

MAX PAYNE

An Original
Screenplay by
Sam Lake

FADE IN:

EXT DARKNESS NIGHT

Darkness. Text: "PART I: THE AMERICAN DREAM".

EXT MANHATTAN SKYLINE NIGHT

Snowstorm over Manhattan.

A police helicopter flies over the water, towards the high-rises. Police radio can be heard, a conversation between a male POLICE #1 (30) and a female DISPATCHER (30).

DISPATCHER (V.O.)
Stand by. Ten ten, Investigate a
reported disturbance at Aesir Plaza.

POLICE #1 (V.O.)
Ten four, dispatcher. Verify address.

DISPATCHER (V.O.)
That's Aesir Plaza. Repeat, Aesir
Plaza.

The police chopper flies around a tall glass and steel high-rise.

POLICE #1 (V.O.)
(agitated)
Shots fired on the rooftop! An
assault in progress at Aesir Plaza.
Repeat. An assault in progress. It's
a war-zone down here! Ten eighty-
five, dispatcher! Need additional
units! Additional units now! Officer
in danger! Officer in danger!

DISPATCHER (V.O.)
(tense)
Ten five. Please repeat. Ten five.
All units. All units. Emergency.
Officer in danger. Aesir Plaza.

Repeat. Aesir Plaza. All units.

EXT AESIR ROOFTOP NIGHT

Max stands on the edge of the skyscraper rooftop. He looks down.

MAX (V.O.)
They were all dead. The final gunshot was an exclamation mark to everything that had led to this point. I released my finger from the trigger. And then it was over.

EXT DARKNESS NIGHT

Darkness, a hint of blurred cop car lights (blue & red). Sounds from the end scene: sirens, car driving, flashing cameras, police radio, distant voices.

MAX (V.O.)
To make any kind of sense of it I need to go back three years.

Fade to black. The sounds fade.

MAX (CONT'D V.O.)
Back to the night the pain started.

FLASHBACK TO:

INT POLICE STATION DAY

MAX PAYNE (29), a slim, youthful man with dark hair, in a suit and a tie, smokes a cigarette. He talks to ALEX BALDER (35), a friendly bear of a man. Yellow "DEA"-text is visible on the back of Alex's coat.

MAX (V.O.)
I was still in the force back then. NYPD, Manhattan, Midtown North Precinct. Hell's Kitchen.

ALEX
So, when are you coming to work for me, detective Payne?

MAX
You'd make me work undercover in some hellhole. Sorry Alex. Michelle and the baby come first.

Max snuffs his cigarette to an ashtray, smiling.

MAX (CONT'D)

See! My last smoke. It's bad for the baby.

Alex grins.

ALEX

That's you, Max. A regular boy scout.

Max leaves, smiling. He waves to Balder over his shoulder.

MAX

See you, Alex.

ALEX

Still on for poker Thursday night, right?

MAX

Like taking candy from a baby.

EXT NEW JERSEY STREET DAY

An idyllic view of a picket fence suburb.

MAX (V.O.)

Life was good. The sun setting on a sweet summer's day, the smell of freshly mowed lawns, the sounds of children playing. A house across the river, on the Jersey-side. A beautiful wife and a baby girl.

Max drives down the road.

MAX (CONT'D V.O.)

The American dream come true.

EXT MAX'S HOUSE DAY

Max opens the front door of a house.

MAX

Honey, I'm home!

He steps on the "Welcome"-mat. There are dark stains on the mat.

MAX (CONT'D V.O.)

But dreams have a nasty habit of going bad when you're not looking.

INT MAX'S HOUSE DAY

Max steps inside. The interior of the house is dark, no light on. Even the light through the windows darkens, as if the sun had set suddenly. A phone is ringing somewhere in the house.

MAX (V.O.)
The sun went down with practiced bravado. Twilight crawled across the sky, laden with foreboding.

Max looks nervous.

MAX (CONT'D)
Michelle? Honey? Anybody home?

Max steps forward.

MAX (CONT'D V.O.)
I didn't like the way the show started. But they had given me the best seat in the house. Front row center.

INT ENTRANCE HALL NIGHT

Max enters. A large, ugly graffiti has been sprayed on the wallpaper. He sees the graffiti. He is puzzled and worried.

MAX
What the hell?

The graffiti is a large "V" with an upward pointing drug-syringe in the middle. Max stares at it.

MAX (V.O.)
Something ugly had been tattooed on the wall, a map of things to come. It was a poison syringe, a magic tag full of diabolical meanings.

Max hurries to the ringing phone. He keeps looking around agitatedly.

Max picks up the receiver.

MAX (CONT'D)
(to the phone)
Listen! Someone's broken into my house. Call 911.

NICOLE HORNE's (46), a corrupt businesswoman, voice from the phone is cold, without emotion.

HORNE (V.O.)
(at the other end of the

line)
Is this the Payne residence?

MAX
Yes, someone's broken into my house,
they are still here, you have to -.

HORNE (V.O.)
Good. I am afraid I cannot help you.

The line goes dead. Max frowns.

MAX
Who is this? Hello?

INT STAIRS NIGHT

Upstairs, MICHELLE PAYNE (27), Max's wife, SCREAMS. She sounds angry and desperate, a mother protecting her child. Baby is crying (O.S.).

MICHELLE (O.S.)
No! Don't you touch my baby! Don't
you dare!

Michelle's anger turns to fear. She CRIES.

MICHELLE (CONT'D O.S.)
Not my baby! No!

JUNKIE #1 (28), a wild-eyed, muscular man in a hospital outfit, his voice rough with madness, SHOUTS in rage.

JUNKIE #1 (O.S.)
Shut up! Shut up!

Junkie #1 SCREAMS in rage.

JUNKIE #1 (CONT'D O.S.)
AAAAAAAAAAARRRRRRRRRR!

There is a gunshot. The baby's crying stops. Michelle SCREAMS in hopeless despair.

MICHELLE (O.S.)
No! No! No!

Michelle SCREAMS again, this time terrified (the Junkies have turned their attention to her).

MICHELLE
(screams in terror)
No! Max!

Max rushes to the stairs. He SHOUTS.

MAX
Michelle!

INT BATHROOM NIGHT

Max tries to enter the bedroom via the bathroom door, but the door is blocked from the other side. Michelle SCREAMS again.

MICHELLE
(screams in terror)
Max!

Michelle's scream turns to hopeless sobbing.

MICHELLE (CONT'D)
(sobs)
Please.

Max is mad with fear and concern. He SHOUTS again.

MAX
Michelle!

Muffled, threatening cries of JUNKIE #1 can be heard through the door.

JUNKIE #1 (O.S.)
I'm gonna hurt you! I'm gonna hurt
ya!

INT NURSERY NIGHT

JUNKIE #1 (28), a wild-eyed, muscular man in a hospital outfit, staggers from the nursery, his eyes gleam madly.

JUNKIE #1
It's coming!

Max holds him at gunpoint.

MAX
Freeze, NYPD, drop it!

Junkie #1 staggers forward, his voice exaggerates Max's concern to hysteria.

JUNKIE #1
Death, it's coming! You gonna die!

Max shoots Junkie #1.

Max enters the nursery and sees the fallen cradle, bloody sheets. He is horrified.

MAX
 (sobs)
 Oh no, oh no, please God, no.

JUNKIE #3 runs in.

JUNKIE #3
 I'm gonna hurt ya!

INT BEDROOM NIGHT

JUNKIE #2 (28) in the bedroom SHOUTS with hysterical glee.

JUNKIE #2
 The flesh of fallen angels!

Max enters the bedroom. He sees Michelle dead on the bed. Her long blond hair is matted with blood. Junkie #2 has a gun in his hand.

Junkie #2 turns the gun towards Max.

Max shoots Junkie #2. He turns to his dead wife.

MAX
 (sobs)
 No, no, no, oh God, Michelle, oh baby.

INT BEDROOM NIGHT

Max cradles his dead wife in his arms. His hands are covered in blood. His face is full of anguish. He has tears in his eyes.

He lets out a ragged, heart-breaking cry.

MAX
 Noooooooooooooooooooo!!!!!!

FLASHFORWARD TO:

EXT DARKNESS NIGHT

Darkness, a hint of blurred cop car lights (blue & red). Sounds from the end scene: sirens, car driving, flashing cameras, police radio, distant voices.

MAX (V.O.)
 That was three years ago. Everything ripped apart in a New York minute.

EXT MANHATTAN NIGHT

Manhattan skyscrapers in the darkness of the night.

MAX (V.O.)

The killer junkies had been high on a
previously unknown designer drug:
Valkyr, V.

It starts to snow.

MAX (CONT'D V.O.)

After the funeral, I told Alex I
would be transferring to the DEA.

EXT MANHATTAN NIGHT

The silhouette of the city in the night. Wind howls. It's
snowing.

MAX (V.O.)

It took us three long years to get a
break in the Valkyr-case.

Max's grim face is visible in the snowstorm, it looms
over the city.

MAX (CONT'D V.O.)

Then, finally, two months ago, a
dime-dropper tipped us off that Jack
Lupino, a mob-boss in the Punchinello
crime family, was trafficking.

MAX (CONT'D V.O.)

I went undercover, infiltrated the
worst mafia family in New York.

CUT TO:

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER ONE: ROSCOE STREET STATION".

EXT CHEAP HOTEL NIGHT

The façade of a cheap hotel. It's snowing hard.

MAX (V.O.)

I came in from the cold and the dark.
Outside, the city was a cruel
monster.

A light appears on a window.

MAX (CONT'D V.O.)

I'd been slowly working my way from small-time to the big fish. Trying to get to the source of the drug.

INT CHEAP HOTEL ROOM NIGHT

Max (32) looks wiry and haggard, unshaven. He has a permanent frown on his pale face. He wears a black leather jacket. He is on the phone. He has a coffee cup in his left hand. The room is dark.

MAX (V.O.)

Alex and B.B. were my only contacts in the DEA, the only ones in this decrepit city who knew I was down here.

The telephone is an old black thing. B.B.'s (32), a man who comes across as a slick businessman, voice is neutral, business-like.

B.B. (V.O.)

(at the other end of the line)

B.B. here... Something urgent has come up with Jack Lupino. You need to meet with Alex immediately... at the Roscoe Street station.

MAX (V.O.)

I hadn't had a face to face with Alex since I'd gone undercover.

EXT MANHATTAN NIGHT

Snowstorm over Manhattan.

MAX (V.O.)

Outside, the mercury was falling fast. It was colder than the devil's heart, raining ice pitchforks as if the heavens were ready to fall.

People hurry down the snowy streets.

MAX (CONT'D V.O.)

Everyone was running for shelter like there was no tomorrow.

EXT SUBWAY ENTRANCE NIGHT

Max walks down the stairs of a subway entrance. Cold light from the doorway below lights up his face oddly.

MAX (V.O.)
It didn't get any better when I got
to the subway.

INT SUBWAY TUNNEL/TRAIN NIGHT

A train howls forward in a subway tunnel.

MAX (V.O.)
The feeling hit me like a point-blank
shot straight in the face. Something
was not right about this.

Max sits in the empty train. He lifts his hand to the
left breast of his leather jacket.

MAX (CONT'D V.O.)
My Beretta stirred nervously under my
coat, but the train doors had already
shut behind me, and I was in for the
ride.

The train howls on.

MAX (CONT'D V.O.)
Next stop: Roscoe Street station, and
Alex.

INT PLATFORM NIGHT

The train arrives to the Roscoe Street station. Max steps
to the empty platform.

MAX (V.O.)
The station was drenched in gloom.
Alex was a ghost, nowhere to be seen.
I'd have to look for him.

Max walks to a gate in front of the stairs leading away
from the platform. The gate is locked.

MAX (CONT'D V.O.)
The gate was locked. Alex wouldn't
have set up a meet at a closed
station. Something was off.

INT MAINTENANCE ROOM NIGHT

Max follows bloody track-marks to a maintenance room. A
dead transit police lies on the floor.

MAX (V.O.)
Death was in the air at Roscoe
Street. I'd have to find Alex fast.

Max pulls out his gun.

INT PLATFORM NIGHT

MOBSTER #1 and MOBSTER #2 open the gate and walk down the platform. Mobster #1 sounds irritated.

MOBSTER #1
Wasn't Jake supposed to take care of
this?

Mobster #2 stops at the edge of the platform, peering to the dark tunnel.

MOBSTER #2
He an' Mickey are havin' too much fun
taking care of the cop up there.
What's the plan?

MOBSTER #1
Simple. Gun down every motherlovin'
bastard that gets off the train.

MOBSTER #2
Sweet. Didn't the train go already?

MOBSTER #1
No idea. Let's just wait an' see.

INT STATION CORRIDOR NIGHT

MOBSTER #1 (34) and MOBSTER #2 (35), two meaty thugs, shoot a transit police in the subway station corridor. They stand above the body and brag about it.

MOBSTER #1
Yeah, he's dead alright!

MOBSTER #2
Hey. It's me yer talkin' to.

Max jumps from behind a corner and shoots MOBSTER #1 and MOBSTER #2.

MOBSTER #3 hears the shots, but cannot see what's going on, a locked ticket control gate bars his way. He calls out for his friends, getting more and more agitated.

MOBSTER #3
Yo guys! Yo guys! Hey! Quit kiddin'
around! Ya hear me? Ya OK?

He gets angry.

MOBSTER #3 (CONT'D)

(angry)
If this is a joke. Hey! Anybody?
Answer me!

INT PANEL CORRIDOR NIGHT

Max tries to use the security panel. He does not know the code.

MAX (V.O.)
The security panel let out a mocking
cackle. I'd need the right code.

INT MAINTENANCE CORRIDOR NIGHT

Max sneaks down a maintenance corridor. He can see lights and movement on the other side of a locked gate.

MAX (V.O.)
While looking for Alex I had ended up
in the middle of a big time crime
operation.

Max rattles the locked gate.

MAX (V.O.)
The gate was locked. I would have to
find another way to get to the
tunnel.

MOBSTER #1 and MOBSTER #2 walk up the stairs.

MOBSTER #1
Hittin' Roscoe Bank ain't exactly
keepin' low profile.

MOBSTER #2
The riskiest heist ever. But hell,
the payoff makes it worth it.

INT MAINTENANCE TRAIN NIGHT

Max tries the controls of the stationary train. Nothing happens.

MAX (V.O.)
The power to the rail had been cut.
I'd have to get it back on to get the
train moving.

INT STORAGE ROOM NIGHT

Mobster #1 is holding a scared Transit Police #1 at

gunpoint.

MOBSTER #1
Kiss it goodbye, cop!

TRANSIT POLICE #1
(in panic)
No! Don't!

Mobster #1 starts to squeeze the trigger.

TRANSIT POLICE #1
(moans and sobs in fear and
breathes heavily)
Oh, oh, oh, oh.

Max steps into the room, holding a gun. Mobster #1 turns his gun towards him.

MOBSTER #1
(angrily)
Hey! Who the hell?!

Max shoots Mobster #1.

TRANSIT POLICE #1
(hysterical, but relieved)
You saved me, man!

Max looks around suspiciously.

MAX
What's going on here?

TRANSIT POLICE #1
(excited and fearful)
A massacre! These armed thugs just
appeared from nowhere. We need to get
help! I could make the call from the
control room one floor up! Can you
take me there?

Max nods. He looks serious.

MAX
Sure. Sounds good. Follow me.

INT SUBWAY STAIRS NIGHT

Transit Police #1 stops in stairs to wait for Max. He is impatient and fearful.

TRANSIT POLICE #1
We need to go and call help!

INT SUBWAY STAIRS NIGHT

Transit Police #1 stops in stairs to wait for Max. He is impatient and fearful.

TRANSIT POLICE #1
There's no time to lose! We gotta get
to the control room!

INT SUBWAY STAIRS NIGHT

Transit Police #1 stops in stairs to wait for Max. He is impatient and fearful.

TRANSIT POLICE #1
We gotta get moving! Please!

INT SUBWAY STAIRS NIGHT

Transit Police #1 stops in stairs to wait for Max. He is impatient and fearful.

TRANSIT POLICE #1
Frankly, I'm too scared to go to the
control room on my own, without you
and your gun.

INT SUBWAY STAIRS NIGHT

Transit Police #1 stops in stairs to wait for Max. He is impatient and fearful.

TRANSIT POLICE #1
Hey! Where are you going? The control
room's up the stairs.

INT PANEL CORRIDOR/CONTROL ROOM NIGHT

Max leads Transit Police #1 to the control panel. Transit Police #1 punches the code. The door to the control room slides open. Transit Police #1 runs in, babbling nervously.

TRANSIT POLICE #1
Home free! This way!

A mobster steps from behind the corner. Max dodges for cover.

MAX
(shouts)
Look out!

The mobster shoots Transit Police #1. Transit Police #1 dies.

TRANSIT POLICE #1
(a short scream of pain)
AAAAAA!

INT CONTROL ROOM NIGHT

Max turns on the power. The maintenance train can be seen through a security monitor.

MAX (V.O.)
The train lit up like a Christmas tree. The power was back on.

INT MAINTENANCE TRAIN/OLD TUNNEL NIGHT

Max crashes through a construction site tunnel-block with the maintenance train.

He steps out of the train wreck. The view is obscured in dust.

MAX
(under his breath)
So much for being subtle.

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER TWO: LIVE FROM THE CRIME SCENE."

INT OLD TUNNEL NIGHT

Max enters an abandoned part of the station.

MAX (V.O.)
The rusty door led to an abandoned part of the station, closed off since the early 40s.

MAX (CONT'D V.O.)
Something big was going down at Roscoe street. Maybe that's why Alex had wanted to meet me here. Maybe not. One way or the other, I was going to find out.

MOBSTER #1 and MOBSTER #2 walk up the stairs.

MOBSTER #1
Hittin' Roscoe Bank ain't exactly keepin' low profile.

MOBSTER #2
The riskiest heist ever. But hell,
the payoff makes it worth it.

INT OLD PLATFORM NIGHT

Mobster #1 and Mobster #2 stand on the old platform.
Their words echo in the old tunnel. Mobster #1 sounds
wary.

MOBSTER #1
Like Lupino. Now that's spooky!

Mobster #2 sounds confident and mocking.

MOBSTER #2
Jack Lupino. Yeah, spooky. But also,
it's like, the failure-count is
risin'.

MOBSTER #1
I wouldn't joke 'bout it, if I was
you.

Mobster #1 answers his RINGING cell-phone.

MOBSTER #1
(to the phone)
Yeah?

Mobster #1 closes the phone. He sounds nervous.

MOBSTER #1 (CONT'D)
The station's not secured. Someone's
decided to play hero upstairs. It's
bad.

Mobster #2 sounds angry.

MOBSTER #2
That's all we need.

INT OLD PLATFORM NIGHT

Max runs through the old platform. Without warning a
distant explosion can be heard. Dust rains down from the
ceiling.

MAX
What the hell was that?

Max stops and listens.

INT BOMB CORRIDOR NIGHT

MOBSTER #8 and MOBSTER #9 are placing a bomb to a door to blow it open.

MOBSTER #8
All done here, gimme the detonator.

MOBSTER #9
What are ya talkin' about?

MOBSTER #8
The detonator!

MOBSTER #9
I thought ya'd bring it.

MOBSTER #8
Ya were supposed to bring it.

MOBSTER #9
Yeah, right.

INT BOMB CORRIDOR NIGHT

Max examines the bomb on the door.

MAX (V.O.)
The door had been welded shut ages ago, and the bomb was missing a detonator.

INT BANK VAULT NIGHT

MOBSTER #2 and a couple of other mobsters stand in the bank vault. SIRENS wail. Mobster #2 means business.

MOBSTER #2
Okay, fellas! The police are on their way. New York's finest are gonna be here soon. Stick to the plan. We've got our own private exit-route. In and out, do yer thing, wham, bam, thank ya, ma'am!

Max enters the vault.

MOBSTER #10 (CONT'D)
Incomin'! Vault B. Take care of it!

INT BANK VAULT NIGHT

Dead mobsters and security guards lie on the floor. Alarm blares, red light flashing.

The phone on the security guard's desk starts to ring.

Max shrugs. He answers the phone with a glint in his eye.

MAX
(to the phone)
We come to you now live from the
crime scene.

JIM BRAVURA's (40), an NYPD Deputy Chief with a foul
temper, voice at the other end is gruff, demanding.

BRAVURA (V.O.)
(at the other end of the
line)
Who is this?

MAX
Right back at you.

BRAVURA (V.O.)
This is Deputy Chief Jim Bravura from
the NYPD. You are to cease your
criminal activities and surrender
immediately.

Max grins.

MAX
Sure thing, Jim. Me and the boys been
talking, and everyone's real sorry.
They'll never do it again.

BRAVURA (V.O.)
(angry)
Who the hell is this?

Max puts the receiver down. His face is once more grim.

MAX (V.O.)
Being placed at the scene of a bank
robbery wouldn't have tipped the odds
in my favor.

INT VAULT C NIGHT

Max finds the detonators.

MAX (V.O.)
The bank robbers' had left their
tools on the table.

Max picks up the detonators.

MAX (CONT'D V.O.)
Judging by the detonators, the crooks
had brought enough explosives to send
Lady Liberty into orbit.

INT VAULT A NIGHT

Max sees the mobsters' loot on the table.

MAX (V.O.)
The bank robbers' score lay on the
table.

A thick stack of bonds lie on the vault table. Max picks
one up.

MAX (CONT'D V.O.)
The bank robbers had been after Aesir
corporation bonds. The Aesir success
story had recently been on every
channel, and on the cover of every
magazine.

INT TICKET CONTROL NIGHT

Max steps through a door. Alex stands on the far side of
a locked ticket control gate. He crouches, looking
agitated, his gun pointed at Max.

ALEX
Hold it! Max! Jesus! You almost gave
me a heart attack! Nearly shot you!

Max looks relieved to see Alex. Max walks urgently
closer, glancing over his shoulder nervously.

MAX
Alex! Am I glad to see you.

Alex frowns, his eyes wild.

ALEX
What the hell's going on? There are
more corpses here than at the city
morgue!

Max's voice is tense.

MAX
It's an armed robbery, a tunnel-job
straight to Roscoe Bank vault through
the old station wall. Is this why-?
This is Lupino's gig?

Alex is baffled. He looks around guardedly.

ALEX
This is Lupino's doing? Lupino's men?
Really?

Max tries the gate. His voice is almost angry.

MAX
You sure know how to pick a place.
Can you get through?

Alex shakes his head. His eyes are wild, his voice urgent.

ALEX
No, it's locked. We gotta get out of
here. If it's Lupino, it's-.

A gunshot BOOMS. Alex's comments is cut short. He is shot. He SCREAMS in pain.

ALEX (CONT'D)
(a scream of pain)
AAAAA!

Alex falls down dead.

Max looks horrified. His voice is hoarse, it breaks up. First he sounds desperate and angry.

MAX
(shouts)
Alex! Alex!

Max grimaces, bites his teeth.

MAX (CONT'D V.O.)
There was nothing I could do. He was
dead. I could tell by the empty,
accusing stare of his eyes.

INT SUBWAY ENTRANCE CORRIDOR NIGHT

MOBSTER #11 and MOBSTER #12 are waiting for their bank-robbing friends. Police sirens can be heard. Mobster #11 is getting nervous.

MOBSTER #11
Let's get the hell out of here!

MOBSTER #12
We'll be fine, just take it easy.

MOBSTER #11
I'm allergic to sirens. We gotta get
movin'.

Mobster #12 loses his temper.

MOBSTER #12
Shut up! OK?

EXT ROSCOE STREET NIGHT

Max hurries up the stairs from the subway station. Snow is coming down hard. Wind howls.

Max's voice is hoarse.

MAX (V.O.)
Alex had kept me relatively sane for
the past three years. Now I didn't
know how I felt.

