

If it were, I'd win.

MAX

Are you flirting with me?

WOMAN

Not at all. Are you flirting with me?

MAX

That depends. Is it working?

WOMAN

Not at all.

(CONTINUED)

CONTINUED:

She starts running again. She looks good going away, too.

MAX

Good for you. Admire your focus.

A woman with a jogging stroller RUNS OVER HIS FOOT.

MAX (CONT'D)

What am I, invisible?

CUT TO:

INT. CONTROL SECURITY DOORS -- A SHORT TIME LATER

Max steps into the phone booth. Oddly, the RECEIVER IS DANGLING. He picks it up and dials...

INT. LOBBY -- SECONDS LATER

The elevator door opens, and Max steps out into:

MAYHEM

--SMOKE, SIRENS, FLASHING EMERGENCY LIGHTS. The receptionist's desk has collapsed, and only her feet are visible from underneath, like the witch under Dorothy's house. Rows of cubicles have fallen like dominoes.

Max -- who has no weapon -- heads through the bullpen. It's "Three Days of the Condor": there are glimpses of dead people, the sprinklers are on. Max is shocked. Trying to remain hidden -- bad guys may still be there -- Max looks for survivors, staying low. He finds Lloyd and Bruce, cowering under their desks, CAKE SPLATTERED ALL OVER THEM:

LLOYD

This is bullshit, man. I did not sign up for this.

Then, as Max carefully moves around a corner...

A GUN

-- presses against the back of his head.

WOMAN'S VOICE (O.S.)

Don't move.

(CONTINUED)

CONTINUED:

Max freezes.

MAX

For how long?

WOMAN'S VOICE (O.S.)

Who are you?

MAX

I asked you first.

WOMAN'S VOICE (O.S.)

No, you didn't.

MAX

Oh. Well, I meant to. I'm Maxwell  
Smart. I'm an analyst. And I --

Her hand reaches around and snaps off his I.D. badge.

WOMAN'S VOICE

Oh, great. Mr. 5:16.

Max turns and sees that she's the woman who ran him down  
out side the pet shop.

MAX

Oh my God. It's you!

99

I'm Agent 99. I just got back  
from deep cover -- and walked into  
this.

MAX

You're 99? I've been reading your  
files for years. I had no idea  
you were even a girl. A woman.  
You know, later when we're not in  
mortal danger--

\*  
\*  
\*  
\*

99

Follow me and be quiet.

99 ducks down and crawls behind a desk. Max follows.  
They see MOVEMENT in a hallway and we hear SEVERAL VOICES.

MAX

We've only got one gun. You stay  
here. I'll create a diversion so  
we can get out and call for backup.

\*  
\*  
\*

(CONTINUED)

CONTINUED:

99

Wait, what are you going to--

Before 99 can stop him, Max moves off. She frowns. \*

Down the hall, SEVERAL FIGURES MOVE slowly toward them through the smoke, behind riot shields. Max crawls along. \*  
As he passes near Bruce and Lloyd, he does HAND SIGNALS \*  
like a guy on point in Vietnam. Bruce and Lloyd have no \*  
idea what the hand signals mean: \*

BRUCE \*

What's he doing? \*

LLOYD \*

Post-traumatic stress syndrome. \*  
I've seen it before. \*

Max reaches a FIREHOSE RACK. He unspools the hose then \*  
tosses the nozzle down the hall. Then... he CRANKS ON \*  
THE WATER. Water RUSHES THROUGH the hose, then: \*

The firehose starts spraying everywhere, the metal end \*  
flailing around dangerously. It strikes the intruders, \*  
SMASHES HOLES in the wall, CRACKS THE RIOT SHIELDS, SPRAYS \*  
Bruce and Lloyd. We hear YELLING and CRIES OF PAIN: \*

MAX

Go 99, move, move!

CHIEF

Max! Dammit, turn that thing off!

Max looks at 99, a bit sheepishly, then turns off the water. The Chief, 23, and a few others stumble out of the hallway, soaked and bruised. The Chief is not happy.

MAX

Sorry about that, Chief.

Off Max --

DISSOLVE TO:

EXT. JEFFERSON MEMORIAL -- LATE AFTERNOON

Tourists mill around... among them, Max. He peels away from a pack of junior high kids as they head for their bus. Momentarily alone, he whips out a laser pointer and shines it directly up Jefferson's left nostril. This triggers a SECRET DOOR to open behind the statue. He steps in, and it closes behind him.

INT. SECRET ROOM -- CONTINUOUS

A safe room outfitted with high-tech computers and satellite imaging monitors. The ragtag, banged-up remains of Control -- Chief, 99, 23 (arm now in a sling), Bruce and Lloyd, a few others -- are there. Max takes a seat.

CHIEF

Okay, we're all here. Here's what we know--

MAX

Chief, I request the Cone of Silence.

CHIEF

Max, please, not the Cone of Silence. We're already in a safe room.

MAX

We thought Control was safe until this afternoon.

CHIEF

Fine. Lloyd?

Lloyd hands the Chief an ipod-nano-sized device. The Chief presses it -- and it generates a SHIMMERING, CONE-SHAPED TRANSPARENT BARRIER, surrounding them all.

The Chief starts talking. 99 mouths, "What?" The Chief tries again, louder. 23 yells, "What?" The Chief yells at the top of his lungs, but at most we can hear INDISTINCT MUFFLED YELLING, and everyone in the cone clearly still can't hear him. The Chief hits the button again and the cone disappears.

MAX

I think you got a bad unit, there.

CHIEF

All right. Whoever hit us wasn't just targeting our headquarters. During the confusion, someone got into our system and learned the identities of all our active field agents. Around the world, every one of our operatives is under attack:

CUT TO:

EXT. ALL OVER THE WORLD TODAY -- VARIOUS

--A CAR is forced off a cliff by a big truck, and it crashes and EXPLODES.

CHIEF (V.O.)

Sixty-two of our sixty-three active agents have been either killed...

--AN AGENT is shot while eating in a restaurant, and falls face down in his soup.

--AN AGENT is shot while eating in a restaurant, and falls face down in his lasagna.

--AN AGENT is shot while eating in a restaurant, and falls face down on the hardwood table, bouncing his head and falling to the floor.

CHIEF (V.O.) (CONT'D)

...or forced to abandon their missions.

CUT BACK TO:

INT. SECRET ROOM -- CONTINUOUS

99

What about the sixty-third?

CHIEF

In an unrelated matter, she was exposed by Karl Rove.

(then)

Our only lead is the bomb-maker. The chemical signature of the explosive used against us was a specific type of H-6 Binary, a favorite of this man:

The Chief clicks a slide of a man, with his name superimposed "NENAD KRSTIC."

CHIEF (CONT'D)

His name is Nenad--

(mispronouncing)

--Keer-stick.

MAX

It's pronounced "Kris-tich."

(CONTINUED)

CONTINUED:

CHIEF

He's a Yugoslav national and one of KAOS' favorite munitions suppliers. Unfortunately... we have no idea where he is.

MAX

Sure we do. He's in Italy.

AGENT 23

How do you know that?

MAX

Well, it's on page 428 of my report. There's a whole conversation between--  
(off their blank looks)  
Doesn't anyone read my reports?

CHIEF

I get coverage.

AGENT 23

They are pretty long, Max.

CHIEF

People. For fifteen years, KAOS has always been one step ahead of us. Now, they think we're out of the way -- that's an advantage, and I want to press it. Our mission is clear: find Keer-stick--

\*  
\*  
\*  
\*  
\*  
\*

MAX

Kris-tich.

\*  
\*

CHIEF

--use him to infiltrate KAOS, and recover the stolen nuclear material. And if we're lucky, we may even capture the mastermind behind it all, the man no one has ever seen... Siegfried.

\*  
\*  
\*

A quiet beat as the seriousness sinks in.

AGENT 23

But Chief, how? All our agents are compromised.

\*

CHIEF

Not all.

(MORE)

(CONTINUED)

CONTINUED:

CHIEF (CONT'D)

99 recently underwent massive plastic surgery and her new face isn't known yet. And... we have Agent 86.

MAX

Who's that?

CHIEF

You, Max.

A beat. Then:

MAX

May I?

Max indicates the Cone of Silence remote. The Chief hands it to him. Max presses the button, ACTIVATING THE CONE OF SILENCE AROUND HIMSELF.

MAX (CONT'D)

(voice barely audible)

WOOOOHOOOO!

Max turns off the Cone, hands back the remote.

MAX (CONT'D)

(calmly)

Thank you.

DISSOLVE TO:

EXT. MAX'S BUILDING/INT. 99'S CAR -- DAY -- LATER

Max sprints out of the building and hops in 99's car. He has a kid-in-the-candy store grin.

99

Stop smiling.

MAX

I'm not smiling.

They drive off. He's smiling.

POV -- THROUGH SPOTTING SCOPE

Max and 99 ARE BEING WATCHED from atop a nearby building as her car drives away.

INT. 99'S SAAB TURBO -- A SHORT TIME LATER

99 drives. The car stops at a light. Max looks out the window and sees:

THE PET SHOP

In the window, the beagle puppy scratches his paw at the glass as he sees Max.

Max silently puts his hand against the car window. As the car drives away, and Max mouths "goodbye"...

DISSOLVE TO:

INT. AIRPLANE CABIN -- DAWN

A commercial flight. Max and 99 are in coach. She is looking at the Sky Mall catalog.

99

Robot vacuum. Good lord.

MAX

Actually, I have one of those.

(a beat, then)

You know, I feel good about us as partners. We share a bond. We both know how it feels to look in the mirror and not like what you see. You had surgery, I lost a lot of weight... Look at this. Can you believe this was me?

Max takes a snapshot from his wallet, showing him in his "heavy" stage. 99 then takes a photo from her wallet:

99

I know what you mean. This was me. \*

We see her PHOTO: she used to look like Cameron Diaz. Unless we cast Cameron Diaz, in which case she used to look like Catherine Zeta-Jones.

MAX

Yes, well... change is good.

(then)

Listen. If we're posing as a married couple, we should probably make sure we have our story set.

(CONTINUED)

CONTINUED:

99

Okay. We met at Michigan State, married after graduation, no kids, I like your parents but you hate mine.

MAX

Do we want kids?

99

You do, but right now I'm concentrating on my career.

MAX

Are you sure? Tick, tick. Not getting any younger.

99

You know what? Meryl Streep had a kid when she was forty-two, so shut up!

(looking around)

Where's the goddamn drink cart?

She looks behind her, down the aisle.

99 (CONT'D)

Uh-oh.

Max turns to look as well:

POV -- MAX

We see a full plane load of normal-looking people... except one guy: a GIGANTIC, GLOWERING MIDDLE EASTERN GUY whose shoulders are actually above the seat-backs.

MAX

"Uh-oh" what?

99

You don't see that guy? The one who might as well be holding up a sign that says, "Hi, I'm an assassin, I'm here to kill you"?

MAX

Well, I have to say, 99, I am disappointed. That is profiling.

(MORE)

(CONTINUED)

CONTINUED:

MAX (CONT'D)

Merely because that gentleman's size triggers a fight-or-flight response in you does not make him a bad guy. Some people are just ridiculously, absurdly, large and scary. I suppose next you'll say he must be really good at basketball.

Then, when he crosses his leg, he notices gum on his shoe:

MAX (CONT'D)

Oh, for Mike's sake. These are brand new Eccos.

He digs in his carry-on bag and finds a small pouch labeled, "survival kit." He pulls out a pack of wooden "waterproof matches." He takes one match and uses it to pick the gum out of his sole. But it looks like:

PASSENGER 1

He's trying to light his shoe!

PASSENGER 2

It's a shoe bomb! Get him!

MAX

What? No, it's not a bomb, it's gum!

PASSENGER 3

Gun?

(loudly)

He's got a gun!

Before Max or 99 can react, many passengers and at least one flight attendant grab Max, wrestle him to the floor of the aisle, and hold him down, as an AIR MARSHALL rushes up, gun and badge drawn. 99 just sighs.

AIR MARSHALL

I knew this guy was trouble. Just look at his face!

MAX

(face mashed under a foot on floor)

That is profiling!

CUT TO:

INT. AIRPLANE CABIN -- A LITTLE LATER

Max is seated again, wearing airline-issue, plastic zip-cuffs behind his back. We note the Air Marshall seated directly across the aisle, glaring at him.

MAX

(quietly to 99)

You could have helped me.

99

An old lady like me? What could I do?

Max glances at 99's watch, then:

MAX

We're almost over the drop.

(to Air Marshall)

I'm going to the bathroom.

99

(quietly)

What about the cuffs?

MAX

Please, I'm a trained agent.

Getting out of these is child's play.

CUT TO:

INT. AIRPLANE BATHROOM -- MOMENTS LATER

Max tries to saw the cuffs off on the edge of the counter, but it's not working. He squats down so he can step through the cuffs. He gets one leg through, so now he's straddling his cuffed hands. He tries to lift his other foot, bracing his elbow on the counter. \*

Unfortunately, he puts his elbow on the little metal hatch you throw used paper towels in. His elbow JAMS DOWN IN THE HATCH. He's stuck. And is standing on one leg. \*

INT. AIRPLANE CABIN -- ON 99 \*

99 is in her seat. She checks her watch. \*

INT. AIRPLANE BATHROOM -- CONTINUOUS \*

Max can't pull out his stuck elbow. He tries hopping up to jerk it free. Finally, it pops out -- but unfortunately when he jumps up his head SMASHES into the smoke detector. The cover CRACKS and his head knocks it off and activates a SECRET BUTTON underneath. \*

Instantly, a RUBBER-EDGED STEEL PANEL slides down, SEALING THE BATHROOM. We hear a HISS as the room DEPRESSURIZES. \*

MAX \*

Oh. \*

A panel in the floor OPENS UP and HE DROPS OUT OF THE PLANE. The hatch re-closes, the room repressurizes, and the steel panel retracts, returning the room to normal. \*

INT. COCKPIT -- SAME TIME \*

The CO-PILOT notes a green light on the instrument panel.