Max squints his eyes from the storm and wind.

MAX (CONT'D V.O.)
Somehow he had stumbled upon
something big and ended up stepping
on Jack Lupino's toes.

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER THREE: PLAYING IT BOGART".

EXT ROSCOE STREET NIGHT

Max walks down the street in the snowstorm.

MAX (V.O.)
Lupino ran his racket of sex, drugs
and contract killings from a sleazy
hotel and a slum block of tenements.

Snow covers his footprints. Wind howls. In the background a wail of the police sirens can be heard.

MAX (CONT'D V.O.)
The NYPD was closing in. I could hear
the sirens. Their wail was a
crescendo.

Max's face is hard.

MAX (CONT'D V.O.)
Lupino thought he could get us by
taking Alex out, and leaving me to
take the fall for it. All he had
gotten was my attention.

EXT BRONX HOTEL NIGHT

The façade of a cheap Bronx hotel. Max enters through the front doors.

MAX (V.O.)

I went for the hotel first. It was a sad old thing, with flickering lamps and faded colors, cheap mobster punks and tired-eyed prostitutes.

INT HOTEL RECEPTION NIGHT

Max walks past the reception counter and up the stairs. A wino huddles on the stair.

MAX (V.O.)
I walked straight in, playing it Bogart, like I'd done a hundred times before. The place was run by a couple of murdering mobsters, with shark smiles.

INT MOBSTER OFFICE NIGHT

Max enters a smoky office. JOEY FINITO (27) and VIRGILIO FINITO (30), two mobster tough-guys in suits, cruel, bad and stupid, hang out in the room. They turn to Max and grin wickedly.

MAX (V.O.)
The Finito brothers.

VIRGILIO
Ladies an' gentlemen, it's the pain in the butt.

JOEY
Pain to the max!

Max shakes his head.

MAX
You're killing me. Did you make that up yourselves or did you get some wino downstairs to come up with it?

Max grins.

MAX (CONT'D)
Don't answer that. A rhetorical question. I've got something for the boss. Lupino around?

Joey and Virgilio look at each other. They turn to Max. They look smug as hell.

JOEY
That kinda depends on who's askin', a friend or a junk squad plant? Don't answer, it's one of 'em, how'd ya put

it, rhetorical questions.

Joey and Virgilio dig out their guns.

VIRGILIO

Lupino ain't here, but he says "bye."

Max's eyes widen.

EXT HOTEL FAÇADE NIGHT

Hotel neon sign shakes in the storm wind.

MAX (V.O.)

Lupino wasn't in his cheap hotel.
Instead I ran into the Finito
brothers.

Gunshots echo in the night.

MAX (CONT'D V.O.)

My cover had been blown. The doors
slammed shut behind me. And then I
was dodging bullets like raindrops.

INT MOBSTER OFFICE NIGHT

Joey and Virgilio point their guns towards Max. They grin
like sharks.

JOEY

Pain in the butt!

VIRGILIO

(laughs cruelly)
Pain to the max!

JOEY

Junk squad pig!

VIRGILIO

Got a ticket to Marble City for ya!

JOEY

Feet first an' lying down.

VIRGILIO

Friggin' A!

Max shoots the Finito brothers. The SCREAM in pain as
they die.

JOEY

(screams)
AAAAAAAAAAAA!

VIRGILIO
 (screams)
 AAAAAAAAAAAAA!

INT MOBSTER OFFICE NIGHT

Max tries the doors out from the office. They are locked.

MAX (V.O.)
 The Finito brothers had to have the
 key somewhere in their office.

INT MOBSTER OFFICE NIGHT

Max turns to looks at a letter on the desk.

MAX (V.O.)
 A letter on the desk caught my eye.

Max picks up two darts from the desk. He reads the
 letter.

MAX (CONT'D V.O.)
 I had met Lupino only once. The
 gangster ran all his rackets through
 his right-hand man, Vinnie Gognitti.

A photo of VINNIE GOGNITTI (33), a thin, nervous, small-
 time mob-boss, has been taped on a dartboard on the wall.

MAX (CONT'D V.O.)
 Gognitti was a high-strung whiner on
 the verge of breaking apart like an
 overamped energizer bunny.

Max throws a dart.

He hits Gognitti in the face.

MAX (CONT'D V.O.)
 He had the brains to run the business
 but he lacked the balls, always
 falling short, taking his frustration
 out on under-aged addicts and call
 girls.

Max continues to read the letter.

The letter is signed by Gognitti.

GOGNITTI (V.O.)
 The V-deal goes down at yer hotel.
 Jack's exact words, quote: "Vinnie,

you're in charge of this one"
 unquote. Rico Muerte's coming to see
 it through. Anything goes wrong, an'
 everybody's gonna get dead. Goes
 double for ya. Treat this guy real
 good, anything he wants, ya give him.
 Don't screw this up or yer finito,
 Finitos.

Max puts the letter back on the desk. He frowns,
 thinking.

MAX (V.O.)
 A V-deal meant added security, locked
 doors, and lots of nervous thugs with
 itchy trigger-fingers.

Max circles the desk.

MAX (CONT'D V.O.)
 I had seen nothing coming in, but
 that didn't mean it hadn't been
 there.

Max walks out of the office.

MAX (CONT'D V.O.)
 Rico Muerte was a regular Keyser
 Soze, a spook story told to keep the
 apes in line.

INT HOTEL CORRIDOR NIGHT

A dirty hotel corridor. Hotel room door with the number
 "313".

MAX (CONT'D V.O.)
 "313," the Finitos had scribbled
 Muerte's room number on the note's
 margin.

INT ELEVATOR LOBBY NIGHT

Mobster #1 and Mobster #2 KNOCK forcefully on the closed
 doors to Mobster Office.

Mobster #1 sounds worried.

MOBSTER #1
 (shouts through the door)
 Bosses? Everythin' alright? Bosses?
 Joey? Virgilio? Ya alright in there?

Mobster #1 turns to Mobster #2.

MOBSTER #1
They're not answerin'. Call the
others. Tell 'em to come quick.

MOBSTER #2
OK. But we can't wait for them. We
gotta go in now.

MOBSTER #1
(shouts through the door)
Bosses? Bosses? We're comin' in!

INT ELEVATOR LOBBY NIGHT

Max checks the doors to the main staircase. They are
locked.

MAX (V.O.)
Getting out was not going to be easy.
The staircase was locked, and the
elevator had been busted for a decade
or more.

INT RADIO LOUNGE NIGHT

Max stops by a radio. News is on.

KYRA (V.O.)
In his press conference today, the
mayor stated that Valkyr represents a
clear danger to New York, and called
for drastic actions to eliminate the
problem.

KYRA (CONT'D V.O.)
On today's top story, the Valkyr
crises worsens with the murder of DEA
special agent Alex Balder. Special
agent Balder had been shot repeatedly
from a point-blank range. The gunman
has been identified as Max Payne.

KYRA (CONT'D V.O.)
The noose is sure to tighten around
this fugitive criminal, as more NYPD
units join the search to apprehend
him.

MAX (V.O.)
I had just gotten my 15 minutes of
fame.

INT LEDGE CORRIDOR NIGHT

Mobster #1 and Mobster #2 hurry down the corridor. They sound agitated and angry.

MOBSTER #1
Yeah. Somethin' wrong with the bosses. Payne's there, an' they're not answerin'.

MOBSTER #2
Let's go already! Payne's gonna pay, in spades.

INT HOTEL LOUNGE/LORDS AND LADIES TV-SHOW NIGHT/DAY

Mobsters are watching a romantic soap on TV. The soap is set in the Victorian era. The acting is overly melodramatic.

Show starts, a serious-sounding male ANNOUNCER (40) presents the show.

ANNOUNCER
Previously on Lords and Ladies.

An ancient BUTLER (60) escorts MARQUIS VALENTINE (32), a tragic nobleman, to the presence of LADY AMELIA (21), a passionate noblewoman.

BUTLER
Lady Amelia, Marquis Valentine asks for an audience.

LADY
Thank you, Lawrence.

MARQUIS
My lady.

LADY
My lord.

ANNOUNCER
And now, an all new episode of Lords and Ladies brought to you in part by Aesir Corporation.

MARQUIS
My lady.

LADY
My lord.

MARQUIS
My lady, there is a matter of great importance I must bring to your attention.

LADY
My lord, there is?

MARQUIS
Indeed, my lady, there is indeed.
There has been from the very moment
we first met, upon that distant
forest path, sunlight in the autumn
leaves, blazing like the colors of
your hair.

LADY
Oh, my lord, you should not speak so.

MARQUIS
But my lady, I must, I must!

LADY
My lord, no, I forbid you, this
cannot be, this must not be!

MARQUIS
But why, my love, why?

LADY
My lord, it is too dreadful, do not
force me to speak the words.

MARQUIS
My lady, I beg of you, I must know, I
would rather be dead than not know.

LADY
Yes, my lord, we should both be dead,
for this shame is too great for the
living. My lord, I am, my lord, I am
your long-lost sister.

Mobster #2 sits watching the show. He is close to tears,
overcome by emotion.

MOBSTER #2
(sobs a bit)
Oh, Lady Amelia... so tragic... Will they
ever get each other now...

INT HOTEL TOILET NIGHT

A Valkyr-junkie sits on the dirty floor and MOANS
threateningly. Max edges past the toilet door.

MAX (V.O.)
V-head junkies could go off without a
warning. I had to be careful.

INT HOTEL LOUNGE NIGHT

A TV is on in the lobby. On TV, the news, Kyra Silver as the newscaster.

KYRA

Tonight, the city's fight against the nightmare drug, Valkyr, took a turn for the worse, as DEA special agent Alex Balder was found brutally slain at the Roscoe Street subway station.

Max stands in front of the TV.

KYRA (CONT'D)

A suspect was seen leaving the site only moments after the shots had been fired, and the NYPD is currently in pursuit of Max Payne, a repeated felon, believed to be armed and extremely dangerous.

Max's eyes burn.

KYRA (CONT'D O.S.)

And now the weather. The worst winter storm in recorded history continues to pound the city.

INT SODA MACHINE CORRIDOR NIGHT

MOBSTER #1 and MOBSTER #2 stand by a soda machine. The machine is broken, Mobster #1 is pissed off, he kicks the machine.

MOBSTER #1

Piece of crap!

Mobster #2 laughs at his friend.

MOBSTER #2

(laughs)

Careful, it might kick back.

Mobster #2 hums a foreboding thriller theme.

MOBSTER #2 (CONT'D)

Dy dy dy dy dyy! Killer vending machine!

Mobster #1 plays it cool.

MOBSTER #1

Ya talkin' to me?

Mobster #2 laughs.

MOBSTER #2
Tough guy! Scary!

INT PARTY ROOM NIGHT

Max finds a dead mobster lying on a hotel room bed.

MAX (V.O.)
This party had been dead for a while.
I couldn't say I was sorry I had
missed the show.

INT HOTEL CORRIDOR NIGHT

Max stops outside a hotel room door. The door number is
313.

MAX (V.O.)
I had found Muerte's room.

INT MUERTE'S ROOM NIGHT

Max stands next to a table. He examines a letter on the
desk.

MAX (V.O.)
Muerte had received a letter.

He picks the letter up. He reads it.

MAX (CONT'D V.O.)
Our investigation had turned up
nothing to link Angelo Punchinello,
the head of the Punchinello family,
to Valkyr. All tracks had ended with
Jack Lupino.

The letter in his hand, Max turns to look around in the
room.

MAX (CONT'D V.O.)
The letter in Muerte's room was
signed by the don himself. It was the
first hint that the kingpin knew what
was brewing inside his syndicate.

Max continues to read the letter. ANGELO PUNCHINELLO (48)
is the head of the Punchinello crime-family.

PUNCHINELLO (V.O.)
The trouble you got into after the
Chicago screw-up. The Punchinello
family bailed you out. You have been
waiting for a chance to pay us back.

Max crumples the letter in his hands.

PUNCHINELLO (CONT'D V.O.)

One of our trusted boys has a monkey the size of King Kong on his back. We need your special skills for backup on a major deal.

MAX (V.O.)

Collecting evidence had gotten old a few hundred bullets back.

Max drops the crumpled letter to the floor.

MAX (CONT'D V.O.)

I was already so far past the point-of-no-return I couldn't even remember what it had looked like when I had passed it.

INT DEAD END NIGHT

Max enters a dead-end room. The floor is covered in blood, and a dead mobster lies in the middle of the room.

MAX (V.O.)

I didn't want to know what had happened here. It was not a pretty sight.

INT ROTTEN BOILER CORRIDOR NIGHT

The rotten floor under the rusty boiler caves in, and the boiler crashes down through the floor to the corridor one story down.

MOBSTER #3 and MOBSTER #4, spooked by the noise, come to investigate.

MOBSTER #4

Told ya.

MOBSTER #3

Goddamn! I thought it was a bomb for sure.

MOBSTER #4

Nah, the Russian wouldn't dare. This has been waitin' to happen.

Mobster #3 is relieved. He laughs.

MOBSTER #3

Goddamn, though it was a bomb for sure.

INT CANDY'S ROOM NIGHT

Max sees a diary on the table.

MAX (V.O.)
A hooker had left her diary on the table.

Max opens the diary. He reads the nametag.

MAX (CONT'D V.O.)
The diary belonged to a hooker named Candy Dawn. The read would have made a vice cop blush.

Max flips through the pages. CANDY DAWN (21) is a wicked hooker.

CANDY (V.O.)
Had talks with the mystery hag over the phone again. Sent her the latest "One-Eyed Alfred"-tape. As long as the hag keeps paying for the tapes, the old man could come every day for all I care.

Max closes the book. He looks at the girl poster on the wall next to the bed.

The left eye of the poster has been cut to make a peep-hole.

MAX (V.O.)
She had a nice sideline, making secret X-rated flicks of her clients and selling them to the highest bidder.

Max opens the doors of a wardrobe. Beyond is a secret chamber with a video camera mounted on a tripod.

MAX (V.O.)
It would get her killed, if her V-fix for the day didn't do it first.

INT ELEVATOR CORRIDOR NIGHT

MOBSTER #5 sees Max coming, takes a wild shot at him and runs behind a corner, where MOBSTER #6 and MOBSTER #7 are waiting. They have a nervous conversation.

MOBSTER #5
It's him. Go get him.

MOBSTER #6
No way, you go get him.

MOBSTER #7
You go and get him!

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER FOUR: THE BLOOD VEINS OF NEW YORK".

INT SERVICE ELEVATOR NIGHT

Max stands inside a groaning elevator.

MAX (V.O.)
The old service elevator rumbled down
to the bowels of Jack Lupino's hotel.

INT HOTEL BASEMENT NIGHT

MOBSTER #1 and MOBSTER #2 are sitting around a table,
bragging, having a laugh.

MOBSTER #1
It was friggin' crazy. The cops were
doin' a full scale siege next door,
more traffic than rush hour, I mean,
bleedin' bastards runnin' back an'
forth, Ronnie and Jimbo the Throat.
An' in the middle of all this, there
we were.

MOBSTER #1 pauses for effect.

MOBSTER #1 (CONT'D)
I didn't give a damn. Just going with
the flow.

MOBSTER #2
So what happened?

MOBSTER #1
Nothin' happened. We got the
explosives, dumped the cargo, we were
home free.

MOBSTER #2
(impressed)
Jesus!

INT/EXT HOTEL BASEMENT/SNOWY STREETS NIGHT

A TV is on in the corner of the basement. On TV, the
weather forecast, snowy streets of New York. Kyra Silver
is the newscaster.

KYRA (V.O.)

A winter storm warning is in effect in the whole Tri-State area as both freezing rain and heavy snowfall continue. Many roadways are already closed, and people are advised to stay indoors. The severe blizzard has ravaged New York for three days now with no end in sight.

Snowstorm rages on the empty streets.

MAX (V.O.)

We had been snowed from the start in the Valkyr case, and the forecast said there was plenty more where that had come from.

Max stands in front of the TV set.

MAX (CONT'D V.O.)

But the snowbound city was on my side. Less chance of innocent bystanders getting caught in the crossfire.

INT BOILER ROOM/NEWSPAPER COMIC STRIP NIGHT/DAY

A dead man has been tied to a chair. The chair lies on the floor on its side. The floor is covered with blood. Next to the chair lies a bloody baseball bat and a newspaper.

MAX (V.O.)

Exhibit number one: a newspaper.

Max picks up the newspaper.

MAX (CONT'D V.O.)

A dead man tied to a chair lay on the boiler room floor.

In the newspaper, a comic strip. In the comic, CAPTAIN BASEBALLBAT-BOY (9), a cartoon superhero, a small boy with a wild imagination, stands amidst empty soda cans. He brags.

CAPTAIN

Captain Baseballbat-Boy has an unbeatable track record in superhero deathmatches.

Panic falls on Captain's face. He swallows.

CAPTAIN (CONT'D)

(swallows)

Gulp!

Captain runs for the toilet, leaving behind a cloud of dust.

CAPTAIN (CONT'D)

But a six-pack of root beer gets me every time!

Max lowers the newspaper in his hand.

MAX (V.O.)

The murder weapon was a baseball bat, now lying in a pool of drying blood, next to a newspaper folded open on a "Captain Baseballbat-Boy" comic strip.

INT HOTEL KITCHEN NIGHT

MOBSTER #3 and MOBSTER #4 sit in the hotel kitchen, talking.

MOBSTER #3

Take vampire movies. Why are they always set in LA or Mexico? They can't even get a tan. If I was a bloodsucker, I'd move to the North Pole. Winter's one loooong night.

MOBSTER #4

Yeah? And what would ya eat? Suck blood from penguins?

MOBSTER #3

Nah. Eskimos, man. Eskimos!

INT CABINET NIGHT

MOBSTER #5, MOBSTER #6, and MOBSTER #7 stand around a large table. On the table are open briefcases filled with money and drugs: transparent containers filled with green liquid Valkyr. Mobsters all looks jumpy and on the edge.

MOBSTER #5

Chill with the guns. Trust me, ya don't wanna piss Muerte off.

MOBSTER #6

Gentlemen, let's do business.

MOBSTER #7

Green for green.

MOBSTER #6

Tears of green-eyed angels!

MOBSTER #5

Amen.

INT CABINET NIGHT

Dead mobsters lie around the large table. On the table are open briefcases filled with money and drugs. Max holds a smoking gun in his hand.

MAX (V.O.)

A lifetime ago this would have gone down as a narcotics arrest.

Max opens a briefcase filled with Valkyr.

MAX (CONT'D V.O.)

The transparent cylinders glowed green, full of Valkyr.

Max moves to a briefcase full of money.

MAX (CONT'D V.O.)

It was dirty money.

INT HOTEL BAR NIGHT

RICO MUERTE (35), a fat mobster hitman, stands behind the bar counter, his body screened off by the counter from the waist down. He smiles arrogantly.

RICO

Two mad dog killers, ready to murder each other. They step into the next room, an' I'm thinkin', now they're gonna do it.

Rico's smile turns into a look of disapproval.

RICO (CONT'D)

But no! They sit down in front of a TV an' solve their differences with a kung-fu fightin' videogame.

Candy Dawn's moan of approval can be heard from under the counter.

CANDY (O.S.)

(moans)

Mmpphh.

Candy stands up in front of Rico. She stands very close to him. She smiles and wipes her mouth.

RICO
I tell you, Candy. I was so depressed
I strangled them both with the
videogame cables.

CANDY
Oh Rico, you're so bad.

Rico grins. He puts his hand on top of Candy's head and
pushes her back down. Candy looks eager.

RICO
I am, ain't I?

CANDY
Mmm-mmmm.

Max steps into the bar. He has a gun in his hand. He
smiles.

MAX
Rico Muerte. Big-time hustler.

Rico and Candy turn towards Max, surprised. Rico looks
angry.

RICO
Who the hell?

CANDY
It's that cop!

Max lifts his gun, his eyes sharp.

MAX (V.O.)
Muerte went for his gun.

Rico has his pants around his ankles. Rico panics, his
gun is out of reach.

RICO
Oh crap!

Candy pulls out a shotgun from under the counter. She is
angry at Rico's helplessness.

CANDY
(to Rico)
Do somethin'!

INT RECEPTION BACKROOM NIGHT

Max steps into the hotel reception backroom. The room is
dominated by an antique telephone switchboard.

MAX (V.O.)

The antique switchboard was still in use.

Max walks closer to the switchboard.

MAX (CONT'D V.O.)
There was an old telephone switchboard in the backroom of the reception area. The kind that made phone tapping child's play.

Max lifts old headphones from a hook.

MAX (CONT'D V.O.)
It wasn't hard to picture a fat pimp sweating with headphones on, listening to his hookers talk dirty and fake orgasms over the web of party lines; the blood veins of New York.

Max puts on the headphones.

MAX (CONT'D V.O.)
Right now, there was a different set of moans and groans going on.

MOBSTER #10 (V.O.)
(through the headphones, feebly)
Boss... Gognitti... it's Max Payne... he came an' started cappin' us... he killed... uuuhh -.

GOGNITTI (V.O.)
(through the headphones, angry)
Are ya freakin' kidding me? He's just one lousy cop! Ya better be freakin' kidding me! Whack 'im! What's the freakin' problem? Hello? Answer me! Hello?

Max drops the headphones on the floor. He walks out.

MAX (V.O.)
The word was out, a deadly virus released into the city's corrupt circulatory system. Something wicked this way comes. Max Payne at large.

INT CLUB ROOM NIGHT

MOBSTER #8 plays a one-armed bandit. He loses his money. He gets pissed off, and pulls out his gun. He shoots at the machine.

MOBSTER #8

(angry)

Ya think ya can take my money? Ya
know who ya dealin' with? Do ya? Do
ya?

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER FIVE: LET THE GUN DO THE
TALKING".

EXT BRONX HOTEL NIGHT

Max walks out of the hotel through the front doors. The
snowstorm rages. Max looks grim.

MAX (V.O.)

Turn around, walk away, blow town.
That would have been the smart thing
to do.

Max walks down the street.

MAX (V.O.)

Guess I wasn't that smart.

EXT TENEMENT BUILDING NIGHT

The façade of a slum tenement building, boarded-up
windows, scarred bricks. The snowstorm continues.

MAX (V.O.)

Lupino's tenement buildings were a
seedy hangout for all kinds of
sleaze. A liquor store, a pawn shop,
a laundromat full of mobster bookies
and loan sharks. The list went on.

Max stops in front of the building. He pulls out his gun.

MAX (CONT'D V.O.)

The how and why of it was a mystery
to me, but they knew I was a cop.
They knew I was coming, and they were
going to get real trigger-happy about
it.

A car bomb explodes down the road. Max shields his eyes
from the blast.

MAX (CONT'D V.O.)

I got to see Lupino's hangout all lit
up. A bomb went off, turning snow
into liquid gold. A pillar of fire

lifted the remains of a car straight up into the air.

A black Mercedes Benz drives down the street slowly.

MAX (CONT'D V.O.)
The flames were highlighted on the hood of a black Mercedes Benz, as it coasted down the street, real slow. As if the driver didn't have a worry in the world.

The black car seems to glide slowly past Max.

MAX (CONT'D V.O.)
I got a good look of the man riding shotgun.

VLADIMIR (32), the charismatic head of the local Russian mob, sits in the car. He turns to look at Max through the window as the car passes.

MAX (CONT'D V.O.)
It was Vladimir, the head of the local Russian mob, the fly in Don Punchinello's soup.

A bomb explodes inside the building. The third floor windows of the four-story building break and fire boils out of them.

MAX (CONT'D V.O.)
The ringing in my ears was the sound of a mob war being waged.

Max staggers to cover.

MAX (CONT'D V.O.)
Another bomb exploded inside the closest slum building. It was a lucky break, the goons inside were spooked, but luck always came with a price tag. More bombs could still be ticking inside, and the cops would already be on their way.

Glass and debris rains to the street.

MAX (CONT'D V.O.)
Jack Lupino's suite was on the top floor. At least it used to be, before the explosive makeover.

INT PAWNSHOP NIGHT

MOBSTER #1 and MOBSTER #2 stand inside the pawnshop. They

break the glasses of the display cases and stuff the loot into their pockets.

MOBSTER #1

(worried)

I don't know, man. I don't know 'bout this.

MOBSTER #2

Quit worrying! Think of it as Christmas. The Russian's our Santa.

EXT NEWSSTAND NIGHT

Max walks past a newspaper stand. On the headlines: "Murder!", "DEA D.O.A." and "Max Payne Killer". Police sirens can be heard in the background.

MAX (V.O.)

The headlines were a depressing read.

Max stops to read the newsstand headlines.

MAX (CONT'D V.O.)

The headlines were screaming bloody murder. The storm was a screaming duet with the approaching prowl car sirens.

Max looks tired.

MAX (CONT'D V.O.)

It was all a scream, when you were down for the count and wanted for murder.

EXT BRONX FIRE ALLEY NIGHT

BOOZEHOUND #1 and BOOZEHOUND #2 shiver in the cold. They are huddling close to a fire lit in a rusty barrel. They speech is slurred.

BOOZEHOUND #1

It's never been this cold. Never ever. It's like the sky's fallin'.

BOOZEHOUND #2

Yes, sir. It's the end of the world as we know it.

BOOZEHOUND #1

An' I don't feel fine, I don't feel anythin', not a thing.

BOOZEHOUND #2

I'm freezin' my butt off.

INT BOMB CORRIDOR NIGHT

A bomb EXPLODES behind Max in the corridor.

MAX (V.O.)
The whole building was rigged with
explosives.

INT TENEMENT CORRIDOR NIGHT

A pay phone rings on the wall.

MAX (V.O.)
A beaten up phone in the entrance
hall was ringing.

Max picks up the receiver.

MAX (CONT'D V.O.)
It could have been just a junkie in
need of a fix, but it turned out to
be something more sinister than that.

ALFRED WODEN's (58), a rugged and stern government
official with a military background, voice at the other
end of the line is formal.

WODEN (V.O.)
(at the other end of the
line)
Am I speaking to Mr. Payne?

Max answers guardedly.

MAX
Who wants to know?

WODEN (V.O.)
My name is Alfred Woden. You must
hurry. The police are on their way.

Max frowns, irritated.

MAX
Tell me something I don't know.

WODEN (V.O.)
They know you're there.

MAX
How? And what's it to you?

WODEN (V.O.)

I will contact you again.

The line goes dead.

EXT TENEMENTS NIGHT

Six police cars, sirens wailing and lights flashing, drive in to form a barricade before the tenement building front doors.

MAX (V.O.)

The cops arrived, sirens singing in the off-key harmony of a manic-depressive choir.

A SWAT car drives in, SWAT troops in full gear jump out.

MAX (V.O.)

I had a few minutes while the SWAT team would go through their usual routine, by the time they busted in, I needed to be long gone.

Jim Bravura stands behind the police car barricade. He is munching a hamburger. He lifts a megaphone to his mouth.

BRAVURA

(to the megaphone)

Max Payne, this is Deputy Chief Jim Bravura from the NYPD. Drop your weapons and come out with your hands above your head.

INT PAWNSHOP BACKROOM NIGHT

Max walks to the pawnshop counter.

MAX (V.O.)

Someone had left a letter on the counter.

Max picks the letter up from the pawnshop counter.

MAX (CONT'D V.O.)

Suddenly it all made sense, the bombs, the Russian mob boss making an appearance in person.

The letter in Max's hand is signed by Vinnie Gognitti.

MAX (CONT'D V.O.)

Gognitti was his usual self, all talk and no walk.

VINNIE (V.O.)

After our hit the Russian has only a couple of guns left, an' they can be bought. There's no freakin' way he has the guts to try anything after that.

MAX (V.O.)

As it had turned out, the Russian had plenty of guts.

Max walks out.

MAX (CONT'D V.O.)

One thing you could count on, you push a man too far, and sooner or later he'd start pushing back.

EXT TENEMENTS NIGHT

Bravura stands behind a police car, a megaphone in his hand.

BRAVURA

(to the megaphone)

Max Payne, this is your final warning. Surrender or we'll be forced to take action. Don't make us come and get you.

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER SIX: FEAR THAT GIVES MEN WINGS".

EXT FIRE ESCAPE NIGHT

Max climbs down a rusty fire escape.

MAX (V.O.)

The bombs had destroyed all the stairs up to Lupino's office.

The snowstorm howls.

MAX (CONT'D V.O.)

The alternate route led there by way of adjoining rooftops.

EXT BRONX FIRE ALLEY NIGHT

BOOZEHOUND #1 and BOOZEHOUND #2 shiver in the cold. They are huddling close to a fire lit in a rusty barrel. Their speech is slurred.

BOOZEHOUND #1
It's never been this cold. Never
ever. It's like the sky's fallin'.

BOOZEHOUND #2
Yes, sir. It's the end of the world
as we know it.

BOOZEHOUND #1
An' I don't feel fine, I don't feel
anythin', not a thing.

BOOZEHOUND #2
I'm freezin' my butt off.

INT LAUNDRY CORRIDOR NIGHT

Max walks down a corridor towards a locked metal door.

MAX (V.O.)
To get to the roof, I'd need to get
to the elevator, through the locked
door up ahead.

Max knocks on the door. MOBSTER #1 on the other side
opens a small peep-hatch.

MAX
Pizza delivery.

MOBSTER #1
Never seen ya before. Buzz off,
joker.

INT TRASHY ROOM NIGHT

Max steps into a trashy room. He has a gun in his hand. A
frightened MOBSTER #2 covers in the corner.

MOBSTER #2
No! Don't shoot! I ain't -.

MAX
You know the clowns at the laundry?

MOBSTER #2
Me? No!

MAX
You're no good to me then.

MOBSTER #2
What! No! The laundry? Yeah, I know
'em, yeah.

Max waves his gun.

MAX
Get me in there.

Mobster #2 backs away from Max's gun.

MOBSTER #2
Ok, ok!

INT TRASHY STAIRS NIGHT

Mobster #2 follows Max, nervously eyeing the gun in Max's hand.

MOBSTER #2
No problem, man. I'll come to the
Laundromat with ya, I'll get ya in.

Max lifts his gun threateningly.

MOBSTER #2 (CONT'D)
Ok, ok! I'm with ya! Just lead the
way.

INT TRASHY STAIRS NIGHT

Mobster #2 follows Max, nervously eyeing the gun in Max's hand.

MOBSTER #2
Just say when, an' I'm there!

Max lifts his gun threateningly.

MOBSTER #2 (CONT'D)
Hey! You've got the gun, you make the
rules!

INT LAUNDRY CORRIDOR NIGHT

Mobster #2 hurries to the locked door. Max follows, gun ready. Mobster #2 knocks on the door. Mobster #1 on the other side opens the peep-hatch.

MOBSTER #2
(nervously)
It's me, open up, lemme in, quick.

Mobster #1 plays important.

MOBSTER #1
Not so fast. The password? John who?

MOBSTER #2
 (embarrassed)
 C'mon! OK, John Woo.

MOBSTER #1
 Alright. Come right in.

The door opens. Mobster #2 loses his nerve. He runs inside.

MOBSTER #2
 (screams)
 It's a trap! It's Payne!

INT MUZAK ELEVATOR NIGHT

Max stands in the elevator. Horrible MUZAK is playing. Max stares at the speaker in the elevator ceiling. He takes out his pistol, takes careful aim. He shoots the speaker. Muzak stops. Max smiles wryly.

MAX
 Thank you.

INT MOBSTER APARTMENT NIGHT

Max steps into a small apartment. An assault rifle lies on the table. Max tries the bathroom door. MOBSTER #3's voice can be heard through the door.

MOBSTER #3 (O.S.)
 Hold on! I'll be out soon.

Max shoots at the door.

MOBSTER #3 (CONT'D O.S.)
 Relax! Jesus! I'll be out in a
 friggin' second!

INT SLUM APARTMENT/TV-SHOW NIGHT

Address Unknown is a Twin Peaks-style weird horror show. The atmosphere is very nightmarish and disturbing.

Announcer presents the show dramatically. A JAZZY TUNE can be heard.

ANNOUNCER
 This week on Address Unknown.

STATIC starts.

The narration of a man, PROTAGONIST (31), he sounds agitated, nervous.

PROTAGONIST (V.O.)
 I don't want to go there, it's the
 last place I'd want to end up, but
 that's where I always end up anyway.

The STATIC grows louder, and then ENDS suddenly
 (Protagonist has arrived).

PROTAGONIST (CONT'D V.O.)
 Only it's not me talking to the pink
 flamingo.

Weird bird-like SOUNDS (made by the flamingo).

PROTAGONIST (CONT'D V.O.)
 But someone who looks the part down
 to the finest detail, except that he
 is evil. I'm hiding in the shadows,
 watching it all unfold.

Bird-SOUNDS continue, agitated BREATHING of Protagonist.

PROTAGONIST (CONT'D V.O.)
 The flamingo speaks, it can speak
 here, it says:

NOTE: the lines of FLAMINGO are recorded in reverse, i.e.
 the actor speaks the lines phonetically (as opposed to
 how it's written) from the end to the beginning, and the
 voice-file is then reversed to get a weird flow but still
 keeping the message understandable.

FLAMINGO
 (recorded in reverse, see
 the NOTE above)
 Mirrors are more fun than television.

The agitated BREATHING grows. Bird-SOUNDS continue.

PROTAGONIST (V.O.)
 That's "Mirrors are more fun than
 television." Somehow I know this,
 just don't ask me how.

Cold LAUGHTER (lots of echo).

PROTAGONIST (CONT'D V.O.)
 And I, not me but my double, nods and
 smirks at this, like it was the
 funniest thing in the world.

A threatening SOUND. Bird-SOUND grows angry. Protagonist
 GASPS (can be found from the end of the file, with the
 breathing).

PROTAGONIST (CONT'D V.O.)

And then something goes wrong, and suddenly they know I'm there, hiding behind them, and they both turn to look at me with cold eyes.

PROTAGONIST (CONT'D V.O.)
And the flamingo speaks again:

NOTE: the lines of FLAMINGO are recorded in reverse, i.e. the actor speaks the lines phonetically (as opposed to how it's written) from the end to the beginning, and the voice-file is then reversed to get a weird flow but still keeping the message understandable.

FLAMINGO
(recorded in reverse, see the NOTE above)
The flesh of fallen angels.

Protagonist SCREAMS a long scream, it starts out very quiet and grows.

PROTAGONIST
(a long scream of terror)

PROTAGONIST (V.O.)
I have no idea what that means, and that's when I always wake up to my own scream, in that brightly lit white hospital room, strapped to a bed.

The SCREAM grows louder, and with it STATIC returns and grows. All SOUNDS stop suddenly.

INT/EXT MOBSTER APARTMENT/BRONX HOTEL NIGHT

A TV is on in the corner of the small apartment. On TV, the news, Kyra Silver as the newscaster.

KYRA
New York City is in crisis tonight, with reports of Valkyr-related gang war in the streets of the Bronx. Apparently Max Payne - wanted for questioning in connection with the slaying of a DEA special agent earlier tonight - is waging a one-man war against his former partners in crime.

The hotel façade appears on the screen.

KYRA (CONT'D O.S.)
Among the listed casualties so far

are notorious Mafia members Joey and Virgilio Finito, as well as Rico Muerte, himself a fugitive from the law and a suspect for several murders in the Chicago area.

Kyra in the news studio appears on the screen.

KYRA (CONT'D)

The NYPD has been placed on full alert. A citywide APB has been put out on Max Payne. Deputy Chief Jim Bravura has promised to take whatever steps necessary to bring him to justice. What those steps may be remains to be seen. For NYCNN TV news, this is Kyra Silver.

INT BOMB CORRIDOR NIGHT

MOBSTER #4 and MOBSTER #5 kneel before a ticking bomb. Mobster #4 opens it carefully.

MOBSTER #4

Red, blue or green?

MOBSTER #5

It's always red or blue in the movies.

MOBSTER #4

So green.

MOBSTER #5

(in a panic)

No, not the green!

An explosion fills the corridor.

INT OFFICE CORRIDOR NIGHT

Max walks up to the door to Jack Lupino's office. The hysterical shouts of Vinnie Gognitti can be heard through the door.

VINNIE

What the hell are ya standin' around here for! They're bombin' us! What are ya doin'? Yer doin' nothin'! What are ya doin'? This is war, freakin' war!

INT OFFICE CORRIDOR/GOGNITTI'S OFFICE NIGHT

Max kicks open the door to the office.

He steps in.

In the office, Vinnie Gognitti and his thugs, MOBSTER #6 and several other mobsters.

MAX
Vinnie Gognitti, just the man I've
been killing to see.

Vinnie turns towards the door, a look of outrage on his face.

VINNIE
Payne! Freakin' fed! I knew from day
one there was something screwy 'bout
ya.

Vinnie has a gun in his hand. He waves it around wildly.

VINNIE (CONT'D)
Waddya think yer doin'? Yer a
freakin' cop, ya ain't got squat on
us. Ya can't just come in here wavin'
yer piece like it meant somethin' -.

The gun goes off in Vinnie's hand.

Max dodges to the side, the bullet missing him. He shoots
Vinnie in the stomach. Vinnie SCREAMS.

VINNIE (CONT'D)
(screams)
Yyeeaargh! Oh my god, oh god, ya shot
me, aaahhh.

Vinnie's face is contorted with rage.

VINNIE (CONT'D)
(shouts)
Yer dead, Payne!

Vinnie turns to his thugs.

VINNIE (CONT'D)
(shouts)
What the hell are ya waitin' for, ya
apes? Kill 'im! Kill 'im!

Mobster #6 and the other thugs dig out their guns and
turn to Max.

Mobster #6 grins evilly.

MOBSTER #6
With pleasure, boss.

Vinnie limps out of the room.

Max squints his eyes.

MAX (V.O.)
Gognitti bailed. I made like Chow Yun
Fat.

INT GOGNITTI'S OFFICE NIGHT

Max walks around Gognitti's desk.

MAX (V.O.)
A crumpled letter lay on Gognitti's
desk.

Max leans on Gognitti's desk. He reads the letter.

MAX (CONT'D V.O.)
The letter was addressed to Don
Punchinello, but Vinnie had never had
the nerve to finish it.

Vinnie's voice is worried.

VINNIE (V.O.)
Jack's gone voodoo. Just the other
night he shot Dino 'coz he wanted to
see what his brains looked like
splattered on the wall. He's a
freakin' mad dog. We're runnin' out
of men an' business fast.

Max follows Vinnie's blood tracks out of the office.

MAX (V.O.)
Gognitti had been living in mortal
fear of his boss. Jack Lupino was a
psycho.

EXT TENEMENT ROOF NIGHT

The blizzard continues.

MAX (V.O.)
Vinnie Gognitti was running scared.

Vinnie limps desperately on a snowy rooftop.

MAX (CONT'D V.O.)
He could run, but with a bullet in
his stomach like a broken bottle of
Tabasco, he was quickly running out
of time.

Vinnie climbs over the edge of the rooftop.

MAX (CONT'D V.O.)

He knew where his boss was, and I
wanted to square things up with Jack
Lupino.

Vinnie disappears from view.

MAX (CONT'D V.O.)

Gognitti would be moving fast. I
don't know about angels, but it's
fear that gives men wings.

EXT ROOFTOP/TRAIN NIGHT

Gognitti limps across the rooftop. He leaps over the
edge, lands on the roof of a moving train. Max runs after
him to the edge of the roof.

MAX (V.O.)

Gognitti hitched a ride. To catch
him, I'd have to follow his lead.

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER SEVEN: POLICE BRUTALITY".

EXT TRAIN/CITY NIGHT

Max is lying on his stomach on the roof of a moving
train. He bites his teeth. The blizzard continues.

MAX (V.O.)

This was my second train ride of the
night. The way it started didn't
promise anything better than the last
one.

Carefully he edges forward. He lifts himself up so that
he is kneeling.

MAX (CONT'D V.O.)

Freezing wind tearing at my face like
sandpaper and razors. Ice hard and
slick under my hands and feet.

Max squints his eyes.

MAX (CONT'D V.O.)

And somewhere in the background the
wail of sirens, the city howling
after me.

EXT CITY NIGHT

The train howls through the city and the snowstorm.

MAX (V.O.)
New York sped by on fast forward,
dark rooftop water towers and a dead
forest of antennas and chimneys, all
a blur.

The train slows down. Vinnie's shadow disappears from the train roof.

MAX (V.O.)
When the train he was riding slowed
down, Gognitti made his move.

EXT ROOFTOP NIGHT

Vinnie runs across the rooftop. He holds his stomach. His has a painful grimace on his face. He is out of breath, his breathing is ragged.

VINNIE
(breathes raggedly)

Vinnie jumps through a window. The glass shatters. He hurts his arm, and let out a pain-filled curse.

VINNIE
(shouts in pain)
Aahhh, crapper!

EXT ROOFTOP NIGHT

Max runs on a snowy rooftop. A police chopper flies overhead, keeping Max in its searchlight. POLICE #1 in the chopper speaks to a megaphone.

POLICE #1
NYPD. You on the roof! Drop your
weapon and lie down! I repeat, drop
your weapon and lie face down!

INT SLUM STAIRWAY NIGHT

Vinnie, wounded and in a panic, limps down the stairs. MOBSTER #1, MOBSTER #2 and MOBSTER #3 stand at the bottom of the staircase.

VINNIE
It's Payne! He's comin' down the
stairs! Shoot the bastard!

MOBSTER #1
Okay boss, ya got it.

MOBSTER #2
No problem.

MOBSTER #3
Alright!

INT/EXT WAREHOUSE/WAREHOUSE ROOF NIGHT

MOBSTER #4 and MOBSTER #5 open two briefcases on a warehouse table. One is full of money, one full of drugs. Max looks down to the warehouse through a skylight.

MOBSTER #4
We're gonna be rich.

MOBSTER #5
Freakin' rich!

MOBSTER #4
Even richer than that, wise guy.

MOBSTER #5
Freakin' freakin' rich.

Mobster #4 notices movement on the roof. He pulls out his gun.

MOBSTER #4
(shouts)
Hey! On the roof! The skylight!

INT OLD MAN'S FLAT NIGHT

A TV is on in the old man's flat. The old man lies dead on the sofa.

Max enters the flat, gun ready.

On TV, the news, Kyra Silver as the newscaster. Bravura is being interviewed.

BRAVURA
(impatiently)
Max Payne has nowhere left to go. We are very close to capturing him. You'll get a full statement then, right now I've got better things to do, ma'am.

KYRA
That was Deputy Chief Jim Bravura

from the NYPD with no further comment
at this time.

Max steps next to the TV.

MAX (V.O.)
Apart from his suspicious food habits
I figured Bravura to be one of the
good guys. Fate had just dropped us
on different sides in this.

Max switches the TV off.

MAX (CONT'D V.O.)
But when it came to capturing me he
was way out of his league. I had
already ditched the cops a couple of
rooftops back.

Max turns to look out of a window suspiciously.

MAX (CONT'D V.O.)
For now.

INT OLD MAN'S CORRIDOR NIGHT

Mobster #1 and his friends stand in the corridor. They
have guns in their hands, their eyes are wild. They are
staring at a door.

MOBSTER #1
He's comin'! I can hear him. Ready?
Keep yer guns pointed at the door!

The mobsters load their guns.

MOBSTER #1 (CONT'D)
Okay. This is it. Any moment now
Payne's gonna bust through that door
with murder in his eyes. It's either
him or us. I for one am gonna pump
the s.o.b. so full of lead they'll
need a forklift to carry the coffin
to the grave.

EXT DEAD-END ALLEY NIGHT

Vinnie Gognitti limps to a dead-end alley. He staggers to
a door, tries to open it. The door is locked. Vinnie
bangs the door.

VINNIE
(panicking)
Open, goddammit!

Max walks to the alley. He has a gun in his hand. Vinnie swirls around, lifting his gun.

VINNIE (CONT'D)
Payne! I'll kill ya! Lousy freakin'
cop!

Max shoots Vinnie. Vinnie SHOUTS out in pain as he falls.

VINNIE (CONT'D)
(shouts out in pain)
AAAIIIIIIEEEEE!

Steam boils from the manholes. Max's eyes are hard.

Vinnie lies in the snow, holding his stomach, gasping for air.

Max stops to stand above him.

MAX (V.O.)
Gognitti ran out of steam in a dead end alley with steam boiling out of the sewer grates like all the fires of hell were burning high beneath us.

Max's gun is pointed at Vinnie.

MAX (CONT'D V.O.)
It was shakedown time.

Max bends closer to Vinnie. Vinnie grimaces, tries to drag himself away. Max's voice is hard.

MAX
Where's Lupino?

VINNIE
Screw ya!

MAX
Bad start, Vinnie.

Max takes a rough hold of Vinnie's jacket lapel. He presses the butt of his gun against Vinnie's head.

Vinnie SCREAMS.

VINNIE
Aargh! Police brutality -.

MAX
I rate pretty high on that.

Vinnie is fearful.

VINNIE

Ya... ya can't just hurt me in cold blood.

MAX
Uh-uh. Just keep telling yourself that.

Max brings his face close to Vinnie's. Max's face is full of hate.

MAX (CONT'D)
Listen good, candy man. I'm not going to be anybody's fall guy. I want to know where your boss is hiding.

Max presses the muzzle of his pistol against Vinnie's temple.

MAX (V.O.)
There was no glory in this. I hadn't asked for this crap. Trouble had come to me, in big dark swarms.

FLASHBACK TO:

INT MAX'S HOUSE DAY

Max (29) in a suit and a tie, looking younger, smiles to his wife, Michelle. They hug. Sunlight fills the room.

MAX (V.O.)
The good and the just were like gold-dust in this city. I had no illusions. I was not one of them. I was no hero.

FLASHFORWARD TO:

EXT DEAD-END ALLEY NIGHT

Max's (32) gun pressed on Vinnie's temple.

MAX (V.O.)
Just me and the gun, and the crook. My options had decreased to a singular course.

Max pulls the trigger. The gun is empty.

Vinnie shivers in terror. His eyes are wild with fear.

VINNIE
I'll tell ya! I'll tell ya, just don't hurt me no more! Lupino's at Ragna Rock! The nightclub!

Vinnie SOBS in fear.

VINNIE (CONT'D)

Book me, take me in, haul me to the
freakin' jail. Just don't hurt me.

Disgusted, Max releases Vinnie. Tiredly, he lets the
empty gun fall to the snow. He turns his back to Vinnie,
and walks away.

MAX

Your rights will be read at your
funeral.

Max disappears into the steam.

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER EIGHT: RAGNA ROCK".

EXT NIGHTCLUB NIGHT

The façade of an old theater building. A neon sign:
"Ragna Rock". The snowstorm continues.

MAX (V.O.)

Ragna Rock was Lupino's private
nightclub. A den of drugs built into
an old theater.

Max walks up the stairs.

MAX (CONT'D V.O.)

I knew what waited inside: V-head
junkies ready to explode in random
acts of senseless violence.

He enters the building.

MAX (CONT'D V.O.)

And Lupino's goon squad, the worst
stone-cold killers this side of hell.

INT NIGHTCLUB NIGHT

Lights flash and flicker at manic pace. Furious music
roars.

MAX (V.O.)

Ragna Rock was as inviting as a
headache, flickering and flashing to
a machine gun beat. The belly of the
nightclub was a gothic theme park
that began with bondage games, and

led to the nasty stuff from there.

Disturbing graffiti glows on the walls.

MAX (CONT'D V.O.)