CO-PILOT \*

First package away. \*

The pilot nods.

ANGLE ON -- 99 -- SAME TIME

From her seat, 99 sees the little light for the bathroom switch from "occupied" to "vacant." 99 gets up. As she steps into the galley, she scootches past the Air Marshall, who is chatting up a CUTE FLIGHT ATTENDANT: \*

AIR MARSHALL \*

....a lot of cardio, some pilates... \*

99 catches the Flight Attendant's eye. She deftly moves aside, so as the Air Marshall pivots to keep hitting on her, 99 is balt to slip in unseen. \*

INT. AIRPLANE BATHROOM

99 enters and locks the door. Then she notices that the smoke detector cap HAS BEEN BROKEN. In a flash, she twists a knob in it, which opens a secret compartment in the ceiling -- inside are TWO PARACHUTES. \*

99

Damn.

(CONTINUED)

CONTINUED:

She quickly puts on a chute, replaces the cover on the smoke detector, uses a paper clip to poke through the slots and hit the secret button. The bathroom SEALS, the floor panel OPENS, and SHE DROPS OUT OF THE PLANE.

INT. COCKPIT -- SAME TIME

The CO-PILOT notes a green light on the instrument panel.

CO-PILOT

Second package away.

EXT. SKY -- ON 99

She plummets away from the plane like a human bullet. Below her, she sees a speck and aims toward it.

The speck grows larger as she gains on it, and we begin to hear a sound, very faint but growing louder as she approaches. We realize it's a man SCREAMING:

MAX

...aaaaaaaAAAAAAAAAAAAA!!!!

Max is hurtling out of control, but 99 swoops in and grabs him. He stops screaming:

MAX (CONT'D)

Oh, good. You heard me.

With her Spyderco knife, she SLICES HIS CUFFS, freeing his hands. He grips her like a koala bear, and she PULLS THE RIPCORD. They begin to float safely down.

99

Hold tight.

MAX

No problem!

INT. COCKPIT -- SAME TIME

The CO-PILOT notes a green light on the instrument panel.

CO-PILOT

Third package away.

PILOT

Third package?

EXT. ANOTHER PART OF THE SKY

We see the SCARY BIG GLOWERING MIDDLE EASTERN GUY from the plane. He's wearing a chute, but is still free-falling. Below him, we see a DOT... which, as he approaches, turns out to be Max and 99. \*

The Big Scary Guy takes out a LONG KNIFE, and as he free-falls past Max and 99, he SEVERES THEIR PARACHUTE LINES. \*

They plummet like a rock.

99

I'll be right back!

MAX

What?! Where could you possibly be going?!

She shoves him away. As he tumbles head over heels, 99 once again aims herself like a bullet toward:

THE LARGE SCARY GUY

--who now opens his own chute, below her. As it unfurls, she catches up to him and SOARS PAST, USING HER KNIFE to SLICE HIS PARACHUTE across the top, cutting it in two. The Big Scary Guy now plummets, tangled in his lines.

99 turns herself around and aims back toward Max. As she draws nearer:

MAX

...aaaaaaaAAAAAAAAAAAAA!!!!

She grabs him again, then PULLS HER AUXILIARY CHUTE RIPCORD.

MAX (CONT'D)

I did not enjoy that!

ANGLE ON -- THE BIG SCARY GUY

He falls like a big, scary rock. He manages to pull his own auxiliary ripcord... about eight feet above A BARN. He CRASHES THROUGH the thatched roof. \*

EXT. A WHEAT FIELD -- NIGHT

Max and 99 land in a nearby wheat field, rolling to the ground. They end up with Max on top.

MAX

We're in a wheat field.

99

Get off me.

He does. They stand, and 99 takes off the chute harness.

MAX

Um, regarding the large, scary man on the plane... in this one case, it seems profiling was accurate. But that still doesn't justify its use in law enforcement.

99

I can't believe my cover was blown! All that plastic surgery for nothing. And now I have to go through life looking like this.

Max decides it's probably smarter not to say anything.

MAX

Ho-kay. Taking into account the timing of my drop, the wind speed, and my relatively straight plunge toward the earth, I put us about ten miles from town.

99

Shh.

MAX

What?

99

I hear voices.

MAX

All the time, or just now?

There are VOICES from somewhere nearby.

MAX (CONT'D)

(relieved)

Oh, now.

(CONTINUED)

CONTINUED:

MAN'S VOICE (O.S.)

*Halto!*

Suddenly, BRIGHT LIGHTS hit Max and 99. They stop. TWO SILHOUETTED FIGURES appear, holding those zillion-candle-power flashlights. They are an older ITALIAN FARMER COUPLE. The farmer has a nice old Italian shotgun.

MAX

(to couple, in Italian)

*Bona note, farm people! Sorry for disturbing you. We are just a young couple who snuck out here to make love!*

The farmer couple laughs.

ITALIAN FARMER'S WIFE

(in Italian, to her husband)

*He's full of it. Look at him. He could never get a girl like that.*

ITALIAN FARMER

*Sure he could. American girls love the accent.*

99

(to Max)

What is everyone saying?

MAX

*I just told them we were tourists. And they thought it was funny we were lost. Anyway, the road's this way.*

He waves gratefully to the farm couple, and he and 99 head off.

INT. BARN -- SAME TIME

A young ITALIAN FARMHAND is mucking out a stall. He's singing while listening to Kanye West on his ipod:

YOUNG ITALIAN FARMHAND

(raps; Italian accent)

*"...get down girl, go ahead, get down..."*

We notice -- and he doesn't -- that the barn roof has a big hole, and then the hayloft, and below that, there's a

(CONTINUED)

CONTINUED:

big hole in the floor. A CHICKEN flies up out of the hole in the floor, flapping madly. And then...

A COW RISES out of the hole. The BIG SCARY GUY appears, LIFTING the surprised beast. He tosses it aside, climbs out, brushes himself off, and EXITS. The Young Farmhand never sees a thing... until he turns to walk to the next stall and FALLS INTO THE HOLE in the floor, OUT OF FRAME.

DISSOLVE TO:

EXT. ITALIAN COUNTRY ROAD -- A SHORT TIME LATER

Max and 99 trudge along toward town. After a moment:

MAX

What did you think of my accent?

She stops.

99

Okay, listen. So far, our partnership has consisted entirely of me getting you out of trouble. You know why? Because you keep leading. So here's how we're changing that. I lead now. I'm the one with field experience. You know nothing.

MAX

I beg to differ. As a matter of fact, I looked up your field agent exam, and I outscored you by eight points. That's the difference between an A- and an A+, by the way.

99

We're not in a classroom! This is real, and we're really going to die unless you start listening to me.

MAX

Someone's got a chip on her pretty little shoulder.

99

Okay. Okay. You're faced with an assassin. What do you do?

(CONTINUED)

CONTINUED:

MAX

(pulling out his gun)  
I shoot him.

In a flash, she takes his gun away.

99

You don't have a gun.

MAX

Well, the field manual says an  
agent should never give up his --

99

Bang, you're dead.

MAX

Excuse me, I was talking.

99

Bang.

MAX

Why are you shooting me more? You  
already said I'm --

99

Bang. Bang bang bang bang bang.

MAX

I really wish you would stop that.

99

Throw out your manual. Out here  
there are no grades. There's only  
dead or not dead.

She hands his gun back.

MAX

You know, I'm not helpless without  
a gun. I'll remind you, I'm an  
expert in hand-to-hand combat.

He strikes his Wing-Chun stance. She glances to the side,  
he looks, too -- and she SUCKER-PUNCHES HIM IN THE EYE.

MAX (CONT'D)

Ow! I wasn't ready!

99

That's my point.

(CONTINUED)

CONTINUED:

She starts walking. He heads after her, rubbing his eye.

DISSOLVE TO:

EXT. FIESOLE -- NIGHT -- ESTABLISHING

A small, picturesque town in the hills above Firenze. \*

99 (V.O.) \*

I don't know about this menu. \*

When's the last time you ate here?

INT. CALAMARO RISO BISTRO -- CONTINUOUS \*

A small, non-touristy bistro with a squid theme. Max and 99 are looking at menus.

MAX

Never. I've never been to Italy.  
But you pick up things when you  
listen to chatter. Nenad Krstic  
loves this place. In fact, many  
terrorists who know their food  
talk about it in glowing terms.

Squinting at the menu, Max puts on READING GLASSES. 99  
smirks. \*

MAX (CONT'D) \*

(not even looking up) \*

Yuck it up. You'll get there. \*

99

(off menu) \*

Squid gelato...I'm not trying that.

MAX

You're not big into new experiences,  
are you?

99

I've found that new experiences  
are usually trying to kill me.

MAX

See, as an analyst, you look for  
what's new -- a code word, a tiny  
change in inflection. That's why  
my ears are always open, not closed.

(CONTINUED)

CONTINUED:

He cups his hands over his ears, alternately covering his ears and uncovering them as:

MAX (CONT'D)

Open. Closed. Open. Closed.  
Open--

99

Max.

MAX

I'm sorry, did you say something?  
(then)

Listen, I'm going to the restroom.  
If the waiter comes, I'll have the  
vegetable soup. If that's okay  
with you. I mean, I know you're  
the leader now.

Max crosses out. 99 goes back to the menu.

INT. BISTRO BATHROOM -- MOMENTS LATER

Max is at a urinal. A SCRUFFY FELLOW is washing his hands.  
A BURLY FELLOW (the man we saw at the nuke theft) enters  
and checks his teeth at the sink.

SCRUFFY FELLOW

(in Italian throughout,  
subtitled)

*How's work?*

BURLY FELLOW

(in Italian throughout,  
subtitled)

*Good. As long as people need to  
blow things up, my family eats.*

Max hears this. He FORCES HIMSELF TO STOP PEEING so he  
can hear better.

SCRUFFY FELLOW

*I hear your friends are moving a  
lot more than dynamite these days.*

The Burly Fellow frowns, indicating Max might hear them.  
Realizing they're watching him:

MAX

I'm sorry, were you talking to me?  
I don't speak Italian.

(MORE)

\*  
\*

(CONTINUED)

CONTINUED:

MAX (CONT'D)

Love your country, though. So old. And cheap! My Lord! I'm buying a castle. It was like seven billion lire, which I think is about ninety grand. Less than my boat.

\*  
\*  
\*  
\*  
\*  
\*

Max goes back to peeing.

BURLY FELLOW

(to Scruffy Fellow)

Yankee assholes. I hate them.

SCRUFFY FELLOW

How did the operation in Georgia go?

Max stops peeing.

BURLY FELLOW

I have no idea what you're talking about.

Max starts peeing.

SCRUFFY FELLOW

I'm just saying, if you guys ever need help, I'm good with a gun. What are you planning next?

Max stops peeing so he can hear the answer:

BURLY FELLOW

If I told you, I'd have to kill you.

The two guys laugh. Then they notice Max.

MAX

Love your food, too. Not easy on the old waistline, though. 'Course, don't have to tell you. You are a chubby people.

\*  
\*  
\*  
\*

Max zips up, then flushes and exits. As he passes the Burly Fellow, his wristwatch starts to CLICK AND BUZZ. The Burly Fellow stares.

\*

MAX (CONT'D)

New Blackberry watch. Picked it up in Rome. One million lire. I bought six.

\*  
\*  
\*

(CONTINUED)

CONTINUED:

Max exits the bathroom.

ANGLE ON -- 99

She is quietly talking on her cell phone when she sees Max hurrying back from the bathroom. BEFORE HE NOTICES, SHE QUICKLY HANGS UP. Max sits, looking very excited.

MAX (CONT'D)

Wow. There was a guy in the bathroom who was so hot.

99

Oh. Well. Okay. I'm glad you could be honest with me about who you are. I mean, trust between partners is essential--

MAX

No, I mean radioactive hot. Although yes, he did have a rugged quality that some find attractive.

99

How do you know he was radioactive?

MAX

My watch has a Geiger Counter. You don't have one of these? Hm. Anyway, I think he knew about the nuke theft in Georgia. And if he was there, that would explain why he was radioactive. We should follow him.

99

(admitting)

I gotta say, Max. Turns out you picked a good restaurant.

MAX

Thank you, 99. Although, if I may make another suggestion, don't order the risotto.

He indicates a nearby table, where the Scruffy Fellow is seated, a bowl of risotto in front of him and a fork in his hand... and a neat bullet-hole through his forehead.

Then, Max indicates the Burly Fellow exiting the restaurant, carrying a take-out bag:

(CONTINUED)

CONTINUED:

MAX (CONT'D)

That's our man.

Max and 99 follow him. A WAITRESS comes over, fills the dead guy's water glass... then notices the hole in his head and SCREAMS.

EXT. RESTAURANT -- CONTINUOUS

The Burly Fellow drives off in an old Fiat. 99 spots a Vespa scooter, key in it like they do in small towns. She jumps on and starts it up.

MAX

I'm not riding on that. Small tires, short wheelbase, they're very squirrely at speed.

She starts driving away. He runs after her--

MAX (CONT'D)

Hey, wait up --  
(grabbing his leg)  
Whoa, almost pulled a hammie.

He hobbles up to the scooter and hops aboard.

POV -- THROUGH BINOCULARS

As Max and 99 drive off, we realize someone is still keeping tabs on them...

DISSOLVE TO:

EXT. MOUNTAINSIDE -- NIGHT -- POV NIGHT-VISION SCOPE

The Burly Fellow parks his Fiat outside the gate of a marble quarry. Even at night, the white stone seems to glow. The Burly Fellow checks in at a security gate.

MAX (O.S.)

Wow.

ANGLE ON -- MAX AND 99

Max is wearing what look like Wayfarer sunglasses. He and 99 are hidden in the trees nearby. The Vespa is parked behind them.

(CONTINUED)

CONTINUED:

MAX (CONT'D)

I had x-ray specs when I was a kid, but they didn't work at all. I can see everything. I'm like an owl.

99

Let me look.