As subtle with its dark message as a
cop killer bullet through the heart.
Like father, like son. Just like Jack
Lupino.

INT TICKET BOOTH BACKROOM NIGHT

A paperback lies on a dirty table. Max stops to look at
it.

MAX (V.O.)

The book had never been a bestseller.

Max picks it up.

MAX (CONT'D V.O.)

Given the setting, I was surprised to
find that somebody had been passing
time reading. The paperback was
entitled "The Age of Murder and
Storm."

Max turns the book around in his hands.

MAX (CONT'D V.O.)

The blurb on the back mentioned Norse
mythos and Ragnarok, the end of the
Viking world with a terrible winter
that covered the earth in ice. When
vile crimes were rampant and all
humanity lost.

Max turns to look at the entrance of the nightclub.

MAX (V.O.)

I could see how somebody
impressionable might get it into
their head that we were at the end of
time. I was also beginning to see
what the nightclub and its owner were
all about.

INT OCCULT CHAMBER NIGHT

A pile of books lies on a table. Max stops to investigate
them.

MAX (V.O.)

Books on the occult had been piled on
the table.

Max picks up one of the books. There is a pentagram on the cover. Max leafs through the book.

MAX (CONT'D V.O.)

The room was stacked with light reading such as "Necronomicon," "Witchcraft," and "Paradise Lost." Old exotic titles like "Malleus Maleficarum" and "De Umbrarum Regni Novem Portis."

Max looks around in the hazy room.

MAX (CONT'D V.O.)

Books with pentagrams on their covers, all dealing with the occult and the infernal, lying between stacks of horror videos and a couple of Ouija boards.

Max puts the book down. He looks at a horror movie poster on the wall. It reads: "Freaking Zombie Demons from Outer Space".

MAX (CONT'D V.O.)

The only thing I could take seriously was the thought of Lupino taking it seriously.

Max frowns.

MAX (CONT'D V.O.)

He had been spending a lot of time getting intimate with the guy downstairs.

INT ATTIC NIGHT

MOBSTER #1, MOBSTER #2 and MOBSTER #3 stand around a table. On the table: guns, briefcases of money and drugs. Mobsters are nervous, fearful, glancing over their shoulders.

MOBSTER #1

What with Dino an' all. I wouldn't say anythin' to his face. He might not... who knows what he'd do.

MOBSTER #2

But somebody's gotta go in there, it's too freaky, all the screamin', I mean, it's been three days now.

MOBSTER #3

Don't look at me! Hell no! I ain't got no death-wish.

MOBSTER #2
Just sayin' it gives me the creeps,
especially now: gone all quiet in
there.

INT STAGE NIGHT

Max steps past the microphone stand. The microphone lets
out a SQUEAL.

MAX (V.O.)
Karaoke never was my scene.

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER NINE: AN EMPIRE OF EVIL".

INT INNER SANCTUM ROOM NIGHT

Max steps into the room. Candles burn everywhere.

MAX (V.O.)
The backstage area led to Lupino's
inner sanctum.

Dead mobsters lie in the middle of the room in an occult
circle.

MAX (CONT'D V.O.)
The hot air inside was like an
invisible wall, thick with incense
and something else, a sickly sweet
smell that made you gag.

The air is full of haze. Max frowns.

MAX (CONT'D V.O.)
This was the rotten core of the big
apple. Lupino lurked somewhere ahead,
like a spider at the center of his
web, waiting. The vapors in the air
started to make my head swim.

INT INNER SANCTUM ROOM NIGHT

Torn pieces of a letter lie on a sofa.

MAX (V.O.)
Torn pieces of a letter lay scattered
on the sofa.

Max picks up the bloody pieces of the letter.

MAX (CONT'D V.O.)

Punchinello had threatened Lupino in writing. The note had been torn to pieces, bloody fingerprints all over them.

PUNCHINELLO (V.O.)

Don't want to think that one of my boys is not playing with a full deck. Shape up Jack, we are running a business here. I'd hate to send the Trio to strong-arm you.

MAX (V.O.)

The Trio were the don's notorious henchmen.

Max holds the pieces of the letter in his hand like a hand of playing cards.

MAX (CONT'D V.O.)

It was obvious that Lupino hadn't been intimidated by the threat.

INT INNER SANCTUM ROOM NIGHT

A table is covered with strange occult notes. Max walks over to examine them.

MAX (V.O.)

Lupino's notes covered the table.

Max picks up Lupino's notes. The papers are yellow, with rusty scribbling that might be blood.

MAX (CONT'D V.O.)

Jack Lupino was crazy all right. The table was scattered with notes of demented arcane nonsense written in rusty blood, a mishmash list of demons, devils and dark gods evoked.

JACK LUPINO's (38), a psychotic drug-lord, voice is full of religious zeal.

LUPINO (V.O.)

Beelzebub, Asmodeus, Baphomet, Lucifer, Loki, Cthulhu, Lilith, Hela. Blood given to you all.

MAX (V.O.)

He was after that old Faustian deal - your soul for power and fortune, "just sign on the dotted line with your blood."

INT INNER SANCTUM ROOM NIGHT

A pedestal stands in the middle of the room. An open book with loose pages lies on top of it. Max picks up several pages.

MAX (V.O.)
Lupino's notebook lay on the
pedestal.

Max looks at the dead bodies of the sacrificed mobsters on the floor in the occult circle.

MAX (CONT'D V.O.)
Jack Lupino was crazy all right.

LUPINO (V.O.)
Mythic wolves let loose to devour the
sun and the moon. Lupino is the wolf.
I'm Mr. Beast, the big bad Fenris
wolf, I'm the end-of-the-world-man,
wearing the flesh of fallen angels.

Max looks grim.

MAX (V.O.)
After Y2K the end of the world had
become a cliché.

He lets the pages fall from his hand.

MAX (CONT'D V.O.)
But who was I to talk, a brooding
underdog avenger alone against an
empire of evil, out to right a grave
injustice.

Max walks deeper into the inner sanctum.

MAX (CONT'D V.O.)
Everything was subjective. There were
only personal apocalypses. Nothing is
a cliché when it's happening to you.

INT INNER SANCTUM CORRIDOR NIGHT

Max walks down a candle-lit corridor. From afar, Jack Lupino's mad shouts echo.

LUPINO (O.S.)
The flesh of fallen angels! Come to
me all! Astaroth, Beelzebub,
Asmodeus, Baphomet, Lucifer, Loki,
Satan, Cthulhu, Lilith, Hela, blood
to you all! Secrets, living under the
skin of reality, I've seen it, the

corruption of flesh!

Lupino howls like a wolf.

LUPINO (CONT'D O.S.)
(howls like a wolf)
I'm the wolf! I'm the wolf!

Lupino's voice turns to an evil whisper.

LUPINO (CONT'D O.S.)
(in evil whisper)
It's close. It's coming! You have
come! A witness to the end of time.

Lupino's mad ramblings gain force.

LUPINO (CONT'D O.S.)
It's now! I will rise to her side! I
don't need the words! I'm beyond the
words!

INT INNER SANCTUM HALL NIGHT

Jack Lupino stands behind an occult altar. His eyes burn
with manic madness.

MAX (V.O.)
I had known there'd have to be a
catch in it somewhere, and this one
was the Empire State Building of
catches.

Max shoots towards Lupino. Lupino doesn't even flinch.

MAX (CONT'D V.O.)
Lupino was pumped up and dying to go
15 rounds with a mutant alligator.

Lupino looks at Max with burning eyes.

MAX (CONT'D V.O.)
And then he started this spooky
monkey talk. Straight from a bad
dream... mine.

A tremble moves through Lupino's body. He grins evilly.

LUPINO
I have tasted the flesh of fallen
angels.

Lupino trembles in strange ecstasy. He is a mad prophet.

LUPINO
I've tasted the Devil's green blood.

It runs in my veins. I have seen
beyond the world of skin, the
architecture of blood and bone
marrow. Death is coming.

Mad grin fills Lupino's face.

LUPINO (CONT'D)
She is coming, and hell follows with
her! This is the twilight winter. I
am ready to be her son!

Dangerous, psychotic rage contorts Lupino's face.

LUPINO (CONT'D)
Her time is now, and all who stand in
her way must die!

Max shoots at Lupino. Lupino attacks Max. He is mad,
enraged, snarling and howling like a wolf, laughing
madly.

LUPINO
(snarling, howling,
laughing madly)
Die! You'll die! You'll die now! All
die! The wolf!

Max shoots Lupino. Lupino SCREAMS in pain as he dies.

LUPINO (CONT'D)
(screams in pain)
AAAAAAA!

INT INNER SANCTUM HALL NIGHT

Lupino lies dead on the floor. Max stands above him.
Max's expression is tired but determined. He shoots
Lupino repeatedly, until his gun is empty.

MAX (V.O.)
When Lupino finally went down, I
wanted to make real sure he'd stay
that way. V was a bad monster, turned
them into freaking zombie demons from
outer space.

Behind Max, someone steps into the room.

MONA SAX's (26), a femme fatale professional killer,
voice is laced with cool sarcasm.

MONA
I think he's dead already.

Max swirls around, surprised.

MAX

Huh?

MAX (V.O.)

And that's when it happened.

Mona stands in the doorway. She wears a black leather jacket. She has a gun in her hand.

MONA

But dead or not, you've got the wrong guy.

MAX (V.O.)

In stepped this knockout femme fatale, holding a gun to my face.

Max and Mona point their guns at each other.

MAX (CONT'D V.O.)

I returned the favor.

EXT DARKNESS NIGHT

Darkness. Text: "PART II: A COLD DAY IN HELL".

INT INNER SANCTUM HALL NIGHT

Max and Mona stand facing each other. They point guns at each other, real close, the muzzles of the guns almost touching their faces.

Max frowns.

MAX

Lisa Punchinello?

MAX (V.O.)

Lisa Punchinello was the don's wife.

Mona smiles.

MONA

Mona Sax, Lisa's evil twin.

MAX

Your safety's off, evil twin. You might hurt someone with that gun of yours.

The expression on Mona's face turns serious.

MONA

Lisa's the damsel in distress, I'm the professional. I'd blow you away

without batting an eye.

MAX

Sure, and you can check out my credentials splattered all over this joint.

MONA

Jack couldn't have framed you, not the state he was in. We're after the same slimebag. Angelo Punchinello's the one who murdered your friend and framed you with it.

Max raises his brows. He looks keenly at Mona.

MAX

You know this for a fact?

MONA

I've got my sources.

Max smiles thinly.

MAX

I don't have a clue these days, I just shoot them as they come. Who put a contract on the archfiend?

Mona flashes her teeth. Her eyes are cold.

MONA

This one's mine. I hate the guts of that sadistic wife-beater.

They keep their guns pointed at each other, looking each other in the eye.

MONA (CONT'D)

Why not pool our bullets for this one?

Max grins.

MAX

I thought you'd never ask. My finger was starting to twitch.

Mona smiles.

MONA

How do you like your whiskey?

INT NIGHTCLUB BAR NIGHT

Mona pours Max a glass of whiskey. Max smiles.

MAX
I'm easy, as long as you don't try to
slip me a Mickey.

Max and Mona toast. Mona grins.

MONA
You're a real angel, Max.

Max drinks.

MAX (V.O.)
It was good stuff, tasted sweet as
honey going down.

Max staggers on his feet.

His vision blurs.

Mona looks at him coldly.

MONA
Nothing personal. Can't risk you
going berserk and getting Lisa
killed.

Max blacks out. He falls to the floor.

MAX
(feebly)
Uunhhh.

INT NIGHTMARE NIGHT

Distorted nightmare view.

MAX (V.O.)
The nightmare was always the same.
Violent shapes moving in darkness,
old and ugly. The killer's mad
laughter was a riddle filled with
wicked innuendo.

A threatening shape looms.

MAX (CONT'D V.O.)
Somewhere the baby was crying.

INT BOILER ROOM NIGHT

Max has been tied to a chair. FRANKIE "THE BAT" NIAGARA (38), a brutal, cold-blooded mobster Mr. Fix-It, stands before him. Frankie lifts his baseball bat. Calmly, he explains his life-philosophy to the helpless Max.

FRANKIE
 Shoulda known it when we found you
 snorin' next to Lupino's corpse. A
 comedian, huh?

Frankie hits Max with the bat.

FRANKIE (CONT'D)
 I really love to watch cartoons.
 "Captain BaseballBat-Boy"'s my
 favorite.

Frankie hits Max with the bat.

FRANKIE (CONT'D)
 Cartoon violence: a facinatin' thing.
 No matter what you do to 'em, those
 guys always bounce right back.

Frankie hits Max with the bat.

FRANKIE (CONT'D)
 You can slice 'em, dice 'em, shoot
 'em full of holes, blow 'em to bits,
 vaporize 'em, disintegrate 'em. No
 matter what you do, they'll still be
 back, good as new.

Frankie hits Max with the bat.

FRANKIE (CONT'D)
 Nothin' like that ever happens in the
 real world.

FLASHBACK TO:

INT LIVING ROOM NIGHT

Max (29), in a suit and a tie, looking younger, looks at
 the framed photos and newspaper clippings on the wall.

MAX (V.O.)
 The pictures were filled with good
 old times.

Framed newspaper (New York Times) clip on "Hero Cops' Big
 Drug Bust", and a photo of Alex Balder and Max together.

MAX (CONT'D V.O.)
 Alex and I had a few moments of glory
 between us.

In the photo, Max and Alex are grinning happily.

MAX (CONT'D V.O.)
 Crime-fighting comrades, the best in

NYPD-DEA collaborative team. Good-hearted macho bullshit like that. I would have given anything to have him here as my backup. No such luck. No luck at all.

Max turns to look at the photos of his loved ones on the fireplace mantle.

MAX (CONT'D V.O.)
Michelle looked at me from the photo.

In the photo, Max and Michelle hug happily.

MAX (CONT'D V.O.)
The Payne family. Happiness captured in a Polaroid moment.

Michelle holds their baby in her arms.

MAX (CONT'D V.O.)
I had thought it would last forever.
"Till death do us part."

Max looks sad, lost.

MAX (CONT'D V.O.)
I didn't want to think about it. As long as I didn't, it could never happen.

Max frowns nervously.

MAX (CONT'D V.O.)
But I had broken my own rule, the thought had already slipped in. Fear was rusty needles poking at my brain. Cold and scaly, it slithered down my chest.

INT STUDY NIGHT

Michelle's diary is open on the table.

MAX (V.O.)
Michelle's diary lay on the table.

Max reads the diary.

MAX (CONT'D V.O.)
Michelle was working part-time in the District Attorney's office. Her diary was open on today's entry, her handwriting all pretty curves.

MICHELLE (V.O.)

An Army dossier found its way to my desk yesterday. Valhalla? Isn't that a Norse myth? Something about Vikings? I tried to tell Max about it but he was busy, that cute frown on his brow. Guess it's nothing, just a mix-up at the courier service.

MAX (V.O.)
From now on I would always find time for her.

Max closes his eyes.

MAX (CONT'D V.O.)
It was a hollow promise. Too little, too late.

INT BEDROOM NIGHT

In his nightmare Max returns to the scene of his wife's murder. His guilt-ridden mind has made him the murderer. With a cruel face he points his gun at his wife. Michelle is terrified, she sobs in terror.

MICHELLE
Max! No, please, Max, why? I didn't mean to, I'm sorry.

Max shoots her. Michelle SCREAMS.

MICHELLE
(screams in terror)
Max!

FLASHFORWARD TO:

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER ONE: THE BASEBALL BAT".

INT NIGHTMARE/BOILER ROOM NIGHT

Distorted nightmare view. A threatening shape looms.

MAX (V.O.)
I woke up in a bad dream. My head felt two sizes too small for my brain.

The distorted view clears to a gloomy hotel boiler room. The killer is transformed to Frankie "The Bat" Niagara. He has a baseball bat in his hand.

Frankie's voice is cold.

FRANKIE

Max Payne, I envy your name.

MAX (V.O.)

And the killer was smiling.

Frankie looks down at Max (32).

FRANKIE

Pleased to meet you. I'm Frankie "The Bat" Niagara.

Max has been tied to a chair. He shakes his head to clear it. He grins.

MAX

Niagara as in you cry a lot?

MAX (V.O.)

He had a baseball bat, and I was tied to a chair. Pissing him off was the smart thing to do.

Frankie hits Max with the bat. Three times. Hard.

Max hangs limply in the chair. Frankie lifts his head up with the bat.

Max spits blood.

FRANKIE

Nothin' wrong with a little laugh now and then. Take me for example. I love to watch cartoons. Cartoon violence's a fascinatin' thing.

Frankie smokes a small cigar. He wipes his forehead with a towel.

FRANKIE (CONT'D)

Let's take a break. I need to take a leak and maybe grab a cold one at the bar. Don't worry, I'll be back to finish this off.

Frankie's eyes are cold.

FRANKIE (CONT'D)

An' then it's checkout time.

Frankie walks out.

Max lifts his head slowly. His face is a mess. He grins evilly, murder in his eyes.

MAX
(whispers)
You play, you pay, you bastard.

MAX (V.O.)
He swaggered out, and the door
clanged shut behind him, locks
clicking into place.

INT BOILER ROOM NIGHT

Max sits limply, tied to the chair.

MAX (V.O.)
Everyone makes mistakes. Mine hadn't
been to crack jokes about the goon
with the bat, he'd have cracked my
skull regardless. It hadn't even been
to trust a girl with a gun.

Max bites his teeth and grimaces. He strains against the
ropes, tilting the chair with all his strength.

MAX (CONT'D V.O.)
I had blindly gone after the first
bad guy on my hit list when I should
have been aiming further up the
ladder, at the head of the
Punchinello family.

The chair creaks.

MAX (CONT'D V.O.)
I couldn't bring myself to be pissed
at Mona. Guess I had a soft spot for
a pretty face.

The chair falls and breaks. Max tears at the ropes.

MAX (CONT'D V.O.)
But when somebody decides to play
baseball with your head, you tend to
get sore.

EXT BRONX HOTEL NIGHT

The storm howls.

MAX (V.O.)
They had dragged me back to the
basement of Lupino's hotel.

Yellow police tape covers the hotel entrance.

MAX (CONT'D V.O.)

I was beaten, bruised, and blue. I
felt like the chair I had broken to
get free.

Beyond, the floor is covered with dried blood and chalk
outlines.

MAX (CONT'D V.O.)
All I had was Niagara's bat, sticky
with my own blood.

INT BASEMENT CORRIDOR NIGHT

MOBSTER #1 and MOBSTER #2 walk down the corridor,
talking.

MOBSTER #1
It's Frankie's turf. He'll take care
of it.

MOBSTER #2
Yeah, I know. I know. Just that I
wouldn't mind havin' a go at it
myself.

MOBSTER #1
It's Frankie's turf.

MOBSTER #2
Yeah, I know. I know that.

INT BASEMENT CORRIDOR NIGHT

Max limps down the corridor with the baseball bat in his
hand. He looks grim.

MAX (V.O.)
Without a gun, I would be no match
for Frankie's men. I'd have to play
hide-and-seek with them.

INT BASEMENT STORAGE/NEWSPAPER COMIC STRIP NIGHT

Rotting bodies lie in a sewer under an open manhole. Next
to the hole lies the manhole cover. A newspaper lies on
the cover.

MAX (V.O.)
Another newspaper caption for a
murder scene.

Max picks the newspaper up.

MAX (CONT'D V.O.)

Frankie had left his calling card, a "Captain Baseballbat-Boy" strip, next to a sewer passage filled with bodies.

In the newspaper, a comic strip. In the comic, a small boy, Captain Baseballbat-Boy, swings a bat. He brags.

CAPTAIN
You'd better not mess with Captain Baseballbat-Boy.

Captain swings the bat, looking smug.

CAPTAIN (CONT'D)
Even my archenemy Bicyclehelmet-Girl swoons at the sight of me.

BICYCLEHELMET-GIRL (9), a self-confident cartoon superhero, a girl wearing a large bicycle-helmet, tiptoes to stand behind Captain.

She SHOUTS loudly.

GIRL
(shouts)
Aha!

Captain jumps up in fright.

Max looks down through the manhole.

MAX (V.O.)
There were enough corpses to put a mass murderer to shame.

EXT HOTEL FAÇADE NIGHT

An empty police car stands outside the hotel in the snow. The voice of Dispatcher can be heard from the police radio.

DISPATCHER
Ten three. Unit 294. Call dispatcher. Unit 294, come in. Have you arrived at the scene? Unit 294. Unit 294. Come in. Unit 294.

Dead police officers lie in the snow around the car. They have been gunned down.

MAX (V.O.)
Things were fast going from bad to worse.

INT HOTEL RECEPTION NIGHT

The entrance doorway is blocked with yellow police tapes.

MAX (V.O.)

The men in blue had come and gone.

The floor of the lobby has several man-sized white chalk outlines on it. Max tears the tapes off.

MAX (CONT'D V.O.)

They had decorated the place with chalk outlines and tied it together with yellow tape.

He steps inside.

MAX (CONT'D V.O.)

The cops who had stayed behind were dead.

He pulls out a gun.

MAX (CONT'D V.O.)

Frankie, his boys, and I had the place all for ourselves.

INT HOTEL LOBBY NIGHT

MOBSTER #3 is on a pay phone in the hotel lobby. He's having a good time.

MOBSTER #3

(laughs to the phone)

Just forget 'bout it! Just forget 'bout it! Just forget 'bout it!

Max stands behind a corner, listening.

MOBSTER #3

(to the phone)

Crazy witch, you shoulda heard her. She was a real scream when the boys caught her tryin' to cap the don (...) Oh, that's friggin' bad (...) To the trio? That's even worse than what Frankie's doin' to that poor bastard downstairs. She's gonna take a long time to die.

MAX (V.O.)

The mobster muscle on the phone was talking about Mona.

Max steps around the corner.

MAX (CONT'D V.O.)
Punchinello's trio were nothing but
bad news.

INT HOTEL LOBBY NIGHT

A radio is playing on the lobby table. Max sees a letter
on the table behind the radio.

MAX (V.O.)
More evidence that Punchinello didn't
like me much.

On the radio, the news, Kyra Silver as the newscaster.

KYRA (V.O.)
The fact remains that all the victims
so far identified in the Ragna Rock
shooting have been known criminals,
many of whom had large doses of V in
their blood. Reliable sources say
that Max Payne was also among those
killed, although no body has been
recovered at this time.

Max frowns.

MAX (V.O.)
"Reliable sources." That meant
somebody thought the Mafia had me,
and didn't want the cops snooping
around anymore. The body would be
delivered to them barely
recognizable. Case closed.

Max switches the radio off.

MAX (CONT'D V.O.)
Don Punchinello had the power to be
that reliable source, which was no
news. But his news was old news.

Max picks up the letter.

MAX (CONT'D V.O.)
Framing me hadn't been enough. Don
Punchinello had put a hit on me. He
wanted me dead, and it had been
important enough for him to give
written instructions to Frankie about
it.

PUNCHINELLO (V.O.)
Max Payne should die like a dog for
the trouble he's caused. Frankie, I
know I can trust you to give this

matter the dedication it needs.

INT HOTEL BAR NIGHT

Max steps into the bar, Frankie's baseball bat in his hand.

Frankie stands by the counter, drinking a beer.

MAX (V.O.)

The hotel bar was fast developing quite a history. True to his words, Frankie was there, having a beer.

Frankie is startled, he turns to look at Max.

FRANKIE

Jesus Christ! How the hell did ya get loose?

Max shrugs and shifts the bat in his hand.

MAX

Got bored waiting. Thought - what the hell, we could just as well finish this here.

Frankie draws his gun and grinds his teeth.

FRANKIE

(shouts)

Fine by me. This works just as well.

Max shoots Frankie. Frankie SCREAMS as he dies.