MAX

You don't have these, either? Hm. You should be nicer to the guys in the supply room.

99

I don't get it, what's this guy doing at a rock quarry?

Max notices the Burly Guy open the take-out bag. He holds up a SOUP CONTAINER for the guard to see, then drives in.

MAX

Of course. The squid soup!

99

Yes, the squid soup. What the hell are you talking about?

MAX

Squid soup is Nenad Krstic's favorite dish. I've listened to him yack about it a hundred times. "I love squid soup, I can never get good squid soup, boy I'd kill for some squid soup--"

99

Max.

MAX

I'm saying, I think we've found Nenad Krstic.

99

That makes sense. Rock quarries use explosives. That's a perfect cover for a guy who makes bombs.

Max puts on a "Jabra"-type headset.

(CONTINUED)

CONTINUED:

MAX  
(into headset)  
23, this is 86.

CUT TO:

EXT. AWAC-TYPE PLANE IN FLIGHT -- SAME TIME

AGENT 23 (V.O.)  
Go ahead, Max.

INT. AWAC-TYPE PLANE -- CONTINUOUS

23 and the Chief are aboard. The plane is set up for high-tech communication. Max's voice replies on speaker:

MAX (V.O. ON RADIO)  
Max? I don't know any Max.

CHIEF  
He means, go ahead 86. Max.

INTERCUT:

EXT. MOUNTAINSIDE/INT. AWAC PLANE

MAX  
(carefully, in code)  
"The biscuit is in the oven."

CHIEF  
Are you saying... the letter is in the mailbox?

MAX  
No, that would be, "The apple is in the orchard."

CHIEF  
I thought that meant "the microfilm is under the park bench."

MAX  
No, that's "the fish is in the frying pan."

CHIEF  
Max, please. We're in an AWAC on a secure line. Just say it.

(CONTINUED)

CONTINUED:

MAX  
We've located our man.

CHIEF  
You found--  
(mispronouncing)  
Keerstick?

MAX  
Kris-tich. Chief, we need to get  
in this building. Find me a  
structural drawing right now!  
(quietly to 99)  
This is so cool. They have to do  
everything we say.

AGENT 23  
I have your GPS coordinates, 86.  
Headquarters will relay the specs  
through us in a few seconds.  
(switches channels)  
47, I need those drawings. What's  
going on?

CUT TO:

INT. CONTROL -- COMMUNICATION AREA

Agent 47 is searching SATELLITE IMAGES and BLUEPRINTS.  
OTHER AGENTS are gathered around him, trying to help.

AGENT 47  
I'm trying. I can't find the right  
screen. It was here a second ago.  
Then I hit a button and it went  
away.

AGENT 23 (V.O. ON RADIO)  
Well, what did you hit?

AGENT 47  
Don't yell at me, it's not helping!

Behind 47, Bruce and Lloyd roll their eyes.

ON MAX AND 99

MAX  
(to 99)  
You know, you field agents never  
want to take the computer seminars.

(CONTINUED)

CONTINUED:

99

Well, they're always on weekends.

MAX

Yes, it's always difficult when saving the free world conflicts with "margarita-time."

ON 23 AND THE CHIEF

Their computer screen shows two ILLUMINATED DOTS indicating Max and 99. It then IS OVERLAID with a transparent grid-like structural drawing of the building.

AGENT 23

Got it. It looks like...there's an entrance on the east side.

MAX

What kind of entrance?

AGENT 23

The kind where you're going to want to throw your shoes out afterward.

CUT TO:

INT. SEWER TUNNEL

Max and 99, splashing upriver in the pipe, use small L.E.D. flashlights to find their way. We hear a SQUEE-SQUEE of:

MAX

Oh, good. Rats. It wasn't enough that there's poop.

99

Quiet.

MAX

You know, I never once saw James Bond in rats or poop, let alone rats and poop.

99

I'm serious, be quiet.

(then, into headset)

23, how close are we?

INT. AWAC-TYPE PLANE -- SAME TIME

23 is looking at his monitor.

AGENT 23

In about four meters, you'll be under a section of hallway that should get you right in.

INT. SEWER TUNNEL -- SAME TIME

99 takes out what looks like a DENTAL FLOSS CONTAINER.

99

Max, give me some light.

Max shines his flashlight at the ceiling. 99 unspools a long piece of floss. She presses it to the ceiling, where it adheres in a big circle. She then flips open a panel on the floss container and removes a tiny battery, which she sticks on the closed loop. She notices Max watching:

99 (CONT'D)

Exploding dental floss. You don't have this? Hm.

She steps back and presses an l.e.d. button on the floss container. The floss EXPLODES with a quick, muffled WHOOMP, cutting a perfect hole. The piece of ceiling drops and LIGHT FLOODS IN from above.

INT. HALLWAY

As 99 emerges carefully from the hole in the floor, we reveal that they are right in the middle of a LASER SECURITY SYSTEM: red beams crisscross the hallway in a seemingly-impossible-to-navigate pattern.

99

Damn! Laser security grid.

She gently lifts herself into the hall, and begins to move on all fours, slinking cat-like through the beams ala Catherine Zeta-Jones in "Entrapment." Max peeks up and watches. It's very sexy.

99 (CONT'D)

Are you staring at my ass?

(CONTINUED)

CONTINUED:

MAX

I'm not. I was. But now I'm not.  
But now I am again. Okay, I'm  
stopping.

99

Just pay attention to how I'm doing  
this so you can follow me exactly.

Then, as she moves over a beam, a THIN STRAND OF HER HAIR  
wafts into one of the beams -- and is neatly SLICED OFF.  
The hair slowly drifts to the floor. 99 freezes.

99 (CONT'D)

Okay. Good news, if you touch a  
light beam, it doesn't seem to set  
off an alarm.

MAX

What's the bad news?

99

They're high-intensity lasers, so  
whatever does touch the beam gets  
sliced off you.

\*  
\*

MAX

You know, I was already going to  
be careful. You don't need to add  
castration anxiety.

99 emerges safely at the other end. Max carefully lifts  
himself into the hall. He starts slinking through the  
web of light beams exactly as 99 did. Only somehow, it's  
not as sexy. He seems to be doing okay. But then, as we  
come around behind him when he arches his back, REVEAL:

A RAT

--clinging to his back. It scampers under Max's coat...  
then down his pants. Max freezes and makes an odd face:

MAX (CONT'D)

Yeee.

99

Keep going, you're doing fine.

MAX

Yah. Wooo. Ohhhhh.

Max jumps up, doing what anyone would do with a rat in  
his pants or a spiderweb in his face or a bee circling

(CONTINUED)

CONTINUED:

him. But not only is Max trying to shake the rat out, he must also avoid the lasers. It doesn't work -- various parts of his clothes get SLICED -- sleeves, collar, etc.

MAX (CONT'D)

Aa - aa - ah! Yow!

Max finally tumbles past the last laser and lands next to 99, just as the rat pops out from under his collar, jumps to the floor, and scampers off. Max stands.

MAX (CONT'D)

(calmly)

Rat in my pants.

99

I saw.

As they head around the corner... we see that Max's clothes have been neatly sliced in several places, including the seat of his pants, EXPOSING ONE ASS CHEEK. 99 notices.

MAX

Are you staring at my ass?

Max untucks his shirt to cover himself.

INT. CORRIDOR/INT. COMPUTER ROOM -- MOMENTS LATER

Max and 99 are outside a room containing racks of servers and computer stations: the nerve center of the factory.

99

Okay, let's split up. You look for... the guy.

\*  
\*

MAX

Krstic.

\*  
\*

99

Yes. And I'll search their shipping records. But if you find him, don't confront him alone. He's very dangerous.

\*  
\*  
\*  
\*

MAX

Yes, sir.

(then)

Sorry. Just acknowledging your leadership role. Not that that's inherently masculine. Or that you are. I'm going.

(CONTINUED)

CONTINUED:

Max heads off down the hall. 99 enters the computer room and sits at a terminal. She tries typing something -- the computer BEEPS.

ANGLE ON -- COMPUTER SCREEN

It reads "ACCESS DENIED."

99 frowns, tries again. BEEP. Same result. She leans back, not sure what to do. Then, she notices a thumbprint reader next to the keyboard as Max dashes back in. \*

MAX (CONT'D)

99! There's radioactivity in the next room. Barely detectable, but it still registered on my watch that you don't have. \*

99

You have something in your teeth. You want to borrow my dental floss? \*

MAX

Don't hate. Listen, I didn't actually see nuclear material, but it's definitely been moved through here. It's a shell game... So what have you found? \*

99

Nothing. I can't get into their system. Biometric security. \*

MAX

Oh, really. May I?

She moves aside. He cups his hands around the thumbprint reader and blows a hot breath on it.

INSERT -- THUMBPRINT READER

The fog from his breath has raised the most-recent thumbprint on the pad.

The computer screen displays: "I.D. Accepted."

MAX

The old "Steam from your breath sticks to everything but the oils from the last thumb print" trick.

(CONTINUED)

CONTINUED:

99

Wow.

MAX

Little tip from a computer seminar.  
One Saturday out of your life.  
I'm just saying.

He starts typing, navigating menus.

MAX (CONT'D)

Here we go. Shipment manifests.  
All normal, explosives coming in,  
marble going out... Or "marbo" as  
we say here in Italia.

99

I took French in high school, but  
you don't hear me throwing a bunch  
of *parlez vous* in your face.

MAX

(re: computer screen)

Zut alors! *Ecoutez! Le chargement*  
*est --*

(off her glare)

A shipment of H-6 explosive, just  
two days before the attack on  
Control... signed for by Nenad  
Krstic.

(then, off computer)

And this is odd. A shipment of  
four tons of marble.

99

So?

MAX

To a bakery in Venice. Why would  
a neighborhood bakery need that  
much marble?

99

Maybe they're making marble cake.

He just stares at her.

MAX

(flatly)

Wow.

A silenced gunshot, and a BULLET hits the wall right next  
to Max's head. 99 ducks down.

(CONTINUED)

CONTINUED:

MAX (CONT'D)  
Did you hear something?

Her hand reaches up and yanks him to the floor. She has her gun out.

99  
We're being shot at!

MAX  
We are?

ANOTHER BULLET shatters a computer monitor.

MAX (CONT'D)  
We are! Wow, this is so cool!  
We're actually under fire!

99 returns fire. POW POW POW. More bullets hit the desk around them. 99 keeps shooting back.

MAX (CONT'D)  
This is why I wanted to get out of the office! This feeling right here!

A bullet slams into the chair about an inch from him.

MAX (CONT'D)  
Okay, I'm over it, let's move.

Max pops up and starts shooting -- he sees that they are being shot at by the Burly Guy.

MAX (CONT'D)  
(while shooting)  
It's the hot guy!

99 dashes across the room and dives into a narrow aisle between a rack of servers.

99  
Maybe if we live, you can get his phone number.

Bullets smash the wall near her -- from a second shooter: NENAD KRSTIC.

99 (CONT'D)  
(mispronouncing)  
It's Keerstick!

(CONTINUED)

CONTINUED:

MAX

Kris-tich.

Max returns fire, forcing the bad guys to duck back into the hall. Then Max and 99 run out through a rear door.

INT. CONVEYOR AREA -- SECONDS LATER

As Max and 99 run, ducking in and out of slabs of marble and being shot at by the Burly Guy and Krstic--

99

23, I need an exit!

INT. AWAC-TYPE PLANE -- SAME TIME

23 and the Chief follow the red dots on the computer schematic.

AGENT 23

Not sure -- wait! On your right, fifteen meters. It should be the loading dock.

BACK ON 99 AND MAX

The bad guys are in pursuit, blasting away.

MAX

Good grief, don't they ever have to reload?

As they run, 99 sees a metal rolling conveyor (like at the end of airport x-ray machines) heading through a small hatch into some other room.

99

(pointing, to Max)

Through there!

--99 spins around and fires at their pursuers, who dive for cover.

--Max dives onto the rolling conveyor. As he bump-rolls along the metal rollers and through the hatch:

MAX

Ag-ag-ag-ag-ag...

(CONTINUED)

CONTINUED:

--99 shoots the Burly Guy, then also dives onto the rollers, and disappears through the hatch --

INT. LOADING DOCK AREA

--then 99 zooms off the end of the rollers and drops about six feet and lands on top of Max.

MAX

Oof! Geez, how much do you weigh?!

She glares, then they both scramble to their feet and run for the loading ramp. In addition to the slabs of marble, there are cases of dynamite and plastique on pallets.

Nenad Krstic enters. He levels his gun at Max, but hesitates, giving Max time to pivot, aim, and shoot. Nenad Krstic drops to the floor, dead.

99 walks up to Max.

99

I wonder why he hesitated.

MAX

It's obvious. He realized he was up against a man of superior training who possessed skills for which he had no answer.

99

Or perhaps it was because you were standing in front of a case of explosives.

MAX

(glances behind himself)

Right.

They both walk up to the now-dead Nenad Krstic.

99

It's really a shame.

MAX

I agree, 99. But he did start it.

99

No, I mean it's a shame for us.

MAX

I don't follow.

(CONTINUED)

CONTINUED:

She kneels down next to the body.

99

(to dead guy)

Excuse me, what did you really  
send to that bakery in Venice?

(no answer)

Hm. And why did my partner detect  
that your dead friend was  
radioactive? Where is KAOS hiding  
the nukes? Speak up, man! You're  
the whole reason we came to Italy!  
The fate of the world hangs in the  
balance!

She looks at Max.

MAX

You know, you can make your point  
without all the theater.

As 99 heads out and Max follows --

MAX (CONT'D)

And would it kill you to say, "nice  
shot"?

CUT TO:

INT. KAOS OFFICE -- DAY

Szczerbiak in on the speakerphone. His Assistant is there. \*  
In front of them are monitors with stills from security  
cameras in the explosives factory. One features a freeze-  
frame of MAX'S ASS as he slinks through the laser beams.

SZCZERBIAK

I'm sorry, Mr. Siegfried--

ASSISTANT

(leaning in)

They got lucky.

PROCESSED VOICE ON SPEAKER

Who's that? Who's speaking?

SZCZERBIAK

It's no one, sir.

He waves his Assistant off, annoyed.

(CONTINUED)

CONTINUED:

SZCZERBIAK (CONT'D)

They got lucky.

PROCESSED VOICE ON SPEAKER

They're heading toward you. Don't  
disappoint me again.

SZCZERBIAK

Don't worry, sir. I promise I'll  
find them and I'll kill--

CLICK. Siegfried has hung up. Szczerbiak frowns.

SZCZERBIAK (CONT'D)

Why does he do that?

ASSISTANT

Don't ask me. I'm no one.

CUT TO:

EXT. ITALIAN ROAD -- DAY

A BRIGHT YELLOW LAMBORGHINI GALLARDO SPYDER roars along.

MAX (V.O.)

Little nicer than a scooter,  
wouldn't you say?

INT. LAMBORGHINI

Max is driving.

MAX

Safer, too. Try to roll this baby.  
You can't do it.

He takes a left turn at high speed. 99's face is smashed  
against her window. But the car doesn't even skid.

99

Uh-huh. Let me ask you this. How  
exactly are we being "secret" agents  
if we're in a bright yellow,  
\$200,000 Lamborghini?

MAX

We're in Italy. Everybody has  
these here.

EXT. ITALIAN ROAD

The car zooms past a farm. FARM WORKERS point excitedly: \*

FARM WORKER \*

(in Italian)

*Holy shit, look at that Lamborghini!*

He and his buddies whoop and cheer as the car rockets across the Italian countryside, and --

CUT TO:

INT. CONTROL HEADQUARTERS -- DAY

In contrast, we hear MUZAK and the ANNOYING BUZZ of fluorescent lights. Many former field agents, including 47, 91, and AGENT 52, sit in cubicles. Agent 91 is struggling with his headphone cord, which seems to be strangling him. Bruce and Lloyd are watching a GPS map on a computer, showing a MOVING DOT approaching Venice. \*

LLOYD \*

Wow, they are moving. Guess that's one perk of being a field agent. Hot cars. \*

BRUCE \*

(calling off) \*

Hey 91, how's your new Accord working out? You buy or lease? \*

AGENT 91 (O.S.) \*

Shut up. \*

BRUCE \*

(to Lloyd) \*

He leased. \*

Agent 47 pauses his ipod, stops typing, and takes out his earbuds and calls out: \*

AGENT 47

Okay, who took my Bulgarian dictionary again? Seriously, I need that.

Bruce walks up and hands Agent 47 a dictionary.

BRUCE

Here's mine. Don't take it home.

(MORE)

(CONTINUED)

CONTINUED:

BRUCE (CONT'D)  
And why are you still on the  
Bulgarian stuff anyway?

AGENT 47  
Because it's hard.

BRUCE  
Yeah, well, pick it up.

Bruce crosses to Lloyd's cubicle, rolling his eyes.

LLOYD  
It takes like eight of these morons  
to do what Max did.

AGENT 47  
I heard that. I'm a trained killer,  
you know. I could kill you with  
anything in this room. You wanna  
die from Post-its? I could make  
that happen.

Bruce and Lloyd ignore him.

ANGLE ON -- ANOTHER CUBICLE

Two former field agents (52 and 91) sit near each other.  
One is reading People, the other is stringing together  
colored paper clips. They don't look at each other.

AGENT 52  
Hey, you know what I was thinking?  
99 got back in the field by having  
plastic surgery. I could do that.  
I've always wanted to change my  
nose, anyway.

AGENT 91  
Are you insane? You have a great  
nose. Very strong. Very masculine.

AGENT 52  
You really think so?

AGENT 91  
I know so. Just grow a mustache.  
Those are coming back.

Lloyd passes by:

(CONTINUED)

CONTINUED:

LLOYD

Here, Ed. Saved you a bearclaw.

AGENT 91

(flatly)

Sweet.

Agent 91 takes a bearclaw from Lloyd, and --

DISSOLVE TO:

EXT. VENICE ITALY -- SUNSET -- ESTABLISHING

We swoop in on this romantic city.

EXT. VENICE CANAL -- SAME TIME

Max and 99 are watching the entrance to the BAKERY.

99

Are you really going to wear that?

Reveal that Max has a false MUSTACHE.

MAX

It's a disguise. It's part of our craft. I think it looks good. These are coming back.

99

Uh-huh. Here, put this on.

99 holds up a tiny electronic device:

MAX

On what?

99

On your molar. It's a tooth radio. We need to stay in contact, but obviously you can't wear anything visible. It sends and receives the sound straight up your jawbone to your inner ear.

Max stuffs the tooth-radio in his mouth as 99 puts on her normal headset.

MAX

Are you getting a signal?

(CONTINUED)

CONTINUED:

99

(reacts to loud sound)  
Ah! Don't yell, the mic is right  
in your mouth, you know.

MAX

Sorry.

99

Okay. We'll rendezvous here in  
ninety minutes. Any questions?

MAX

Just one. Why do you get to do  
the fun part?

99

My part's not more fun. It's just  
utilizing my skill set. I'm good  
at climbing and bugging, so I do  
the climbing and bugging part.  
You're good at languages, so you  
do the talking-to-people part.

\*  
\*  
\*

MAX

I'm good at climbing, too.

\*

99

Do you have a grappling hook?

MAX

No, but I have very strong...

He makes a squeezey-grippy-flexing motion with his fingers--

MAX (CONT'D)

Fine, you do it.

They head toward the bakery.

INT. BAKERY -- MOMENTS LATER

A quaint neighborhood bakery. A rosy-cheeked, teenage  
COUNTER GIRL is reading a magazine. We hear RIIIP, then:

MAX (O.S.)

Ow!

After a beat, Max walks in, rubbing his lip and looking  
over his shoulder because 99 just pulled off the mustache.

(CONTINUED)

CONTINUED:

COUNTER GIRL  
*Buongiorno!*

MAX  
(suspicious)  
Is it?

COUNTER GIRL  
*Si, signore.* Free canoli?

She offers him a sample canoli.

MAX  
Oh, can't. I'd love to. But they  
go straight to my hips. And belly.  
And arms. And face. I actually  
used to have fat feet... Anyway.  
I'm here for something else.

COUNTER GIRL  
Bread?

MAX  
Something hot.

COUNTER GIRL  
We have rolls that just came out.

MAX  
Hotter.

COUNTER GIRL  
I could microwave you some soup.

MAX  
Really? What kind of soup?  
(then, back on subject)  
Okay, look. I represent certain  
parties in a certain place who are  
interested in certain items you  
almost certainly sell.

COUNTER GIRL  
I see. Take a number.

MAX  
(looking around)  
Are you kidding me? I'm the only  
one here.

The Girl walks away.

(CONTINUED)

CONTINUED:

MAX (CONT'D)

This is why Europe is falling behind in the world economy. I mean, it's great you all get six weeks of vacation a year, but while you're on a nude beach in the Seychelles, America and Asia are kicking your continental heinies.

Max takes a number from the little dispenser. A SECRET DOOR opens in a wall next to the counter.

MAX (CONT'D)

Oh.

Max enters the secret door, which CLOSES behind him.

INT. SECRET HALLWAY -- CONTINUOUS

Max finds himself facing Szczerbiak and his Assistant. \*

SZCZERBIAK

Who are you?

MAX

I asked you first.

SZCZERBIAK

No, you didn't.

MAX

Well, I meant to. But fair enough. My name is Darko Milicic. I hear that you're the man to see if someone's interested in acquiring items of a nuclear nature.

SZCZERBIAK

How do I know you're not Control?

MAX

If I were Control, you'd already be dead.

SZCZERBIAK

If you were Control, you'd already be dead.

MAX

Well, neither of us is dead... so obviously, I'm not Control. \*

(MORE)

(CONTINUED)

CONTINUED:

MAX (CONT'D)

(then)

I bring regards from Nenad Krstic.

SZCZERBIAK

Oh? Why didn't he come with you?

MAX

He... didn't say.

SZCZERBIAK

I see. Follow me.

They head down the corridor. A SERIES OF DOORS SLIDE  
 OPEN automatically in front of Szczerbiak as he strides  
 along. Perhaps a SINISTER KAOS THEME plays. Max mutters:

MAX

I don't believe it. They totally  
 stole this from us.

The last door OPENS, revealing a small, mostly-bare  
 reception room.

EXT. BAKERY BUILDING ROOFTOP -- SAME TIME

99, using her grappling hook, climbs over the roof edge.

99

(re: Max talking his  
 way in, into her mic)

You're doing great, Max.

ON MAX

MAX

Thank you.

SZCZERBIAK

Thank you for what?

MAX

(covering)

I don't know... I just have a  
 good feeling about how this is  
 going so far.

Szczerbiak keeps walking.

ON 99

She silently and quickly makes her way to an air vent.  
It's locked, but she uses a PEN-TORCH to cut it open.

INT. VENTILATION SYSTEM -- MOMENTS LATER

99 stops at a vent grate that gives her a view of an office. She sees people on computers. She places a pencil-eraser sized device in the vent, then moves on. \*

99

I've placed the first bug. \*

INT. CORRIDOR -- ON MAX AND SZCZERBIAK

As they walk along:

MAX

I'm sorry, I didn't catch your name.

SZCZERBIAK

I didn't give it.

MAX

Perhaps I can guess. Is it...  
(pointedly, loudly)  
Siegfried?

ON 99

She recoils from the loudness of Max's voice, and smacks her head against the low ceiling of the duct.

99

Ow! Max!

BACK ON MAX AND SZCZERBIAK

MAX

(quietly)  
Is it Siegfried?

SZCZERBIAK

No. My name is Szczerbiak. But don't worry, I am authorized to act on Mr. Siegfried's behalf.

(CONTINUED)

CONTINUED:

They arrive at an office door. \*

SZCZERBIAK (CONT'D)  
What I'm about to show you is the  
inner sanctum of our entire  
operation.

MAX  
(for 99's benefit)  
The inner sanctum of your entire  
operation.

SZCZERBIAK  
(confused)  
Yes.  
(to Assistant) \*  
Leave us.

ASSISTANT \*  
Why? \*  
(off Szczerbiak; \*  
resentful) \*  
Fine. \*

He exits. Szczerbiak puts his eye up to a RETINAL SCANNER  
which unlocks the door. He and Max step into the room.

INT. SMALL OFFICE

An austere, clinical-looking room, with not much more  
than a desk, chair, a computer, and a phone.

MAX  
This is it?

Szczerbiak pulls a gun.

SZCZERBIAK  
Of course not. I lied to you.  
I'm going to kill you and then I'm  
going to kill your partner.

MAX  
I don't know who you're talking  
about.

Szczerbiak punches a button on the computer, and a SECURITY  
CAMERA VIEW of 99 in the ductwork pops up.

MAX (CONT'D)  
Oh, her.  
(MORE)

(CONTINUED)

CONTINUED:

MAX (CONT'D)

(then)

Well, why make me walk all the way in here?

SZCZERBIAK

Because this room has a drain in the floor. And a hose. \*

MAX

(notices drain & hose) \*

Oh.

(then)

I feel it's only fair to warn you, you don't stand a chance. This facility is surrounded by a highly-trained team of one hundred and thirty Black Ops snipers.

SZCZERBIAK

I don't believe you.

MAX

Would you believe... twenty Navy frogmen with spear guns?

SZCZERBIAK

No.

MAX

How about a midshipman with a mallet?

SZCZERBIAK

Goodbye, Mr. Smart.

He levels his gun. Suddenly Max grabs the phone handset and hurls it at Szczerbiak. But... the handset cord isn't long enough, so the phone stops short of Szczerbiak and springs back and clatters on the floor. Szczerbiak grins -- but in the pause he takes to sneer, Max jumps him.

Max grabs the gun, smacks Szczerbiak's arm on the desk so he drops the weapon. Max punches Szczerbiak, Szczerbiak punches him back. It's a close fight, but then Max grabs the computer monitor and CLONKS Szczerbiak on the head. Szczerbiak falls to the floor, unconscious.

MAX

99, we're compromised! Get out of there! \*

\*

ANGLE ON -- 99

\*

She instantly kicks out a grate and swings into a hallway, a millisecond before BULLETS PERFORATE the duct. In the hall, she disarms the gunman, chokes him out, and runs.

INT. SMALL OFFICE -- BACK ON MAX

Max yanks on the door -- locked. He sees a retinal scanner on the inside, too. He grabs Szczerbiak around the waist and struggles to hoist his face up to the scanner. He finally gets Szczerbiak high enough... but the unconscious man's head FLOPS BACKWARD. Max shoves him forward, and Szczerbiak's forehead CLONKS into the scanner.

Still the door doesn't open, because Szczerbiak's eyes are closed. Max then tries to lean his own weight against the back of Szczerbiak to hold him up... \*

EXT. HALLWAY JUST OUTSIDE OFFICE

Two Office Workers are passing by. Through the small sidelight window, they see Max leaning against Szczerbiak.

OFFICE WORKER

Sure, we can't date co-workers,  
but if the boss does it...

The other Office Worker shrugs, and they walk on.

INT. SMALL OFFICE

Max gets Szczerbiak braced, then reaches one hand around and pries open Szczerbiak's eyelid. He shoves his eye up to the scanner. It scans, and finally, the door opens.

Max drops Szczerbiak in a heap and runs.

MAX

99, where are you?

INT. A HALLWAY -- ON 99

99

Trying to get out of the building,  
where are you? Do you need backup? \*

\*

(CONTINUED)

CONTINUED:

MAX (V.O.)

No, I'm good. The training at the academy was very realistic and I feel fully confident--

A machine gun SHREDS THE WALL next to him.

MAX (CONT'D)

Let's talk later.