FRANKIE (CONT'D)

(screams in pain)

AAAAAAAAAA!

INT HOTEL BAR/NEWSPAPER COMIC STRIP NIGHT

A newspaper lies on the bar counter. In the newspaper, a comic strip. In the comic, Captain Baseballbat-Boy is wildly hitting Bicyclehelmet-Girl on the head with his bat. Girl grins. Her helmet protects her from the bat.

GIRL

Thank you! Thank you! You've been a lovely audience!

Captain is out of breath. He has to stop. Girl mocks him through a wide grin.

GIRL

Had enough?

Haughtily, Captain turns his back to Girl and lifts his nose up.

CAPTAIN
I don't play with girls anyway.

Girl cries loudly.

GIRL
(sobs)
Unfair!

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER TWO: AN OFFER YOU CAN'T REFUSE".

EXT/INT STREET/CAR NIGHT

Snow keeps coming down. Max drives down the street. He sees headlights in his rear view mirror.

The car behind him is a black Mercedes.

MAX (V.O.)
I spotted the tail as soon as I left
the hotel. A big black Mercedes.

The Mercedes forces Max to pull over.

MAX (CONT'D V.O.)
I had seen the car before. That time
it had heralded impressive
explosions.

VLADIMIR (32), the charismatic head of the local Russian mob, gets out of the Mercedes. He points a finger at Max and smiles.

MAX (CONT'D V.O.)
Vladimir was back.

VLADIMIR
Bang! You're dead, Max Payne.

MAX (V.O.)
I might have laughed, if I had
remembered how.

Max steps out of his car. He looks impatient.

MAX (CONT'D)
What's this supposed to be? Cops and
robbers? Look, you want something
with me, get in line.

Vladimir smiles and lifts his hands in surrender.

VLADIMIR

Peace, man, relax. You know you are a real news item? "Armed and Dangerous."

Vladimir strikes a pose.

VLADIMIR (CONT'D)

I'm going make you an offer you can't refuse.

Vladimir laughs.

VLADIMIR (CONT'D)

I've always wanted to say that.

Max looks tired.

MAX

It's a bum rap, I've been framed.

Vladimir waves his hands happily.

VLADIMIR

That's a moot point. Whatever you did or did not do, I'm sure you had a good reason for doing it. Want to hear me out?

MAX

I'm listening.

Vladimir's expression turns serious.

VLADIMIR

Punchinello messing with V is bad for business all around. But that's not all.

Vladimir's voice turns hard.

VLADIMIR (CONT'D)

There is this guy, Boris Dime, used to pull jobs for me.

Vladimir squeezes his hand into a fist.

VLADIMIR (CONT'D)

He's the captain of the cargo ship "Charon." Now the bastard turncoat has gone over to the other side. Punchinello's. The ship's loaded with hi-res hardware, guns, my business. If Punchinello gets hold of that cargo, he's won and I have lost, and

you'll have your work cut out for you.

Vladimir smiles again.

VLADIMIR (CONT'D)

If you want to get to Punchinello, you will need heavy-duty persuaders. I'm just the man to get them for you.

Vladimir offers his hand to Max.

VLADIMIR (CONT'D)

Change the ship back under my flag, maybe pop two in the traitor Dime's head while you are at it; you'll get enough guns to start the apocalypse. You in or out?

Max takes Vladimir's hand.

MAX

Let's get this show on the road.

MAX (V.O.)

Vladimir was one of those old-time bad guys with honor and morals, which made him almost one of the good guys. None of us was a saint.

EXT BROOKLYN DOCKS NIGHT

The storm howls.

MAX (V.O.)

The Brooklyn riverfront was a maze of rusty containers, sharp-boned cranes looming up from the snowstorm.

Lights flicker in the wind.

MAX (CONT'D V.O.)

On a night like this you couldn't help but to think of the dark army of dead men, sleeping with the fishes, cement shoes in line.

The waterfront appears deserted. [NOTE: "Charon" should be pronounced "Kairon", "K" as in "can" and "ai" as in "fair."]

MAX (CONT'D V.O.)

No minotaur lurked in this labyrinth, but somewhere out there, on the clanking deck of his cargo freighter, the skipper of the Charon was

waiting, like the ferryman of the
river Styx.

INT DOCKS WAREHOUSE NIGHT

MOBSTER #1 and MOBSTER #2 stand guard in the dim and
dirty warehouse. They are animatedly talking about a
boxing match they saw earlier.

MOBSTER #1
Both of 'em beaten to pulp, eyes
swollen, they couldn't see in the
end, swayin' on their feet, slippin'
on the blood. Money's worth.

MOBSTER #2
Brought tears to my eyes.
Transcendental!

EXT DRAWBRIDGE NIGHT

MOBSTER #3 stands guard next to a lowered drawbridge. He
sees Max approaching. He turns to shout to his friend on
the other side of the bridge.

MOBSTER #3
(shouts)
Raise the bridge!

EXT CONTAINER MAZE NIGHT

MOBSTER #4 sits inside a cargo container with a briefcase
full of money and a sniper rifle. He's waiting. Suddenly
he hears footsteps in the snow outside.

MOBSTER #4
Hello? Rico Muerte? This way. In
here.

INT CARGO CONTAINER NIGHT

Max steps into the container. He sees a letter in an open
briefcase of money.

MAX (V.O.)
I doubted the letter was a receipt.

Max picks up the letter.

MAX (CONT'D V.O.)
Rico Muerte had come to town to do
more than just sort out family
troubles. Exhibits number one, two

and three: a briefcase of money, a sniper rifle, and an envelope with one word neatly printed on a folded piece of expensive paper.

Nicole Horne's voice is cold.

HORNE (V.O.)
Mayor.

Max picks up the sniper rifle.

MAX (V.O.)
It didn't sound like a Mafia contract at all. It was too cold and too to the point.

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER THREE: WITH RATS AND OILY WATER".

INT/EXT WAREHOUSE VIEW/CARGO SHIP NIGHT

Max peeks through a warehouse window. Down below, a rusty cargo ship, armed mobster guards standing on its deck.

MAX (V.O.)
I had found Boris Dime's ship.

EXT CARGO SHIP NIGHT

The rusty cargo ship stands in the harbor. Several mobsters stand on guard both on board and on the pier. The storm continues.

MAX (V.O.)
Rust had crept over the sides of the cargo steamer a long time ago. Boris Dime would be on board. I'd have to smoke half of his crew to even get near the gangplank. The guns were probably being kept in the hold, buried amidst the rats and oily water.

INT SHIP BRIDGE NIGHT

Max picks up a buzzing radiophone from the ship's control board.

PUNCHINELLO (V.O.)
(at the other end of the

line)
Dime? Angelo Punchinello here.

Max chuckles hoarsely.

MAX
(to the phone)
Angie! Tell me, how much did Dime
cost you? I bet it was more than his
name.

Punchinello's voice is angry and surprised.

PUNCHINELLO (V.O.)
Max Payne?

MAX
Right the first time.

PUNCHINELLO (V.O.)
You're dead, punk!

MAX
You sure you're not confusing me with
Boris here? But you are right of
course. Pretty soon, we should get
together and have a talk.

Punchinello's voice is full of outrage.

PUNCHINELLO (V.O.)
You -.

Max hangs up.

MAX (V.O.)
Pissing Punchinello off was a
dangerous game. But when people get
mad, they make mistakes. I should
know. That's where I wanted
Punchinello, mad enough to trip over
his own feet, preferably into a
grave.

INT CARGO SHIP NIGHT

MOBSTER #5 and MOBSTER #6 stand guard in a cargo ship
corridor. Max enters. The mobsters draw their guns and
SHOUT warnings to their unseen captain.

MOBSTER #5
(shouts)
Dime!

MOBSTER #6
(shouts)

Cap! Dime!

INT CARGO SHIP HOLD NIGHT

BORIS DIME (38), a hard-as-nails modern-day pirate, lifts his assault rifle to greet Max, cold murder in his eyes.

BORIS
Tell the devil that Dime sent you!

Max shoots Boris. Boris SCREAMS as he dies.

BORIS (CONT'D)
(screams in pain)
AAAAAAAAAAAA!

INT CARGO SHIP HOLD NIGHT

Max inspects the gun and ammunition boxes that fill the hold floor. An old speaker mounted on the wall crackles to life. It is Vladimir. He sounds pleased.

VLADIMIR (O.S.)
You know how to handle yourself.
Anybody who says different is calling
me a liar. Vladimir here. Collect all
the guns and ammo you want, meet me
on the bridge afterwards.

EXT STREET IN BROOKLYN NIGHT

Max and Vladimir walk down the street side by side. Max carries a heavy bag.

VLADIMIR
Did you get everything you need?

Max grins.

MAX
Check.

Vladimir looks sincere.

VLADIMIR
I owe you. Anything you need -.

Max brushes his offer off.

MAX
This is my solo. When I'm through,
Punchinello won't be anybody's
problem anymore.

Vladimir grins.

VLADIMIR

Clear as vodka. But anytime you get between a rock and a hard place, just whistle. This could be the beginning of a beautiful friendship.

Max shakes his head and smiles.

MAX

You really get a bang out of this big time gangster act, don't you?

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER FOUR: PUT OUT MY FLAMES WITH GASOLINE".

INT PHONE BOOTH NIGHT

Max steps into a phone booth. Outside the windows the storm howls.

MAX (V.O.)

Even with all this firepower, I figured I couldn't get to Punchinello at his manor.

Max has an evil look on his face.

MAX (CONT'D V.O.)

I could only hope that he wouldn't pass a chance to hear me beg, to see he's won.

Max picks up the receiver and dials a number.

MAX

(to the phone)

This is Max Payne. I want to cut a deal.

Punchinello sounds angry.

PUNCHINELLO (V.O.)

(at the other end of the line)

Payne! You're a dead man!

MAX

That's what everybody keeps telling me. I've got your ship and her cargo. I want to meet. No Payne, no gain, capice?

Punchinello sounds reserved.

PUNCHINELLO (V.O.)
You know my restaurant?

MAX
Yeah, I know it.

PUNCHINELLO (V.O.)
One hour.

EXT RESTAURANT NIGHT

Max stands on the opposite side of the street from Punchinello's restaurant. The storm continues.

MAX (V.O.)
Punchinello's restaurant had seen better days.

Max crosses the street.

MAX (CONT'D V.O.)
Snow was falling like ashes from post-apocalyptic skies, but that was outside. Things would soon get hot in the don's restaurant.

He goes through the front door.

MAX (CONT'D V.O.)
I knew it was a long shot, Angelo Punchinello actually showing up, but there was no crime in hoping.

INT RESTAURANT NIGHT

A firebomb explodes in the restaurant. The place turns into a fiery inferno. A cardboard sign taped on the kitchen doors reads: "Burn in hell, Payne!". Max runs through the door, away from the flames, a grim look on his face.

MAX (V.O.)
Punchinello was burning to get me. The feeling was mutual. He was trying to put out my flames with gasoline.

INT RESTAURANT CELLAR NIGHT

Max runs to a manhole cover. He lifts the cover.

MAX (V.O.)
The mobsters had been guarding a real

treasure, the way out of this disco
inferno.

EXT/INT RESTAURANT/MERCEDES NIGHT

The restaurant is burning. Sires are wailing in the background. The black Mercedes has been parked on the street.

MAX (V.O.)
Vlad had seen my smoke signals. The Mercedes was revving to go, almost drowning out the banshee wail of the sirens.

Vladimir sits on the backseat. He opens the door. He smiles.

Max runs to the car.

VLADIMIR
You coming?

Max gets in the car, slams the door shut. The Mercedes drives away.

INT MERCEDES NIGHT

Max and Vladimir sit on the backseat.

VLADIMIR
We'll drop you off at the Punchinello manor.

Max nods.

MAX
Sounds good to me.

Max and Vladimir shake hands.

Vladimir smiles.

VLADIMIR
When this is over, look me up. I could use a professional like you.

MAX
I'll keep that in mind.

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER FIVE: ANGEL OF DEATH".

EXT MANOR NIGHT

The manor looms out from the snowstorm.

MAX (V.O.)

The night groaned with cold. The garden lights flickered nervously. In their light the falling snow was dead white before the darkness ate it up.

Max climbs over a stone fence.

MAX (CONT'D V.O.)

I had heard the stories. The Trio were mad dogs. They'd have hung the heads of their enemies over the manor gates if the capo had only let them.

He pulls out a gun.

MAX (CONT'D V.O.)

Punchinello wanted Payne. He'd see the pain.

Max runs across a snowy courtyard.

MAX (CONT'D V.O.)

The trick in my situation was that there was no trick, no matter what the movies tell you. No rules, no secret mantra, no road map.

Max stops in the cover of a snowy hedge to check the surroundings.

MAX (CONT'D V.O.)

It wasn't about how smart or how good you were. It was chaos and luck, and anyone who thought different was a fool.

Max runs towards the manor.

MAX (CONT'D V.O.)

All you could do was to hang on madly, as long and hard as you could.

INT BASEMENT STAIRS NIGHT

Max stands in the dark staircase. Dead mobsters lie at his feet.

MAX (V.O.)

Someone had graciously left the backdoor open for me and killed the guards. My money was on Mona.

Max turns to the door behind him.

MAX (CONT'D V.O.)
I knew that the trio would be
standing between me and Punchinello.
I had read their rap sheets, thick as
phonebooks.

Max squints his eyes. He closes the door, locks it.

MAX (CONT'D V.O.)
No one would be walking out of here
alive.

INT GRAND STAIRCASE NIGHT

A large chandelier hangs from the ceiling.

MAX (V.O.)
The numbing cold of the broken night
had followed me in.

Expensive paintings cover the walls.

MAX (CONT'D V.O.)
Upstairs the Trio tangoed down the
manor halls to the silent rhythm of
their murderous hearts, the blood of
their victims rust on their lips.

Antique vases stand on top of pedestals. A tough-looking
mobster bodyguard.

MAX (CONT'D V.O.)
Vince Mugnaio.

Another tough-looking mobster bodyguard.

MAX (CONT'D V.O.)
Pilate Providence AKA "The Big
Brother."

Third tough-looking mobster bodyguard.

MAX (CONT'D V.O.)
And Joe "Deadpan" Salem.

More Mobster guards stand on the stairs.

MAX (CONT'D V.O.)
The pistol was a frozen lump in my
hand, piercing the skin, gnawing me
to the bone.

INT MANOR BASEMENT NIGHT

A dead mobster lies on the floor on his stomach. A knife sticks out of his back. The knife is holding a piece of cardboard in place.

MAX (V.O.)

In death, the thug had been promoted to messenger.

On the cardboard, a text written in blood: "SOON". Max examines the knife.

MAX (CONT'D V.O.)

Someone hadn't enjoyed the don's hospitality. Someone with a flair for the dramatic, someone who had let herself out of a locked cell and past a couple of armed guards.

Max frowns.

MAX (CONT'D V.O.)

My thoughts were on Mona again. I could only hope she was a good enough gambler to walk away while she was still winning. Before she'd run into the Trio.

INT MANOR BASEMENT NIGHT

Mobster #1, Mobster #3, and their friends kneel behind wine barrels, their guns ready. They are staring at an open doorway.

MOBSTER #3

It's Payne! Someone get the guys from upstairs!

MOBSTER #1

No, no! No one's goin' anyplace. Too late for that. He walks in, we waste him. Vince an' Joe an' Pilate won't get the credit for this kill.

INT MANOR KITCHEN NIGHT

Tarot cards lie on the kitchen table. Max stops to examine them.

MAX (V.O.)

My fortune had been told.

Max picks up a tarot card.

MAX (CONT'D V.O.)

The word on Lisa Punchinello was that

she was a bit of a witch. The tarot cards on the kitchen table fit the picture.

Three cards lie face up on the table: the Tower, the Devil and Death.

MAX (CONT'D V.O.)

They weren't my kind of cards, but I was willing to take a crack at the hand Mrs. Punchinello had dealt. The first card was the tower. Maybe that was supposed to be the manor.

Max lifts the Death-card in front of his face.

MAX (CONT'D V.O.)

It got easy after that. The Devil was the master of the house, and Death was me, coming for him.

INT DINING ROOM NIGHT

MOBSTER #1 sees Max approaching and turns to shout a warning to his boss, Pilate Providence.

MOBSTER #1

Pilate! He's here!

Pilate loads his pump-action shotgun.

MAX (V.O.)

It didn't take me long to run into the Trio.

INT DINING ROOM NIGHT

Pilate lies dead on the floor. Max stands above the body.

MAX

One down, two to go.

INT GALLERY NIGHT

MOBSTER #2 hides behind a lush plant. He is allergic. He sneezes loudly.

MOBSTER #2

(sneezes loudly several times)

INT GRAND STAIRCASE NIGHT

MOBSTER #3 and JOE "DEADPAN" SALEM (40), a tough Mafia bodyguard, stand on guard in the manor's grand staircase. Max steps through a door.

MOBSTER #3
Joe! Payne's here!

SALEM
Take care of him! I want him dead!

INT GRAND STAIRCASE NIGHT

Joe Salem lies dead on the floor. Max stands above the body.

MAX
Two down, one to go.

INT GUEST BEDROOM NIGHT

MOBSTER #4 and MOBSTER #5 retreat to a guest bedroom. They lock the door behind them. Mobster #4 is worried.

MOBSTER #4
No stoppin' him!

Mobster #5 digs out a grenade launcher.

MOBSTER #5
This will. This will stop anythin'!
Take cover.

INT MASTER BEDROOM NIGHT

LISA PUNCHINELLO (26), Mona's twin sister, lies dead on the bed, tangled in bloody sheets.

MAX (V.O.)
It was too late for her.

Max stands next to the bed. His face is empty.

MONA (V.O.)
You're a real angel, Max.

MAX (V.O.)
I couldn't tell whether it was Mona or her sister. The body was a mess. The sick bastard had really gotten a kick out of it.

Max bites his teeth. He covers the body with a bloody sheet.

MAX (CONT'D V.O.)
 Seeing her lying there got me
 thinking about another woman's body
 on another bed, got me thinking about
 a fallen cradle.

INT MANOR LOUNGE NIGHT

Max answers the phone ringing on a table.

WODEN (V.O.)
 (at the other end of the
 line)
 Max Payne?

MAX
 (to the phone)
 Talk to me.

WODEN (V.O.)
 Alfred Woden. You've got company. An
 armed helicopter just landed on the
 manor grounds. You must hurry.

Max looks grim.

MAX
 The more the merrier.

INT BALCONY NIGHT

VINCE MUGNAIO (40), a tough Mafia bodyguard, lifts his
 gun to point at Max.

VINCE
 End of the road, Payne!

MAX
 Vince Mugnaio!

INT BALCONY NIGHT

Vince Mugnaio lies dead on the floor. Max stands above
 the body.

MAX (V.O.)
 Punchinello's Trio was done for.

INT MANOR CORRIDOR NIGHT

Max walks to the door of Punchinello's study.
 Punchinello's voice can be heard through the door. He
 sounds desperate.

PUNCHINELLO (O.S.)
 Outside my door (...) hurry (...) he's
 coming for me (...) you've gotta hurry
 (...) please.

Max kicks the door in.

MAX (V.O.)
 I could hear Punchinello on the
 phone, begging for help.

Max steps to the doorway. His eyes are cold. He lifts his
 gun.

MAX (CONT'D V.O.)
 He should have been saying his
 goodbyes.

INT MANOR STUDY NIGHT

Angelo Punchinello sits behind his desk. Max walks to the
 desk, his gun pointed at Punchinello the whole time.
 Punchinello grins weakly.

MAX (V.O.)
 Punchinello was a pushover. The
 moment I stepped into the room he
 folded like a deuce before a royal
 flush.

Punchinello shivers in his chair. Fear plays on his face.

PUNCHINELLO
 No, wait! I was just doin' what I was
 told, couldn't refuse. She's someone
 high up, government maybe, I don't
 know.

MAX (V.O.)
 He was trying to buy more sand for
 his hourglass.

Max pushes his gun forward, towards Punchinello's face.

MAX (CONT'D V.O.)
 I wasn't selling any.

Killer Suits, a score of heavily armed men in black
 suits, corrupt ex-secret service agents, charge in.
 Punchinello lifts his arms in fear. He SHOUTS fearfully.

PUNCHINELLO
 (a fearful shout)
 No! I told him nothing!

Killer Suits shoot Punchinello. He SCREAMS in pain as he

dies.

PUNCHINELLO
(death scream)
AAAAAAAAAA!

INT BALCONY NIGHT

Max is surrounded by Killer Suits. Max lifts his arms in surrender. Behind the suits stands a cold, corrupt business woman, NICOLE HORNE (46).

KILLER SUIT #1
Drop it!

KILLER SUIT #2
Don't move!

HORNE
Game over, Max Payne.

MAX (V.O.)
I could tell when I was outgunned. It was time to take another beating.

Horne steps forward.

MAX (CONT'D V.O.)
The mystery witch was a real barracuda, trouble on dagger-heels, a smoking assault rifle in her hand, and an army of killer suits behind her.

Horne smiles coldly.

HORNE
How sweet, I get to kill two birds with one stone.

Horne pulls out a syringe filled with green liquid.

MAX (V.O.)
Sooner or later it was going to catch up with you.

HORNE
Mr. Payne. It's time to show you the benefits of my brew.

Horne's eyes are cold and cruel.

HORNE (CONT'D)
Be a good boy now.

There is fear in Max's eyes.

MAX (V.O.)
 You'd find that lady luck was really
 a hooker, and you were fresh out of
 cash.

EXT DARKNESS NIGHT

Darkness. Text: "PART III: A BIT CLOSER TO HEAVEN".

INT STUDY NIGHT

Max lies on the floor. He tries to rise, but falls back
 down.

Horne and her Killer Suits stand by the door. Horne looks
 down at Max coldly.

HORNE
 (to the killer suits)
 Gentlemen, we are done here. Take me
 to Cold Steel.

MAX (V.O.)
 She had just given me an O.D. of
 Valkyr. I could feel green fire
 eating my brains.

Horne and Killer Suits seem to disappear into thin air.
 Max is alone in the room.

MAX (CONT'D V.O.)
 They turned to steam. They did a fade
 on me. I had never had a chance.

The room turns into a hungry vortex that swallows Max.

MAX (CONT'D V.O.)
 The witch had got me just as sure as
 if she'd put a gun to my head and
 pulled the trigger.

INT HUNGRY VORTEX NIGHT

Distorted vortex roars.

MAX (V.O.)
 The shadows rushed me, bruised mug-
 shot faces hungry for revenge. They
 knew my weak spots and closed in for
 the kill.

Max falls into the vortex.

MAX (CONT'D V.O.)

The floor turned into a vortex of
green blood.

Max's distorted face in the vortex, screaming.

MAX (CONT'D V.O.)
I fell.

MAX
(broken scream)
The flesh of fallen angels.

INT DISTORTED MANOR STUDY NIGHT

Max stares at a letter on Punchinello's desk.

MAX (V.O.)
The letter was staring at me.

Max picks up a letter. He holds it oddly in his hand,
looking at it suspiciously.

MAX (CONT'D V.O.)
There was something disturbingly
familiar about the letter before me.
The handwriting was all pretty
curves.

Michelle's voice is worried.

MICHELLE
You are in a graphic novel.

Max is dizzy. He staggers, holding his head. He squeezes
his eyes shut.

MAX (V.O.)
The truth split my skull open, a
glaring green light washing the lies
away. All of my past was just
fragmented still shots, words hanging
in the air like balloons.

Max opens his eyes, mad realization dawning.

MAX (CONT'D V.O.)
I was in a graphic novel. Funny as
hell, it was the most horrible thing
I could think of.

INT DISTORTED MANOR STUDY NIGHT

Phone is ringing. Max is confused.

Max picks up the receiver suspiciously. The voice at the

other end of the line is urgent. It is his own voice.