Max runs. He races around a corner, sees a security guard. Before the guard spots him, Max ducks back. He then notices a scientist-looking guy opening a door, and runs toward him. Just before the door shuts, Max slips into:

INT. A STAIRWELL

Max sees the feet of the scientist heading upstairs. There are VOICES up there as well, so Max heads down.

He descends several flights, then peeks out of the stairwell into:

INT. CLEAN ROOM -- CONTINUOUS

Max has stumbled into a major weapons operation. There are many separate facilities -- in one room there are WARHEADS in various stages of assembly, in another, a high-tech lab marked with radioactivity warning stickers. \*

Max slips into this room. Workers in radiation suits handle a POWDERED YELLOW SUBSTANCE that looks like cornmeal. Max speaks quietly: \*

MAX

99, I found yellow cake!

99

Of course you did, it's a bakery.

MAX

Not yellow cake cake, yellow cake uranium!

Max notices some workers in a break room, celebrating a co-worker's birthday.

MAX (CONT'D)

Although, there is some yellow cake cake as well.

(CONTINUED)

CONTINUED:

99

Can you verify?

MAX

Definitely. They're about to sing  
"Happy Birthday." But I'm more  
concerned with the uranium.

\*  
\*  
\*  
\*

Max moves to the door to the yellow-cake room. He holds  
his watch up to the door latch. His watch CLICKS AND  
BUZZES like it did with the Burly Guy.

MAX (CONT'D)

Yes, it's definitely hot.

\*

He then notices a large number of water pipes flowing  
from this room to the lab next to it.

MAX (CONT'D)

Which explains why they're in  
Venice. Being on the canals means  
they have access to the massive  
volume of water they need for  
cooling during the enriching  
process. Very smart. I mean,  
diabolical and evil, but very smart.

\*  
\*  
\*  
\*  
\*

(then)

I'll meet you at the rendezvous  
point. I have something to do.

Max scurries through the lab, heading back to the exit.  
He sneaks out into the stairwell.

Max runs up the stairs. At the top he takes a small,  
marble-sized device from his pocket and sticks it to an i-  
beam. He pushes a button and an L.E.D. TIMER starts  
counting down from two minutes. He exits the stairwell.

\*

INT. CORRIDOR

Max opens a janitor's closet. He sticks another marble-  
sized device on a ceiling joist then exits again. He  
waits for some security guards to rush past, and sprints  
for the opposite side of the building. Meanwhile:

\*  
\*

INT. ANOTHER CORRIDOR

99 ducks into an alcove.

(CONTINUED)

CONTINUED:

99

(into headset)

Max, do you read me? Max.

Max steps around the corner and taps her on the shoulder, startling her.

99 (CONT'D)

Ah! There you are. I lost your signal. What happened to your radio?

MAX

I grind my teeth when I'm tense.

(then)

Okay, listen. I've placed charges at key stress points all around the building.

99

Are you crazy? You can't blow up a building full of radioactive material!

MAX

I know that. I've set only enough charges to collapse the main building on top of the lab, safely sealing it in and rendering it useless to KAOS, so Control can excavate and dismantle it later.

99

Max, that's brilliant.

MAX

Thank you. Although there is one problem.

99

We're still in the building.

MAX

Okay, two problems. I was going to say there's a man behind you with a gun.

99 wheels around, sees an armed guard and SHOOTs him.

MAX (CONT'D)

Okay, we're back to one problem.

(CONTINUED)

CONTINUED:

They run down the hallway, turn a corner, see a door to a stairwell at the far end. They race up to it. Max grabs the door handle and pulls it open:

A HUGE MAN completely fills the door opening. His hand shoots out and grabs Max by the neck. The man ducks and enters the hallway. We see it is the SAME GIGANTIC GLOWERING GUY from the airplane.

MAX (CONT'D)

(to 99, voice choked)

Gack.

The Huge Man HURLS MAX INTO 99, causing her gun to go flying. The Huge Man comes after them.

MAX (CONT'D)

Stay behind me, 99!

The Huge Man KICKS MAX IN THE CHEST, sending him flying into 99. Again.

99

I'm not staying behind you any more.

They turn to head the other way, but see A GROUP OF ARMED GUARDS rushing toward them. Max and 99 exchange a look, then rush the Huge Man. Just as they get to him, they split apart, tuck and roll, and get past him. They run into the stairwell.

INT. STAIRWELL -- CONTINUOUS

Max and 99 run up the metal staircase. Suddenly, the whole thing ROCKS BACK AND FORTH as if in an earthquake. They look down:

The Huge Man is tearing the metal staircase from its moorings. Then, FOUR QUICK EXPLOSIONS SHAKE THE BUILDING, temporarily staggering the Huge Man.

99

How long did you set the timers for?!

MAX

I'm sorry, I thought two minutes would be enough!

The Huge Man starts climbing the barely-attached steps, hand over hand.

(CONTINUED)

CONTINUED:

Max and 99 scramble up and manage to open the door to the roof.

EXT. ROOFTOP -- NIGHT -- CONTINUOUS

On the roof, they bar the door with a chunk of metal pipe.

MAX

That should hold him. \*

The door opens and SNAPS THE METAL PIPE like a twig.

MAX (CONT'D)

Oh, for Mike's sake.

The Huge Man RIPS THE DOOR OFF ITS HINGES, then hurls it at Max and 99. They hit the deck as the door sails off the roof, slicing through a BRICK CHIMNEY on a building across the canal. The whole building LURCHES AND GROANS. \*

Max strikes his Wing-Chun pose.

MAX (CONT'D)

That's right, Wing-Chun kung fu.  
I think it's fair to say you're  
not going to enjoy this.

Max tries some Wing-Chun, but it has no effect. The Huge Man just picks Max up and prepares to heave him off the building. 99 grabs the bent pipe and starts WHANGING on the Huge Man. He does not seem to notice. \*

MAX (CONT'D)

Keep probing, 99! There's got to  
be a soft spot! \*

HUGE MAN

(in Punjabi) \*

You die, now.

MAX

Wait a minute. I know your voice.  
How do I know your voice?

(then, in Punjabi)

You're Dalip! Dalip, Listen! You  
can kill me if you want to -- I  
mean, obviously -- but then you  
won't hear what I have to say about  
your wife! \*

Dalip looks confused.

(CONTINUED)

CONTINUED:

MAX (CONT'D)

*I'll explain if you put me down!*

Dalip HURLS Max, who SMASHES INTO an air conditioning compressor with a painful thud. Dalip then grabs the pipe 99 has been hitting him with and flings it like a mile and starts after Max again. As Max scrabbles away--

MAX (CONT'D)

*Dalip. You're a man who's obsessed with work. Like last week, when your wife wanted to go out to eat, but instead you went to the hookah bar with your boss.*

DALIP

*He makes us go.*

99 starts throwing bricks at him. Again, to no effect.

99

Max, what are you saying?

MAX

I'm trying to tell him I know him.

DALIP

(in English)

You don't know me.

THE BUILDING SHUDDERS, a chunk of roof falls through. Dalip keeps pursuing Max, who desperately makes his pitch:

MAX

English, great. Dalip, please stop killing me for one second and listen. I know everything about you. You love spicy food. You enjoy long walks on the beach. You're a devoted fan National Public Radio's "Car Talk."

Dalip nods, but lifts a huge trash barrel and prepares to crush Max. 99 starts beating on Dalip with her shoe.

MAX (CONT'D)

I am too! I never miss a broadcast! You see? You and I are not so different! So I'm telling you, man to man -- your beloved Zeenat is going to leave you!

Dalip stops, still holding the barrel over his head.

(CONTINUED)

CONTINUED:

DALIP  
Is this true?

MAX  
I swear on my life. Which is  
currently in your hands.

DALIP  
What should I do?

MAX  
Do you love her?

DALIP  
More than yogurt.

MAX  
I'll take that as a yes. Look,  
it's simple. She doesn't want the  
world, she just wants time with  
the big lovable lug she married.

Dalip, in tears, suddenly drops the barrel and hugs Max.  
He's a hard hugger.

MAX (CONT'D)  
Whoa. Little tight. Everything  
going black.

Dalip releases him. It's a nice moment. But it's  
punctured a VIOLENT LURCH of the building. A HUGE HOLE  
opens in the roof. Max and 99 fall through -- but at the  
last instant, Dalip CATCHES THEM and hoists them free!

DALIP  
Goodbye, nice man.

The building is about to collapse. 99 and Max scramble  
to the edge of the roof, which is tipping like the Titanic.  
Below on the street, people are streaming out of the  
building. Max is closer to the edge. 99 clings to him.

MAX  
Give me the grappling hook!

99 hands it to him. Max throws the hook. It wobbles  
through the air, clanks off the building across the canal  
(well short of the roof), then plonks into the water.

MAX (CONT'D)  
Missed it by that much.  
(then)  
I think the wind caught it.

(CONTINUED)

CONTINUED:

He notices clotheslines strung between the buildings.

MAX (CONT'D)

Grab hold of me.

Max takes off his belt and steps onto the narrow ledge on the outside of the building. He wraps the belt over the clothesline. 99 grabs on to him and they slide to the other side and stop on a window ledge.

\*

\*

The second they stop, they look back and see Dalip DISAPPEAR as the building COLLAPSES. After a beat:

MAX (CONT'D)

He'll be fine.

99 nods. As they duck into the building--

DISSOLVE TO:

INT. HOTEL ROOM -- NIGHT -- LATER

Max and 99 are having a nice room-service meal, sitting in front of the window with a spectacular view of Venice. 99 is pouring a glass of champagne.

\*

99

Well, we shut down a KAOS nuke lab, took out their number two guy, weren't killed... not bad for your third day as a spy.

\*

\*

\*

\*

MAX

Still, we didn't catch Siegfried.

\*

\*

99

Maybe tomorrow.

\*

\*

They clink glasses. Just before she sips--

\*

MAX

You know, four ounces of Champagne has ninety calories.

\*

\*

99

Just drink it.

(sips, then)

Listen, it's no secret that at first, I wasn't crazy about having you as a partner. But I was wrong. You're a heck of an agent.

(CONTINUED)

CONTINUED:

MAX  
99... are you flirting with me?

99  
I don't know. Is it working?

MAX  
Not at all.

Boom, they kiss. After a moment:

MAX (CONT'D)  
You know, the Control Field Manual  
specifically prohibits romantic  
entanglements between agents.

99  
Didn't I tell you to throw away  
that manual?

They kiss again, falling off their chairs and rolling  
onto the floor.

99 (CONT'D)  
You forgot to take your gun off.

MAX  
No, I didn't.

On this dirty joke, we...

DISSOLVE TO:

INT. HOTEL ROOM -- EARLY MORNING

Max is snoring, on his back. The window is open, a slight  
breeze ruffles the curtains. The bed is a mess... but 99  
is not in it with him. Then, we see a light on in the  
bathroom. As we move toward the bathroom, we hear 99:

99 (O.S. ON PHONE)  
...that's not possible. Max saw  
it. Yellow cake uranium, warheads,  
a whole production line.

INTERCUT WITH:

EXT. COLLAPSED BAKERY BUILDING -- SAME TIME

Agent 23 is on his phone, talking with 99. There are a number of Control people digging through the rubble, along with several LOCAL POLICE OFFICERS.

AGENT 23

(on phone)

I'm telling you, there's nothing here but what used to be a bakery.

99

What about the lower level? Max said there's a clean room.

AGENT 23

There is. As in, sanitary and appropriate for preparing food. No weapons, no radioactive materials... just sugar, flour, and a lot of broken eggs. And by the way, the locals are not happy.

An ITALIAN OFFICIAL yells at 23:

ITALIAN OFFICIAL

Stupid Americans! For the last time, there are no weapons of mass destruction here! Why you always blow up everything?! Do your homework for once!

\*  
\*

INT. HOTEL ROOM BATHROOM -- ON 99

She looks confused.

99

(still into phone)

But Max said --

AGENT 23

I don't know what to tell you, 99. There's nothing here. Better call in for orders.

\*  
\*  
\*

99 hits a button to hang up, then punches one button to instantly connect to the Chief:

\*  
\*

99

(into phone)

It's me. Yeah, I heard. What do you want me to do with Max?

\*  
\*  
\*  
\*

(CONTINUED)

CONTINUED:

MAX (O.S.)  
(suspiciously)  
"Do with Max?" Who are you talking  
to?

99 spins around -- Max is in the doorway wearing boxer  
shorts and holding a gun on her.

99  
Max, it's not what you think.

MAX  
Really? I think it is what I think.  
I think that's why I think it. I  
think you and I are on different  
teams. Give me that phone.

She surreptitiously PRESSES A BUTTON on the phone as she  
hands it to him.

MAX (CONT'D)  
(on phone)  
Who am I speaking with? Could  
this be... Siegfried?!  
(pause)  
Oh, hello, Chief.

A CLOUD OF GAS comes out of the cell phone, enveloping  
Max's face. He instantly passes out, falling to the floor  
with a CLUNK. Off 99's conflicted look...

FADE TO BLACK.

PRELAP: HUM OF CONVEYOR BELT MOVING

P.O.V. MAX -- DAY

BLURRY. Then, slowly coming into focus, he see THE CHIEF  
AND 99 standing over him. Reveal:

Max is handcuffed and shackled and lying on the floor in  
a military transport plane.

CHIEF  
Of all the people I've ever worked  
with, you're the last one I'd ever  
have expected to be a double agent.

MAX  
A double agent? That's impossible!  
I've only recently become a single  
agent!

(CONTINUED)

CONTINUED:

CHIEF

Max, please. We've suspected you since the break-in. KAOS stole the names of our field agents from your computer. We found your password in encrypted e-mails you sent to them. So I put 99 with you, in hopes you'd slip up and lead us to Siegfried. But you were too good. You "accidentally" killed--

(mispronouncing)

Keerstick--

MAX

Kris-tich.

CHIEF

--to make sure we couldn't get any information out of him. Plus, any time you found nuclear material, you were conveniently alone. It was all a wild goose chase to give KAOS time to complete their mission.

Max, getting frantic, looks to 99 for help.

MAX

No, it's not true. 99, tell him!

99

I can't believe I was so stupid.  
I can't believe I --

She hesitates, catching herself.

CHIEF

You can't believe you what?

99

Nothing. I just can't believe it.

MAX

We made love!

99

(to the Chief)

He's lying. Double agent. It's what they do.

99 and the Chief walk off. Off Max's despair--

DISSOLVE TO:

EXT. THE WHITE HOUSE -- EARLY MORNING

The city sleeps. But not those whose job it is to keep the homeland secure:

VICE PRESIDENT (V.O.)

Okay, today's threat assessment.  
There are seventy-two threats on the list. Mike?

INT. WHITE HOUSE -- WAR ROOM -- CONTINUOUS

The Joint Chiefs are there, including heads of the armed services, FBI, CIA, Homeland Security, NSA, The Chief, and the VICE PRESIDENT.

CIA GUY

Thank you, Mr. Vice President.  
The most serious items continue to be Middle-East related.  
Deteriorating situation in Iraq first, deteriorating situation in Afghanistan second, deteriorating situation in Iran third... let's skip ahead to number nine, deteriorating situation in North Korea. Last night at a private dinner, North Korea's Kim Jong-Il made a very scary threat to, quote, "Make a pudding from the bones of American children."

GENERAL

That guy is full-on batshit crazy.

Everyone nods. He is.

CUT TO:

INT. KAOS BUNKER -- SAME TIME

Szczerbiak is in a small office, part of a high-tech communications center. He looks a bit beat up -- scrapes, bruises, band-aids. He dials a phone, then:

VOICE ON PHONE

Hello, you have reached the United States Department of Homeland Security. For threats against the Continental U.S., press one.

(MORE)

(CONTINUED)

CONTINUED:

VOICE ON PHONE (CONT'D)

For threats against Hawaii, press  
two. For threats against Puerto  
Rico, Guam, or the U.S. Virgin  
Islands, press three. To hear  
more options--

\*  
\*  
\*  
\*  
\*

He presses "one."

\*

CUT TO:

\*

INT. WHITE HOUSE -- WAR ROOM -- A SHORT TIME LATER

They meeting continues.

CIA GUY

...next, threat number 31. For  
the last three nights in a row,  
our embassy in Liechtenstein has  
been pelted with dog feces. Anyone  
have any leads, or... thoughts on  
that?

No one does. A beat, then everyone starts gathering their  
stuff to go. But then -- the RED PHONE on the desk RINGS.  
Everyone freezes. The Vice President presses the speaker.

\*

VICE PRESIDENT

This is the Vice President.

INTERCUT:

INT. KAOS BUNKER/ INT. WHITE HOUSE -- WAR ROOM

SZCZERBIAK

Hello. My name is Szczzerbiak, and  
I represent KAOS.

The Chief reacts, then:

SZCZERBIAK (CONT'D)

Over the last several months, we  
have been assembling a rather  
impressive stock of nuclear  
material. KAOS scientists have  
turned this material into weapons,  
which we are now ready to ship to  
twenty unfriendly, unstable  
dictators.

(MORE)

(CONTINUED)

CONTINUED:

SZCZERBIAK (CONT'D)

The weapons can't be used yet, because for the moment, KAOS retains the launch codes. But we will supply the codes unless our demands are met.

CHIEF

What are your demands?

SZCZERBIAK

Well, your government paid North Korea handsomely to keep their nukes quiet. And that's just one country. We've got twenty. We'd like... two trillion dollars. By three p.m., or we release the codes.

\*  
\*

Everyone reacts -- that's a lot of money.

CIA GUY

You're insane.

\*

SZCZERBIAK

No, but the guys we're selling the bombs to are. Oh, one more thing. To show you this is real, we're going to detonate a bomb somewhere in your country today.

\*  
\*  
\*

VICE PRESIDENT

Unless we pay you even more.

SZCZERBIAK

Oh no, we're blowing something up whether you pay us or not.

VICE PRESIDENT

Well, then what's the point of paying you at all?

CIA GUY

(quietly)

Good one, sir. You got him.

SZCZERBIAK

I heard that. And he does not "got" me. If you don't pay, the aforementioned dictators will start blowing other things up. And who knows what their targets will be.

(CONTINUED)

CONTINUED:

ASSISTANT (V.O.)

But you can be sure... it'll be  
chaos. So to speak.

The Assistant chuckles, then we hear a SCUFFLE:

ASSISTANT (V.O.) (CONT'D)

(indignant)

Ow.

SZCZERBIAK (V.O.)

Three o'clock, gentlemen.

Click.

VICE PRESIDENT

Two trillion dollars? No way.  
We'd have to raise taxes on the  
rich. And that's not gonna happen.  
Not while I'm rich.

CIA GUY

It's a bluff.

CHIEF

Are you serious? We just spent  
three hours discussing dog poop  
and this you want to ignore?!  
Don't underestimate these people!

CIA GUY

Oh, please. The CIA would know if  
somebody was moving nuclear material  
around.

CHIEF

With all due respect, the CIA knows  
almost nothing about KAOS. Control  
has to take the lead here.

CIA GUY

Like you did when you bombed that  
bakery?

ANOTHER CIA GUY

(snickers)

Muffins of mass destruction.

CHIEF

(finally snaps)

Hey, fuck you!

(CONTINUED)

CONTINUED:

The Chief goes for the second CIA GUY and has to be held back. As he glares at the CIA guys...

CUT TO:

VIDEO IMAGE -- INT. PRISON CELL -- ON MAX \*

A security camera view of Max: he is languishing on a cot in a mostly-bare cell. He's in a prison jumpsuit, lying in a fetal position on his cot. As he rolls over and faces the wall, WIDEN TO REVEAL: \*

INT. CONTROL BULLPEN \*

99 is at her desk, watching Max wistfully on the monitor. Behind her, we see the Chief emerge from his office and bark at Bruce and Lloyd: \*

CHIEF \*

Raise the threat level to terracotta. No. Hot magenta. \*

The Chief is striding toward her. Before she's caught, she quickly closes the video window and pretends she's reading a report. \*

CHIEF (CONT'D) \*

23, 99, you're coming with me to see the President.

Agent 23 hurries after the Chief. 99 joins them. \*

AGENT 23

Can't you just call him?

CHIEF

The Vice President won't put me through. I can't believe I have to fly all the way to Los Angeles to see him... Why is he never here?!

99

I'm sure whatever he's doing is vital to the nation.

CUT TO:

INT. CLASSROOM -- DAY

The President is reading to some school children.

(CONTINUED)

CONTINUED:

THE PRESIDENT  
"Good night bears, good night  
chairs..."

DISSOLVE TO:

EXT. VENICE -- NIGHT

\*

We are at the rubble of the former bakery. The camera SINKS DOWN past the rubble, into the canal, and DEEP IN THE WATER BELOW. In the murky depths, a HATCH SLIDES OPEN:

Several DIVERS with LIGHTS swim out, guiding large crates (fitted with floats to make them neutrally buoyant). We recognize the crates as the BOMB CRATES Max saw in the basement of the bakery.

EXT. PORT -- NIGHT

The same crates are now being removed from the water and loaded on BLACK, UNMARKED TRUCKS.

CLOSER

\*

We find Szczerbiak talking to his Assistant.

\*

SZCZERBIAK  
I have a plane to catch. Can I  
trust everything is on schedule?

ASSISTANT  
Yes, sir.  
(then)  
If I may ask, how did you choose  
the target? I mean, why Los  
Angeles?

\*

SZCZERBIAK  
It's a major city, it'll get a lot  
of media attention... and if we  
destroy that stupid Coliseum they'll  
have to build a new stadium and  
maybe L.A. will get finally an NFL  
team again. It's win-win.

Szczerbiak heads off. As he does, reveal that DALIP has  
been standing nearby. As Szczerbiak passes him:

(CONTINUED)

CONTINUED:

SZCZERBIAK (CONT'D)

(to Dalip)

Hey, freak. Put some of that roid-rage to use and move those crates.

Szczerbiak heads off. Dalip frowns. That wasn't nice.

DISSOLVE TO:

INT. PRISON CELL -- LATER

Max does push-ups as he listens to "Car Talk" on a cheap transistor radio. The hosts (TOM and RAY) finish LAUGHING, then: \*

TOM (V.O. THROUGHOUT)

Okay, let's go to another caller.

DALIP (V.O. THROUGHOUT)

Hello, my name is... Dalip. \*

Max stops. \*

DALIP (CONT'D)

I have a problem with my car.

RAY (V.O. THROUGHOUT)

And because our show is called "Car Talk," you foolishly assumed we could help you.

TOM

What kind of car is it?

DALIP

It is America.

RAY

You mean, "American."

DALIP

Sure.

RAY

What's the problem?

DALIP

It is going to blow up.

TOM

How do you know that?

(CONTINUED)

CONTINUED:

DALIP

It has a bomb in it.

Max's eyes go wide.

RAY

Hm. Well, where is your car? So that we can... not be there.

DALIP

Los Angeles.

TOM

Great, well, we're in Massachusetts, so we're probably okay.

Click. Max turns off the radio. He paces. Then two GUARDS WALK UP. They use an electronic keypad to open the cell door -- the numbers on the keypad each have AN AUDIBLE TONE, each a different note. The guards enter, tear the toilet from the floor, bolts and all, and take it away, leaving Max with just a hole in the floor.

\*  
\*  
\*  
\*

MAX

You can't break me.

A guard returns, takes the toilet paper, and leaves again.

MAX (CONT'D)

Okay, that is specifically against the Geneva Convention.

Once he's sure they're gone, Max grabs his radio. He extends the antenna then bends the tip back in a "U" shape. He then reaches out through the bars with the antenna and uses the backward-pointing tip to tap numbers on the keypad: after a couple of tries, he succeeds in MIMICKING THE SEQUENCE OF TONES that opens the cell. The door opens.

INT. CONTROL -- BULLPEN -- MOMENTS LATER

Lloyd and Bruce are stepping into their cubicles, holding hot coffees.

\*

BRUCE

So you going to "Burning Man" this year?

LLOYD

I don't know. It's getting kind of commercial.

(MORE)

(CONTINUED)

CONTINUED:

LLOYD (CONT'D)

Half the people there don't even  
know why they're naked.

Max, in his prison outfit, leaps out. Lloyd and Bruce  
jump back, sloshing hot coffee on themselves. \*

LLOYD (CONT'D)

OW! Jeez, Max, that's not funny.

BRUCE

I'm not surprised. That's the  
kind of low shit double agents do. \*

MAX

I'm not a double agent! Now where's  
the Chief? Where's 99? And don't  
tell me they're not here.

LLOYD

They're not here.

MAX

I asked you not to tell me that.

BRUCE

Sorry, dude. No info for traitors! \*

MAX

I'm not a traitor! Someone framed  
me! \*

Bruce and Lloyd stare at Max a moment, then: \*

LLOYD

Yeah, that's what we thought. \*

BRUCE

I mean, you're an agent now, but  
you were an analyst first. \*

LLOYD

Yeah, you were even captain of our  
softball team we almost had. \*

MAX

Then help me. Where are they? \*

LLOYD

They're in L.A. They went to talk  
to the President. \*

(MORE)

(CONTINUED)

CONTINUED:

LLOYD (CONT'D)

KAOS has nukes but nobody knows where they are and nobody believes the Chief because you blew up a bakery.

MAX

Well, now KAOS is going to blow up Los Angeles. I've got to get there.

BRUCE

We can hook you up.

ANGLE ON -- BRUCE'S COMPUTER -- MOMENTS LATER

Bruce is at his computer, Max is standing behind him.

BRUCE (CONT'D)

Window or aisle? Actually, I'll give you both.

Lloyd walks up and hands Max some I.D.

LLOYD

Here's your new security clearance.

MAX

Thanks, guys. Now, I'm also going to need a phone.

LLOYD

Use mine. All charged up. Nationwide plan, no roaming.

MAX

Sweet.

(re: prison jumpsuit)

Now if only I weren't instantly recognizable as a fugitive from justice...

CUT TO:

INT. SMITHSONIAN -- MOMENTS LATER

We're with a tour group. The TOUR GUIDE is showing the group a display of spy-related gadgets, weapons, disguises:

(CONTINUED)

CONTINUED:

TOUR GUIDE

...Control was an ultra-secret spy group which disbanded after the breakup of the Soviet Union. Okay. Who wants to see Fonzie's jacket?

\*  
\*

The tour group moves on. After a beat, Max -- still in his orange prison suit -- steps out from behind another display. He runs off -- then runs back into frame. He looks at the display of old Control stuff... and smiles.

CUT TO:

ANGLE ON -- DISPLAY CASE

In a series of quick shots, A HAND quickly pilfers weapons and other spy items from the display case.

EXT. SMITHSONIAN -- FRONT STEPS -- MOMENTS LATER

Max comes out of the museum, looking like he just stepped out of the 1960s "GET SMART": black suit, skinny tie, oozing confidence. He adjusts his tie. He looks perfect.

Max sprints into traffic waving his badge at an approaching RED SUNBEAM TIGER: \*

MAX

Stop this car!

\*

The Driver slams on the brakes -- too late. He SMACKS INTO MAX, who tumbles over the hood and OUT OF FRAME. Max then steps back into frame, dusting himself off. \*

MAX (CONT'D)

Perhaps I wasn't clear. I meant, before you hit me. \*

As Max yanks out the driver, then hops in and drives away-- \*

DISSOLVE TO:

EXT. SANTA MONICA MOUNTAINS -- DAY

The President is mountain biking, flanked by a couple of Secret Service people. The Chief, 99, and 23, are biking alongside the President, struggling to keep up.

(CONTINUED)

CONTINUED:

CHIEF

(huffing and puffing)

Please, sir. KAOS is too dangerous to ignore!

THE PRESIDENT

Come on, with all our satellites, no way anybody could have nuclear bombs without us knowing it.

99

Mr. President, if we could stop for a minute, I could show you on the computer --

THE PRESIDENT

Listen to me. We can't respond to every threat. Some are legit, and some aren't. My people tell me this one aren't.