MAX (CONT'D V.O.)

(at the other end of the
line, urgently)

The bartender is shiny stuff, and
dreams are made of stooped
necromancers. He sings like a banana
wrist, having strayed too close to
the constellations on their shaved
skulls. The rain of frogs ended, and
a rain of blood comes down. Doing
their lips, and then I'll be gone!
The whole city was an image, riding
the bar. He yearned for a taste of
those tentacles. I could see it in
the corroded metal roofs of her hair.

The receiver Max holds has turned into a gun. Max listens
to it.

MAX (V.O.)

It was a bad line and a prank call,
someone spouting insane babble. I
couldn't make sense of it.

Max looks at the gun in his hand. He is surprised.

MAX (CONT'D V.O.)

But I had an overwhelming sense of
déjà vu. And the caller's voice
sounded oddly familiar.

INT DISTORTED MANOR STUDY NIGHT

Max stares at a letter on the desk.

MAX (V.O.)

The weird piece of paper looked
dangerous.

Max picks up the letter. He holds it oddly in his hand,
looking at it suspiciously.

MAX (CONT'D V.O.)

There was something disturbingly
familiar about the letter before me.
The handwriting was all pretty
curves.

Michelle's voice is worried.

MICHELLE

You are in a computer game, Max.

Max is dizzy. He staggers, holding his head. He squeezes

his eyes shut.

MAX (V.O.)

The truth was a burning green crack through my brain. Weapon statistics hanging in the air, glimpsed out of the corner of my eye. Endless repetition of the act of shooting, time slowing down to show off my moves. The paranoid feel of someone controlling my every step.

Max opens his eyes, mad realization dawning.

MAX (CONT'D V.O.)

I was in a computer game. Funny as hell, it was the most horrible thing I could think of.

INT DISTORTED MANOR OFFICE NIGHT

A phone is ringing. Max is confused.

Max picks up the receiver suspiciously. The voice at the other end of the line is urgent. It is his own voice.

MAX (CONT'D V.O.)

(at the other end of the line, urgently)

Don't lose it! It's Valkyr! The drug! Snap out of it! Try to remember!

The receiver Max holds has turned into a gun. Max listens to it.

MAX (V.O.)

It was a bad line and a prank call, someone spouting insane babble. I couldn't make sense of it.

Max looks at the gun in his hand. He is surprised.

MAX (CONT'D V.O.)

But I had an overwhelming sense of déjà vu. And the caller's voice sounded oddly familiar.

INT DISTORTED CORRIDOR NIGHT

Max staggers down a distorted corridor. Michelle's frightened voice echoes.

MICHELLE (O.S.)

(scared)

Who's there? Max? Max, is that you?

Michelle sounds more and more terrified and lost.

MICHELLE (O.S.)
(terrified and crying)
Max? Where are you? Max? Please.

Michelle sobs in terror.

MICHELLE (O.S.)
(sobs in terror)
No. Please. Max, no. I'm sorry.
Please don't, Max. No. Max. Please.

Michelle screams in terror.

MICHELLE (O.S.)
(screams)
Max! No! Max!

INT DISTORTED ROOM NIGHT

B.B. holds Alex Balder at gunpoint. Alex is surprised, angry. B.B. plays it cool.

B.B.
What can I tell you, I'm working for her.

ALEX
What? B.B.!

B.B. shoots Alex.

INT DISTORTED BEDROOM NIGHT

Max comes face to face with the killer of his loved ones. Max is filled with rage and sorrow. He shoots the murderer.

MAX
(shouts)
Murderer! You killed her!

FLASHBACK TO:

INT MAX'S HOUSE DAY

Max (29) wears a suit and a tie. He looks younger. He hugs Michelle, smiling.

MICHELLE
Max, something happened at the office today. A strange memo, something about Vikings.

MAX

Honey, I've got to run. You can tell me all about it this evening.

Michelle has been shot, her face is very pale. She smiles sadly.

MICHELLE

Have a nice day, darling.

MAX (V.O.)

The bullet holes were rubies on her chest, blood glowing on her ivory skin. She was so beautiful.

Another Max, an evil doppelganger, stands in the background. He grins evilly. He holds a gun in his hand.

MAX (CONT'D V.O.)

The killer was smiling.

MAX

(evilly, as the evil doppelganger)

The flesh of fallen angels.

FLASHFORWARD TO:

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER ONE: TAKE ME TO COLD STEEL".

EXT MANOR NIGHT

Max lies on the snowy courtyard in a fetal position. He looks ill. He shivers. He blinks, trying to focus his eyes.

MAX (V.O.)

Slowly the green nightmare faded, leaving dark stains on my soul that would never come off.

Max retches.

MAX (CONT'D V.O.)

I felt like flatlining. I was all shook up. I woke up in a cold sweat, sick and tired to the bone, lying in a puddle of my own puke.

Slowly, Max staggers to his feet.

MAX (CONT'D V.O.)

The hag had said "take me to Cold

Steel" before it had all gone crazy.
It was a clue. The only one I had.

EXT COLD STEEL FOUNDRY NIGHT

The snowstorm continues. The foundry looms in the night.

MAX (V.O.)
It took me forever to crawl back to
my feet and hit the road, but when I
did, I drove straight to Cold Steel
foundry outside the city.

Max stands next to a car parked on the side of the road
several hundred yards from the foundry. He looks
feverish. He squints his eyes from the storm.

MAX (CONT'D V.O.)
There was a whole lot of action
around the place for a freezing
winter night, trucks coming and
going, men running.

Small figures can be seen moving near the foundry.

MAX (CONT'D V.O.)
I had the drop on the mystery witch,
she thought I was dead. I was on her
blindsides. I was going in.

EXT FOUNDRY ROOF NIGHT

Max climbs up a ladder to the roof of the foundry.

MAX (V.O.)
The bad trip had put me in a crazy
mood, adrenaline pumping through my
aching veins.

Huge ventilation machinery hums and clanks.

MAX (CONT'D V.O.)
Staggering on the mill roof in ice
and snow and wild wind, I was a
ninja, my kung fu was strong.

Max climbs over a railing. He staggers to look down
through a skylight.

MAX (CONT'D V.O.)
I wasn't kidding anybody. At best I
was Superman on Kryptonite about to
fall through a skylight, down to
where it was all going down.

EXT COLD STEEL FOUNDRY NIGHT

The storm howls.

MAX (V.O.)

A half-abandoned industrial area in the middle of nowhere. The factory was a perfect front for any number of illegal activities.

Smoke boils out of the foundry's pipes.

MAX (CONT'D V.O.)

In the belly of the plant, molten metal boiled and bubbled, like a witch's brew.

INT MILL STORAGE NIGHT

A radio is on. The reception is bad, fragments of a weather forecast can be heard, Kyra Silver as the newscaster.

KYRA (V.O.)

Life-threatening weather conditions
(...) a record-breaking killer storm
(...) in the city's history (...) vehicles stuck in snow (...) heavy snowfall (...) forecast shows (...) severe weather is expected to continue.

Max walks through the room.

MAX (V.O.)

Out in the night, snow fell like confetti over the devil's parade. The storm was anything but over.

INT MILL CORRIDOR NIGHT

Mercenary #1 and Mercenary #2 stand on guard. They are talking. Mercenary #1 sounds smug and amused. Mercenary #2 is nervous.

MERCENARY #1

Can you believe it? I bet they sleep with their rifles. I bet they have given them names.

MERCENARY #2

I guess... so you don't have a name for your gun?

MERCENARY #1

Hello? Hell no! You do?

MERCENARY #2
Well... yeah, kind of.

MERCENARY #1
Let's hear it.

MERCENARY #2
Well, I call it "Dick Justice."

MERCENARY #1
I rest my case.

INT MILL OFFICE NIGHT

A walkie-talkie lies on the table. Max picks it up.
MERCENARY #1 (27) is a member of a highly trained black operations mercenary team working for Horne.

MERCENARY #1 (V.O.)
(from the walkie-talkie,
urgently)
Perimeter breached. The facility has
been compromised, repeat, the Deep
Six has been compromised. Initiate
Operation Dead Eyes.

Max squeezes the walkie-talkie in his hand.

MAX (V.O.)
The walky-talky military lingo could
mean only one thing. They were
getting ready to destroy the evidence
and vanish into the night.

Max's eyes shine.

MAX (CONT'D V.O.)
I was so close. The hidden truths
were just around the corner.

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER TWO: HIDDEN TRUTHS".

INT MILL OFFICE NIGHT

A file folder lies on the table.

MAX (V.O.)
The folder on the table told a grim
tale.

Max picks up the folder. He flips it open.

MAX (CONT'D V.O.)

The mercenaries were running a tight operation, paperwork and all.

MERCENARY #2 (V.O.)

Merchandise missing again. A chemist had tried to smuggle it out for his own private party. Locked him up in cell B7 in D-6's old test facility to wait for proper processing.

Max puts the folder down.

MAX (V.O.)

I was close enough to hear the secrets just beyond the next doorway.

INT ROLLING MILL NIGHT

MERCENARY #3 places a bomb on the bridge over the rolling mill with white hot metal plates moving below. He retreats fast to one end of the bridge and speaks into a walkie-talkie.

MERCENARY #3

Obstacle in place, repeat, obstacle in place. Three, two, one, go!

The bridge explodes.

MERCENARY #3 (CONT'D)

Acknowledged. Obstacle in place.

INT CONTROL ROOM NIGHT

MERCENARY #4 lifts up his assault rifle and barks into his walkie-talkie.

MERCENARY #4

Barrels are ready to go. Booby trap in place, repeat, booby trap in place.

INT CONTROL ROOM NIGHT

Max enters the control room.

MAX (V.O.)

The monitor showed me the way.

He looks at the monitors on the wall.

MAX (CONT'D V.O.)
Processing diagrams filled the
control room screens. All but one.

On the monitor a large "D-6" is visible.

MAX (CONT'D V.O.)
An elevator titled "D-6" on one of
the screens. Somewhere onwards, past
rows of ovens, in the core of the
plant.

INT OVEN CORRIDOR NIGHT

MERCENARY #5 steps into the corridor, behind him, unseen,
a terrible roar of flames and screeching metal. He speaks
into his walkie-talkie.

MERCENARY #5
Acknowledged. Target controls
destroyed, repeat, oven controls have
been destroyed. Obstacle in place.

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER THREE: THE DEEP SIX".

INT SECRET ELEVATOR NIGHT

Max stands in the elevator.

MAX (V.O.)
I had taken on the role of the mythic
detective, Bogart as Marlowe, or as
Sam Spade going after the Maltese
Falcon. To unravel all the mysteries.

The floor lights in the elevator shaft move across Max's
face.

MAX (CONT'D V.O.)
Following a path of clues to that
final revelation, even if it would
take me down to the cold, cavernous
depths of a grave.

INT SECURITY CENTER NIGHT

KILLER SUIT #1 (35) and KILLER SUIT #2 (36), two corrupt
ex-secret service agents in black suits, stand facing
MERCENARY #1 in a military bunker security center.
Mercenary #1 is anxious and angry. Killer Suits are calm,
cold and arrogant.

MERCENARY #1

You can't do this! My men are still inside.

Killer Suits lift their guns to point at Mercenary #1.

KILLER SUIT #1

Do you have any idea why this is called Operation Dead Eyes?

Killer Suits shoot Mercenary #1 repeatedly.

KILLER SUIT #2

I think he's dead already.

They turn towards the control panel on the wall.

KILLER SUIT #2

Let's do it.

Killer Suit #1 walks to the control panel and punches in a code. An alarm starts to wail and red emergency lights flash. COMPUTER speaks with a calm and formal female-voice.

COMPUTER

Attention all personnel. The self-destruction sequence has been initiated. The destruction of D-6 imminent. Evacuate the complex immediately. Repeat. The self-destruction sequence has been initiated. Proceed to the nearest exit immediately.

An elevator arrives, and doors slide open. Max stands in the elevator. Killer Suit #2 turns towards the elevator, lifting his gun.

KILLER SUIT #2

We've got company!

INT SECURITY CENTER NIGHT

Max stands on the large Project Valhalla logo that covers the floor.

MAX (V.O.)

I had seen the logo on the floor before.

Computer continues the announcement.

COMPUTER

Attention all personnel. The self-destruction sequence has been

initiated. Proceed to the nearest exit immediately.

MAX (V.O.)

There was an old army bunker under the steel mill. I knew the military plaque on the floor.

The logo has an upward-pointing sword in the middle of a large "V".

MAX (CONT'D V.O.)

I had seen a thousand variations of the insignia on crumbling brick walls everywhere in the city, the sword replaced by a syringe.

Max frowns.

MAX (CONT'D V.O.)

Project Valhalla. V for Valkyr. V for Valhalla. All of a sudden it read like a crackpot conspiracy theory.

INT PROCESSING PLANT NIGHT

An explosion rocks the bunker. The alarm continues to blare. MERCENARY #2, MERCENARY #3 and MERCENARY #4 retreat down the corridor fast. Their voices are angry, getting more and more desperate the farther they go.

MERCENARY #2

Abort, abort! The self-destruction sequence has been initiated!

MERCENARY #3

Get the hell out of here, the place's gonna blow!

MERCENARY #4

Move, move, move!

MERCENARY #2

Run, goddammit, run!

MERCENARY #3

Bastards, they've sold us out. We're expendable.

MERCENARY #4

It's bad!

MERCENARY #2

Go, go, go!

MERCENARY #3

Oh my god, my god.

INT SECURITY DOORS NIGHT

An explosion rocks the bunker. Max runs to a locked security door. The control panel is blinking red.

MAX (V.O.)
Like everything else in the Valkyr case, the door-code was a mystery to me.

INT WORKSTATION NIGHT

A dead chemist in a white coat lies next to a workstation. His security code is visible on the workstation screen.

MAX (V.O.)
The chemist had been using the workstation when he died.

Max reads the code from the monitor.

MAX (V.O.)
The half-life of the lab rat had ended on line, his password blinking on the screen: "665" the neighbor of the Beast.

Max presses the enter-key.

COMPUTER
Decontamination in progress.

Steam boils and whistles behind the workstation window.

COMPUTER (CONT'D)
Decontamination completed.

INT TEST-SUBJECT CELLS NIGHT

An explosion rocks the bunker. Ventilation pipes fall from the ceiling. CHEMIST #1 (35), a nerdy, ragged man in a long white lab-coat, has been locked into a cell. Through a small window on the door he sees Max running by. He shouts.

CHEMIST #1
Hey! In here! Hey! Get me out of here! I'm innocent! They're... Let me out!

Max walks to the cell door, and opens it.

CHEMIST #1

Thanks. Thought I was going to die in there for sure.

MAX

I need you to get me through the decontamination chamber airlock.

CHEMIST #1

You're crazy! No way! The place is blowing up, for chrissakes!

Max waves his gun.

MAX

Either that, or back to the cell, your choice.

CHEMIST #1

Okay, okay! I'll do it, I'll do it!

INT BUNKER CORRIDOR NIGHT

Chemist #1 stops to wait for Max. He is in panic.

CHEMIST #1

Hurry up, for chrissakes! It's gonna blow!

INT BUNKER CORRIDOR NIGHT

Chemist #1 stops to wait for Max. He is in panic.

CHEMIST #1

Are you mad? Move it! I don't wanna die here!

INT BUNKER CORRIDOR NIGHT

Chemist #1 stops to wait for Max. He is in panic.

CHEMIST #1

Please, we gotta go now! There's no time!

INT BUNKER CORRIDOR NIGHT

Chemist #1 stops to wait for Max. He is in panic.

CHEMIST #1

What's the hold-up? Can't you see the place is blowing up?

INT BUNKER CORRIDOR NIGHT

A group of mercenaries opens fire at Max and Chemist #1.
Chemist #1 takes cover behind a pile of boxes.

 CHEMIST #1
 (shouts in panic)
 We're dead! We're dead!

INT WORKSTATION NIGHT

Chemist #1 steps to the workstation control panel.

 CHEMIST #1
 Get in. I'll punch you through.

INT WORKSTATION NIGHT

Chemist #1 steps to the workstation control panel. The
panel is broken.

 CHEMIST #1
 Damn! It's busted. Wait. Hold on, I
 can still rig it to work.

INT WORKSTATION NIGHT

Max steps to the decontamination chamber. Chemist #1 taps
the workstation.

 MAX
 After this you can go. You're a free
 man.

INT WORKSTATION NIGHT

Chemist #1 steps to the workstation control panel. Max
shoots the panel to pieces. Chemist #1 is hysterical.

 CHEMIST #1
 You're crazy! Crazy! I'm out of here!
 I'm gone!

Chemist #1 runs behind a corner. He keeps talking as he
goes.

 CHEMIST #1 (CONT'D O.S.)
 (mumbles)
 We did a bad thing, bad.

An explosion rocks the bunker. Chemist #1 screams in
terror.

CHEMIST #1 (CONT'D O.S.)
 (death scream)
 AAAAAAAA!

INT LAB CORRIDOR NIGHT

CHEMIST #2 runs in terror. MERCENARY #5, MERCENARY #6 and MERCENARY #7 chase him down the corridor.

CHEMIST #2
 (hysterical)
 No, no, no! Get away! Get away from me! No, no!

Mercenaries shoot Chemist #2. They advance to the airlock door. They are desperate but determined.

MERCENARY #5
 Go, go, go!

MERCENARY #6
 They're all dead!

MERCENARY #7
 We'll make it. We can still make it!

MERCENARY #5
 Move it!

MERCENARY #6
 Let's go, let's go!

INT BOOBY-TRAPPED LAB NIGHT

Everything is dead quiet. Max steps out of the elevator. Before him, in the bunker lab, the red beams of the laser-trip-mines criss-cross the room, an impassable web.

MAX (V.O.)
 I was caught in the middle of the deadly web that was the Valkyr case.

A lab workstation has a Project Valhalla logo on screen.

MAX (CONT'D V.O.)
 One of the lab terminals had the project logo on the screen.

Max taps the keyboard of a workstation. Data scrolls on the screen.

Woden's voice is formal.

WODEN (V.O.)
 Top secret. Project Valhalla. U.S.

Army. Yggdrasil Network.

Max taps the keyboard again.

WODEN (CONT'D V.O.)

Valhalla: the otherworldly place in Norse mythology where the bravest heroes spent their afterlife feasting and fighting forever, their wounds miraculously healed night after night.

Max taps the keyboard again.

WODEN (CONT'D V.O.)

Valkyr: the maidens who chose the most courageous Viking warriors and carried them to Valhalla.

Max taps the keyboard again.

WODEN (CONT'D V.O.)

1991. The research objective is to create a chemical substance to enhance the stamina and morale of infantry troops. 1995. Results unsatisfactory. Project cancelled.

MAX (V.O.)

Someone had decided to continue the sick experiment unauthorized.

The Project Valhalla logo on the screen casts cold light on Max's face.

Horne's voice is cold.

HORNE (V.O.)

Project compromised. Data leak. Fix the damage by any means necessary. Security clearance red, authorized by the project lead. Field-test, double the dosage for all the remaining test-subjects, observe and record the subjects' behavior in an urban setting.

Max presses his palm on the screen.

MAX (V.O.)

The drop-off point was my old address in New Jersey, the file dated three years ago.

Max stares at the screen.

MAX (CONT'D V.O.)

Just when you thought you had reached
the deepest depths of horror, it
suddenly got worse.

On the screen, a video clip window has appeared, showing
images of Max's house, three years ago, the night Max's
family was killed.

MAX (CONT'D V.O.)

How to turn off that small voice
inside your head that started to
whisper that you should be glad, that
now, if not before, your revenge was
justifiable on any conceivable moral
scale?

Max looks lost.

MAX (CONT'D V.O.)

That small voice proved, beyond any
doubt, that I was damned.

Another explosion rocks the bunker.

MAX (CONT'D V.O.)

The dagger-heeled woman had come and
gone a long time ago. There was
nothing more for me here. The
bunker's name was acting as a self-
fulfilling prophecy.

INT BUNKER ELEVATOR NIGHT

Explosions rock the bunker. Max stands in the elevator.

COMPUTER

Self-destruction imminent. Thirty,
twenty-nine, twenty-eight, twenty-
seven, twenty-six, twenty-five,
twenty-four, twenty-three, twenty-
two, twenty-one, twenty, nineteen,
eighteen, seventeen, sixteen,
fifteen, fourteen, thirteen, twelve,
eleven, ten, nine, eight, seven, six,
five, four, three, two, one,
commence.

EXT COLD STEEL FOUNDRY NIGHT

Max staggers out from the burning factory. Behind him the
flames roar high.

MAX (V.O.)

You piece together a jigsaw and the
final picture is you finishing that

same puzzle. A mad, green-eyed killer standing behind you. An urban legend come true.

Max lifts his hands to shield his eyes from the flames.

MAX (CONT'D V.O.)

The Project Valhalla test-subjects had been the mad junkies who had murdered my loved ones. The rest was simple bodycount math. It all pointed to her: Ms. Valkyr.

Max stands outside the factory. He watches it burn.

MAX (CONT'D V.O.)

The factory went up in a fiery inferno behind me. All my leads were dead, turned to smoke and dust. I had lost my way. I hadn't slept in a million years.

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER FOUR: BACKSTABBING BASTARD".

EXT MANHATTAN NIGHT

The snowstorm continues.

MAX (V.O.)

I felt thin as death. I'd been living on an endless supply of week-old doughnuts. They were fuel for this crazy furnace inside my head.

Skyscrapers loom in the snow and dark.

MAX (CONT'D V.O.)

I couldn't remember when I had last seen the sun. I was on a permanent graveyard shift.

Streets are covered in snow.

MAX (CONT'D V.O.)

When the darkness fell, New York City became something else, any old Sinatra song notwithstanding. Bad things happened in the night, on the streets of that other city, Noir York city.

EXT DINER NIGHT

The façade of a run-down diner.

MAX (V.O.)

I was in an all-night diner downing cup after cup of coffee that tasted like engine oil, when a new message from B.B. got me back on the killer track.

EXT MANHATTAN NIGHT

The storm continues.

B.B.'s voice is accusing.

B.B. (V.O.)

(at the other end of the line)

What the hell happened at Roscoe street? Maxey, I'm going out on a limb here. We need to talk this through, come up with a plan. 2:30 AM. The Choir Communications' garage.

MAX (V.O.)

The more I thought about Alex's murder and the frame-up, the more it felt like an inside job. I should have seen it coming. B.B. had sold me out, and now he wanted to finish what he'd started.

EXT GARAGE ROOFTOP NIGHT

B.B., dressed in an expensive suit and coat, stands smoking a cigar in the snow. He grins widely when he sees Max.

MAX (V.O.)

The garage was dead. B.B. showed up in his tailor-made suit, gold watch and cufflinks to match. All way beyond a cop's pay.

B.B.

Maxey.

MAX (V.O.)

Oozing suave charm, he was guilty as hell.

B.B. offers Max a cigar. Max stares at him sourly.

MAX

What the hell does B.B. stand for

anyway? Backstabbing bastard.

B.B.
Come on. Don't be like that, have a
cigar.

MAX
I don't smoke.

B.B. grins a salesman's grin.

B.B.
Maxey, you have no idea how big this
is. It's huge. You have no idea -.

Max stops him with a cold smile.

MAX
I think I do. You're a bribe-taking
bent cop who sold out his partner.
Those mobsters in the subway were a
dead giveaway, hard to miss.

With his hand, Max mimics as if he had a gun pressed
against his temple.

MAX (CONT'D)
Bet it was exactly like this with
Alex, up close and personal.

B.B. looks offended. Max's face is hard as stone.

B.B.
You can't win this one, Max.

MAX
No, but I can make damn sure none of
you do, either.

EXT GARAGE ROOFTOP NIGHT

A car speeds to the scene, tires squealing. B.B. jumps to
the car. The car speeds away.