CHIEF

But sir, it's a nuclear threat!

THE PRESIDENT

Against where? You have no idea! I can't order the evacuation of the entire United States of America. I mean, it's not like it's a hurricane and we know exactly when it's coming and what to do.

(to his Secret Service people)

Let's pick it up, people! Last one to the car buys the beer!

\*

The President pedals harder, pulling away. The Chief, 99, and 23 stop, frustrated and out of breath.

DISSOLVE TO:

EXT. EL SEGUNDO AIR FORCE BASE -- DAY

An Air Force jeep with four AIRMEN pulls up to the guard gate. The GUARD leans out, and is DARTED and collapses. REVEAL, in the jeep in a PILOT'S UNIFORM... SZCZERBIAK.

\*

\*

DISSOLVE TO:

EXT. ROOFTOP HELIPAD -- DOWNTOWN L.A. -- DAY

The Chief, 99, and 23 are dejectedly walking toward a helicopter, when 99's cell phone RINGS. \*

INSERT CU -- CELL PHONE

The display reads, "Unknown number." 99 answers the call. \*

99

Yes?

MAX (V.O. ON PHONE)

99, it's me.

99

Max?

Agent 23 and the Chief react. Instantly, the Chief pulls out his own phone, hits one button: \*

CHIEF

(into his phone)

Trace 99's phone. Now! \*

99

(into her phone)

Where are you? \*

INTERCUT: \*

INT. BUILDING -- ON MAX/ EXT. ROOFTOP \*

We're on Max's back as enters a building, talking on the phone. We DO NOT SEE HIS FACE. OR HIS FEET. Just be patient. You'll see why. \*

MAX

That's not important. What is important is that KAOS has planted a bomb somewhere in Los Angeles. \*

99

(for the Chief and 23's benefit) \*

The bomb is in L.A.? \*

The Chief and Agent 23 react, surprised. \*

(CONTINUED)

CONTINUED:

99 (CONT'D)

How do you know where it is? Did you put it there?

MAX

That stings, but I won't dwell. Listen. While I was in prison, I had a lot of time to think.

99

You were in there for one day.

MAX

Still, it changes a man.

Max steps into a STAIRWELL--

CHIEF

(to Agent 23)

We got him. He's still in Washington.

CUT TO:

EXT. CITY STREET -- MOMENTS LATER

A BLACK VAN screeches to a halt at a curb. TEN SPECIAL OPS SOLDIERS pile out, WEAPONS IN HAND, and rush toward an office building.

CUT BACK TO:

EXT. ROOFTOP -- ON 99/ INT. STAIRWELL -- ON MAX

As Max heads up the stairwell, and 99 listens to him...

MAX

...so I'm sitting on my cot, considering Malcolm X's words... and it came to me -- I was happy. Not to be incarcerated, per se... Or be wrongly accused of betraying my country... Or be facing likely execution... Or be denied my dignity or even indoor plumbing...

INT. BUILDING LOBBY

The Special Ops soldiers rush into the stairwell...

INT. STAIRWELL -- ON MAX

Max continues to climb the steps...

EXT. ROOFTOP -- ON 99

The Chief and Agent 23 watch 99 as she listens to Max:

MAX

But because, at least for a short time, I got to live my dream. Since I was a boy, all I ever wanted was to be a spy. And to drop 150 pounds. And I finally got to do it. And the best part was... I got to do it with you. That came out wrong.

(then)

No, it didn't. It's true both ways.

INT. STAIRWELL

The Special Ops soldiers head for the door to the roof--

EXT. ROOFTOP/ INT. STAIRWELL -- ON MAX

99 is almost breathless as Max speaks--

MAX

Search your own heart. You know I'm not a double agent. And you know that what we did together -- in the field, and yes, in that hotel room -- was real, and it was good. Fantastic, actually. At least for me. All I'm asking is for you to look in my eyes and tell me you don't feel the same way.

99

How can I look in your eyes?

MAX

Just turn around.

She does, and is stunned to see MAX step out from around a corner. We see... he's on THE SHOE PHONE.

(CONTINUED)

CONTINUED:

99

Why are you talking to your shoe?

ANGLE ON -- SPECIAL OPS SOLDIERS

They BURST OUT OF THE STAIRWELL and ONTO THE ROOF:

SPECIAL OPS COMMANDER

Freeze!

REVEAL:

Their guns are all pointed at... LLOYD. He's holding his cell phone, which is currently ON A CALL. He smiles.

CUT BACK TO:

EXT. ROOFTOP -- ON MAX AND 99 -- SAME TIME

Max smiles at 99.

MAX

The old "call forwarding from the shoe phone to the cell phone so it can't be traced and I won't be shot before I get to say what I really feel to the woman I love" trick.

AGENT 23

Don't. Move.

Reveal that Agent 23 is pointing his gun at Max.

CHIEF

What are you doing, Max?

99

And how did you get here?!

CUT TO:

INT. F-16B COCKPIT -- DAY -- FLASHBACK

Max (in the second seat) is pinned back by the G-force as the plane goes vertical. A trail of vomit trickles out of his mask and is collecting on the canopy behind him.

CUT BACK TO:

EXT. ROOFTOP -- CONTINUOUS

MAX

It's not important. What is important is, I came here to help you find that bomb.

AGENT 23

Great. Tell us where it is or I'll shoot you.

99 moves 23's gun down.

99

Don't do that. I think he's telling the truth.

AGENT 23

Whoa, whoa. How low is your self-esteem? He makes puppy face and says "I loooovvve you" and you melt? He's just trying to throw us off the scent, like before. He's a double agent, remember?

MAX

If you're right, then I'm a better double agent than I thought. Which I'm not. Because I'm not a double agent. Come on, Chief. How long have I been warning you about small countries and nukes? Why would I write those endless reports that no one reads if I weren't a Control man through and through?

CHIEF

Okay, Max. Because I've got no other leads and frankly no other choice, I'll have to trust you.

MAX

Thank you, Chief. I'll try to live up to those words. Now. What's going on here today? Any large gathering of people? Like the Oscars, or the Golden Globes...

A BLIMP DRONES overhead, slowly heading to the Coliseum.

MAX (CONT'D)

...or the Emmys, or the Screen Actor's Guild awards?

(CONTINUED)

CONTINUED:

99

(to the Chief)

The President. Where is he going to be this afternoon?

MAX

If only we had some clue...

A SLOW AIRPLANE passes overhead, pulling a banner that reads, "USC WELCOMES THE PRESIDENT."

MAX (CONT'D)

Wait a minute. In the lobby I saw several people wearing USC hats.

\*  
\*

CHIEF

Max--

MAX

It's just a hunch... but I wonder if there's a USC game today?

Another plane passes by towing a "GO TROJANS" banner.

99

Max--

MAX

I agree, 99. We should get hold of a newspaper.

As Max heads toward the stairwell...

\*

CUT TO:

INT. COLISEUM -- VARIOUS -- A SHORT TIME LATER

Just before game time. The Chief directs a force of SECURITY PERSONNEL, who search all over the stadium.

\*

99 hurries up to the Chief and Max. 23 is already there.

99

Nothing, Chief.

MAX

I don't understand. The crowd, the President... it's the perfect target.

(CONTINUED)

CONTINUED:

AGENT 23

(to the Chief)

So is the Golden Gate bridge. So is the Space Needle. There's no chatter to support this. Now, let's get out of here and figure out where the bomb really is!

MAX

Kind of in a hurry to go, aren't you, 23?

AGENT 23

Yuh. Because we're wasting time listening to a known traitor.

MAX

Or maybe... it's because the bomb is here. And you don't want to get blown up with it!

(then)

He's right about one thing, Chief. There is a traitor. But it's not me.

(points at 23)

It's him!

AGENT 23

This is crazy.

MAX

Oh, really. Chief, how long has 23 been with Control?

CHIEF

About fifteen years.

MAX

And how long has Control been consistently one step behind KAOS?

CHIEF

About... fifteen years.

MAX

And how long has 23 been with Control?

CHIEF

Max.

23 pulls his gun and grabs 99, holding the gun to her head.

(CONTINUED)

CONTINUED:

AGENT 23

You're very smart, Smart. But not smart enough.

MAX

What's in the briefcase, 23? Could it be... the football?

AGENT 23

Okay, that was also very smart. If by "football," you mean the computer containing the launch codes.

99

Of course that's what he meant. Even an official NFL ball is only like seventy bucks. Hardly worth taking a hostage over.

MAX

Unless it was signed by Joe Montana. But I don't believe that's the case here.

We hear a TELEPHONE RING. Not a cell phone, but an old-fashioned "DING-A-LING," like when some of us were young.

MAX (CONT'D)

Oh, that's me.

Max takes off his shoe and answers it:

MAX (CONT'D)

Hello?

INTERCUT:

INT. CONTROL -- BRUCE'S CUBICLE/EXT. ROOFTOP -- ON MAX

BRUCE

(on phone)

Max! We analyzed the e-mails that you supposedly sent to the KAOS agents. See, everyone's typing habits follow a unique pattern, like a fingerprint, and if you look at the keystroke logger--

MAX

That's great, Bruce, but I'm kind of in the middle of--

(CONTINUED)

CONTINUED:

BRUCE

No, seriously, this is cool. The e-mails didn't match your typing pattern. Not even close. But guess whose they do match exactly? Agent 23! He's the double agent!

MAX

Yes, amazing, good work. I really gotta go.

He HANGS UP the shoe phone and puts his shoe back on.

CHIEF

23, you don't want to do this.

99

(to Agent 23)

Just so you know, I never found you attractive before, and this is not making it better.

AGENT 23

(to Max and the Chief)

Follow me and she dies.

Agent 23 pulls 99 into the crowded tunnel, then disappears. A BEAT.

MAX

Has it been three Mississippi?

CHIEF

Now it has.

MAX

Right.

They run. But the tunnel is crowded, and they have trouble following. By the time they emerge in the parking lot, we hear CAR WHEELS SCREECHING, and Max and the Chief see the Control SUV zooming out of the lot.

CHIEF

We need a car. A fast car.

They look around: the parking lot is CHOCK FULL OF GREAT CARS: Porsches, Mercedes, BMWs, Jags, Maseratis, etc.

MAX

Wow. The alumni of this school are very affluent.

(CONTINUED)

CONTINUED:

CHIEF

This is the student lot.

They spot a freshman pulling up in a BMW M6. Max runs in front of him, waving his badge:

MAX

Stop this car!

The freshman slams on the brakes -- too late. He SMACKS INTO MAX, who tumbles over the hood and OUT OF FRAME. Max then steps back into frame, dusting himself off.

MAX (CONT'D)

Lucky for you I have a lot of experience being hit by cars.

He tosses the freshman out. Max hops behind the wheel, the Chief gets in the other side, and they peel out.

EXT. COLISEUM -- SAME TIME

SECRET SERVICE AGENTS hustle the President into a car.

INT. PRESIDENT'S CAR

The President is in back with a SECRET SERVICE AGENT.

SECRET SERVICE AGENT

Don't worry, sir. There's a Control Agent chasing down the launch codes right now.

The Secret Service agent brings up a file photo of Max on a computer screen: it's Max BEFORE HE LOST WEIGHT.

THE PRESIDENT

Well, let's hope he's not on foot.

INT. SUV -- ON 23 AND 99

99 is in the back seat, zip-cuffed to a headrest post. She is repeatedly kicking the back of 23's seat with her high heels as Agent 23 speaks into a bluetooth headset:

AGENT 23

I'm on my way. We're a go.  
(to 99)

Hey, don't distract the driver!

(CONTINUED)

CONTINUED:

99

Hold still. I need to put my heel  
in your eye.

She kicks him again. The car swerves...

INT. F-16 COCKPIT -- CONTINUOUS

Szczerbiak is pulling on his helmet, in the cockpit of  
one of three F-16s pulling onto the tarmac. He turns off  
his helmet com and speaks into a bluetooth headset:

SZCZERBIAK

Roger. We'll be airborne in ten  
minutes.

Szczerbiak's jet carries a MISSILE. As he moves off, we  
see the two KAOS "airmen" dragging the unconscious REAL  
PILOT behind a shed.

EXT. CITY STREET/INT. BMW -- MOMENTS LATER

Max zooms along. Ahead, Agent 23 runs a light and turns  
left. The cars ahead of Max slow, so he swerves into  
ONCOMING TRAFFIC.

MAX

You know, Chief, I've been thinking.

To avoid certain death due to an oncoming truck, he yanks  
the wheel to the left, flies off an embankment, crashes  
through a tall hedge, and emerges, still speeding, on a:

EXT. DRIVING RANGE

As they zoom along the grass, a HAIL OF GOLF BALLS hits  
the car, causing much denting and glass breakage.

MAX

In the sixty years Control has  
fought KAOS, none of us has ever  
seen Siegfried's face.

CHIEF

Golf cart.

Max swerves around a golf cart full of old guy Course  
Marshalls, CLIPPING OFF HIS SIDE MIRROR on their cart.

(CONTINUED)

CONTINUED:

MAX

So what if Siegfried isn't one  
man? What if... it's a code name?  
A title. What if there have been  
many Siegfrieds? Like with Zorro.  
Or the Pope.

CHIEF

Trees.

Max slaloms the car through a grove of trees.

MAX

If I'm right, we may have already  
met Siegfried without even knowing  
it. I can't prove it, but it's a  
fascinating theory, wouldn't you  
say?

CHIEF

Hedge.

Max aims right for another hedge, and they BLAST THROUGH,  
bounce across a street, narrowly miss being t-boned, and  
SMASH TO A STOP in a chain-link fence... through which  
they see a small municipal airport. An ADVERTISING-BANNER  
BIPLANE is coming in for a landing.

MAX

Are you thinking what I'm thinking?

CHIEF

I can't imagine that I am.

INT. SUV -- MOMENTS LATER

As Agent 23 drives, he opens his briefcase. Inside is  
high-tech laptop showing a DIGITAL CLOCK at 8 MINUTES, 30  
SECONDS, counting down. There's a keypad to the right of  
the screen. Agent 23 types a series of five numbers into  
the pad. The numbers EACH MAKE AN AUDIBLE TONE.

AGENT 23

(into bluetooth headset)  
Launch code sent. Missile armed?

99 kicks his seat again with BOTH FEET.

AGENT 23 (CONT'D)

Quit it!  
(into headset)  
No, not you.

(CONTINUED)

CONTINUED:

As Agent 23 WAVES HIS RIGHT ARM BACK, TRYING TO SWAT HER  
so she'll stop kicking--

\*  
\*

EXT. F-16 -- UNDERCARRIAGE -- CONTINUOUS

Close on the MISSILE. A small RED L.E.D. lights up.

SZCZERBIAK (V.O.)

Missile armed.

The jets bank and turn, starting to head for the city.

EXT. COLISEUM -- FIFTY YARD LINE

Lil' Kim, mic in hand, electronic bracelet on her ankle,  
sings her heart out:

LIL' KIM

OH, SAY CAN YOU SEE--

EXT. MUNICIPAL AIRPORT -- DAY

Max and the Chief run up near the small biplane pulling  
the ad banner. Max flashes his badge to the pilot:

\*

MAX

Stop this plane!

\*

As the plane approaches, Max steps aside side.

\*

MAX (CONT'D)

(to the Chief)

You'll notice I stood to the side  
that time.

\*

\*

\*

\*

They run up to the plane when it halts. As the Chief  
yanks the pilot out and he and Max climb aboard, the THREE  
JETS ROAR BY overhead.

\*

\*

MAX (CONT'D)

Oh, no. I wonder...

CHIEF

You wonder what?

MAX

That can't be.

CHIEF

What can't be?

(CONTINUED)

CONTINUED:

MAX

But it's perfect.

CHIEF

What's perfect?

MAX

On the other hand--

CHIEF

Dammit Max, I will hit you with a hammer.

MAX

The reason we couldn't find the bomb at the stadium is that it's not there yet! I think they're going to drop it during the pre-game flyover!

CHIEF

We can't catch an F-16 in this tub!

MAX

I know. Our only hope is to catch Agent 23 and disable the launch code. Chief, I know you can fly this thing, you flew in the war.

CHIEF

Not World War II!

As they hop aboard and start down the runway--

INT. SUV -- CONTINUOUS

Agent 23 is heading toward a drawbridge near the harbor.

99

You're an idiot. When that nuke goes off, you'll die along with the rest of us.

AGENT 23

I have a jet waiting for me. I do have a plan.

99

Did you plan on this?

She leans over and ROUNDHOUSE KICKS him in the head.

(CONTINUED)

CONTINUED:

AGENT 23

Ow! Quit it!

EXT. SKY -- OVERHEAD -- SAME TIME

The Chief is flying the biplane at the same speed as the SUV. Max climbs along the back of the plane. He grabs on to the advertising banner. Max motions for the Chief to fly lower, then starts sliding down the banner.

Unfortunately, it's not easy to control Max's position on the flapping ad banner. Max SMACKS THE ROOF of a car, BOUNCES SIDE TO SIDE between a school bus and a semi, SCRAPES THE PAVEMENT, etc. Finally, the Chief maneuvers the plane until Max is SUSPENDED RIGHT OVER THE SUV.

INT. SUV -- CONTINUOUS

99 sees Max through the moon roof. She leans back and KICKS THE MOON ROOF, POPPING IT OPEN. Max lands on the car, YANKS THE MOON ROOF OFF, and DROPS INTO THE CAR!

He punches Agent 23 in the back of the head. The car swerves, 23 tries to shoot him, 99 kicks the gun, which flies out the window.

Max grabs 23 around the neck. As Max yanks him into the backseat, 23 ACCIDENTALLY ACTIVATES THE CRUISE CONTROL.

Max and 23 fight furiously as the speeding car races along, SCRRRRRAAPING the guard rail, sparks flying:

MAX

Quick question.

Max punches 23.

AGENT 23

What's that?

23 punches Max.

MAX

It seems to me KAOS wouldn't trust just anyone to carry out such a huge mission.

Max punches 23 -- who blocks it, and punches Max, knocking him back so he lands with his head in 99's lap, looking up at her.

(CONTINUED)

CONTINUED:

99

You know, I might be of more assistance if you had a knife or something to cut me loose.

MAX

Give me a minute.

(then)

Where was I?

(punches 23)

Oh, yes. I was about to say... this evil plan is the biggest thing KAOS has ever tried to pull off. Years in the making, and if successful, it would make KAOS the world's only true superpower. And you're the one in charge. Why is that, I wonder? Could it be because... you're Siegfried?!

AGENT 23

Very good, Max.

MAX

Really? Because I was totally not sure.

Agent 23 decks him hard, and Max falls back into 99's lap again. She just looks down at him.

MAX (CONT'D)

Pocket knife. Right.

Max hands her his VERY SMALL SWISS ARMY KNIFE, opening it to the little scissors. She holds it skeptically.

MAX (CONT'D)

I know it's small, but you use it more than you'd think. Just be sure you don't press the--

As she grips the knife, she touches a button on the side, and HUGE FLAME SHOOTs OUT, IGNITING THE DASHBOARD. Max, 99, and 23 all shrink back--

99

What the hell was that?!

MAX

The flame-thrower option. A lot of people don't have that. Probably a good thing...

(CONTINUED)

CONTINUED:

Max suddenly hits Agent 23 with a hard punch, bouncing 23's head off the window, KNOCKING 23 OUT. \*

The car continues to scrape-bump against the guard rail, with the added fun that the whole front end is ON FIRE, and it's hurtling toward a NOW-OPENING DRAWBRIDGE. \*

99 \*

We've got to get out of this car. \*

MAX \*

Not yet! First we have to disarm the bomb! \*

Max opens the briefcase. The COUNTDOWN IS 45 SECONDS... \*

MAX (CONT'D)

What's the passkey?!

99

I couldn't see what he typed!

MAX

Well, did you hear it?

99

Yes, but--

MAX

What did it sound like?

99

I think it was--

(makes musical tones)

Deet-doot-deet-doot-doot!

MAX

That's eight-five-nine-six-six!

He punches the code. Nothing happens. The COUNTDOWN IS AT 30 SECONDS, 29...

99

Try --

(makes tones)

Deet-doot-deet-doot-deet!

MAX

Deet-doot-deet-doot-deet?

99

I think, unless it was deet-doot-doot-deet-deet!

(CONTINUED)

CONTINUED:

MAX

Oh for Mike's sake, which is it?!

99

The first one!

Makes punches the tones, and --

MAX

I'm in!

TEN SECONDS. The CAR IS ALMOST TO THE END OF THE BRIDGE --

EXT. COLISEUM -- CONTINUOUS

The crowd is on its feet as the national anthem concludes:

LIL' KIM

...AND THE HOME OF THE... BRAVE!

The crowd CHEERS, then hears the ROAR of three F-16s over the stadium. We see:

--SZCZERBIAK hits a button, LAUNCHING the missile --

--THE MISSILE angles toward the ground --

--MAX furiously navigates the screen to disable the bomb...

--THE COUNTDOWN on the "football" is at SIX, FIVE...

--THE MISSILE SLAMS INTO THE TURF, plowing a trench into the ground. People start screaming and scattering...

--THE COUNTDOWN is at THREE, TWO...

--MAX clicks a button and the display reads "DISABLED."

--THE MISSILE SLIDES TO A STOP at the base of the acrobatic cheer-team pyramid. As the red l.e.d. BLINKS OFF, the nose of the missile barely taps one acrobat's ankle, and the WHOLE PYRAMID FALLS.

--A nearby BLOND CHEERLEADER raises her arms, YAY! The other cheerleaders stare at her like she's an idiot, as they actually did in the 2006 Rose Bowl.

INT. F-16 COCKPIT -- CONTINUOUS

Szczerbiak looks behind him. No mushroom cloud. Hm.

(CONTINUED)

CONTINUED:

SZCZERBIAK  
(into bluetooth headset)  
Sir! Something's wrong! Sir?

Szczerbiak then notices the other two jets right alongside him. He smiles at the other pilots. They do not smile. Instead, they ease back. He is alone. In front.

SZCZERBIAK (CONT'D)  
Oh, shit.

EXT. SKY OVER THE BAY -- SECONDS LATER

A HUGE FIREBALL ERUPTS as Szczerbiak is blown to bits.

EXT. COLISEUM -- CONTINUOUS

The crowd OOOHs, thinking it's pretty fireworks.

INT. BIPLANE COCKPIT -- ON THE CHIEF

CHIEF  
(into headset)  
Thanks for calling that in, boys.

INT. CONTROL -- BULLPEN

Bruce is on a headset. Lloyd is playing Warcraft nearby. \*

BRUCE \*

Ain't no thing, Chief.

INT. SUV \*

99 \*

You did it! \*

They both notice they're almost to the end of the bridge. \*

MAX \*

We should go. \*

Max closes the briefcase, then he and 99 climb out the moon roof. \*

EXT. SUV ROOF -- CONTINUOUS

The Chief maneuvers the plane so the banner is within reach. 99 grabs on. Max is about to follow, when:

23's HAND reaches up, like in "Carrie," and grabs Max's ankle. Max falls ONTO THE ROOF. The briefcase FALLS. Max catches it. He swings it back up, barely holding on to the roof rack. Agent 23 STANDS UP through the moon roof and grabs the briefcase. He and Max have a tug-of-war over as the car swerves and bounces off the rail.

AGENT 23

I'll take that briefcase!

MAX

If you want it, you'll have to take it!

AGENT 23

That's what I just said!

MAX

I know! I was just trying to annoy you!

As the FLAMING CAR HURTLES TOWARD THE EDGE --

And the PLANE FLIES TOWARD A HEAD-ON COLLISION WITH THE RISING BRIDGE --

And 99 and the Chief watch helplessly --

Agent 23 and Max are nose-to-nose, eye-to-eye, trying to wrest the case from each other. It's a game of chicken, with neither giving an inch.

Max pauses. He glances to the side. Agent 23 falls for it and looks, too -- and Max quickly SUCKER-PUNCHES HIM IN THE EYE -- just like 99 did to Max on the Italian road. 23 falls through the moon roof, back into the car.

Max, briefcase in hand, stands up and grabs hold of the banner. With no time to spare, the Chief pulls the plane into a steep climb, towing 99 and Max behind him. As Max and 99 BARELY CLEAR THE TOP OF THE BRIDGE --

INT. SUV

Agent 23 looks out the windshield just as the vehicle PLUNGES OFF THE BRIDGE.

(CONTINUED)

CONTINUED:

ANGLE ON -- MAX AND 99

They soar overhead, watching the SUV crash into the bay. The plane flies out over the Pacific. Max leans in to kiss 99... but her hair is being whipped all over the place by the wind, so his kiss is mostly a mouthful of hair. Finally:

MAX

We'll do this later!

99 nods. As the plane banks...

DISSOLVE TO:

INT. CONTROL HEADQUARTERS -- CHIEF'S OFFICE -- DAY

The Chief is on the phone.

CHIEF

Yes, Mr. President. The location of every loose nuke was on the recovered KAOS computer. Our people are rounding them up as we speak.

(pause)

Yes, he is, I'll put him on.

Reveal Max, standing in front of the Chief's desk.

CHIEF (CONT'D)

He'd like to speak to you.

Max takes the phone.

MAX

Hello, Mr. President.

(pause)

Thank you very much. Just doing my job.

(pause)

Not at all. And good luck in your 5K.

Max hangs up. The Chief claps Max on the back, then walks out. Through the window of the office, Max sees Bruce and Lloyd clapping and cheering for him. Max beams and walks out into the bullpen.

BRUCE

Just remember, Mr. Big Fancy Agent -- if you ever get tired of being

(MORE)

(CONTINUED)

CONTINUED:

BRUCE (CONT'D)

shot at, you can always come back  
to your cubicle.

LLOYD

I thought I was going to get his  
cubicle.

BRUCE

Well, then yours would be open.  
The point is, there'd be some place  
for him to sit.

CHIEF

Listen, Max. After such a  
successful mission, we thought  
it'd be nice to celebrate, and...

MAX

There's gonna be cake, isn't there?

CHIEF

Yeah.

MAX

You know what, that's great. It  
was a group effort, a little party's  
good for morale. I don't need the  
accolades, I'll just duck out for  
a salad--

CHIEF

We figured you'd want to, so we  
did something else for you:

99 (O.S.)

Hey, Max.

Max turns. 99 is standing there... with a BEAGLE PUPPY.

MAX

What is this?!

99

It's your puppy.

MAX

99, you guys, that's great, but...  
I'm an agent now. The travel, the  
long hours... what do I do when I  
suddenly have to leave town?

(CONTINUED)

CONTINUED:

99

You hire a pet-sitter. They have those, you know.

MAX

Right. Okay, well, I'm gonna take this little guy for a walk while you people consume thousands of empty calories.

(to puppy)

I shall call you... Fang.

Max takes the puppy's leash from 99--

CUT TO:

INT. CONTROL SECURITY DOORS -- MOMENTS LATER

As the GET SMART THEME PLAYS, Max STRIDES THROUGH THE DOORS, HEADING OUT, like at the end of the TV Series episodes. Door after door opens for him automatically now, because he's a full field agent. "Fang" scampers along a couple of paces behind on the leash, having just a little trouble keeping up...

Double doors SWING OPEN and quickly SLAM SHUT AGAIN after Max passes through. Max walks a few paces -- then stops. He looks down: no puppy! The leash has been SEVERED. In a panic, Max hurries back to the double doors. They SWING OPEN... and to Max's relief, the puppy is sitting there, wagging and waiting on the other side, not squished. Max steps forward, scoops up the puppy, turns around again... and the double doors SLAM SHUT on Max's nose. As Max reacts--

JUMP TO BLACK

The End