B.B.
(shouts to the driver)
Go, go, go, go!

Max shoots a couple of times after it.

MAX (V.O.)
B.B. turned out to be another
cardboard cutout bad guy.

The car disappears down a ramp.

MAX (CONT'D V.O.)

A bad cop on the take, a cowardly right-hand man fleeing from the scene, leaving his paid thugs to do his dirty work.

INT GARAGE NIGHT

A radio is playing in the garage. Kyra Silver as the newscaster.

KYRA (V.O.)

Reports of a fire at the Punchinello Manor in Westchester. The manor is the home of Angelo Punchinello, the alleged head of the Punchinello crime family.

Max walks through the garage.

KYRA (CONT'D V.O.)

The police are now saying, contrary to their earlier statements, that Max Payne is still alive and at large. He continues his vendetta against the Mafia, of which this last act of arson is attributed to.

MAX (V.O.)

I had no recollection of setting any fires, but I did remember the flames.

INT GARAGE NIGHT

B.B. sneaks through the garage with a gun in his hand. He is looking for Max. His words are laden with sarcasm.

B.B.

Maxey, Maxey, Maxey. Come out, come out, where ever you are. You know, I really hate people who refuse to see the inevitable, refuse to do the smart thing.

B.B. imitates Max.

B.B. (CONT'D)

"No, I must do the right thing."

B.B.'s voice turns mean.

B.B. (CONT'D)

I blame you. For a smart guy, you really can be stupid at times.

INT GARAGE NIGHT

A pay phone rings.

MAX (V.O.)

A pay phone started to ring.

Max answers the phone.

MAX

Yeah?

WODEN (V.O.)

(at the other end of the
line)

Max Payne?

Max sneers.

MAX

Whatever does it for you.

WODEN (V.O.)

This is Alfred Woden. I can give you
the name of your enemy. Come to the
Asgard building presently. We are
expecting you.

The line goes dead.

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER FIVE: IN THE LAND OF THE BLIND".

EXT ASGARD BUILDING NIGHT

Max walks up the steps of an old municipal building.

MAX (V.O.)

Woden was waiting for me on the steps
of the old building.

Alfred Woden, in a suit and long coat, waits at the top
of the stairs. The left lens of his glasses is black.

WODEN

Mr. Payne. Let's go inside. The
others are anxious to begin.

Max raises his brow.

MAX

The others?

INT ASGARD BUILDING NIGHT

Woden leads Max through a large, echoing hall.

WODEN

Despite the general misconception,
this building actually predates the
City Hall by two years, thus being
the oldest municipal building still
in use here at the foot of the
Brooklyn Bridge.

MAX

No kidding.

Max looks around warily as he follows Woden.

MAX (V.O.)

The old man played tour guide as he
led me through a dark, domed hall.
The answers I was after loomed large
ahead.

INT CONFERENCE ROOM NIGHT

Woden motions Max to enter the conference room. Shadowy
figures sit around the conference room table.

WODEN

Mr. Payne, I would like to introduce
you to my colleagues in what we call
the Inner Circle.

Max smiles wryly.

MAX

You've been watching too much X-
Files.

Woden is serious.

WODEN

You have seen the files on Project
Valhalla. We can fill the gaps,
provide you with the information
missing from those files. We were all
involved in the early stages of the
project during the Gulf War.

MAX

What's the catch?

WODEN

We would very much like to blow this
thing wide open but our hands are
tied.

An overhead projector projects the picture of Nicole Horne on the screen on the conference room wall.

WODEN (CONT'D O.S.)

Her name is Nicole Horne. She was the key figure in Project Valhalla. When the funding was discontinued, she simply refused to quit. She knew exactly what she had in her hands. Nicole Horne is the president of Aesir Corporation. She has more than half the city in her pocket.

Woden is serious.

WODEN (CONT'D)

This must be kept under wraps. If you try to go public with this, we will deny any knowledge. We need you to take her out. Afterwards we can protect you, make all the charges go away.

The doors fly open. Armed Killer Suits enter and open fire at Max, Woden and the Inner Circle.

MAX (V.O.)

That was the cue for the killer suits to kick in the doors and swarm inside.

Max dives out of a window.

MAX (CONT'D V.O.)

It was an impressive floor show, but I decided to leave early anyway. It was only a one story fall - lucky me.

INT DARK CORRIDOR NIGHT

Max sneaks down a dimly-lit corridor. Shadows move at the end of the corridor, and MERCENARY #1's walkie-talkie can be heard.

MERCENARY #1 (O.S.)

Acknowledged. Target escaped. Last confirmed location: the inner courtyard. Search and destroy.

INT SECURITY ROOM/CONFERENCE ROOM NIGHT

Max steps into a security room. Security monitors cover the wall.

MAX (V.O.)

One of the monitors showed what was left of the Inner Circle.

Max bends to look at the monitor. On the screen the conference room is visible. Alfred Woden stands in the midst of his dead associates.

MAX (CONT'D V.O.)

On screen the so-called corpse of Alfred Woden stood up, miraculously waking from his dirt nap, looking smug among his dead pals.

Woden seems to smile to the security camera.

MAX (CONT'D V.O.)

In the land of the blind the one-eyed man is king. I didn't know how he'd pulled it off, but it was a pretty slick way to get out of all his promises.

Max stares at the monitor.

MAX (CONT'D V.O.)

Most of what he had said fit too well to be a load of crap.

A door's control panel lets out a warning beep as someone taps in the code from the other side. MERCENARY #2's voice can be heard through the door.

MERCENARY #2 (O.S.)

Cover me. I'm going in.

INT OFFICES NIGHT

A radio plays on the office table. Kyra Silver is interviewing Jim Bravura.

KYRA (V.O.)

And what is your answer to those saying that he is actually providing a service long overdue to the city?

BRAVURA (V.O.)

(irritated)

This crusade nonsense has gone too far. He is out of control. It must stop. He will be stopped.

KYRA (V.O.)

That was Deputy Chief Jim Bravura from the New York City Police Department.

INT SECRETARIES' OFFICE NIGHT

Max steps into the office. On a table lie a video tape and a letter.

MAX (V.O.)

A video tape lay on the desk.

Max picks up the video tape and the letter from the desk.

MAX (CONT'D V.O.)

Nicole Horne had blackmailed the Inner Circle into silence. The tape came with a curt extortion note on a piece of expensive paper.

Max reads the letter.

MAX (CONT'D V.O.)

I remembered Candy Dawn, taping her clients in action on the side, selling the tapes to the highest bidder.

Max puts the tape into the pocket of his leather jacket.

MAX (CONT'D V.O.)

I was sure that kinky sex was nowhere near Alfred Woden's worst sin, but I had a feeling that, when this was over, any collateral would come in handy.

INT WODEN'S OFFICE NIGHT

A video is playing on a big screen. A news-clip on Aesir Corporation, Kyra Silver as the newscaster.

KYRA (V.O.)

Nothing seems to stop Aesir Corporation's phenomenal victory march. Incredibly, the stocks are still rocketing.

Max shakes his head.

KYRA (CONT'D V.O.)

Worried experts already see a danger in the company's success. Some have gone as far as to say that Aesir Corporation is about to become even a bigger monopoly than (...) ever was.

Blueprints lie on a table.

MAX (V.O.)

Woden had left me a present.

Max picks up the blueprints.

MAX (CONT'D V.O.)

Woden had taken care of my mission preps with military precision. The critical areas in the Aesir Corporation headquarters blueprints were circled in red. The president's office was at the top of the building, right below her penthouse suite.

The blueprints of a modern skyscraper.

MAX (CONT'D V.O.)

The elevators were controlled by a security computer, part of the main frame located underground below the building. The high-rise was sealed as tight as a sci-fi fortress.

INT DARK ROOM NIGHT

Mercenary #1 and Mercenary #2 have stopped for a cigarette break.

MERCENARY #1

The best movie ending ever? Gotta be "Butch Cassidy and the Sundance Kid." A hero's end, going out with guns blazing.

MERCENARY #2

Never heard of it.

MERCENARY #1

No? Okay, newer stuff then. "The Usual Suspects," where Spacey walks out of the police station and suddenly loses his limp, or hey! "Seven," when Brad Pitt gets to that head-sized, blood-soaked cardboard box.

Mercenary #2 brightens up.

MERCENARY #2

Now I know! "Freaking Zombie Demons from Outer Space," drowning in blood was cool!

Mercenary #1 sighs. He sounds tired.

MERCENARY #1

Why do I even bother? Sometimes I
honestly don't know.

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER SIX: BYZANTINE POWER GAME".

INT ASGARD BASEMENT NIGHT

Max walks down the steps to the basement of the Asgard
Building.

MAX (V.O.)
I had dreamed of revenge. Those
dreams were always nightmares, of
coming close and then failing.

He looks grim.

MAX (CONT'D V.O.)
Now I was close. I had a name to
guide me. Nicole Horne. I had nothing
to lose.

INT ARCHIVES NIGHT

Max walks to an open file cabinet.

MAX (V.O.)
The Inner Circle had quite a track
record.

Max flips through the files.

MAX (CONT'D V.O.)
Project Valhalla had not been the
only thing the Inner Circle had been
involved in. There were rows of
cabinets, full of files. The
serpentine secret society went back a
long way, always pulling strings from
the shadows.

Max closes the cabinet.

MAX (CONT'D V.O.)
I couldn't say I was sorry, Woden's
move in some Byzantine power game had
cut the circle's membership roster to
one.

Max walks out.

MAX (CONT'D V.O.)

The old man wanted me on clean up duty.

Max stops at the doorway to glance back.

MAX (CONT'D V.O.)
It was my mess too.

INT CONFERENCE ROOM NIGHT

Killer Suit #1 and his friend stand in the room. Killer Suit #1 sounds confident.

KILLER SUIT #1
CIA, FBI, you've seen one, you've seen them all. Sure, good for a practice run, but this - working for her - this is the real thing. The money's astronomical, and best of all, you get to kill any scumbag who gets in your way. License to kill, like James Bond.

INT ENTRANCE HALL NIGHT

MERCENARY #1 leads a band of mercenaries to the entrance hall. His voice is stern as he barks a command.

MERCENARY #1
Take him down, shoot to kill. Let's finish this.

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER SEVEN: NOTHING TO LOSE".

EXT MANHATTAN STREET NIGHT

Max walks in the snow.

MAX (V.O.)
Mine wasn't the most original approach to the problem. It wasn't as if it hadn't all been done before. An eye for an eye, the first principle of revenge, old as dirt, still going strong.

Max's eyes flash.

MAX (CONT'D V.O.)
The cardinal rule in going after someone with an intention to kill was

not to make it personal. Which it almost always ended up being anyway. It did with me.

EXT MANHATTAN NIGHT

The storm continues.

MAX (V.O.)

I took my time, cruising around the city in the snow. There was no hurry, I knew what I had to do now. I took my time, thinking about it, building up the rage.

EXT AESIR CORPORATION HEADQUARTERS NIGHT

The glass and steel façade.

MAX (V.O.)

When I was ready, I parked the stolen wheels at the front entrance of the Aesir Corporation headquarters. Got out, got in, got cracking.

Max steps out of the car and enters the building.

MAX (CONT'D V.O.)

I had a bullet with Nicole Horne's name on it. I had ten thousand bullets with the hag's name on them. She had ultra-high-tech security systems, enough mercenaries and weaponry to start World War III. There was no fear.

INT AESIR ENTRANCE LOBBY NIGHT

Max steps in through the front doors.

MAX (V.O.)

New York disappeared behind a veil of snow. I had crossed the threshold. This was her domain: sleek and sexy and soulless, all glass and steel.

Max walks down the lobby.

MAX (CONT'D V.O.)

A place of color-coded security key cards, metal detectors and surveillance systems.

There is a large sign in the lobby with the Aesir logo

and the text "Aesir Corporation - A Bit Closer to Heaven".

MAX (CONT'D V.O.)
Colder than a walk-in fridge, cold as
a gun.

INT AESIR ELEVATOR LOBBY NIGHT

Max stands before the elevator doors. The elevator arrives. Doors slide open. Mona stands in the elevator. She smiles and points her gun at Max. Max points her with his gun. He grins.

MAX
Mona. Looking good.

MONA
Max, we gotta stop meeting like this.

Horne's voice in the loudspeakers is cold, inhuman.

HORNE (V.O.)
(from the loudspeaker)
It will be a cold day in hell before
I'll let a narc cop stop me. Ms. Sax,
do your job.

Max's grin dies.

Mona continues to smile.

MONA
Relax, Max. You're a nice guy, I
don't kill nice guys.

Max shakes his head, smiling.

MAX
You're not bad yourself.

Mona looks Max in the eye. She seems sincere.

MONA
It was different when Horne wanted
Punchinello dead, to cut her ties to
the Mafia. He deserved to die.

Max nods. He is serious.

MAX
The same goes with her, she's the bad
guy here.

Mona shrugs happily, a grin on her face.

MAX (V.O.)

Her sister was whispering to her in my favor. I knew the appetites of ghosts intimately. They hungered for revenge.

Suddenly Mona pushes Max down, and shoots at something behind Max's back.

MONA

(shout)

Max!

MAX

(shout)

No!

Shots ring out. Mona is hit. She falls to the elevator floor.

MAX (V.O.)

A gunshot boomed and she fell down in slow-motion. She was a nice girl, not really a stone-cold killer, and now she was stone-cold dead.

The elevator doors slide shut.

Max swirls around, gun ready.

MAX (CONT'D V.O.)

Like religious fanatics or loyal samurai Horne's private army was coming at me.

INT AESIR ELEVATOR NIGHT

Max steps into the elevator. The elevator floor is covered with blood.

MAX (V.O.)

When the elevator came back down, Mona was gone. There was a lot of blood, but no body.

Max presses the elevator button. Floor numbers whirl on the control display.

MAX (CONT'D V.O.)

Something clicked for the final time. My mind had never been so clear, as if somewhere high above the storm clouds were already gone, cold stars blazing from the black skies.

INT ESCALATOR CORRIDOR NIGHT

Mercenary #1 and his friend stand on guard.

MERCENARY #1

You know what I'm talking about. In all the cool actions movies, and I'm talking about the coolest of the cool, it always seems like time slows down in the middle of action, you can see the bullets flying through the air, the hero dodging in slow-motion. Man, it would be so cool to be able to do that! Bullet-time, that's what they call it. Bullet-time, yeah, would be so cool.

INT SECURITY CONTROL ROOM NIGHT

Max hits a switch on a control panel. On the screen red icons of locked elevators turn green.

MAX (V.O.)

I had elevator access to the main frame. From there I'd be able to override the security locks and get to her office.

INT SCENIC ELEVATOR NIGHT

Max rides down in a skyscraper scenic elevator. He can hear the sound of an approaching chopper.

MAX (V.O.)

The unmarked chopper was Horne's pet guardian, inhuman and flawless. It was stalking me.

INT MAIN FRAME NIGHT

Mercenary #1 and Mercenary #2 stand on guard.

MERCENARY #1

I hate to be stereotyped. I'm not a cold-blooded killer. I'm a nice guy! I love my wife, I have two boys I'm very proud of. You just have to make the ends meet, and if that means I have to shoot someone now and then, hey, it's just my job from nine to five.

MERCENARY #2

Well not quite from nine to five, but

I hear you.

Max steps to the view from the elevator.

MERCENARY #1
(very blood-thirstily)
Kill the bastard! Kill the bastard!

INT MAIN FRAME NIGHT

Max shuts down the main frame security computer.

MAX (V.O.)
All Horne's locks were now off-line.
All bets were off. The elevator would
take me all the way up.

INT SCENIC ELEVATOR NIGHT

Max rides up in a skyscraper scenic elevator.

MAX (V.O.)
Seen from this height the night
seemed to stretch on to eternity. A
hint of desperation had crept into
the snowstorm, as if it was trying to
get it all out before the end.

INT HORNE'S OFFICE NIGHT

Max stands in front of Horne's computer.

MAX (V.O.)
Horne's personal computer was on.

Max lifts his gun to point at the monitor.

MAX (CONT'D V.O.)
Next to the printer was a neat stack
of expensive paper.

Max squints his eyes.

MAX (CONT'D V.O.)
Hacking through Horne's computer
would have unearthed files of
criminal plans, strategies for world
domination, spy helicopter reports,
illegal wire tap recordings, internet
porno, all of the above, take your
pick, I really didn't care anymore.

Max shoots the monitor.

MAX (CONT'D V.O.)
I had seen too much of it already.

EXT DARKNESS NIGHT

Darkness. Text: "CHAPTER EIGHT: PAIN AND SUFFERING".

INT PRIVATE ELEVATOR NIGHT

Max stands in the elevator. He checks his gun.

MAX (V.O.)
Valkyr had been meant to be a white-winged maiden that would lift you to a warrior's heaven. But it had turned out to be a one-way demon ride to hell. The devil was in the drug. I knew. I had met him.

Max loads his gun. His eyes burn.

MAX (CONT'D V.O.)
And now I was going to kill her. The queen of the underworld who had tried to lift herself a bit closer to heaven with her drug money.

The elevator arrives. The doors slide open.

INT ELEVATOR LOBBY NIGHT

Max steps from the elevator, his gun ready. Horne stands waiting for him. Her eyes are cold.

MAX (V.O.)
No begging, no bribes, she knew better - honor among killers, "we who are about to die". Both of us knew how this would end. In pain and suffering.

HORNE
All this, because your wife stuck her nose into things that were none of her business.

In the background, faint wail of the approaching sirens.

MAX (V.O.)
The cops were coming to take me away. The sirens were like a bad conscience I couldn't shake.

Horne's voice is bitter.

HORNE
It's ridiculous you have made it this
far. You won't be alive when they get
here.

INT ELEVATOR LOBBY NIGHT

Horne runs away and shouts commands to her Killer Suits
as she goes.

HORNE
Stop him!

INT ELEVATOR LOBBY NIGHT

Max is in a firefight with several Killer Suits. The
hidden speakers squeal to life. Horne's voice through
them is cold, heartless, calculated.

HORNE (V.O.)
(through the speaker-
system)
Max Payne. This is futile. Waste of
time. The deaths of your wife and
daughter were necessary, inevitable.
It is done. You cannot bring them
back. Nothing you do will make it any
better.

INT ELEVATOR CORRIDOR NIGHT

Max is in a firefight with several Killer Suits. The
hidden speakers squeal to life. Horne's voice through
them is cold, heartless, calculated.

HORNE (V.O.)
(through the speaker
system)
Max Payne. You are fighting a losing
battle. You cannot survive this. You
will die. Stop fighting. Make it easy
for yourself. Accept your fate. You
will die here.

INT PENTHOUSE STAIRS NIGHT

Max is in a firefight with several Killer Suits. The
hidden speakers squeal to life. Horne's voice through
them is cold, heartless, calculated.

HORNE (V.O.)
(through the speaker-
system)

Max Payne. Face it. You are up
against an unbeatable force. You have
already lost. You have lost. Only
death will set you free from your
pain. Accept it. Surrender. Give up.

INT ELEVATOR LOBBY NIGHT

KILLER SUIT #1 and several of his friends are in a
firefight with Max. Killer Suit #1 shouts into his radio.

KILLER SUIT #1
The elevator lobby! Get us backup
now!

INT NORTH LOUNGE NIGHT

KILLER SUIT #2 and several of his friends crouch behind
sofas, shooting at Max from the cover. Killer Suit #2
shouts into his radio.

KILLER SUIT #2
We have him in the North Lounge! Send
us assistance!

INT CENTRAL LOUNGE NIGHT

KILLER SUIT #3 and several of his friends crouch behind a
barricade. They are in a firefight with Max. Killer Suit
#3 shouts into his radio.

KILLER SUIT #3
Max Payne is in the Central Lounge!
The skylight lounge! Get in here!

INT EAST LOUNGE NIGHT

KILLER SUIT #4 and several of his friends crouch behind a
barricade. They are in a firefight with Max. Killer Suit
#4 shouts into his radio.

KILLER SUIT #4
He is in the East Lounge! We have
him! Get us backup! The East Lounge!

INT PENTHOUSE CORRIDOR NIGHT

Max runs down the corridor. The hidden speakers let out a
squeal (they have been left on by mistake). Horne voice
is tight, agitated.

HORNE (V.O.)

(to her Killer Suits)
 What do you mean he is unstoppable?
 You are superior to him in every way
 that counts. You are better trained,
 better equipped. You outnumber him at
 least twenty to one, more than that!
 Do you job!

INT PENTHOUSE OFFICE NIGHT

Horne stands behind her desk and orders her Killer Suits to attack Max.

HORNE
 Not a step further! End it here! Any
 means necessary!

INT ROOFTOP STAIRS NIGHT

Horne runs up the stairs to the rooftop. At the top of the stairs he turns and throws down a grenade towards Max.

HORNE
 That's for you!

INT/EXT HELICOPTER/ROOFTOP NIGHT

The blizzard howls. The black helicopter is trying to land on the rooftop helipad. PILOT (43), an experienced helicopter flyer, a serious man, is worried.

PILOT (V.O.)
 Roger that. Attempting to land now.
 It's gonna be tricky.

The helicopter lands. Horne runs to it. She climbs on board. Pilot is eager to go.

The tall rooftop radio-mast sways alarmingly above the chopper.

PILOT (CONT'D V.O.)
 She's on board. We're outta here, as
 soon as the wind dies down. Don't
 like the look of that mast.

INT/EXT HELICOPTER/ROOFTOP NIGHT

The chopper is waiting for the wind to die.

PILOT (V.O.)
 Liftoff in 1 minute.

INT/EXT HELICOPTER/ROOFTOP NIGHT

The chopper is waiting for the wind to die.

PILOT (V.O.)
Liftoff in 45 seconds.

INT/EXT HELICOPTER/ROOFTOP NIGHT

The chopper is waiting for the wind to die.

PILOT (V.O.)
30 seconds to liftoff.

INT/EXT HELICOPTER/ROOFTOP NIGHT

The chopper is waiting for the wind to die.

PILOT (V.O.)
15 seconds to liftoff.

INT/EXT HELICOPTER/ROOFTOP NIGHT

The chopper is waiting for the wind to die.

PILOT (V.O.)
OK, ready to liftoff in five. Four.
Three. Two. One.

EXT ROOFTOP NIGHT

The radio-mast sways dangerously over the chopper. Max looks around.

MAX (V.O.)
I couldn't get to Horne. But the
radio-mast was begging to go, the
support chains were about to give.

Max shoots at the radio-mast support cables.

MAX (CONT'D V.O.)
The cables were too thick for
bullets. I'd have to find their weak
spot to cut them.

INT/EXT HELICOPTER/ROOFTOP NIGHT

The chopper falls in a fiery ball of fire.

EXT AESIR ROOFTOP NIGHT

Max stands on the edge of the skyscraper rooftop. He looks down.

MAX (V.O.)
They were all dead. The final gunshot was an exclamation mark to everything that had led to this point. I released my finger from the trigger.

EXT ROOFTOP NIGHT

The storm ends. The wind dies down. Max stands on the rooftop. He looks peaceful. He turns to look up to the sky. Stars appear as the clouds disperse.

MAX (V.O.)
And then it was all over. The storm seemed to lose its frenzy. The ragged clouds gave way to the stars above.

A police helicopter flies up to hover above Max. The noise of the chopper is deafening. A searchlight finds Max.

BRAVURA (O.S.)
(to the megaphone in the chopper)
Max Payne, this is Deputy Chief Jim Bravura from the NYPD. We've got the building surrounded. Throw down your weapons and lie down with your hands behind your head.

Max looks straight into the light and smiles.

MAX (V.O.)
A bit closer to heaven.

POLICE #1, POLICE #2, POLICE #3, and POLICE #4, hardcore policemen in SWAT gear, run to the roof and surround Max. He lifts his hand up dreamily.

MAX (V.O.)
The cops' voices were distant and muted.

POLICE #1
(shouts)
Freeze!

POLICE #2
(shouts)
NYPD!

POLICE #3
(shouts)

Hold it right there!

MAX (V.O.)

My ghosts released me from their haunting. Down below, New York City glittered like diamonds on black velvet.

EXT AESIR CORPORATION HEADQUARTERS NIGHT

Bravura stands in front of a police car. He is eating a hamburger.

Police #1 escorts Max to the police car.

For a moment Bravura's voice loses its gruffness.

BRAVURA

(to Max)

You gave us one hell of a ride.

Bravura turns to Police #1. He appears gruff once more.

BRAVURA (CONT'D)

(to SWAT #1)

Take him down to central booking.

Police #1 pushes Max into the police car.

POLICE #1

You heard the man.

Max looks around.

Woden stands in the crowd of bystanders.

MAX (V.O.)

Woden was there, in the crowd, standing by the sidelines. It wouldn't be over till the man with the patch would say so. He'd say the right words. I knew he would. He'd better.

Woden grins.

MAX (CONT'D V.O.)

Woden grinned smugly, it was the grin of a winner.

INT POLICE CAR NIGHT

Max sits in the police car. His hands are cuffed. He looks as grim as ever. Through the rear window, police cars, flashing cameras, sirens, the whole scene receding

to the darkness.

MAX (V.O.)
That made two of us.

FADE OUT.

THE END

GENERIC MAX PAYNE SOUNDS

Generic sounds that Max makes in different situations.
Several versions of all of these are required.

INT CRIME SCENE NIGHT

Max leaps up, a forceful BREATH escapes his lips.

MAX
(a small, forceful breath)
Aa!

EXT CRIME SCENE NIGHT

Max jumps down from a fire-escape. He GASPS softly as the
air is forced out of his lungs.

MAX
(gasps softly)
Uh.

INT CRIME SCENE NIGHT

A mobster hits Max. Max GASPS in pain.

MAX
(gasps in pain)
Ah!

INT CRIME SCENE NIGHT

A mobster hits Max with a baseball bat. Max GRUNTS in
pain.

MAX
(grunts in pain)
Ah!

INT CRIME SCENE NIGHT

Max is badly wounded. He limps down a corridor. He is
BREATHING heavily, in agitation.

MAX
(fast, heavy breathing)

INT CRIME SCENE NIGHT

Max has been pumped full of Valkyr by Nicole Horne and her goons. Max comes to after a bad trip. He GAGS, RETCHES, and COUGHS violently.

MAX
(gags, retches and coughs)

INT CRIME SCENE NIGHT

Max is hit by a bullet. He falls down and CRIES OUT in pain. He dies.

MAX
(cries out in pain)
AAAAAAH!

INT CRIME SCENE NIGHT

Max is in flames. He runs around wildly, trying to put the flames out. He rolls on the floor, screaming in pain.

MAX
(a long scream of pain)
AAAAAAAAAAAAAAAAAAAAAAAAAAAAA!

INT PAINKILLER ROOM NIGHT

Max picks up a bottle of painkillers.

MAX (V.O.)
The pills would ease the pain.

INT PAINKILLER ROOM NIGHT

Max picks up a bottle of painkillers.

MAX (V.O.)
The pills would hold the pain back
for a while.

INT PAINKILLER ROOM NIGHT

Max picks up a bottle of painkillers.

MAX (V.O.)
The pills would make the pain go away
for a while.

INT LOCKED ROOM NIGHT

Max tries a locked door.

MAX (V.O.)
The door was locked. I'd need a key
to get through.

INT LOCKED ROOM NIGHT

Max tries a locked door.

MAX (V.O.)
I needed a key to get past the locked
door.

INT LOCKED ROOM NIGHT

Max tries a locked door.

MAX (V.O.)
A locked door barred my way. I needed
a key.

INT LOCKED ROOM NIGHT

Max tries a locked door.

MAX (V.O.)
I couldn't get past the door without
a key.

INT LOCKED ROOM NIGHT

Max tries a locked door.

MAX (V.O.)
Without a key, I'd never get past
this door.

INT KEY ROOM NIGHT

Max finds a key.

MAX (V.O.)
I had found a key.

INT KEY ROOM NIGHT

Max finds a key.

MAX (V.O.)
There was a key on the table.

INT KEY ROOM NIGHT

Max finds a key.

MAX (V.O.)
There was a key on the shelf.

INT KEY ROOM NIGHT

Max finds a key.

MAX (V.O.)
A key lay on the desk.

INT KEY ROOM NIGHT

Max finds a key.

MAX (V.O.)
A key lay on top of the drawer.

INT KEY ROOM NIGHT

Max finds a key.

MAX (V.O.)
Someone had forgotten his key.

INT RICOCHET ROOM NIGHT

Max has shot an innocent bystander by mistake. There is fear in Max's eyes. He sounds tired.

MAX (V.O.)
I had become a cold-blooded murderer.
I had screwed it up.

INT RICOCHET ROOM NIGHT

Max has shot an innocent bystander by mistake. There is fear in Max's eyes. He sounds tired.

MAX (V.O.)
The stress was getting to me. I had made a mistake I'd never be able to fix.

INT RICOCHET ROOM NIGHT

Max has shot an innocent bystander by mistake. There is fear in Max's eyes. He sounds tired.

MAX (V.O.)

The pressure was too much. I had sunk
down to their level. It wasn't worth
it. Nothing was.

GENERIC MOBSTERS

The following lines will be used for all Generic Mobsters the player meets in the game.

GENERIC MOBSTER (25 to 50) is a tough, meaty, aggressive, yet somewhat simple thug with Italian roots.

INT MOBSTER HANGOUT NIGHT

GENERIC MOBSTER #1 stands on guard. He smokes a cigarette. He COUGHS a couple of times.

 GENERIC MOBSTER #1
 (coughs a couple of times)

The cough escalates into a nasty FIT OF COUGHING.

 GENERIC MOBSTER #1
 (has a nasty fit of
 coughing)

Generic Mobster #1 is bored. He WHISTLES a tune.

 GENERIC MOBSTER #1
 (whistles a tune)

Generic Mobster #1 is bored. He HUMS a tune.

 GENERIC MOBSTER #1
 (hums a tune)

Dust tickles Generic Mobster #1's nose. He SNEEZES.

 GENERIC MOBSTER #1
 (sneezes)

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and GENERIC MOBSTER #2 stand on guard. They are in a middle of a pointless conversation.

 GENERIC MOBSTER #1
 Eh?

 GENERIC MOBSTER #2
 Notin'.

 GENERIC MOBSTER #1

Eh?

 GENERIC MOBSTER #2
Forget it.

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and Generic Mobster #2 stand on guard.
They are in a middle of a pointless conversation.

 GENERIC MOBSTER #1
Sure.

 GENERIC MOBSTER #2
Yeah? Really?

 GENERIC MOBSTER #1
Sure.

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and Generic Mobster #2 stand on guard.
They are in a middle of a pointless conversation.

 GENERIC MOBSTER #1
True, true.

 GENERIC MOBSTER #2
Ya said it.

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and Generic Mobster #2 stand on guard.
They are in a middle of a pointless conversation.

 GENERIC MOBSTER #1
No way!

 GENERIC MOBSTER #2
C'mon.

 GENERIC MOBSTER #1
Fine. Okay.

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and Generic Mobster #2 stand on guard.
They are in a middle of a pointless conversation.

 GENERIC MOBSTER #1
Right?

 GENERIC MOBSTER #2

Right.

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and Generic Mobster #2 stand on guard.
They are in a middle of a pointless conversation.

GENERIC MOBSTER #1
That's bad.

GENERIC MOBSTER #2
Ya think?

GENERIC MOBSTER #1
Yeah.

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and Generic Mobster #2 stand on guard.
They are in a middle of a pointless conversation.

GENERIC MOBSTER #1
Yer askin' for it!

GENERIC MOBSTER #2
Take it easy.

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and Generic Mobster #2 stand on guard.
Generic Mobster #1 hears something. He is nervous.

GENERIC MOBSTER #1
What was that?

GENERIC MOBSTER #2
It's notin'. Relax.

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and Generic Mobster #2 stand on guard.
Generic Mobster #1 hears something. He is nervous.

GENERIC MOBSTER #1
Did ya hear somethin'?

GENERIC MOBSTER #2
Nah. Take it easy.

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 stands on guard. He sees Max

approaching. His voice is hostile.

GENERIC MOBSTER #1

Hey!

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 stands on guard. He sees Max approaching. His voice is hostile.

GENERIC MOBSTER #1

Yo!

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 stands on guard. He sees Max approaching. His voice is hostile.

GENERIC MOBSTER #1

What the -?

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 stands on guard. He sees Max approaching. His voice is hostile.

GENERIC MOBSTER #1

Hey ya!

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 stands on guard. He sees Max approaching. His voice is hostile.

GENERIC MOBSTER #1

What the hell?

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 stands on guard. He sees Max approaching. His voice is hostile.

GENERIC MOBSTER #1

Hold it!

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 stands on guard. He sees Max approaching. His voice is hostile.

GENERIC MOBSTER #1

Damn!

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 stands on guard. He sees Max approaching. His voice is hostile.

GENERIC MOBSTER #1
Payne!

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 stands on guard. He sees Max approaching. His voice is hostile.

GENERIC MOBSTER #1
Max Payne!

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and Generic Mobster #2 stand on guard. Generic Mobster #1 sees Max approaching. His voice is hostile.

GENERIC MOBSTER #1
(to Generic Mobster #2)
It's Payne!

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and Generic Mobster #2 stand on guard. Generic Mobster #1 sees Max approaching. His voice is hostile.

GENERIC MOBSTER #1
(to Generic Mobster #2)
There he is!

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and Generic Mobster #2 stand on guard. Generic Mobster #1 sees Max approaching. His voice is hostile.

GENERIC MOBSTER #1
(to Generic Mobster #2)
Get 'im!

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and Generic Mobster #2 stand on guard.

Generic Mobster #1 sees Max approaching. His voice is hostile.

 GENERIC MOBSTER #1
 (to Generic Mobster #2)
Whack 'im!

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and Generic Mobster #2 stand on guard.
Generic Mobster #1 sees Max approaching. His voice is hostile.

 GENERIC MOBSTER #1
 (to Generic Mobster #2)
Whack the sucker!

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and Generic Mobster #2 stand on guard.
Generic Mobster #1 sees Max approaching. His voice is hostile.

 GENERIC MOBSTER #1
 (to Generic Mobster #2)
Ice 'im!

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and Generic Mobster #2 stand on guard.
Generic Mobster #1 sees Max approaching. His voice is hostile.

 GENERIC MOBSTER #1
 (to Generic Mobster #2)
There!

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 and Generic Mobster #2 stand on guard.
Generic Mobster #1 sees Max approaching. His voice is hostile.

 GENERIC MOBSTER #1
 (to Generic Mobster #2)
Gun 'im down!

INT MOBSTER HANGOUT NIGHT

Max shoots and wounds Generic Mobster #1. Generic Mobster #1 SHOUTS out in pain and anger.

GENERIC MOBSTER #1
(shouts out in pain)
AAIIE!

INT MOBSTER HANGOUT NIGHT

Max shoots Generic Mobster #1. Generic Mobster #1 SCREAMS
in pain as he dies.

GENERIC MOBSTER #1
(screams in pain as he
dies)
AAAAAAA!

INT MOBSTER HANGOUT NIGHT

Generic Mobster #1 is in flames. He runs around wildly,
trying to put the flames out. He rolls on the floor,
screaming in pain.

GENERIC MOBSTER #1
(a long scream of pain)
AAAAAAAAAAAAAAAAAAAAAAAAAAAA!

GENERIC MERCENARIES

The following lines will be used for all Generic Mercenaries the player meets in the game.

GENERIC MERCENARY (21 to 35) is a highly trained black operations mercenary working for Nicole Horne, in full combat gear.

INT COMBAT ZONE NIGHT

GENERIC MERCENARY stands on guard. His radio buzzes. He speaks into the radio.

GENERIC MERCENARY
Possible infiltration in progress.

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He speaks into the radio.

GENERIC MERCENARY
Threatcon gamma.

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He speaks into the radio.

GENERIC MERCENARY
Acknowledged.

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He speaks into the radio.

GENERIC MERCENARY
Negative.

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He sees Max approaching. As he attacks, he speaks into the radio. His voice is stern and hard.

GENERIC MERCENARY
Alert!

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He sees Max approaching. As he attacks, he speaks into the radio. His voice is stern and hard.

GENERIC MERCENARY
Moving to the danger area!

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He sees Max approaching. As he attacks, he speaks into the radio. His voice is stern and hard.

GENERIC MERCENARY
Now moving to the blocking position.

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He sees Max approaching. As he attacks, he speaks into the radio. His voice is stern and hard.

GENERIC MERCENARY
Search and destroy!

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He sees Max approaching. As he attacks, he speaks into the radio. His voice is stern and hard.

GENERIC MERCENARY
In pursuit of the intruder!

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He sees Max approaching. As he attacks, he speaks into the radio. His voice is stern and hard.

GENERIC MERCENARY
Hostile contact!

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He sees Max approaching. As he attacks, he speaks into the radio. His voice is stern and hard.

GENERIC MERCENARY

Intruder alert!

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He sees Max approaching. As he attacks, he speaks into the radio. His voice is stern and hard.

GENERIC MERCENARY
Shoot to kill!

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He sees Max approaching. As he attacks, he speaks into the radio. His voice is stern and hard.

GENERIC MERCENARY
Engaging hostile!

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He sees Max approaching. As he attacks, he speaks into the radio. His voice is stern and hard.

GENERIC MERCENARY
Threatcon delta!

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He sees Max approaching. As he attacks, he speaks into the radio. His voice is stern and hard.

GENERIC MERCENARY
Report?

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He sees Max approaching. As he attacks, he speaks into the radio. His voice is stern and hard.

GENERIC MERCENARY
Casualty status?

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He sees Max approaching. As he attacks, he speaks into the

radio. His voice is stern and hard.

GENERIC MERCENARY
Damage assessment?

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He sees Max approaching. As he attacks, he speaks into the radio. His voice is stern and hard.

GENERIC MERCENARY
Go, go, go!

INT COMBAT ZONE NIGHT

Generic Mercenary stands on guard. His radio buzzes. He sees Max approaching. As he attacks, he speaks into the radio. His voice is stern and hard.

GENERIC MERCENARY
Move, move, move!

INT COMBAT ZONE NIGHT

Max shoots and wounds Generic Mercenary. Generic Mercenary SHOUTS out in pain and anger.

GENERIC MERCENARY
(shouts out in pain)
AAIIE!

INT COMBAT ZONE NIGHT

Max shoots Generic Mercenary. Generic Mercenary SCREAMS in pain as he dies.

GENERIC MERCENARY
(screams in pain as he
dies)
AAAAAA!

INT COMBAT ZONE NIGHT

Generic Mercenary is in flames. He runs around wildly, trying to put the flames out. He rolls on the floor, screaming in pain.

GENERIC MERCENARY
(a long scream of pain)
AAAAAAAAAAAAAAAAAAAAAAAAAAAA!

GENERIC JUNKIES

The following lines will be used for all Generic Junkies the player meets in the game.

GENERIC JUNKIE (16 to 35) is a psychotic user of the designer drug Valkyr in dirty street clothes.

INT JUNKIE HANGOUT NIGHT

GENERIC JUNKIE sways on his feet in the dark. He is trapped in a terrible nightmare.

He MOANS in fear and pain.

GENERIC JUNKIE
(moans in fear and pain)

He LAUGHS eerily and without joy.

GENERIC JUNKIE
(laughs eerily)

He BREATHES heavily in agitation.

GENERIC JUNKIE
(breathes heavily)

He lets out a SCREAM of terror.

GENERIC JUNKIE
(screams out)

He WEEPS hopelessly.

GENERIC JUNKIE
(weeps hopelessly)

He SNARLS in rage.

GENERIC JUNKIE
(snarls in rage)

INT JUNKIE HANGOUT NIGHT

Generic Junkie sways on his feet like he was autistic. He shivers and trembles. He is trapped in a terrible nightmare.

All the following lines should be done multiple times,
once as a incoherent mumble, once as an evil whisper,
once as an angry shout, and once as a fearful utterance.

GENERIC JUNKIE

I don't know, I don't know.

Generic Junkie sways on his feet.

GENERIC JUNKIE

Death is coming. It's coming.

Generic Junkie sways on his feet.

GENERIC JUNKIE

Shut up. Shut up.

Generic Junkie sways on his feet.

GENERIC JUNKIE

The flesh. The flesh.

Generic Junkie sways on his feet.

GENERIC JUNKIE

Get away. Get away.

Generic Junkie sways on his feet.

GENERIC JUNKIE

Oh no. Oh no.

Generic Junkie sways on his feet.

GENERIC JUNKIE

I'm gonna hurt ya. I'm gonna hurt ya.

Generic Junkie sways on his feet.

GENERIC JUNKIE

Ya gonna die. Ya gonna die.

Generic Junkie sways on his feet.

GENERIC JUNKIE

I'm gonna die. I'm gonna die.

Generic Junkie sways on his feet.

GENERIC JUNKIE

It's all messy inside. Blood and puke
and crap inside.

Generic Junkie sways on his feet.

GENERIC JUNKIE

They're here. They're here.

Generic Junkie sways on his feet.

GENERIC JUNKIE
I think I died. I think I'm dead.

Generic Junkie sways on his feet.

GENERIC JUNKIE
The end. The end.

Generic Junkie sways on his feet.

GENERIC JUNKIE
Quiet. All quiet. Hush now.

INT JUNKIE HANGOUT NIGHT

Max shoots and wounds Generic Junkie. Generic Junkie
SHOUTS out in pain and anger.

GENERIC JUNKIE
(shouts out in pain)
AAIIIEEE!

INT JUNKIE HANGOUT NIGHT

Max shoots Generic Junkie. Generic Junkie SCREAMS as he
dies.

GENERIC JUNKIE
(screams in pain)
AAAAAAAAAA!

INT JUNKIE HANGOUT NIGHT

Generic Junkie is in flames. He runs around wildly,
trying to put the flames out. He rolls on the floor,
screaming in pain.

GENERIC JUNKIE
(a long scream of pain)
AAAAAAAAAAAAAAAAAAAAAAAAAAAA!

GENERIC KILLER SUITS

The following lines will be used for all Generic Killer Suits the player meets in the game.

GENERIC KILLER SUIT (25 to 40) is a cold-blooded ex-secret service operative gone mercenary and hired by Nicole Horne. They wear black suits and sunglasses.

INT COMBAT ZONE NIGHT

GENERIC KILLER SUIT walks down a corridor, his gun pointed at Max. His voice is cold and cruel.

GENERIC KILLER SUIT
Target located.

INT COMBAT ZONE NIGHT

Generic Killer Suit walks down a corridor, his gun pointed at Max. His voice is cold and cruel.

GENERIC KILLER SUIT
Terminate.

INT COMBAT ZONE NIGHT

Generic Killer Suit walks down a corridor, his gun pointed at Max. His voice is cold and cruel.

GENERIC KILLER SUIT
I have him.

INT COMBAT ZONE NIGHT

Generic Killer Suit walks down a corridor, his gun pointed at Max. His voice is cold and cruel.

GENERIC KILLER SUIT
Found him.

INT COMBAT ZONE NIGHT

Generic Killer Suit walks down a corridor, his gun pointed at Max. His voice is cold and cruel.

GENERIC KILLER SUIT
I need backup.

INT COMBAT ZONE NIGHT

Generic Killer Suit walks down a corridor, his gun pointed at Max. His voice is cold and cruel.

GENERIC KILLER SUIT
Send me backup.

INT COMBAT ZONE NIGHT

Generic Killer Suit walks down a corridor, his gun pointed at Max. His voice is cold and cruel.

GENERIC KILLER SUIT
Request assistance.

INT COMBAT ZONE NIGHT

Generic Killer Suit walks down a corridor, his gun pointed at Max. His voice is cold and cruel.

GENERIC KILLER SUIT
Got him.

INT COMBAT ZONE NIGHT

Generic Killer Suit walks down a corridor, his gun pointed at Max. His voice is cold and cruel.

GENERIC KILLER SUIT
Max Payne located.

INT COMBAT ZONE NIGHT

Generic Killer Suit walks down a corridor, his gun pointed at Max. His voice is cold and cruel.

GENERIC KILLER SUIT
Contact.

INT COMBAT ZONE NIGHT

Generic Killer Suit walks down a corridor, his gun pointed at Max. His voice is cold and cruel.

GENERIC KILLER SUIT
Engaging hostile.

INT COMBAT ZONE NIGHT

Max shoots and wounds Generic Killer Suit. Generic Killer

Suit SHOUTS out in pain and anger.

GENERIC KILLER SUIT
(shouts out in pain)
AAAIIEE!

INT COMBAT ZONE NIGHT

Max shoots Generic Killer Suit. Generic Killer Suit
SCREAMS as he dies.

GENERIC KILLER SUIT
(screams in pain)
AAAAAAA!

INT COMBAT ZONE NIGHT

Generic Killer Suit is in flames. He runs around wildly,
trying to put the flames out. He rolls on the floor,
screaming in pain.

KILLER SUIT
(a long scream of pain)
AAAAAAAAAAAAAAAAAAAAAAAAAAAA!

GENERIC POLICE

The following lines will be used for all Generic Police the player meets in the game.

GENERIC POLICE (21 to 40) is a brave, no-nonsense, uniformed policeman.

INT CRIME SCENE NIGHT

GENERIC POLICE advances down a dark corridor, gun in his hand. He barks out commands to his fellow officers.

GENERIC POLICE
Look alive people!

INT CRIME SCENE NIGHT

Generic Police advances down a dark corridor, gun in his hand. He barks out commands to his fellow officers.

GENERIC POLICE
I've got it!

INT CRIME SCENE NIGHT

Generic Police advances down a dark corridor, gun in his hand. He barks out commands to his fellow officers.

GENERIC POLICE
Cover me!

INT CRIME SCENE NIGHT

Generic Police advances down a dark corridor, gun in his hand. He barks out commands to his fellow officers.

GENERIC POLICE
Go, go, go!

INT CRIME SCENE NIGHT

Generic Police advances down a dark corridor, gun in his hand. He barks out commands to his fellow officers.

GENERIC POLICE
Stay frosty people!

INT CRIME SCENE NIGHT

Generic Police advances down a dark corridor, gun in his

hand. He barks out commands to his fellow officers.

GENERIC POLICE
I'm going in!

INT CRIME SCENE NIGHT

Generic Police advances down a dark corridor, gun in his hand. He barks out commands to his fellow officers.

GENERIC POLICE
Stay with me!

INT CRIME SCENE NIGHT

Generic Police sees an armed criminal. He points his gun, and barks out a command.

GENERIC POLICE
NYPD!

INT CRIME SCENE NIGHT

Generic Police sees an armed criminal. He points his gun, and barks out a command.

GENERIC POLICE
Drop it!

INT CRIME SCENE NIGHT

Generic Police sees an armed criminal. He points his gun, and barks out a command.

GENERIC POLICE
Freeze!

INT CRIME SCENE NIGHT

Generic Police sees an armed criminal. He points his gun, and barks out a command.

GENERIC POLICE
A gun!

INT CRIME SCENE NIGHT

Generic Police sees an armed criminal. He points his gun, and barks out a command.

GENERIC POLICE

Hold it right there!

INT CRIME SCENE NIGHT

Generic Police sees an armed criminal. He points his gun,
and barks out a command.

GENERIC POLICE
Put your hands where I can see 'em!

INT CRIME SCENE NIGHT

Generic Police sees an armed criminal. He points his gun,
and barks out a command.

GENERIC POLICE
Stop!